



THE NEW STANDARD OF CARE IN AESTHETIC AND MEDICAL VEIN TREATMENTS



DISCLAIMER

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Market data and industry forecasts contained in this Presentation have been obtained from industry publications, various publicly available sources or subscription-based reports as well as from management's good faith estimates, which are derived from management's knowledge of the industry and independent sources that management believes to be reliable. Industry publications, surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable. The Company has not independently verified any of the information from third-party sources nor has it ascertained the validity or accuracy of the underlying economic assumptions relied upon therein. VVT Medical hereby disclaims any responsibility or liability whatsoever in respect of any third-party sources of market and industry data or information.

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DISCLAIMER

Financing and the proposed transaction between the Company and VVT, including the capitalization of the Company and VVT prior to and following the completion of the proposed transaction; the proposed use of proceeds of the Financing, including the proposed use of proceeds of the funds anticipated to be loaned by VVT to the Company; and other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance.

The forward-looking information is based on a number of factors, expectations and assumptions which have been used to develop such information, and which may prove to be incorrect. Such material factors, expectations and assumptions include, but are not limited to: the Financing closing successfully; the proposed transaction between the Company and VVT closing successful; the timely receipt of any required regulatory approvals for the business plans of VVT Medical, including the receipt of FDA approval for the products of VVT Medical; the benefits received from VVT Medical's distribution agreements; the ability of VVT Medical to obtain qualified staff, equipment and services in a timely and cost efficient manner; the ability of VVT Medical to manufacture its products in a timely and cost efficient manner; the ability of VVT Medical to obtain future financing on acceptable terms when and if needed; anticipated costs of VVT Medical's distribution strategy; the regulatory framework regarding taxes and regulatory matters in the jurisdictions in which VVT Medical operates; the general stability of the economic and political environment in which VVT Medical operates; and that VVT Medical will have sufficient capital to conduct its business plan. Readers are cautioned that the foregoing list is not exhaustive of all factors, expectations and assumptions which have been used. Although VVT Medical believes that the factors, expectations and assumptions on which the forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because VVT Medical can give no assurances that they will prove to be correct. In addition, this document may contain forward-looking information attributed to third party industry sources.

Since forward-looking information addresses future events and conditions, by its very nature it involves inherent known and unknown risks and uncertainties which are beyond the control of VVT Medical. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These factors and risks include, without limitation: risks associated with the medical device industry, including the development and manufacturing of medical devices; the risk that VVT Medical does not obtain FDA approval for its products; potential delay or failure in closing the proposed Financing as anticipated or at all; potential delay or failure in closing the proposed transaction between the Company and VVT as anticipated or at all; the risk that the counterparties to the Company's distribution agreements do not complete their obligations as anticipated or at all, and that the benefit derived by the Company therefrom is not as anticipated; the impact of general economic and business conditions in jurisdictions in which VVT Medical operates; industry conditions; changes in laws and regulations and changes in how they are interpreted and enforced; the ability of management to execute its business plan; potential delays or changes in plans with respect to VVT Medical's distribution and growth strategies; the uncertainty of estimates and projections; foreign currency exchange rates and interest rates; risks inherent in VVT Medical's operations; regulatory risks; risks associated with potential lawsuits and regulatory actions against VVT Medical; increased competition; risks from global supply chain disruptions, including disruptions in the procurement of inputs required for VVT Medical's products; the lack of availability of qualified personnel or management; risks related to the inability to obtain services and products as may be necessary; and the effects of weather, catastrophes and public health crises, including the COVID-19 pandemic. Readers are cautioned that the foregoing list of possible risks and uncertainties is not exhaustive. Although VVT Medical has attempted to identify important factors and risks that could cause actual actions, events or results to differ materially from those described in the forward-looking information, there may be other factors and risks that cause actions, events or results not to be as anticipated, estimated or intended.

VVT Medical's actual results, performance or achievement could differ materially from those expressed in, or implied by, the forward-looking information and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking information will transpire or occur, or if any of them do so, what benefits that VVT Medical will derive therefrom. The forward-looking information contained in this document is made as at the date of this document and VVT Medical does not undertake any obligation to update publicly or to revise any of the included forward-looking information, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

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This Presentation also contains future-oriented financial information and financial outlook information (collectively, "FOFI") including, but not limited to, projections regarding expected revenue, cost of goods sold, gross margin, gross profit, operating expenses, operating income, net income, capitalization, and components thereof, all of which are subject to the same factors, expectation, assumptions, risks, limitations, and qualifications as set forth in the above paragraphs. FOFI contained in this Presentation was made as of the date of this Presentation and was provided for the purpose of providing information about management's current expectations and plans relating to the future, and for certain illustrative purposes. The FOFI was not prepared with a view toward compliance with applicable Generally Accepted Accounting Principles (GAAP) or International Financial Reporting Standards (IFRS) and has not been examined, reviewed or compiled by independent accountants or other third-party experts. The Company disclaims any intention or obligation to update or revise any forward-looking information or FOFI contained in this Presentation, whether as a result of new information, future events or otherwise, unless required pursuant to applicable securities law. Readers are cautioned that the forward-looking statements and FOFI contained in this Presentation should not be used for purposes other than for which it is disclosed herein. The forward-looking information and FOFI contained in this Presentation are expressly qualified by this cautionary statement.

Currency

References to dollars or "\$" are to U.S. dollars unless specified otherwise.



WHAT IS VVT MEDICAL?

VVT Medical develops minimally invasive Varicose veins treatments for fast, painless results without anesthesia.

An innovative technology set to disrupt the varicose vein market.



Varicose Veins

Symptoms:

- Discolored Skin
- Throbbing
- Aching/Cramping
- Itching
- Skin Infections
- Bleeding
- Ulcers

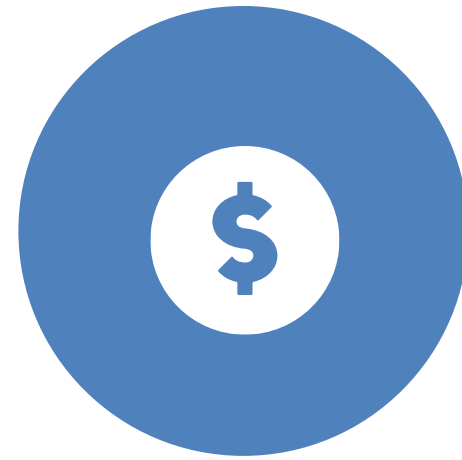


Global Prevalence and economic burden of Varicose Veins



Varicose veins affect over 30 million adults in the US

Affects **23% of adults in the US**, more prevalent in women and older adults



Costly treatments

Treatment costs for varicose veins complications total over **\$3 billion** annually in the US.



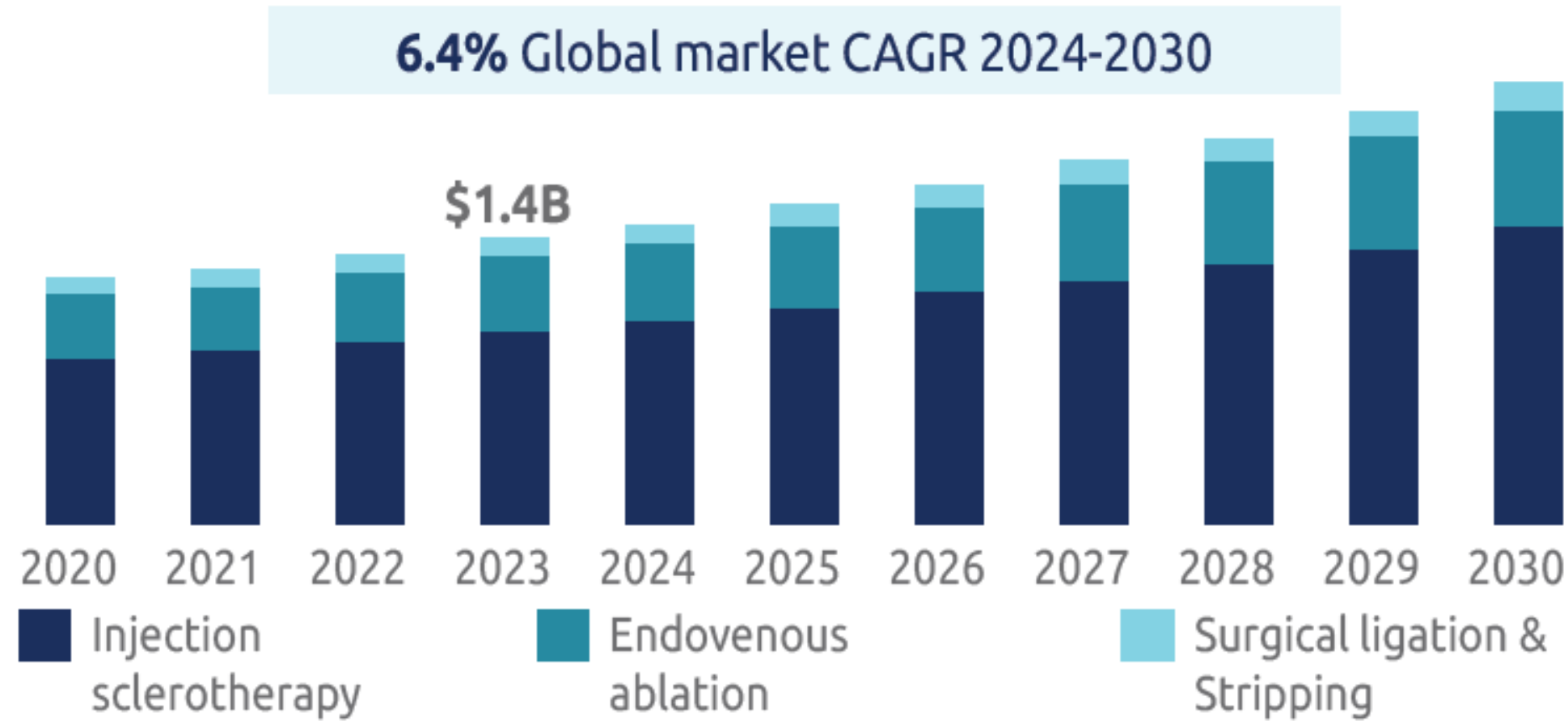
Lost productivity

Varicose veins result in **2 million** lost workdays per year in the US.

Varicose veins pose a significant economic burden on the US healthcare system through high treatment costs and lost productivity.

Varicose Vein Treatment Market Size

by Type, 2020-2030 (USD Billion)



Market Growth Drivers

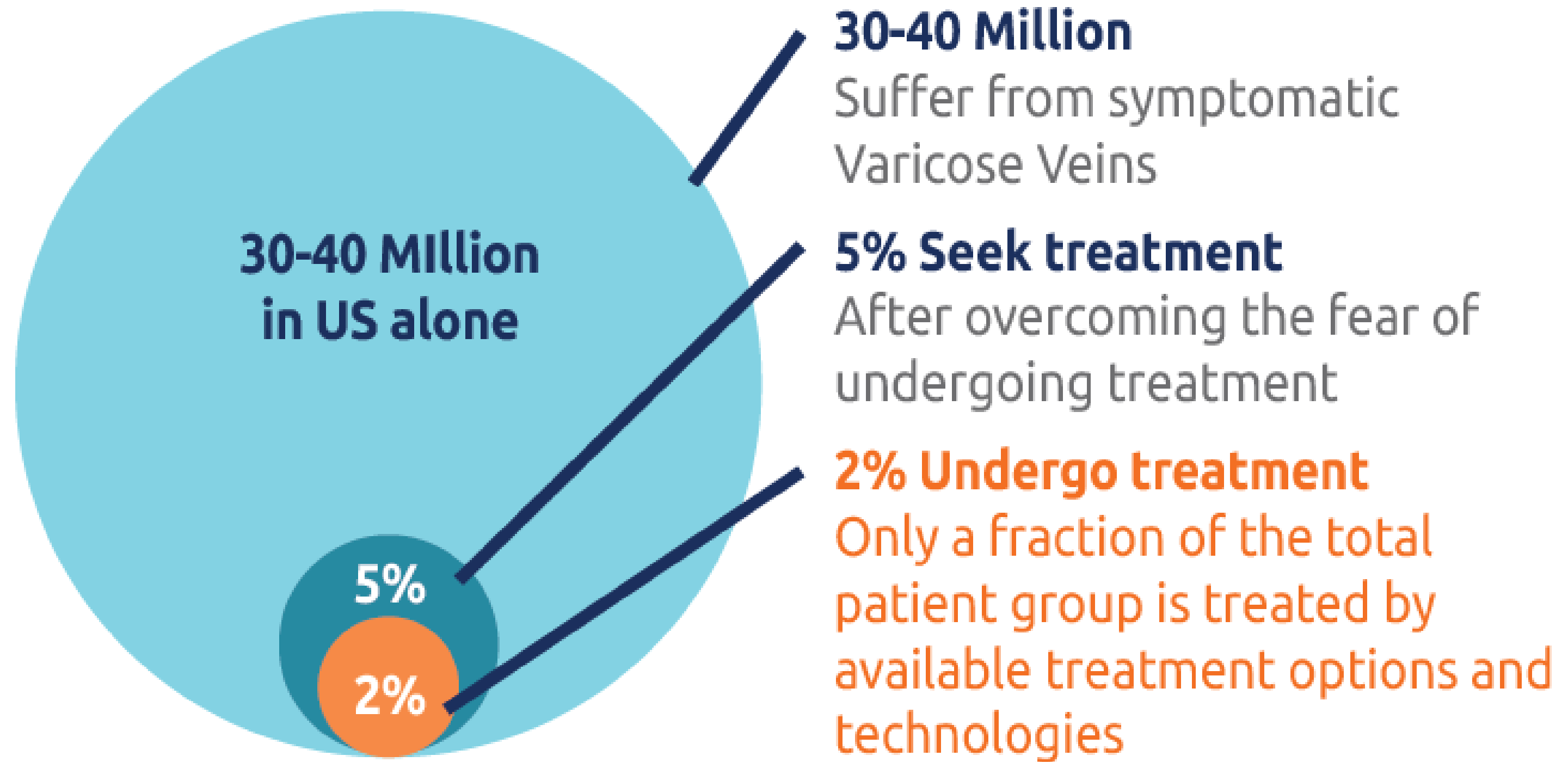
Aging population

Increasing obesity cases

Advancement in minimally invasive procedures

Growing awareness about treatment options

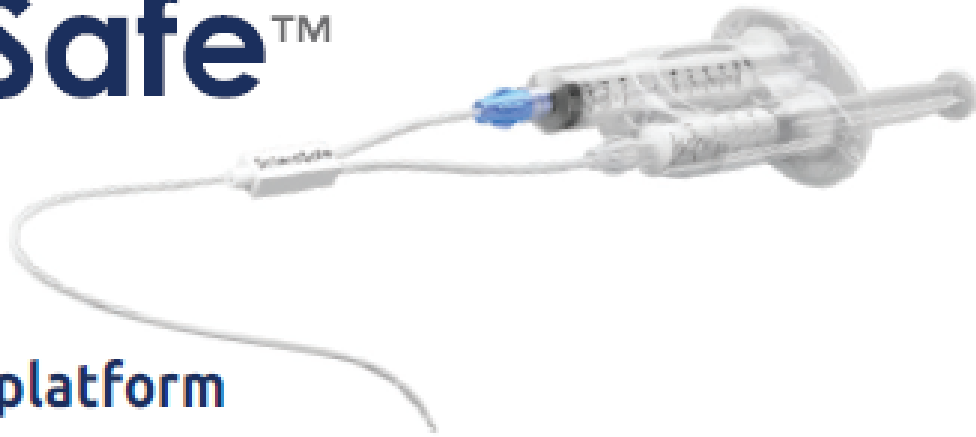
The global varicose veins treatment devices market was valued at \$1.3 billion in 2022 and is anticipated to grow at a compound annual growth rate (CAGR) of 6.32% from 2023 to 2030. This growth is driven by the increasing demand for minimally invasive treatments for varicose veins and rising investments by industry players in developing advanced and effective products



**The U.S. spends \$1.3B on devices for the 2% of patients treated,
indicating a \$60B market opportunity**

Our Solutions

ScleroSafe™



The ScleroSafe™ platform

VVT Medical's growth is driven by a CE and FDA approved, proprietary novel approach for treating varicose veins using non-thermal, anesthesia-free endovenous Mechano-chemical ablation (MOCA). The ScleroSafe device was recently endorsed by the American Venous Forum (AVF) as a MOCA device eligible for reimbursement under existing MOCA CPT codes.

<https://www.youtube.com/watch?v=iGT0Q9Qgps4>

V-Block™



The V-Block™ platform

The CE-approved V-Block™ offers a groundbreaking and proprietary solution for treating severely dilated and challenging Great Saphenous Vein (GSV) conditions. This self-adjustable state-of-the-art biomedical-grade nitinol implant, covered with a polymer-coated mesh, is truly unique in the market. It is designed to treat occlusions in lower extremity veins with diameters ranging from 4-14mm - the largest diameter range available for a non-thermal, non-tumescent (NTNT) device on the market today. With hundreds of successful cases already completed, this technology is ideally suited to meet the needs of the increasingly complex varicose vein cases in the growing U.S. market, thanks to its unmatched range of indications.

<http://www.youtube.com/watch?v=s6uMDx0TbZg>

Before and After



Image 1 & 2

The before & after of a patient suffering from varicosities



Image 3

The doctor marks the varicose vein to be treated prior to the procedure



Image 4

Minutes after treatment, the doctor examines the treated leg



Images 5 & 6

Before & after a small saphenous varicose vein treatment, with a complicated behind-the-knee access. Easily performed with ScleroSafe with superb results days after treatment.

"With ScleroSafe™ I can perform more procedures and have fewer complications, better results and higher patient satisfaction."



DR. S. APOSTOLIDIS, Germany

Case Study

Dr. Apostolidis is the lead physician of the Clinic for Vascular and Endovascular Surgery at the Frankfurt Red Cross Clinics; ScleroSafe has been used in his clinics since 2021, and he has completed around 200 procedures. ScleroSafe is expected to account for 20-25% of his practice.

- **Minimize staffing needs**

Compared to other treatment techniques, ScleroSafe required only one staff member.

- **Reduce procedure time**

Compared to other treatment techniques, ScleroSafe treatments are substantially faster, allowing for a higher patient turnover rate.

- **Reduce medication prescriptions**

ScleroSafe showed noticeably less inflammatory response, necessitating fewer prescriptions for medicine.

- **Eliminate pain**

ScleroSafe is a non-tumescent treatment. Nonetheless, practice has revealed that local anesthetic is not required at all

- **Reduce complications and revisits**

Significantly lower levels of inflammation and hyperpigmentation resulted in fewer return visits and higher levels of patient satisfaction overall.

- **Minimize equipment investments**

No capital investments needed compared to thermal treatments

TESTIMONIALS

Doctors feedback

12

"ScleroSafe™ is an innovative method of treating varicose veins. It is distinguished by its very high effectiveness and its effects are visible almost immediately."



DR . MICHAŁ STANIŠIĆ, Poland

"It is a promising method allowing the easy and fast treatment of saphenous veins. The results are extremely favorable."



DRA. LIDIANE ROCHA, Brazil

"ScleroSafe™ enables a short and easy procedure in a day-care setting, without tumescent anesthesia. Every Phlebology clinic should use ScleroSafe™"



DR. ALEX KANTAROVSKY, Israel

"ScleroSafe™ is easy to use and has good Doppler visibility. Patients report no pain and the results are excellent immediately after treatment."



DR. SHARDUL DATE, India

"With ScleroSafe™ I can perform more procedures and have fewer complications, better results and higher patient satisfaction."



DR. S. APOSTOLIDIS, Germany

"ScleroSafe™ is a modern technique, characterized by high effectiveness, immediate cosmetic results and relatively low traumatization."



PROF. DR. MARUSZYŃSKI, Poland

TESTIMONIALS

P a t i e n t s f e e d b a c k

“ I suffered from foot pain and was diagnosed with Varicose veins. I decided to undergo treatment, I had no pain and no complications and went home several hours after the procedure. 2 months after the treatment all my varicose veins completely disappeared. Today, 2 years later, my legs are perfect! “

KOBI, 49, ISRAEL.

“ I Was diagnosed with Venous Reflux in both my legs 5 years ago in a routine check-up. I decided to treat both legs as a preventive action. 1.5 hours after t both my legs the procedure I went home. Today, after several years, I feel great, and my physical condition improved dramatically! “

EITAN, 60, ISRAEL

















“ With a family history of varicose veins, I was surprised to discover I had them during an ultrasound at 19. The doctor advised treatment after pregnancy. My pregnancies were challenging due to severe leg pain. I was anxious before the procedure, but it turned out to be surprisingly easy. Now, I feel fantastic and am free from leg pain. I'm extremely grateful for the positive change in my life.“

SENIA, 34, GERMANY

“ I suffered from a very severe cosmetic appearance, that made me embarrassed to show my legs. The image shows my legs 5 min. after the procedure, and it already looks completely different. 6 months after the procedure my legs are varicose veins free! “

CARLOS, 56, BRAZIL.

COMPETITORS LENDSCAPE REVIEW

Competitor	Treatment Method	# Procedures in 2023	Growth in % Between 2020-2023
 Varithena 	Foam sclerosant injection (Non-Thermal)	276,785	27% 
 VenaSeal 	Medical adhesive injection (Non-Thermal)	122,293	24% 
 Clarivein 	Mechanical and chemical ablation (MOCA) (Non-Thermal)	4304	-100% 
 RF 	Radio Frequency Ablation (Thermal)	342,884	-5% 
 Laser 	Laser Ablation (Thermal)	136,757	-18% 
Total Market		883,023	6% 

Non-Thermal segment represents **45%** of all procedures in 2023, A **9%** increase since 2020

Main Competitors Current Trend

Medtronic

ClosureFast™

VenaSeal™

Medtronic's Thermal ablation is declining due to reduced demand and competition, while Non-Thermal Glue faces reputational damage from adverse event reports, prompting the company to seek new Non-Thermal technologies

Varithena shares limitations with Sclerotherapy, and Boston Scientific faces competition from products like ScleroSafe that offer improved mechanical features

Boston Scientific

Varithena®
(polidocanol injectable foam) 1%

VENCLOSE™

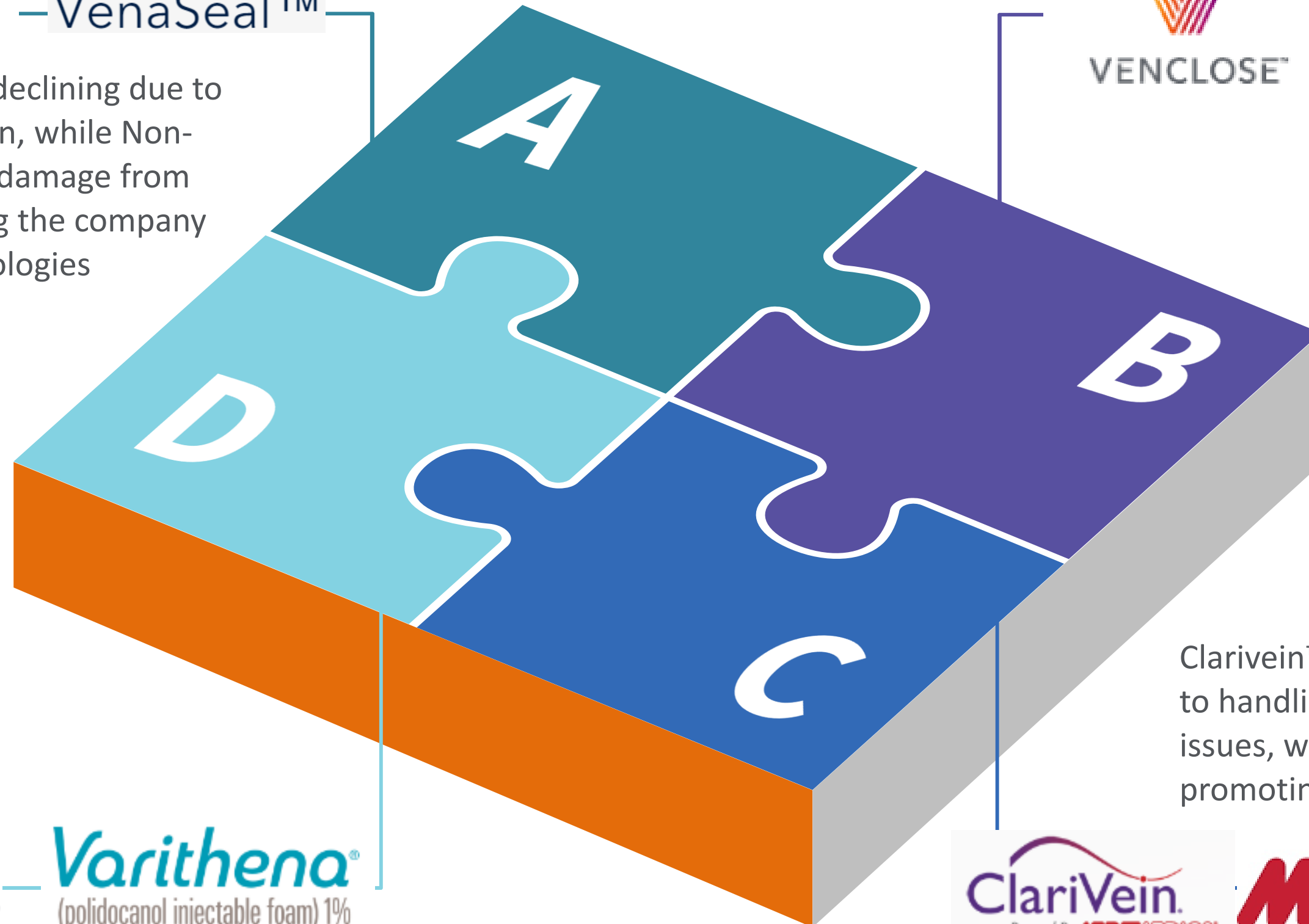
BD

BD is now seeking a Non-Thermal solution to complement its Thermal offerings and protect market share amid declining demand for Thermal treatments

Clarivein™ is seeing declining usage due to handling, ease-of-use, and outcome issues, with Merit Medical not actively promoting it.

ClariVein.
Powered By MERITMEDICAL

MERITMEDICAL™





TRANSACTIONS

Medtronic

Acquired Sapheon
in 2014 for

\$240M



Teleflex®

Acquired Vascular Solutions
in 2017 for

\$1.1B

Boston Scientific

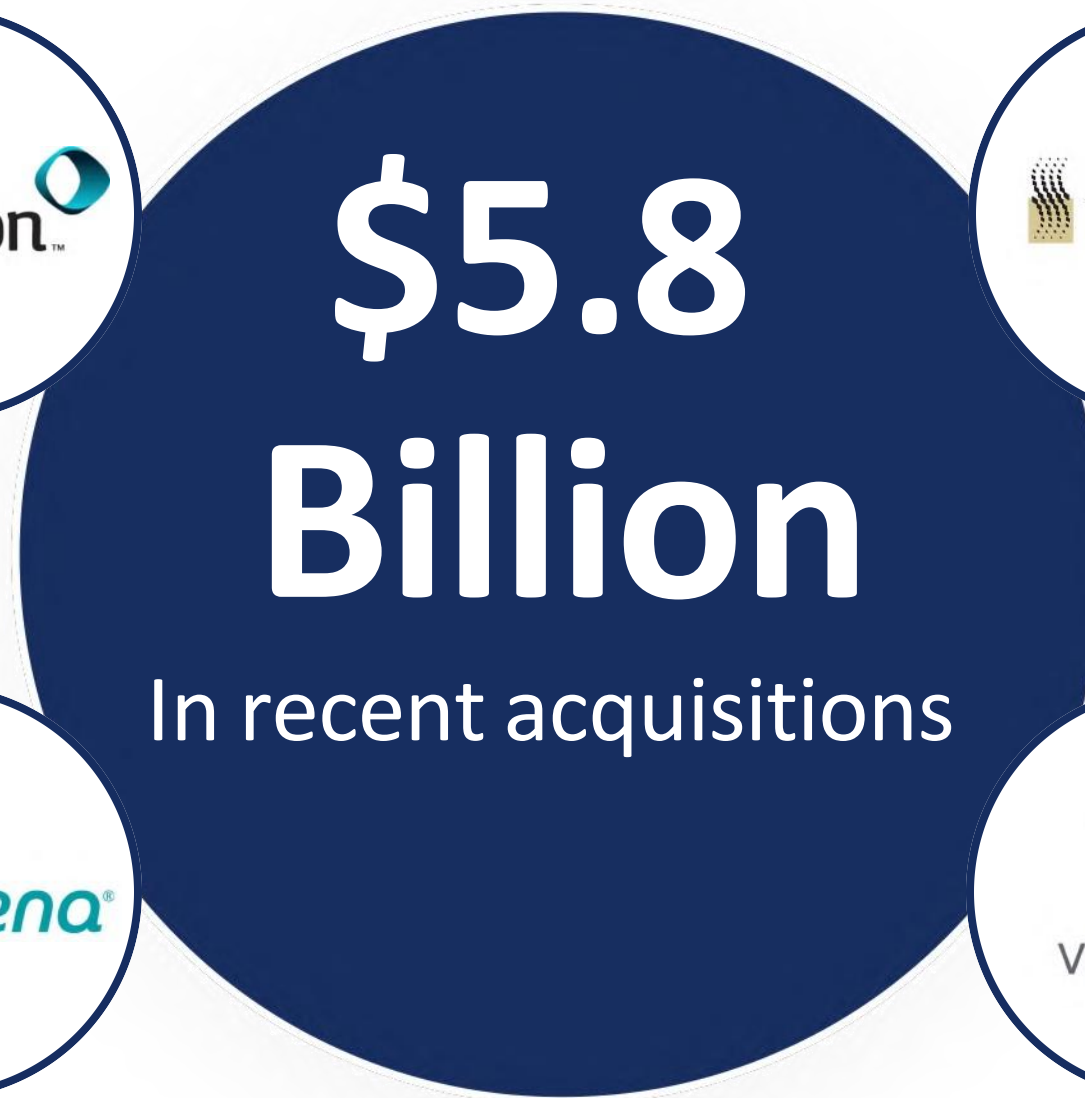
Acquired Varithena
in 2019 for

\$4.2B¹



Acquired Venclose
in 2021 for

\$200M²



The varicose veins market has seen significant M&A activity driven by major players consolidating and PE firms tapping into the high-growth market.

1. As part of BTG M&A Varithena™ business adopted into BS

2. Estimation only, deal price not disclosed

REIMBURSEMENT LANDSCAPE REVIEW

The AVF (American Venous Forum) issued an Opinion Letter regarding ScleroSafe stating:

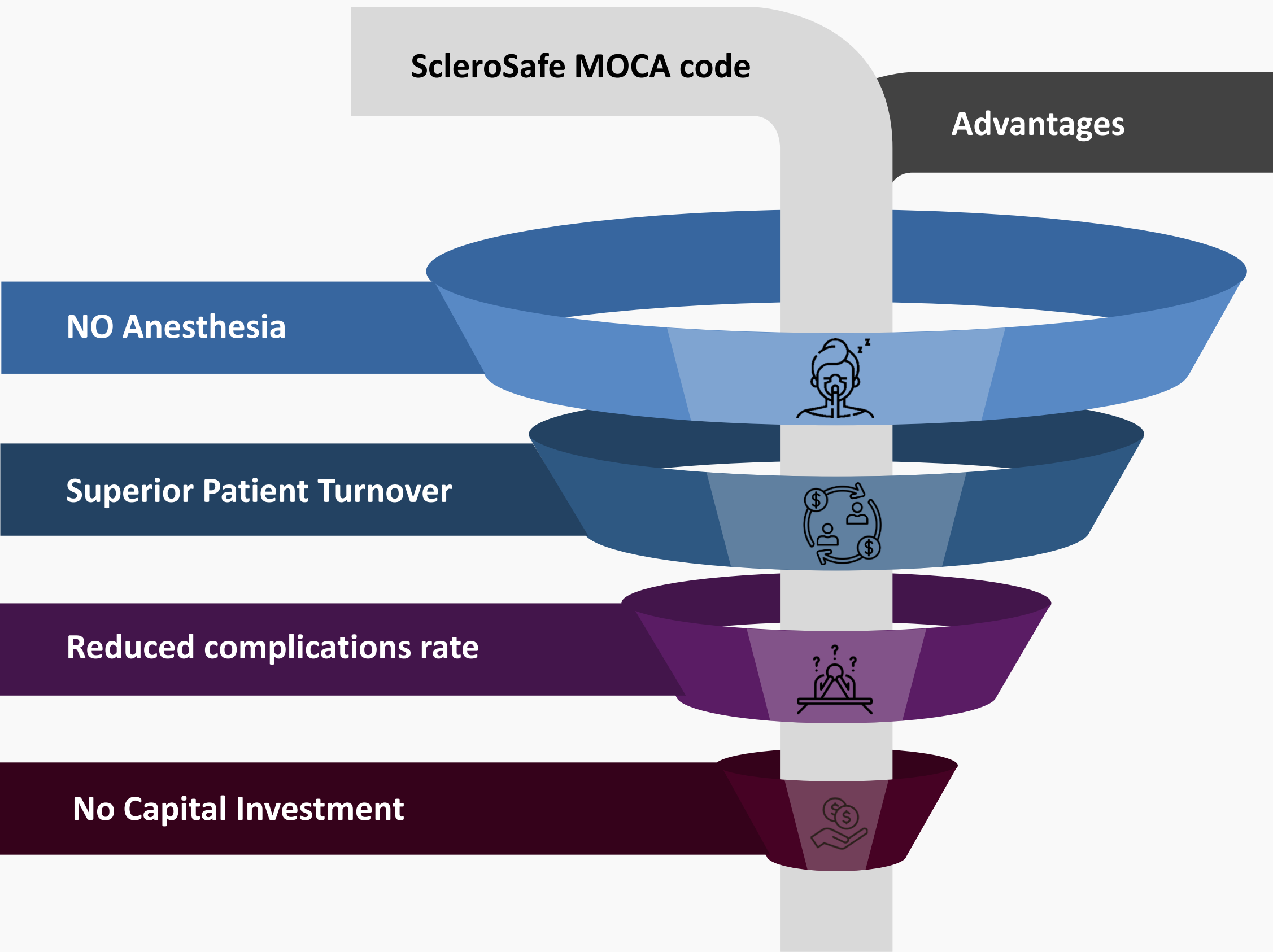
“The actions performed while using the ScleroSafe™ device are well described by current MOCA CPT® codes 36473 and 36474 and are accurately represented by current coding guidelines”



American Venous Forum

Promoting global venous and lymphatic health

REIMBURSEMENT LANDSCAPE REVIEW



- ✓ **Reduce procedure time** - Compared to other treatment techniques, ScleroSafe treatments are substantially faster, allowing for a higher patient turnover rate.
- ✓ **Reduce medication prescriptions** - ScleroSafe shows noticeably less inflammatory response, necessitating fewer prescriptions for medicine.
- ✓ **Eliminate pain** - ScleroSafe is a non-tumescent treatment. Nonetheless, practice has revealed that local anesthetic is not required at all.
- ✓ **Reduce complications and revisits** - Significantly lower levels of inflammation and hyperpigmentation result in fewer return visits and higher levels of patient satisfaction overall.
- ✓ **Minimize equipment investments** - No capital investments needed compared to thermal treatments.

*Based on interim results of an ongoing retrospective study in Europe.

Granted Regulatory Approvals and Patents



14 Granted patents.

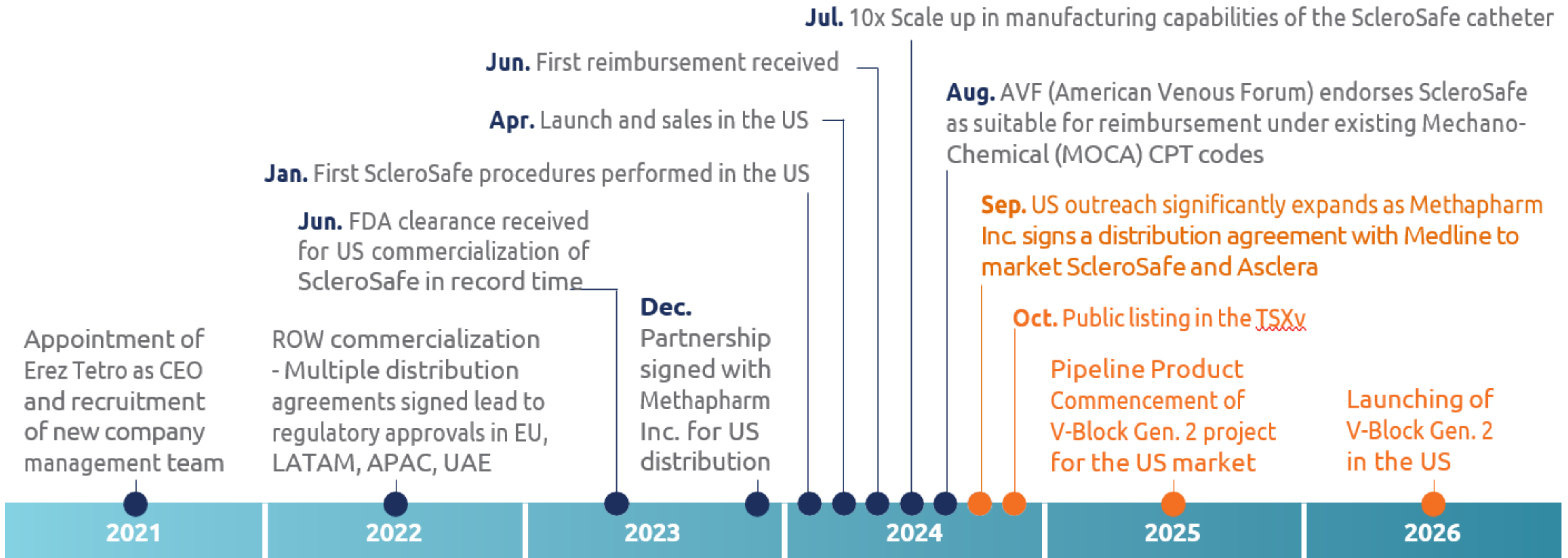
Granted patents in: The US, Europe, Japan, China, South Korea, Australia, Israel and more.

US Distribution

methapharm
Specialty Pharmaceuticals



VVT Medical Timeline: Our path towards success





OUR TEAM

Erez Tetro
Chief Executive Officer



An experienced executive with over 18 years working in the healthcare industry. Previously, Erez Held positions in startups and J&J's Ethicon division, specializing in surgical technologies and solutions.



Dor Sneh
Chief Financial Officer

Dor has 10 years of senior management experience in Finance. Before joining VVT Medical, Dor served as a Corporate Controller and Group CFO at Water Ways Technologies (TSXV:WWT)



Orly Efraty
VP Global Marketing



Orly has over 15 years of Marketing experience working in the Medical Device industry, both in large corporates, such as Johnson & Johnson and Teva Pharmaceuticals. Orly has a proven track record in Corporate strategy, Marketing and Product management



Pazit Waks
QA/RA Director



Pazit has over 20 years of experience in building and managing QA, RA and QC teams both in global Pharma and medical device companies and in start-ups.



Liron Tayeb
R&D Director



Liron is an experienced R&D leader with over 10 years of experience in Medical Device development in the area of vascular devices. Prior to VVT Medical, Liron served as a CEO/VP R&D at Hyblate Medical and as an R&D Project Manager at Edwards Lifesciences



Zeev Brandeis
Founder, Executive Director

Zeev has held executive positions in the Israeli hi-tech industry, with over 20 years of experience in product development and medical devices. Zeev is an inventor listed on several international patents within this industry.



Board of Directors



Yair Aloni
Chairman

Yair has over 30 years of experience in Israeli and international startups, including successful exits



Erez Tetro
CEO, Director

An experienced executive with over 18 years working in the healthcare industry. Previously, Erez Held positions in startups and J&J's Ethicon division, specializing in surgical technologies and solutions.



Doron Birger
Director

Doron is a renowned executive in the MedTech sector and previously served as chairman and director of Given Imaging that was sold to Medtronic for \$1B US and CEO of Elron. Birger has extensive experience in high-stakes transactions, value creation, executive leadership, and corporate governance.



Eitan Machover
Director

Eitan has more than 25 years of healthcare experience. He worked at GE for over 15 years in various assignments in the US, Europe and Israel. Eitan founded two medical device venture capital funds and invested in more than 20 companies. He serves as an active director on several private and public company boards.



Yacov Reizman
Director

Yacov is a founder of FCC Ltd.- an Israeli investment company, and of Boutique Merchant Bank, which was founded in 1987. FCC operates internationally, particularly within the U.S. and Israeli capital markets, and has directly and actively invested in ~50 publicly traded and privately held companies within a diversified range of industries.



FINANCIALS - USD¹

Projections- unaudited, prepared by management

Profit/Loss	2023	2024	2025	2026	2027	2028	2029
Total Revenue	\$41,000	\$450,000	\$2,076,000	\$6,498,000	\$22,590,000	\$39,173,000	\$55,300,000
Cost of Goods sold	\$36,000	\$200,000	\$670,000	\$1,635,000	\$4,518,000	\$5,888,000	\$8,310,000
Gross Margin	12%	56%	69%	75%	80%	85%	85%
Gross Profit	\$5,000	\$250,000	\$1,501,000	\$4,863,000	\$18,072,000	\$33,285,000	\$46,990,000
Total Operating Expenses	\$1,750,000	\$1,800,000	\$2,100,000	\$4,500,000	\$8,911,000	\$13,542,000	\$17,414,000
Operating Income	(\$1,745,000)	(\$1,550,000)	(\$559,000)	\$363,000	\$9,161,000	\$19,743,000	\$29,576,000

1. See disclaimers

Summary terms of offering

Issuer	Exiteam Acquisition Corp.
Offering Details	Non-brokered private placement of Subscription Receipts at \$0.56 each. Each Subscription Receipt converts into one Unit upon meeting Escrow Release Conditions.
Offering Size	Up to CAD\$5,000,000 for working capital- post money valuation CAD\$32,700,000
Warrants	Warrants exercisable at \$0.84 per share, with an Acceleration Right. Acceleration triggered if the trading price exceeds \$1.80 for 10 consecutive days
Use of Proceeds	Non-Escrowed Funds for working capital and potential loan to V.V.T. Med Ltd. Escrowed Funds for transaction expenses, general corporate purposes, or as determined by Resulting Issuer.
Proposed Transaction(s)	Securities Exchange Agreement with VVT for Proposed Business Combination and Going Public Transaction. Non-binding letter of intent with DXI Capital Corp. for Proposed DXI Transaction.
Escrowed Funds and Termination	75% Escrowed Proceeds held until Escrow Release Conditions met. Non-Escrowed Funds accessible immediately. Escrow Release Deadline: October 31, 2024, extendable up to 90 days at the Company's discretion.
Commission	Up to 8% cash commission or compensation warrants for up to 8% of Subscription Receipts
Resale Restrictions	Hold periods and resale restrictions apply to Subscription Receipts, Common Shares, and Warrants
Closing Date	October 31, 2024, or as determined by the Company
Reporting Status	The Company is not currently a reporting issuer; no guarantee of future reporting status

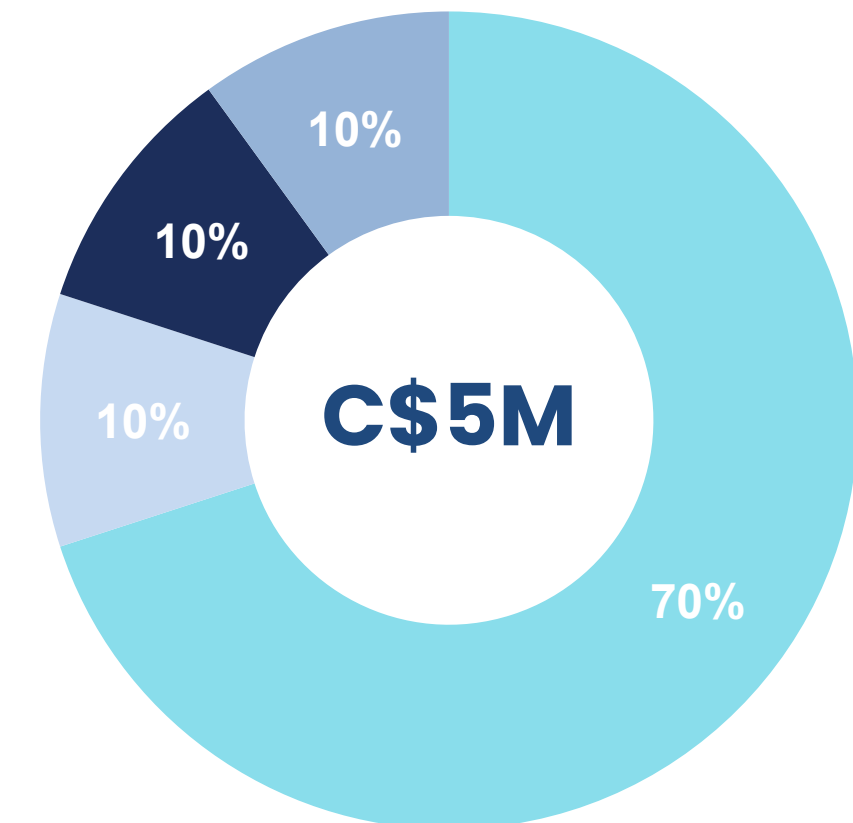
Pro Forma Capitalization and Use of Proceeds

C\$		
Offering Size		\$5 million
Unit Share Price		\$0.56
Pro Forma Value		C\$
	Shares (mm)	
Basic Shares outstanding	44.8	\$25 million
New Investors	8.9	\$5 million
RTO shares- DXI/Exiteam	4.8	\$2.7 million
Shares Issued & outstanding at RTO	58.6	\$32.7 million
VVT Medical Options	6.0	\$3.4 million
Warrants*	17.4	\$14.7million
Fully Diluted Number of Shares	82.3	\$50.8 million

714,000 warrants @ \$0.56 and
17,000,000 warrants @ \$0.84

Use Of Proceeds

- General Corporate Purposes
- Transaction Expenses
- Working Capital
- Sales & Marketing





Erez Tetro | VVT Medical
Chief Executive Officer
Email: erez@vvtmed.com
Phone: + 972 52 6045146





DISCLAIMER

Purchasers' Rights of Action

The following rights of action for damages or rescission will only apply to a purchase of securities of the Company in the event that the foregoing Presentation is deemed to be an offering memorandum pursuant to applicable securities legislation. These remedies, or notice with respect thereto, must be exercised, or delivered, as the case may be, by the purchaser within the time limits prescribed by the applicable provisions of such provincial securities legislation. Recipients should refer to such applicable securities legislation for the complete text of these rights or consult with a legal adviser. A “misrepresentation” is an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make any statement not misleading or false in the light of the circumstances in which it was made.

These remedies must be commenced by the purchaser within the time limits prescribed and are subject to the defences contained in the applicable securities legislation. Each purchaser should refer to the provisions of the applicable securities laws for the particulars of these rights or consult with a legal advisor.

The following rights are in addition to and without derogation from any other right or remedy which purchasers may have at law and are intended to correspond to the provisions of the relevant securities laws and are subject to the defences contained therein. The following summaries are subject to the express provisions of the applicable securities statutes and instruments in the below-referenced provinces and the regulations, rules and policy statements thereunder and reference is made thereto for the complete text of such provisions.

Ontario Investors

Under Ontario securities legislation, certain purchasers who purchase securities offered by an offering memorandum during the period of distribution will have a statutory right of action for damages, or while still the owner of the securities, for rescission against the issuer or any selling security holder if the offering memorandum contains a misrepresentation without regard to whether the purchasers relied on the misrepresentation. The right of action for damages is exercisable not later than the earlier of 180 days from the date the purchaser first had knowledge of the facts giving rise to the cause of action and three years from the date on which payment is made for the securities. The right of action for rescission is exercisable not later than 180 days from the date on which payment is made for the securities. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the issuer or any selling security holder. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, the issuer and any selling security holder will have no liability. In the case of an action for damages, the issuer and any selling security holder will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon.

These rights are not available for a purchaser that is (a) a Canadian financial institution or a Schedule III Bank (each as defined in National Instrument 45-106 – Prospectus Exemptions), (b) the Business Development Bank of Canada incorporated under the Business Development Bank of Canada Act (Canada), or (c) a subsidiary of any person referred to in paragraphs (a) and (b), if the person owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of that subsidiary.

These rights are in addition to, and without derogation from, any other rights or remedies available at law to an Ontario purchaser. The foregoing is a summary of the rights available to an Ontario purchaser. Not all defences upon which an issuer, selling security holder or others may rely are described herein. Ontario purchasers should refer to the complete text of the relevant statutory provisions.

Alberta, British Columbia and Quebec Investors

By purchasing securities of the company, purchasers in Alberta, British Columbia and Quebec are not entitled to the statutory rights described above. In consideration of their purchase of the securities and upon accepting a purchase confirmation in respect thereof, these purchasers are hereby granted a contractual right of action for damages or rescission that is substantially the same as the statutory right of action provided to residents of Ontario who purchase securities.



DISCLAIMER

Saskatchewan Investors

Under Saskatchewan securities legislation, certain purchasers who purchase securities offered by an offering memorandum during the period of distribution will have a statutory right of action for damages against the issuer, every director and promoter of the issuer or any selling security holder as of the date of the offering memorandum, every person or company whose consent has been filed under the offering memorandum, every person or company that signed the offering memorandum or the amendment to the offering memorandum and every person or company who sells the securities on behalf of the issuer or selling security holder under the offering memorandum, or while still the owner of the securities, for rescission against the issuer or selling security holder if the offering memorandum contains a misrepresentation without regard to whether the purchasers relied on the misrepresentation. The right of action for damages is exercisable not later than the earlier of one year from the date the purchaser first had knowledge of the facts giving rise to the cause of action and six years from the date on which payment is made for the securities. The right of action for rescission is exercisable not later than 180 days from the date on which payment is made for the securities. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the issuer or the others listed above. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, the issuer and the others listed above will have no liability. In the case of an action for damages, the issuer and the others listed above will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon.

Other defences in Saskatchewan legislation include that no person or company, other than the issuer, will be liable if the person or company proves that (a) the offering memorandum or any amendment to it was sent or delivered without the person's or company's knowledge or consent and that, on becoming aware of it being sent or delivered, that person or company immediately gave reasonable general notice that it was so sent or delivered, or (b) with respect to any part of the offering memorandum or any amendment to it purporting to be made on the authority of an expert, or purporting to be a copy of, or an extract from, a report, an opinion or a statement of an expert, that person or company had no reasonable grounds to believe and did not believe that there had been a misrepresentation, the part of the offering memorandum or any amendment to it did not fairly represent the report, opinion or statement of the expert.

No person or company, other than the issuer, is liable for any part of the offering memorandum or the amendment to the offering memorandum not purporting to be made on the authority of an expert and not purporting to be a copy of or an extract from a report, opinion or statement of an expert, unless the person or company (a) failed to conduct a reasonable investigation sufficient to provide reasonable grounds for a belief that there had been no misrepresentation, or (b) believed there had been a misrepresentation.

Similar rights of action for damages and rescission are provided in Saskatchewan legislation in respect of a misrepresentation in advertising and sales literature disseminated in connection with an offering of securities.

Saskatchewan legislation also provides that where an individual makes a verbal statement to a prospective purchaser that contains a misrepresentation relating to the security purchased and the verbal statement is made either before or contemporaneously with the purchase of the security, the purchaser has, without regard to whether the purchaser relied on the misrepresentation, a right of action for damages against the individual who made the verbal statement.

In addition, Saskatchewan legislation provides a purchaser with the right to void the purchase agreement and to recover all money and other consideration paid by the purchaser for the securities if the securities are sold by a vendor who is trading in Saskatchewan in contravention of Saskatchewan securities legislation, regulations or a decision of the Financial and Consumer Affairs Authority of Saskatchewan.

The Saskatchewan legislation also provides a right of action for rescission or damages to a purchaser of securities to whom an offering memorandum or any amendment to it was not sent or delivered prior to or at the same time as the purchaser enters into an agreement to purchase the securities, as required by the Saskatchewan legislation.

A purchaser who receives an amended offering memorandum has the right to withdraw from the agreement to purchase the securities by delivering a notice to the issuer or selling security holder within two business days of receiving the amended offering memorandum.

These rights are in addition to, and without derogation from, any other rights or remedies available at law to a Saskatchewan purchaser. The foregoing is a summary of the rights available to a Saskatchewan purchaser. Not all defences upon which an issuer or others may rely are described herein. Saskatchewan purchasers should refer to the complete text of the relevant statutory provisions.



DISCLAIMER

Manitoba Investors

If an offering memorandum or any amendment thereto, sent or delivered to a purchaser contains a misrepresentation, the purchaser who purchases the security is deemed to have relied on the misrepresentation if it was a misrepresentation at the time of the purchase and has a statutory right of action for damages against the issuer, every director of the issuer at the date of the offering memorandum, and every person or company who signed the offering memorandum. Alternatively, the purchaser may elect to exercise a statutory right of rescission against the issuer, in which case the purchaser will have no right of action for damages against any of the aforementioned persons.

Unless otherwise provided under applicable securities legislation, no action shall be commenced to enforce any of the foregoing rights more than: (a) in the case of an action for rescission, 180 days from the date of the transaction that gave rise to the cause of action, or (b) in the case of an action for damages, the earlier of (i) 180 days after the purchaser first had knowledge of the facts giving rise to the cause of action, or (ii) two years after the date of the transaction that gave rise to the cause of action.

A purchaser to whom the offering memorandum is required to be sent may rescind the contract to purchase the securities by sending a written notice of rescission to the issuer not later than midnight on the second day, excluding Saturdays, Sundays and holidays, after the purchaser signs the agreement to purchase the securities.

Securities legislation in Manitoba provides a number of limitations and defences to such actions, including:

- a) in an action for rescission or damages, no person or company will be liable if it proves that the purchaser purchased the securities with knowledge of the misrepresentation;
- b) in an action for damages, no person or company will be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the securities as a result of the misrepresentation relied upon; and
- c) in no case will the amount recoverable under the right of action described above exceed the price at which the securities were offered under the offering memorandum.

New Brunswick Investors

Under New Brunswick securities legislation, certain purchasers who purchase securities offered by an offering memorandum during the period of distribution will have a statutory right of action for damages, or while still the owner of the securities, for rescission against the issuer and any selling security holder in the event that the offering memorandum, or a document incorporated by reference in or deemed incorporated into the offering memorandum, contains a misrepresentation without regard to whether the purchasers relied on the misrepresentation. The right of action for damages is exercisable not later than the earlier of one year from the date the purchaser first had knowledge of the facts giving rise to the cause of action and six years from the date on which payment is made for the securities. The right of action for rescission is exercisable not later than 180 days from the date on which payment is made for the securities. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the issuer or any selling security holder. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, the issuer and any selling security holder will have no liability. In the case of an action for damages, the issuer and any selling security holder will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon.

These rights are in addition to, and without derogation from, any other rights or remedies available at law to a New Brunswick purchaser. The foregoing is a summary of the rights available to a New Brunswick purchaser. Not all defences upon which an issuer, selling security holder or others may rely are described herein. New Brunswick purchasers should refer to the complete text of the relevant statutory provisions.

Nova Scotia Investors

Under Nova Scotia securities legislation, certain purchasers who purchase securities offered by an offering memorandum during the period of distribution will have a statutory right of action for damages against the issuer or other seller and the directors of the issuer as of the date the offering memorandum, or while still the owner of the securities, for rescission against the issuer or other seller if the offering memorandum, or a document incorporated by reference in or deemed incorporated into the offering memorandum, contains a misrepresentation without regard to whether the purchasers relied on the misrepresentation. The right of action for damages or rescission is exercisable not later than 120 days from the date on which payment is made for the securities or after the date on which the initial payment for the securities was made where payments subsequent to the initial payment are made pursuant to a contractual commitment assumed prior to, or concurrently with, the initial payment. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the issuer or other seller or the directors of the issuer. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, the issuer or other seller and the directors of the issuer will have no liability. In the case of an action for damages, the issuer or other seller and the directors of the issuer will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon.



DISCLAIMER

In addition, a person or company, other than the issuer, is not liable with respect to any part of the offering memorandum or any amendment to the offering memorandum not purporting (a) to be made on the authority of an expert or (b) to be a copy of, or an extract from, a report, opinion or statement of an expert, unless the person or company (i) failed to conduct a reasonable investigation to provide reasonable grounds for a belief that there had been no misrepresentation or (ii) believed that there had been a misrepresentation.

A person or company, other than the issuer, will not be liable if that person or company proves that (a) the offering memorandum or any amendment to the offering memorandum was sent or delivered to the purchaser without the person's or company's knowledge or consent and that, on becoming aware of its delivery, the person or company gave reasonable general notice that it was delivered without the person's or company's knowledge or consent, (b) after delivery of the offering memorandum or any amendment to the offering memorandum and before the purchase of the securities by the purchaser, on becoming aware of any misrepresentation in the offering memorandum or any amendment to the offering memorandum, the person or company withdrew the person's or company's consent to the offering memorandum or any amendment to the offering memorandum, and gave reasonable general notice of the withdrawal and the reason for it, or (c) with respect to any part of the offering memorandum or any amendment to the offering memorandum purporting (i) to be made on the authority of an expert, or (ii) to be a copy of, or an extract from, a report, an opinion or a statement of an expert, the person or company had no reasonable grounds to believe and did not believe that (A) there had been a misrepresentation, or (B) the relevant part of the offering memorandum or any amendment to the offering memorandum did not fairly represent the report, opinion or statement of the expert, or was not a fair copy of, or an extract from, the report, opinion or statement of the expert.

These rights are in addition to, and without derogation from, any other rights or remedies available at law to a Nova Scotia purchaser. The foregoing is a summary of the rights available to a Nova Scotia purchaser. Not all defences upon which an issuer or other seller or others may rely are described herein. Nova Scotia purchasers should refer to the complete text of the relevant statutory provisions.

Prince Edward Island Investors

If an offering memorandum, together with any amendment thereto, is delivered to a purchaser and the offering memorandum, or any amendment thereto, contains a misrepresentation, a purchaser has, without regard to whether the purchaser relied on the misrepresentation, a statutory right of action for damages against (a) the issuer, (b) subject to certain additional defences, against every director of the issuer at the date of the offering memorandum and (c) every person or company who signed the offering memorandum, but may elect to exercise the right of rescission against the issuer (in which case the purchaser shall have no right of action for damages against the aforementioned persons or company).

No action shall be commenced to enforce the right of action discussed above more than: (a) in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or (b) in the case of any action for damages, the earlier of: (i) 180 days after the purchaser first had knowledge of the facts giving rise to the cause of action; or (ii) three years after the date of the transaction that gave rise to the cause of action.

Securities legislation in Prince Edward Island provides a number of limitations and defences to such actions, including:

- a) no person or company will be liable if it proves that the purchaser purchased the securities with knowledge of the misrepresentation;
- b) in an action for damages, the defendant is not liable for all or any portion of the damages that it proves does not represent the depreciation in value of the securities as a result of the misrepresentation relied upon; and
- c) in no case shall the amount recoverable under the right of action described herein exceed the price at which the securities were offered under the offering memorandum, or any amendment thereto.

In addition, a person is not liable with respect to a misrepresentation in forward-looking information ("FLI") if: (a) the offering memorandum containing the FLI also contains, proximate to the FLI: (i) reasonable cautionary language identifying the FLI as such and identifying material factors that could cause actual results to differ materially from a conclusion, forecast or projection in the FLI; and (ii) a statement of the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection set out in the FLI; and (b) the person had a reasonable basis for drawing the conclusions or making the forecast or projections set out in the FLI.

The above paragraph does not relieve a person of liability respecting FLI in a financial statement required to be filed under Prince Edward Island securities laws.



DISCLAIMER

Newfoundland and Labrador Investors

If an offering memorandum, together with any amendment thereto, contains a misrepresentation, a purchaser has, without regard to whether the purchaser relied on the misrepresentation, a statutory right of action for damages against (a) the issuer, (b) subject to certain additional defences, against every director of the issuer at the date of the offering memorandum and (c) every person who signed the offering memorandum, but may elect to exercise the right of rescission against the issuer (in which case the purchaser shall have no right of action for damages against the aforementioned persons).

No action shall be commenced to enforce the right of action discussed above more than: (a) in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or (b) in the case of any action for damages, the earlier of: (i) 180 days after the purchaser first had knowledge of the facts giving rise to the cause of action; or (ii) three years after the date of the transaction that gave rise to the cause of action. Securities legislation in Newfoundland and Labrador provides a number of limitations and defences to such actions, including:

- a) no person will be liable if it proves that the purchaser purchased the securities with knowledge of the misrepresentation;
- b) in an action for damages, the defendant is not liable for all or any portion of the damages that it proves does not represent the depreciation in value of the securities as a result of the misrepresentation relied upon; and
- c) in no case shall the amount recoverable under the right of action described herein exceed the price at which the securities were offered under the offering memorandum, or any amendment thereto.