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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 hereby 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 applicable securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act). Accordingly, these securities may not be offered, sold or delivered, directly or indirectly, within the United States unless registered under the U.S. Securities Act and any applicable securities laws of any state of the United States or unless an exemption from such registration requirements is available. This Offering Document does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States.

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

October 21, 2025



REALBOTIX CORP.
(the “Company” or “Realbotix”)

SUMMARY OF OFFERING

What are we offering?

Offering:	“Best efforts” private placement (the “Offering”) of up to 10,000,000 units (each, a “Unit”) of the Company. The Units will be offered for sale by way of private placement in each of the provinces of Canada, other than Québec, pursuant to the Listed Issuer Financing Exemption (as defined herein). The Units may also be issued: (a) in the United States pursuant to exemptions from the registration requirements in Regulation D of the U.S. Securities Act; and (b) in jurisdictions outside of Canada and the United States, in each case, on a private placement basis in accordance with all applicable laws. The Units issued under the Listed Issuer Financing Exemption (defined below) will not be subject to a hold period in Canada.
Description of the Units:	Each Unit consists of one common share in the capital of the Company (each, a “Common Share”) and one Common Share purchase warrant (a “Warrant”). Each Warrant will entitle the holder thereof to purchase one Common Share (a “Warrant Share”) at a price of \$0.75 per Warrant Share until the date that is five (5) years following the Closing Date.
Offering Price:	\$0.50 per Unit.
Offering Amount:	Gross proceeds of up to \$5,000,000.

Agent:	A.G.P. Canada Investment ULC (the “ Agent ”), as sole agent and bookrunner.
Closing Date:	The closing of the Offering is expected to occur on or about October 24, 2025, and in any event not later than 45 days of the date hereof, or such other date or dates as may be determined by the Company and the Agent (as defined herein) and as permitted under applicable securities laws (the “ Closing Date ”).
Exchange:	The Common Shares are listed and posted for trading on the TSX Venture Exchange (the “ TSXV ”) under the symbol “XBOT”, on the OTCQB Venture Market (the “ OTCQB ”) under the symbol “XBOTF” and on the Frankfurt Stock Exchange (the “ FRA ”) under the symbol “76M0.F”.
Last Closing Price:	On October 21, 2025, the last trading day prior to the date of this Offering Document, the closing price of the Common Shares on the TSXV was \$0.60 per Common Share, on the OTCQB was US\$0.43 per Common Share and on the FRA was €0.35 per Common Share.
Description of Common Shares:	The Common Shares are without par value and without special rights or restrictions. Each Common Share carries the right to one vote.
Description of Warrants:	Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Warrant Share at an exercise price of \$0.75 on the date that is 60 months following the Closing Date, after which time the Warrants will be void and of no value. The Warrants will be governed by the terms and conditions set out in certificates representing the Warrants (the “ Warrant Certificates ”) delivered on the Closing Date. The Warrant Certificates will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain customary events. No fractional Warrants Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional shares. The holding of Warrants will not make the holder thereof a shareholder of the Company or entitle such holder to any right or interest in respect of the Warrants, except as expressly provided in the Warrant Certificates. Holders of Warrants will not have any voting or pre-emptive rights or any other rights ascribed to a holder of Common Shares.

The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 – *Prospectus Exemptions*, as amended and supplemented by Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the “**Order**”) (the “**Listed Issuer Financing Exemption**”). In connection with the 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 Company is relying on the exemptions in the Order and is qualified to distribute

securities in reliance on the exemptions included in the Order;

- **the total dollar amount of the Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months immediately preceding the date of the news release announcing the Offering, will not exceed \$25,000,000;**
- **the Company will not close the 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; and**
- **the Company will not allocate the available funds from the Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.**

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Offering Document contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as “**forward-looking statements**”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “anticipates”, “believes”, “estimates” and similar expressions, or the negatives of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might”, or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this Offering Document speak only as of the date of this Offering Document or as of the date specified in such statement. Specifically, this Offering Document includes, but is not limited to, forward-looking statements regarding: the Company’s expectations with respect to the completion of the Offering, if it is to be completed at all, the expected Closing Date, the expected compensation for the Agent, and the use of the available funds and the use of proceeds following completion of the Offering.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the ability of the Company to predict or control. These risks, uncertainties and other factors include, but are not limited to, the inability of the Company to complete the Offering on the terms proposed (or at all); the inability of the Company to obtain required regulatory and stock exchange approvals with respect to the Offering; changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; interest rate and exchange rate fluctuations; changes in technological, economic and political conditions; and other risks involved in the robotics and artificial intelligence industry. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in the offering document. Such statements are based on a number of assumptions including but not limited to the following: the ability to obtain required regulatory and stock exchange approvals with respect to the Offering within the required time period; the Company’s ability to retain and attract skilled staff; market competition; and general business and economic conditions.

Forward-looking statements may be affected by known and unknown risks, uncertainties and other factors including without limitation, those referred to in this Offering Document that may cause the Company’s actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise any forward-looking statements, whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other

forward-looking statements, unless required by law.

Prospective investors should carefully consider all information contained in this Offering Document, including information contained in the section titled, "Cautionary Note Regarding Forward-Looking Statements", before deciding to purchase the Units. Additionally, purchasers should consider the risk factors set forth below and, if purchasers would like additional information related to such risks, the Company recommends they review the risk factors referenced in the Company's annual information form dated January 28, 2025, which may be accessed on the Company's SEDAR+ profile at www.sedarplus.ca.

CURRENCY

Unless otherwise indicated, all references to "\$", "C\$" or "dollars" in this Offering Document are to lawful currency of Canada, and all references to US\$ in this Offering Document are to the lawful currency of the United States.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company is a technology company focused on designing and manufacturing artificial intelligence ("AI") powered humanoid robots built for meaningful human interaction. Manufactured in the United States, the Company's customizable, life-sized robots offer human-like appearance and behavior, replicating historical figures, celebrities, or client-specific visions. The Company's assistive technology solutions enhance connections, learning, and entertainment across a range of industries and personal environments. These robots are powered by robotic technologies and AI systems, including a proprietary large language model ("LLM") platform that integrates Open AI's Chat GPT-4 and other open-source models.

Further information about the Company can be found in the Company's regulatory filings available on the Company's profile on the System for Electronic Document Analysis and Retrieval Plus (SEDAR+) at www.sedarplus.ca, **Error! Hyperlink reference not valid.** and on the Company's investor-focused website at www.realbotix.ai and its customer-focused website at www.realbotix.com.

Recent Developments

On September 10, 2025, Realbotix announced it had entered into an exclusive strategic distribution partnership with Grupo Kuo, renowned for its expertise in advanced security and long-term relationships with premier hotels and shopping malls, to bring Realbotix humanoid robots to Spain and Portugal effective August 31, 2025.

On September 5, 2025, Realbotix announced that, effective as of September 3, 2025, Davidson & Company LLP was replaced as auditor of the Company and RSM Canada LLP was appointed as the Company's auditor to hold office until the next annual general meeting of shareholders of the Company and at remuneration to be fixed by the board of directors of the Company.

On September 4, 2025, Realbotix launched its AI chatbot, *Ask Aria*, on its customer-focused website, www.realbotix.com. Ask Aria allows users to engage in advanced, emotionally intelligent voice conversations with a digital version of Aria. The *Ask Aria* AI feature gives stakeholders, customers and the public the opportunity to engage with Realbotix's AI.

As at August 11, 2025, Realbotix sold all of its liquid digital assets, having set aside its previous corporate strategy of maintaining a portfolio of digital assets used for crypto staking and treasury management in the foreseeable future. Notwithstanding the foregoing, as of October 21, 2025, the Company owns approximately 61 ETH and 8,940 Solana, which remain under receivership with Genesis, having an approximate value of US\$1.94 million, and 1,111,111,111 Blaze tokens with an approximate value of US\$5,733. As a result of uncertainty in collecting the value of these digital assets, they are carried at zero

value on the Company's balance sheet.

On August 7, 2025, Realbotix announced a collaboration with Radium, a cloud platform, to scale its emotionally intelligent AI applications using Radium's serverless inference platform to deliver lightning-fast conversations for its next-generation robotic companions.

On July 7, 2025, Realbotix announced a new AI development with its robot able to communicate fluently in 15 major languages, with access to more than 147 additional languages and dialects through cloud-based support, enhancing its robots' ability to connect with people across a wide range of industries and cultural contexts.

On May 13, 2025, Realbotix announced a collaboration with Tix4 and Hollo.AI, an AI platform for creating and monetizing personal digital identities. The collaboration deployed a Realbotix robot, running Hollo.AI's concierge and ticketing AI, as a Tix4 sales representative. This robotic customer service representative was showcased live at The Venetian Resort, Las Vegas, Nevada.

On April 8, 2025, Realbotix announced a collaboration with Tix4, Inc. ("**Tix4**"), a ticketing provider in Las Vegas, Nevada, to create an interactive robotic customer service agent piloted at the Tix4 kiosk inside Fashion Show Las Vegas.

On February 17, 2025, Realbotix launched its proprietary Realbotix Robotic AI Vision System, featuring additional features such as face recognition, object recognition, face tracking, and real-time scene detection capabilities, which allow for enhanced robot use cases and foster heightened situational awareness.

On February 4, 2025, Realbotix announced that the expansion of the capabilities of its robotic hardware platform through the integration of third party LLMs including Open AI's Chat GPT, Meta's Llama, Google's Gemini and DeepSeek R1. The Company's ability to integrate a variety of third party AI platforms provides an additional level of customizations to its robotic platform.

On January 7, 2025, the Company unveiled its latest humanoid robot, *Melody*, at the 2025 Consumer Electronics Show. Melody is an open-source robot designed with upgraded features to improve functionality, adaptability, and user experience. By incorporating advanced motor technology, Melody enhances movement fluidity, modularity, and interaction, making her a versatile option for a variety of applications.

On December 16, 2024, Realbotix announced it had entered into a partnership with Compass UOL, a global leader in digital transformation services, and obtained a \$100,000 subsidy from Amazon Web Services to develop a web-based robot controller with advanced full-body robotic animations, AI integration and local processing capabilities. The subsidy will also be used to fund the transition of Realbotix applications to a web-based platform with enhanced functionality, including expressive facial and body animations and updated AI integrations.

On November 19, 2024, the Company's flagship AI-powered humanoid robot and brand ambassador, *Aria*, joined Cameo, the popular platform that allows fans to connect with celebrities through personalized video messages.

On November 12, 2024, Realbotix announced the receipt of an additional distribution of 14.212 Ethereum ("**ETH**") and a cash payment of US\$108,896 as part of the restructuring process at Genesis Global Capital ("**Genesis**"). As of October 21, 2025, the Company has received an aggregate of 225.6 ETH, representing 79% of the ETH claim with Genesis, and US\$1,033,454, representing 41% of the Solana claim with Genesis.

On October 16, 2024, Realbotix announced that the TSXV accepted its notice to implement a normal course issuer bid ("**NCIB**") to purchase, at the Company's option, for cancellation, up to 9,797,779 of its Common Shares, or approximately 5% of the Company's outstanding Common Shares as at October 15, 2024. Realbotix appointed Kernaghan & Partners Ltd. to administer the NCIB on behalf of the Company. The

NCIB commenced on November 1, 2024, and will expire on October 31, 2025, or once the Company has acquired the maximum number of shares allowed, or the Company decides to not make any further repurchases.

Material facts

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

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

The Company intends to use the net proceeds of the Offering to advance the engineering, design and commercialization of its AI-powered humanoid robots, and for working capital and general corporate purposes.

USE OF AVAILABLE FUNDS

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

The following table discloses what the Company's available funds are expected to be after the Offering.

		Assuming 100% of the Offering is Sold
A	Amount to be raised by the Offering	\$5,000,000
B	Selling commissions and fees	\$350,000 ⁽¹⁾
C	Estimated offering costs (e.g., legal, accounting, audit, etc.)	\$80,000
D	Net proceeds of offering ($D = A - (B + C)$)	\$4,570,000
E	Working capital as at most recent month end	\$6,000,000
F	Additional sources of funding	\$Nil
G	Total available funds: ($G = D + E + F$)	\$10,570,000

Notes:

(1) Assuming no reduction in Agent's cash commission as a result of purchasers pursuant to the President's List (as defined herein). See "Fees and Commissions" below.

How will we use the available funds?

The following table provides a detailed breakdown of how the Company expects to use the available funds.

Intended Use of Available Funds	Assuming 100% of the Offering is Sold
Advancement of the engineering, design and commercialization of the Company's AI-powered humanoid robots	\$2,500,000
Working capital and general corporate purposes	\$6,500,000
Unallocated Working Capital	\$1,570,000
Total:	\$10,570,000

The above noted allocation 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. See the "*Cautionary Note Regarding Forward-Looking Statements*" section above.

The most recent interim financial statements of the Company for the period ended June 30, 2025 included a going concern note. The Company operates in a nascent industry for which the long-term viability remains to be demonstrated. The ability of the Company to achieve profitable operations in this industry over the long-term is uncertain and depends on the wide-range adoption and acceptance of AI-powered humanoid robots in niche markets such as entertainment, hospitality, care, and households. The Company has incurred significant operating losses and negative cash flow from operations in recent years. Whether and when the Company can attain profitability and positive cash flows is uncertain, which may cast doubt upon the Company's ability to continue as a going concern. The Offering is intended for working capital and general corporate purposes and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

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

The Company has not raised other funds in the past 12 months.

FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with the Offering, if any, and what are their fees?

The Company has engaged A.G.P. Canada Investments ULC, as the sole agent and bookrunner, in connection with the Offering.

The Company has agreed to, on the Closing Date: (a) pay the Agent a cash fee equal to 7.0% of the gross proceeds of the Offering (the "**Commission**"); and (b) issue the Agent broker warrants (the "**Broker Warrants**") in an amount equal to 7.0% of the number of Units issued pursuant to the Offering. Each Broker Warrant will entitle the holder thereof to subscribe for one Common Share at the exercise price of \$0.75 per Common Share for a period of five (5) years following the Closing Date.

Notwithstanding the foregoing, the Commission payable to, and the Broker Warrants issuable to, the Agent shall be reduced to 3.5% in respect of any Units subscribed for by persons identified by the Company and agreed to by the Agent pursuant to a president's list (the "**President's List**").

Does the Agent have a conflict of interest?

To the knowledge of the Company, it is not a "related issuer" or a "connected issuer" of the Agent, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

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

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

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

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

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

U.S. OFFERING RESTRICTIONS

The Units, Common Shares and Warrants have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and, subject to certain exemptions from registration under the U.S. Securities Act and applicable state securities laws, may not be offered or sold to, or for the account or benefit of, persons in the United States or U.S. Persons.

This Offering Document does not constitute an offer to sell or a solicitation of an offer to buy any Units, Common Shares or Warrants to, or for the account or benefit of, persons in the United States or U.S. Persons. In addition, until 40 days after the commencement of the Offering, an offer or sale of Units, Common Shares or Warrants in the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

ADDITIONAL INFORMATION

Where can you find more information about us?

The Company's continuous disclosure filings are available under the Company's profile on SEDAR+ at www.sedarplus.ca.

For further information regarding the Company, visit its investor-focused website at www.realbotix.ai and its customer-focused website at www.realbotix.com, respectively.

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

CERTIFICATE

Dated: October 21, 2025

This Offering Document, together with any document filed under Canadian securities legislation on or after October 21, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

REALBOTIX CORP.

By: (Signed) "Andrew Kiguel"
Name: Andrew Kiguel
Title: Chief Executive Officer and Director

By: (Signed) "Martin Bui"
Name: Martin Bui
Title: Chief Financial Officer