FORM 45-110F1
OFFERING DOCUMENT

Item 1: RISKS OF INVESTING

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

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

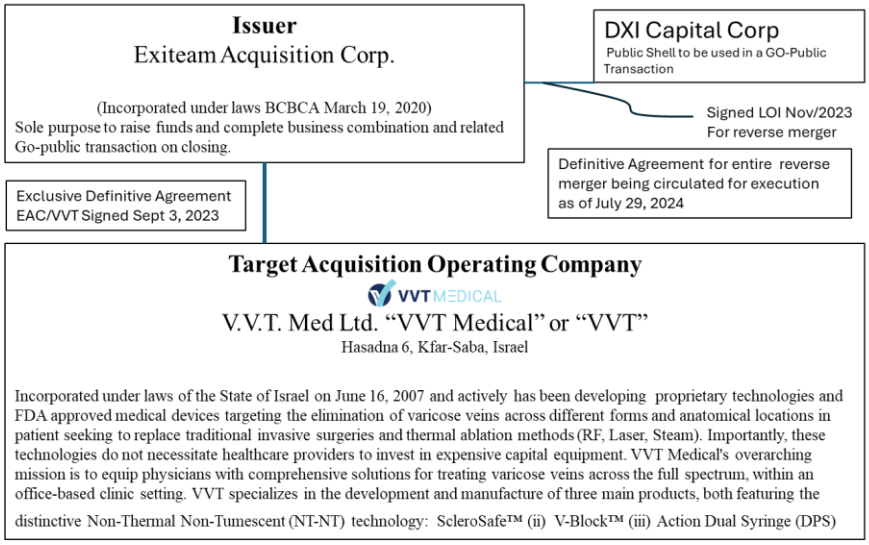
Item 2: THE ISSUER

2.1

Issuer full legal name	**Exiteam Acquisition Corp.**
Head office	386106 Sideroad 20, Mono, Ontario L9W6V2
Registered office	1055 West Georgia Street, Suite 1750, Vancouver, British Columbia, V6E0B6
Telephone number	647-990-7731
Email address	oded@5xcapitalmanagement.com
Website of target company	https://www.vvtmed.com/

Contact person	Oded Orgil
Position held with issuer	Chief Executive Officer
Business address	386106 Sideroad 20, Mono, Ontario L9W6V2
Business telephone	*647-990-7731*
Email address	oded@5xcapitalmanagement.com

2.2 Corporate Structure



Intercorporate Relationships

The principal business of Exiteam Acquisition Corp. ("EAC") was incorporated pursuant to the provisions of the BCBCA on March 19, 2020. EAC exists for the sole purpose (a) pursue a business combination with VVT and, if applicable, a third party such as DXI, with the purpose of listing the post-business combination entity on a Canadian Stock Exchange, ("CSE") and (b) raise proceeds through the issuance of securities of EAC for the purpose of loaning a portion of such proceeds to VVT in order to fund the development of VVT's business. **EAC and V.V.T. Med Ltd. ("VVT") have entered into an exclusive Definitive Agreement on September 5, 2023 pursuant to which the Corporation and VVT propose to combine their respective businesses and complete the Going Public Transaction which all participating parties completed Definitive Agreement which is currently being circulated for execution**. The Subscription Receipts (as defined herein) are being issued in connection with the Business Combination (as defined herein) and the Going Public Transaction, which is being implemented pursuant to the terms of the Definitive Agreement. Subject to the fulfilment of conditions precedent of the Definitive Agreement, including conditional approval of the Exchange, closing of the Business Combination and the Going Public Transaction is currently anticipated to occur in the second quarter of 2024. There is no guarantee that the Business Combination and the Going Public Transaction will be completed as anticipated or at all. Concurrent with this Subscription Receipts Offering which 108 Securities Inc. is engaged to raise up to $2,016,000 (3,600,000 Units). In addition, 108 Securities Inc. has been engaged to raise up to $1,500,000 using the crowdfunding available exemption NI-45-110 at the same offering price terms.

Item 3: ISSUER'S BUSINESS

3.1

Exiteam Acquistion Corp. (EAC) was incorporated pursuant to the provisions of the BCBCA on March 19, 2020 under the name "Turtl Glasses Inc.". On November 17, 2021, EAC amended its articles to change its name to "GoPublic.AI Acquisition 2 Corp.". On September 20, 2022, EAC amended its articles to change its name to "Exiteam Acquisition Corp.". Electronic copies of the articles of incorporation are available from 108 Securities representative (see item 5.1).

The principal business of EAC is to (a) pursue a business combination with VVT and, if applicable, a third party such as DXI, with the purpose of listing the post-business combination entity on a Canadian Stock Exchange, and (b) raise proceeds through the issuance of securities of EAC for the purpose of loaning a portion of such proceeds to VVT in order to fund the development of VVT's business.

The Issuer as part of a Go Public transaction is seeking to complete a financing of up to 8,928,572 Subscription Receipts of the Corporation (the "**Subscription Receipts** ") at a price of $0.56 per Subscription Receipt (the "**Offering Price**"), for gross proceeds to the Corporation of up to $5,000,000.32 or such other greater amount as the Corporation may determine on a private placement basis (the "**Offering**")

As at March 31, 2024, the Company advanced a total of $1,849,170 (December 31, 2023 - $1,649,344) through a grid promissory note ("Promissory Note") at various times throughout the year to V.V.T. Med Ltd. ("VVT"), a medical technology company based in Israel. The advances bear no interest. VVT Medical is part of a proposed transaction whereby the Company will take VVT Medical public (the "Going Public Transaction"). The maturity date ("Maturity Date") of the grid promissory note shall be the date which is 18 months following receipt by the VVT of a written demand notice from the Company, provided that such demand notice may only be made by the Company, if VVT does not complete a Going Public Transaction prior to September 30, 2024.Upon completion of a Going Public Transaction at any time prior to the Maturity Date by way of a reverse-takeover with the Company, the entirety of the principal amount outstanding under this Promissory Note shall be permanently, irrevocably and unconditionally forgiven by the Lender and the Borrower shall be released from its obligations hereunder and have no further obligation to make any payments in respect of such amount (which, for certainty shall include the entirety of the principal amount), and this Promissory Note and any security interests granted in connection herewith shall be cancelled and discharged.

In May 2022, EAC and VVT entered into the First LOI, pursuant to which EAC proposed to loan funds to VVT and EAC and VVT proposed to enter into a definitive agreement to combine their respective businesses. The First LOI was subsequently terminated on September 8, 2022.

In November 2022, EAC and VVT entered into the Second LOI which contemplated, among other things (i) EAC completing the Initial Unit Private Placement, (ii) EAC providing an interest-free loan to VVT out of the proceeds of the Initial Unit Private Placement (the "**Bridge Loan**"), such Bridge Loan to be advanced in stages and to be evidenced by a promissory note to be entered into by the parties (the "**Unit Promissory Note**"), and (iii) EAC and VVT entering into a definitive agreement to combine their respective businesses. The First LOI further provided that, in the event that EAC made an advance to VVT under the Bridge Loan,

VVT would then be responsible for and bear all of the costs and expenses incurred by EAC in connection with pursuing or consummating the proposed business combination between the parties, with such costs and expenses to be evidenced by the Unit Promissory Note ("**Recorded Expenses**"). The parties subsequently entered into the Unit Promissory Note which, among other terms, bears no interest and matures on the date which is 18 months following receipt by the VVT of a written demand notice from EAC, provided that such demand notice may only be made by EAC if VVT does not complete a going public transaction prior to December 31, 2024. EAC has not provided a written demand notice to VVT pursuant to the Unit Promissory Note.

VVT Securities Exchange Agreement

On September 5, 2023, the Company, VVT, and the shareholders of VVT signed a Securities Exchange Agreement. As per the agreement, the Company is to acquire all of the VVT Shares, VVT Warrants and VVT Options that are owned or held by all the VVT securityholder's at the time of Closing. The acquisition of these securities shall be made through the issuance of EAC Consideration Shares, EAC Consideration Warrants and EAC Consideration Options to be issued to holders of VVT Shares, VVT Warrants and VVT Options, respectively ("Consideration Securities").

> "EAC Consideration Options" means stock options of EAC entitling the holder to subscribe for EAC Shares at an exercise price of $0.56 per share.
>
> " EAC Unit Warrants" means warrants to purchase EAC Shares issued, and to be issued pursuant to the EAC Unit Financing, each entitling the holder thereof to acquire an EAC Share at a price of $0.84 per share.
>
> "Finder's Shares" in the amount of 678,000 EAC Shares are to be issued by EAC to EXITEAM Capital Partners Ltd., pursuant to a finder's fee agreement to be entered into by EAC and EXITEAM Capital Partners Ltd. or pursuant to another structure as may be determined by EAC and EXITEAM Capital Partners Ltd., as a finder's fee in connection with the Securities Exchange.

During the year ended December 31, 2022, the Company issued 4,249,000 seed shares at $0.02 per share for gross proceeds of $84,980. These shares included a full warrant with an exercise price of $0.02 per common shares with an expiry date of two 2 years from the date of closing a go public transaction or 5 years from the date of issuance.
On November 22, 2022, 727,303 shares were issued at $0.56 per share for gross proceeds of $407,289. These shares included a full warrant with an exercise price of $0.02 per common shares with an expiry date two years from the date of closing of the Proposed Transaction, (Note 4) (ii) if the Definitive Agreement is entered into and is subsequently terminated without the Proposed Transaction being completed, on the date of such termination, and (iii) if the Definitive Agreement is not entered into and the Proposed Transaction is not completed, on the date on which the LOI is terminated.
On December 22, 2022,464,404 shares were issued at $0.56 per share for gross proceeds of $260,066. These shares included a half warrant with an exercise price of $0.56 per common shares with an expiry date two years from the date of closing of the Proposed Transaction, (Note 4) (ii) if the Definitive Agreement is entered into and is subsequently terminated without the Proposed Transaction being completed, on the date of such termination, and (iii) if the Definitive Agreement is not entered into and the Proposed Transaction is not completed, on the date on which the LOI is terminated.
During the year ended December 31, 2023, 1,459,066 shares were issued at $0.56 per share for gross proceeds of $817,077. These shares included a half warrant with an exercise price of $0.56 per common

shares with an expiry date two years from the date of closing of the Proposed Transaction, if the Definitive Agreement is entered into and is subsequently terminated without the Proposed Transaction being completed, on the date of such termination, and (iii) if the Definitive Agreement is not entered into and the Proposed Transaction is not completed, on the date on which the LOI is terminated.
During the year ended December 31, 2023, 1,459,066 shares were issued at $0.56 per share for gross proceeds of $817,077. These shares included a half warrant with an exercise price of $0.56 per common shares with an expiry date two years from the date of closing of the Proposed Transaction, if the Definitive Agreement is entered into and is subsequently terminated without the Proposed Transaction being completed, on the date of such termination, and (iii) if the Definitive Agreement is not entered into and the Proposed Transaction is not completed, on the date on which the LOI is terminated.
During the three months ended March 31, 2024, ,458,600 shares were issued at $0.56 per share for gross proceeds of $256,816. These shares included a half warrant with an exercise price of $0.56 per common shares with an expiry date two years from the date of closing of the Proposed Transaction, if the Definitive Agreement is entered into and is subsequently terminated without the Proposed Transaction being completed, on the date of such termination, and (iii) if the Definitive Agreement is not entered into and the Proposed Transaction is not completed, on the date on which the LOI is terminated. Subsequent to the three months ended March 31, 2024, 678,000 shares were issued for consulting services at a price of $0.56 per share.

In February 2024, EAC completed the EAC Initial Unit Warrant Amendments, and in March 2024, EAC completed the EAC Additional Warrant Issuance, pursuant to which it issued an aggregate of 1,467,135 EAC Additional Unit Warrants.

VVT Medical is a medical device company, focused on developing and commercializing a range of minimally invasive technologies for treating varicose veins. VVT's research and development activities are based in Israel.

VVT proudly boasts three products within its portfolio that have achieved commercial production status and are currently accessible in the market. These products have undergone meticulous design processes, obtaining regulatory approvals across multiple countries. Their availability in the market signifies their contribution to enhancing the well-being of patients and healthcare professionals globally.

The Approach

VVT Medical stands out in the healthcare landscape with a formidable array of competitive advantages. Central to its approach is the commitment to efficient procedure durations, ensuring optimal use of time for both patients and healthcare professionals. Leveraging a non-thermal technique, VVT Medical sidesteps the potential risks associated with thermal methods, prioritizing patient safety. Moreover, by eliminating the need for tumescent anesthesia, VVT enhances patient comfort and simplifies procedural requirements. The cost-efficiency of VVT Medical's solutions is notable, as it eradicates the need for expensive capital equipment, minimizing financial burdens on healthcare facilities and practitioners alike. Through meticulous attention to detail and advanced technologies, VVT Medical significantly reduces complications and adverse events, ensuring safer procedures overall. Importantly, VVT's focus on enhancing the patient experience shines through, providing relatively painless procedures and necessitating minimal post-procedure care, ultimately fostering improved patient satisfaction levels.

Two Year History

Timeline	Event
Dec 2021 - Jan 2022	Global Distribution Agreements Expansion: Preparation for growth in multiple countries.
Early 2022	Manufacturing and Logistics Enhancements: Seeking additional suppliers for steady supply chain.
Feb 2022	Website Launch and Digital Marketing Initiatives: Launch of official website and SEO implementation.
Mar 2022	New Company Office Announcement: Announcement of new office location in Kfar Sava, Israel.
Mar 2022 - May 2022	Significant Distribution Agreements: Secured agreements in multiple countries, over $50M USD in obligations.
Jan 2022 - Sep 2022	Industry Conference Participation: Active presence at key industry events.
Dec 2021 - Mar 2022	FDA Approval Process for ScleroSafe™: Pre-clinical studies and compatibility tests for FDA approval.
Late 2022	Market Expansion and Sales Milestones: Distribution agreement with South Korea, regulatory approval in India.
Nov 2022	V-Block Gen2 Development Initiation: Refining V-Block Gen2 to meet market needs.
Dec 2022	Usability Study Protocol Completion: Finalization of protocol for usability studies.
Dec 2022	V&V Mechanical Testing Reports Finalization: Completion of mechanical tests for ScleroSafe device.
Jan 2023	Electrospinning Process Advancement: Collaboration to enhance product consistency.
Feb 2023	Animal Study Completion for Submission Dossier: Key data obtained for regulatory submission.
Feb 2023	Natec Partnership Initiation: Collaboration for ScleroSafe catheter manufacturing.
Feb 2023	Biocompatibility Testing Completion: Confirmation of product biocompatibility.
Mar 2023	Hiring of Pazit Waks as QA&RA Director: Addition of QA and Regulatory Affairs Director.
Apr 2023	FDA Submission for ScleroSafe™: Submission for FDA 510(k) clearance.
Jun 2023	FDA 510(k) Clearance Achieved: Approval received for ScleroSafe™.
Nov 2023	First Procedures of ScleroSafe™ in the USA: Initial procedures conducted in the U.S.
Nov 2023	Signing LOI with Canadian Public Shell: Negotiations for reverse merger.
Nov 2023	Negotiations on Distribution Agreement: Advanced discussions with key distributor.
Dec 2023	Preliminary Design Review (PDR) for V-Block Gen2: Conducted to review design details.
Jan 2024	Strategic Distribution Agreement with Methapharm: Signed agreement for U.S. market.
Feb 2024	Appointment of Dor Sneh as CFO: New CFO with financial management expertise.
Mar 2024	Supplying First Purchase Order to the U.S.: Initial order of ScleroSafe supplied to Methapharm.
Mar 2024	Marketing Initiatives in the United States: Plans for ScleroSafe marketing at medical conferences.
Mar 2024	Launch of ScleroSafe US Website and Ordering Portal: Dedicated website and ordering portal launched.

Timeline	Event
Mar 2024	Appointment of Doron Birger to the Board of Directors: New board member with MedTe

Achieved and Future Milestones

Revenues pipeline of USD $18M-$55M and operating income USD 20.3M-$32M -	Dec 31 , 2028
Signed Global distribution agreements across 14 countries and regions	Dec 31, 2023
Complete CAD$5M combined financing and Go Public Transaction	Sept 30, 2024
Completed supply chain production arrangements for current product offering	Dec 31, 2023
Completed prior financings of $15M since company established in 2007	Dec 31, 2023
1800 successful procedures using VVT Device	March 31, 2024
14 Granted patents	March 31, 2024
Regulatory approvals CE, INVISA,TGA,CDSCO Approved FDA 510k USA	March 31, 2024

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

Funds raised are largely focused on sales, marketing and inventory build out to support sales growth of FDA approved product Sclerosafe which is being actively marketed with a US reimbursement code in place. Other pipeline products will be advanced in parallel, while it is expected that proceeds from the exercise of warrants will also bolster the working capital to support the sales growth strategy.

Narrative Description of the Business

Industry Overview

Varicose veins represent a prevalent and often incapacitating condition, impacting approximately 20-25% of females and 10-15% of males among Western adults. These varicose veins develop when the valves within them become congested, leading to leakage and incompetence, resulting in blood pooling away from the heart. This pooling causes swelling and dysfunction within the affected veins, manifesting in various symptoms such as skin changes, eczema, pain, heaviness in the legs, leg cramps, and edema.

In the Western world, half of individuals over the age of 50 experience varicose veins, with estimates indicating over 40 million affected individuals in North America and more than 45 million in Western Europe. There is a notable gender discrepancy, with 60% of affected individuals being women and 40% men. Among those presenting with symptomatic varicose veins, 70% suffer from GSV reflux. Leading companies suggest that the varicose veins population is growing annually by 1.8%.

Products Under Development

Currently, VVT is prioritizing several key projects, including the development of a new product portfolio, expanding the indications for existing products, and enhancing the quality of its current offerings:

- V-Block improvements

- V-Block next-gen (Retrievable V-Block)
- Hand Rejuvenation (Dorsal Veins) indications
- Spider Veins Elimination
- Ulcer bed Indication
- A Novel Endovascular Approach (Non Thermal, Non Tumescent, Non Chemical, wide range of diameters)

In terms of the timing and stage of VVT's research and development programs, VVT has a dedicated R&D team actively engaged in several key initiatives. Firstly, VVT's team is working on the next generation of products within its existing portfolio. These efforts are aimed at enhancing the features, performance, and user-friendliness of VVT's existing offerings. While these products are not yet ready for commercial production, they are progressing steadily through the development pipeline. Moreover, VVT is actively expanding its product family by developing additional products that align with its core expertise. These new products are designed to address emerging healthcare needs and market demands. This diversification strategy is aimed at ensuring sustainable growth and maintaining VVT's position as a reliable and innovative healthcare solutions provider. In parallel, VVT's R&D team is also focused on creating entirely new products that have the potential to revolutionize healthcare delivery. These projects are in early stages, with significant research and development efforts required before they can reach commercial production. While VVT is enthusiastic about their potential, it remains grounded in its approach, understanding that research in the medical field can be complex and time-consuming. In terms of VVT's approach to research and development, VVT primarily conducts its research and development in-house. However, VVT also recognizes the importance of collaboration, and in some cases, it may subcontract specific aspects of the research and development process to external experts to leverage their specialized knowledge. Regarding the additional steps required to reach commercial production and an estimate of costs and timing, VVT understands that regulatory approvals in new countries are a critical component of its expansion strategy. The timeline and costs associated with regulatory approvals vary depending on the specific country and product, but VVT is committed to navigating these processes efficiently and responsibly.

The Business Plan

Building on best practices from successful medical technology companies we have devised a comprehensive marketing and sales strategy to generate brand awareness and drive adoption of ScleroSafe and V-Block. Our targeted campaigns will leverage digital marketing, social media, and industry-specific publications to reach both patients and healthcare professionals. We will establish strategic partnerships with prominent vein clinics and key opinion leaders, replicating the success stories of Sapheon and Venclose. This approach has proven effective in generating trust and accelerating market adoption.

In assessing VVT Medical's competitive position, it is crucial to evaluate key factors such as efficacy, safety, cost-effectiveness, and patient comfort. Non-Thermal Non-Tumescent interventions, including VVT Medical's offerings, present several notable advantages. These include achieving short-term efficacy comparable to endothermal techniques, boasting a well-established safety profile, eliminating the need for costly capital equipment, avoiding tumescent anesthesia, addressing tortuosity effectively, requiring minimal sedation, and reducing reliance on compression stockings. Additionally, the Non-Thermal Non-Tumescent approach significantly diminishes the risks of burns and nerve injury.

In comparison, endothermal ablation techniques provide durable efficacy for up to 15 years. However, they entail higher disposable costs, necessitate capital equipment, require tumescent anesthesia, and pose limitations in managing large side branches, particularly with small saphenous veins (SSV). Sedation may be optimal for specific patients, and these techniques are often deemed more suitable for treating veins above the knee.

Property and Facilities

VVT Medical operates from leased offices, which function as the central hub for management and administrative activities, without owning any real estate properties. These facilities also include spaces for storage of raw materials and finished products, and act as dispatch points for product shipments. VVT Medical has strategically outsourced the manufacturing of raw materials and the final assembly and sterilization of products to specialized subcontractors, enhancing operational efficiency and allowing the company to concentrate on core activities such as research and development and market expansion. The storage and distribution processes are handled from these rented facilities, where products are packaged and dispatched to ensure timely and optimal delivery to global clients. Although VVT does not invest heavily in physical properties, the company's true asset is its intellectual capital, embodied by a team skilled in medical device development and production, and critical production equipment such as an electrospinning machine, a sealing machine, and molds for eight key components, underscoring VVT's capacity for in-house precision and customization.

Market Size and Projections

The global market size for varicose veins is considerable, with an estimated 356 million individuals worldwide currently affected by this condition. Projections indicate that by 2027, this figure could surge to 803 million, nearly doubling over a decade (Reference needed). This upward trend poses notable opportunities and challenges for healthcare providers and companies operating in the medical device and pharmaceutical sectors.

Concerning the available market, 319 million individuals with varicose veins reside in regions where VVT Medical presently operates or plans expansion within the next four years. This statistic signifies a substantial segment of the market, highlighting significant potential for growth and advancement in this sector.

Competition and Existing Technology

- **Varithena (Boston Scientific):** Boston Scientific's Varithena is known for its proprietary endovenous microfoam, offering an alternative approach to venous treatment. However, it presents certain disadvantages, including cost considerations, dose limitations for patients, potential side effects such as phlebitis and staining, as well as rare but serious neurological events and long-term recanalization.
- **Clarivein (Merit Medical):** Merit Medical's Clarivein utilizes a mechanico-chemical ablation approach (MOCA). It is indicated for truncal ablation, treating veins with modest tortuosity, veins less than 12mm in diameter, and areas of concern for nerve or skin damage. However, its usage is limited by the volume of sclerosant that can be employed.
- **VenaSeal (Medtronic):** Medtronic's VenaSeal employs cyanoacrylate adhesive to seal veins. While it offers a unique approach, it faces competition based on the preferences and needs of patients and physicians.

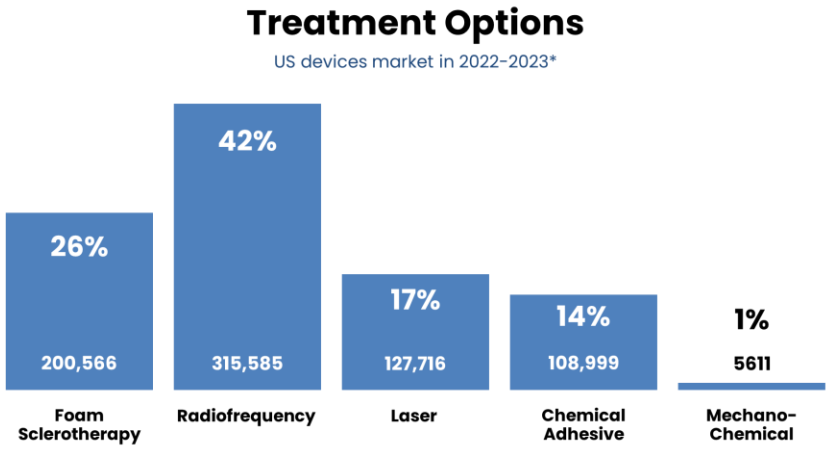
The following table describes VVT's main competitors compared to its self-developed products:

Company	Device	Treatment Method	Differentiation
VVT MEDICAL ScleroSafe™		Mechanical and chemical ablation	Unique mode of action, potential for reduced pain and side effects
VVT MEDICAL V-Block™		Embolization device	Unique mode of action, potential for reduced pain and side effects
Boston Scientific Varithena (polidocanol injectable foam) 1%		Foam Sclerosant injection	Stability, Ease of use
Medtronic VenaSeal™		Medical adhesive injection	Unique mode of action, preserves saphenous vein
ClariVein Powered By MERIT MEDICAL		Mechanical and chemical ablation	Combined mechanical and chemical action

Market Segmentation by Procedure Type:

The varicose vein treatment device market can be segmented based on the type of procedures offered:

1. **Radiofrequency Ablation**: Currently the most prevalent, with a 42% market share in the U.S., radiofrequency ablation is favored for its efficacy and minimal downtime.
2. **Foam Sclerotherapy**: This method accounts for 26% of the market and is popular due to its non-surgical nature and cost-effectiveness.
3. **Laser Treatments:** Holding a 17% market share, laser treatments are preferred for specific types of varicose veins, offering precise results with less pain and recovery time.
4. **Chemical Adhesive Methods:** Comprising 14% of the market, these are gaining traction as they provide a non-thermal alternative to traditional methods.
5. **Mechano-Chemical Approaches:** Although only 1% of the market, this newer technology presents a combination of mechanical and chemical varicose vein removal techniques.



*AcuityMD database by CPT Codes between Q3 2022-Q2 2023. 758,477 Total procedures reported

VVT Medical's Strategic Positioning:

1. **Innovative Technology:** VVT Medical's ScleroSafe™ device introduces a unique, less invasive approach compared to traditional methods, offering treatments that are painless, do not require anesthesia, and are completed in just 2-5 minutes. This positions ScleroSafe™ as an attractive alternative in the market, especially for patients seeking quicker, less disruptive treatment options.
2. **Cost-Effectiveness**: Our treatments are up to 75% less expensive than other non-thermal treatments available in the market, making it an economically attractive option for both healthcare providers and patients.
3. **Safety and Efficacy**: With over 1,800 successful procedures and no adverse events reported, ScleroSafe™ demonstrates a high safety profile and efficacy rate, strengthening VVT Medical's market credibility and trust among potential users.
4. **Regulatory Approvals:** The device's approval from major regulatory bodies like the FDA, CE, ANVISA, TGA, and CDSCO broadens its accessibility across various global markets, facilitating easier entry and adoption in regions with stringent medical device regulations.

Market Potential

The vast discrepancy between the prevalence of varicose veins and the percentage of those seeking treatment indicates a significant untapped market. With only 5% of those affected actively seeking treatment and an even smaller 2% undergoing procedures, VVT Medical has a substantial opportunity to educate and penetrate this large, underserved patient base.

Given these factors, VVT Medical is well-positioned to not only enter but also expand its share in the varicose vein treatment market, leveraging its innovative solutions to meet growing global needs for effective, less invasive, and affordable varicose vein treatments.

Distribution Methods

VVT Medical adopts a strategic approach to distribute its advanced medical products, aiming for broad market coverage and enhanced accessibility. VVT employs two main distribution channels:

A. Independent Distributors

VVT's sales strategy involves collaborating with exclusive distribution partners who also assist in the local product registration process, under the guidance of VVT's QA/RA director. Typically, VVT enters into an exclusive distribution agreement with a selected distributor, stipulating responsibilities such as obtaining regulatory approvals within their territory. This exclusivity is granted for a specific market and is contingent upon meeting minimum annual sales quotas based on a five-year marketing plan. Additionally, the distributor is expected to actively promote the products through relevant marketing channels. All staff members must undergo thorough training, although the distributor does not acquire proprietary rights. The agreement also includes standard non-compete and other clauses.

1) Identification and Selection: VVT engages with independent distributors who are distinct entities unaffiliated with the VVT. These distributors are meticulously chosen based on their expertise, market penetration, and ability to effectively showcase our products.
2) Agreements and Contracts: Independent distributors enter into contractual agreements with VVT, delineating terms and conditions of the distribution partnership. These agreements specify territories, duties, pricing structures, and performance expectations.
3) Inventory Management: Distributors maintain their own inventory of VVT's products, relieving it of extensive warehousing responsibilities. This ensures quicker product accessibility to end-users.
4) Marketing and Promotion: Independent distributors play a crucial role in marketing and promoting VVT's products within their assigned territories. Leveraging their local knowledge and networks, they generate awareness and stimulate demand.
5) Sales and Order Processing: Distributors accept orders from healthcare providers and institutions, manage them, and coordinate deliveries. They are accountable for ensuring product availability and prompt delivery.
6) Training and Support: VVT offers comprehensive training and ongoing support to independent distributors, ensuring they possess a deep understanding of the products and can effectively address customer inquiries and concerns.

B. **Direct Sales to Physicians and Hospitals**

VVT's internal sales team directly engages with physicians, clinics, and hospitals, offering solutions and comprehensive support.

1) Internal Sales Team: VVT operates an internal sales team comprised of seasoned professionals who engage directly with physicians, clinics, and hospitals.
2) Targeted Sales Approach: The internal sales team identifies potential clients and customizes their approach to address specific healthcare needs. They cultivate relationships, offer product information, and conduct demonstrations.
3) Tailored Solutions: When healthcare facilities have specific requirements, the internal sales team collaborates with VVT's product development and engineering teams to devise customized solutions.

4) Pricing and Contract Flexibility: Direct sales enable flexible pricing and contract negotiations, allowing for tailored arrangements such as volume discounts, long-term partnerships, or bundled services.
5) Training and Support: VVT's internal team ensures that healthcare professionals receive thorough training and ongoing support to optimize the effectiveness and safety of our products.
6) Customer Relationship Management: VVT utilizes sophisticated customer relationship management (CRM) systems to monitor interactions, manage accounts, and provide continuous support to healthcare clients.
7) Quality Assurance: VVT upholds stringent quality control and assurance standards to guarantee that all products delivered directly to physicians and hospitals adhere to the highest industry benchmarks.

US Market Strategy

In the US market, VVT sales and marketing strategy unfolds across two distinct phases. Phase 1 centers on cultivating relationships with key opinion leaders (KOLs) along the East Coast. These influential figures will engage in testing the products, providing valuable feedback, and ultimately serving as advocates for VVT within their respective networks of healthcare professionals. Already in initial contact with these KOLs, VVT has garnered interest in product trials within their clinics. Phase 2 entails a multifaceted approach: firstly, establishing A sales force concentrated on KOLs, leveraging their influence to drive product adoption. Secondly, exploring strategic partnerships with established companies and their existing salesforces, capitalizing on synergies to expand market reach. Notably, VVT Medical sees potential collaboration opportunities with the VA (Veterans Affairs), tapping into its robust distribution infrastructure. Concurrently, VVT will roll out its comprehensive communication plan. VVT Medical's primary customer focus centers on vein specialists across various disciplines, including vascular surgeons, phlebologists, vein centers, interventional radiologists, and dermatologists. This strategic alignment underscores VVT's commitment to penetrating and thriving within the US market.

Intellectual Property

VVT Medical has invested significantly in intellectual property to safeguard our innovative technologies and medical devices. Our extensive patent portfolio, spanning multiple countries, protects the unique features and proprietary aspects of our products, ensuring they remain distinct in the market. These patents are crucial for maintaining our competitive edge and market position. Below is a comprehensive list of our patents, including descriptions and the countries where they are protected. VVT's portfolio is protected under various national and international IP laws, ensuring exclusive rights to manufacture, market, and enhance our medical devices as described hereunder:

Regulatory Laws and Approvals

VVT Medical rigorously adheres to global regulatory standards to ensure the highest level of compliance, which is crucial for our operations and market position. Our products have secured approvals across major markets, including: ScleroSafe

1. Chile (2024)
2. South Korea (2024)
3. FDA 510(k), 2023
4. CE mark, 2019

5. CDSCO (India), 2022
6. ANVISA (Brazil), 2022
7. TGA (Australia), 2022
8. Amar (Israel), 2019
9. UAE classification, 2022

V-Block+ DPS

1. CE mark, 2014
2. Amar (Israel), 2017
3. TGA (Australia), 2022
4. UAE classification, 2022
5. In preparation for FDA 510(k) submission

Reimbursement in the US

ScleroSafe
36473 Endovenous ablation therapy of incompetent vein, extremity, inclusive all imaging guidance and monitoring, percutaneous, mechanochemical, first vein treated.
Clarivein (Merit Medical) is ScleroSafe's predicate device.
ScleroSafe is FDA-cleared.

V-Block
37241 Vascular embolization or occlusion, inclusive of all radiological supervision and interpretation, intraprocedural road mapping, and imaging guidance necessary to complete the intervention; venous, other than hemorrhage (e.g. congenital or acquired venous malformations), venous and capillary hemangiomas, varices, varicoceles. V-Block will be submitted to the FDA in H2 of 2024.

Principal Products

VVT's product line centers around its exclusive ScleroSafe platform, which incorporates VVT's innovative double-lumen catheter and inverse action dual syringe mechanism. This platform boasts high adaptability, enabling the administration of various endovenous chemical ablations (ECA) substances such as liquid sclerosant and foam by healthcare professionals.

Additionally, VVT offers the V-Block embolization device designed for treating Great Saphenous Vein (GSV) reflux disease and valve incompetence.

VVT's pipeline technologies prioritize patient comfort by aiming to minimize procedural pain, allowing physicians to conduct treatments without anesthesia, and facilitating immediate return to normal activities post-treatment. Furthermore, post-procedure care is streamlined, typically involving the use of pressure stockings for approximately one week.

VVT Medical's suite of proprietary technologies targets the elimination of varicose veins across different forms and locations, seeking to replace traditional invasive surgeries and thermal ablation methods (RF, Laser, Steam). Importantly, these technologies do not necessitate healthcare providers to invest in expensive capital equipment. VVT Medical's overarching mission is to equip physicians with comprehensive solutions for treating varicose veins across the full spectrum, within an office-

based clinic setting.

VVT specializes in the development and manufacture of three main products, both featuring the distinctive Non-Thermal Non-Tumescent (NT-NT) technology:

1) **ScleroSafe™**: The patented ScleroSafe platform integrates VVT Medical's unique combination of Inverse Action Dual Syringe and Double Lumen Catheter technologies. Compatible with a wide range of sclerosing agents, it serves as a universal platform for treating all Chronic Venous Insufficiency (CVI) conditions. Indicated for diameters ranging from 2-5 mm (Europe) and 2-3 mm (US), it offers versatile treatment options. he ScleroSafe kit comprises a sterile, single-use infusion catheter meticulously crafted to afford transient access to the patient's peripheral vascular system. Paired with the Dual Procedure Syringe (DPS), its purpose extends to providing transient access to the peripheral venous system for specific intravenous therapies, fluid administration, and blood withdrawal. Specifically, it is intended for obliterating superficial veins of up to 5 mm in diameter to address varicosities.

ScleroSafe system comprises a Dual Lumen Catheter (DLC), as illustrated in Figure 1, which can be mounted onto a 0.018 inch straight-tipped guidewire (GW) in an over-the-wire configuration. Once the vein insertion is completed, the GW is withdrawn, and a Dual Procedure Syringe (DPS) is connected to the DLC via dedicated luers, as depicted in Figure 2. Upon activation of the DPS, fluid is simultaneously injected through the holes of the DLC outer lumen while blood is aspirated through the holes located at the distal tip of the inner lumen, as depicted in Figure 3. Notably, the distal tip is tapered and stiffer compared to the rest of the catheter, facilitating precise and controlled insertion. The double lumen sheath is linked to a hub, which divides the sheath into two distinct tubes. One of these tubes terminates with a blue luer lock, designated for the aspiration extension, while the other tube concludes with a transparent luer lock, intended for the injection extension, as depicted in Figure 4.

Figure 1: The ScleroSafe Catheter

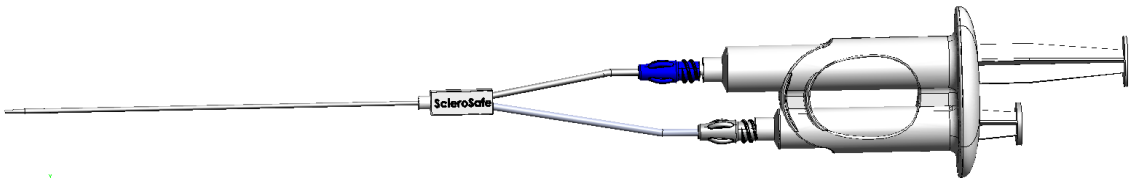


Figure 2: The DPS connected to the DLC

Figure 3: Distal tip

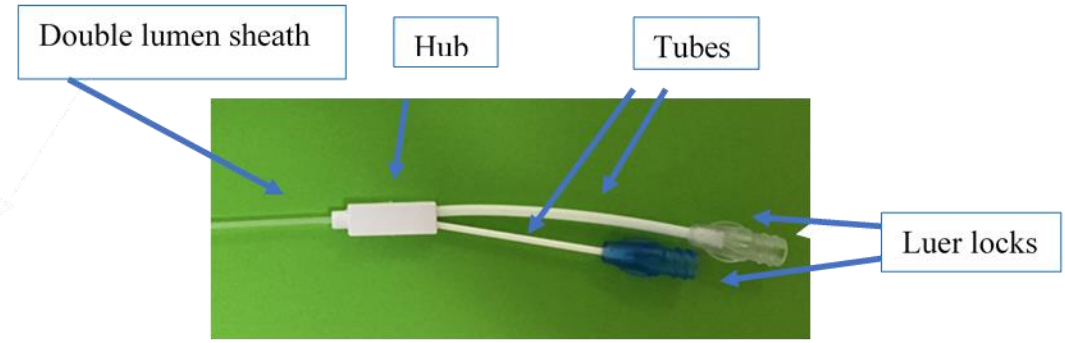


Figure 4 Connection to double lumen sheath

The catheter is packaged in a tray, as shown in Figure 5, containing all the necessary accessories for percutaneous introduction utilizing the micro puncture technique (Seldinger). The kit is offered in two lengths, as indicated on both the package and the TYVEK pouch - ScleroSafe 150 mm and ScleroSafe 350 mm. It includes the following components: a micro puncture needle, a Nitinol guide wire with a plastic grip, a Dual Lumen Catheter, and Dual Procedure Syringes designed to facilitate simultaneous withdrawal of blood and administration of fluids.

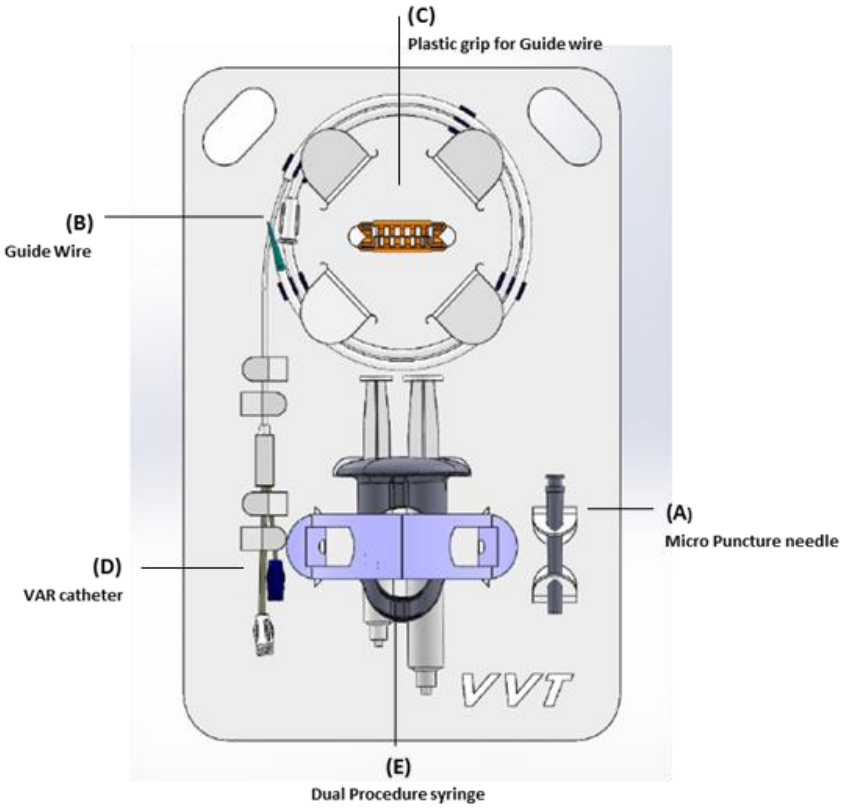
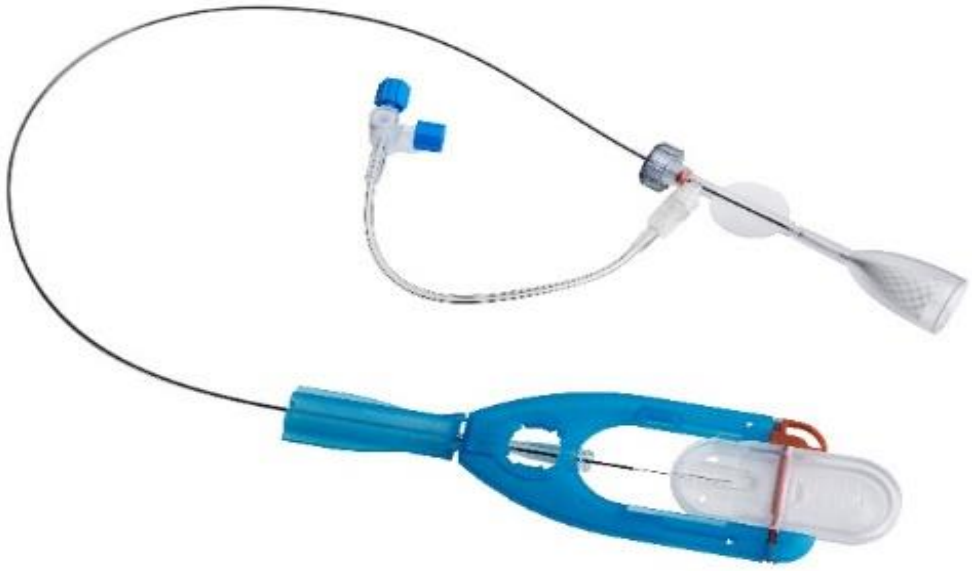


Figure 5. ScleroSafe kit

2) V-Block™: Designed to address severely dilated and complex conditions of the Great Saphenous Vein (GSV), including GSV valve incompetence and reflux. This innovative solution facilitates the occlusion of lower extremity veins within a diameter range of 4-14mm. The V-Block incorporates an implant featuring a biomedical-grade, flexible nitinol frame encased in a polymer-coated mesh. Rigorously tested and approved as a permanent venous implant, its primary function is to mitigate the risk of upward flow of injected substances towards the femoral vein and upper body. The V-Block comprises a Nitinol (memory-shape alloy) frame affixed to a Polycarbonate polyurethane (PCPU) coating membrane. It features both closed and open configurations: in its closed state, the device is contained within a magazine, boasting a small crossing profile. During the procedure, the V-Block is propelled forward using a push rod through a delivery catheter until it reaches its intended deployment site, where it autonomously expands into its open, conical configuration. Once expanded, the device applies radial pressure, firmly anchoring itself to the vessel wall. Additionally, three Nitinol wire anchoring hooks are released to provide supplementary safety against proximal migration. Internally, the V-Block incorporates a nitinol wire formation structured to serve as a scaffold for the blood clot that forms. This formation, referred to as the "Blood clot trap," effectively prevents the detachment and loosening of the blood clot until tissue encapsulation occurs. Beneath the V-Block crimp, a nitinol ring is mounted for potential use during deployment, allowing for re-positioning or retrieval if necessary. Upon deployment, the V-Block occludes the treated vein, halting blood flow. The nitinol inner formation, acting as the "Blood clot trap," captures formed

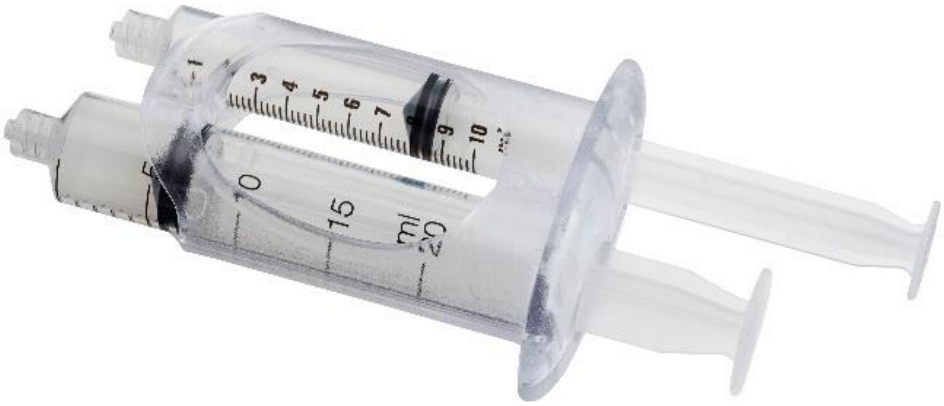
thrombus, mitigating the risk of proximal embolization. Tissue encapsulation typically occurs within 1-2 weeks' post-procedure



3) **Action Dual Syringe (DPS)**: Both products necessitate the utilization of an Inverse Dual Procedure Syringe (DPS), which serves several crucial functions:
   a) Facilitates the simultaneous withdrawal of blood (via negative pressure) and injection of Sclerosant, streamlining the treatment process.
   b) Prevents uncontrolled overspill of the sclerosant upstream, ensuring precise delivery and minimizing the risk of unintended dispersion.
   c) Guarantees the integrity of the sclerosant by preventing dilution with blood, thereby optimizing its effectiveness.
   d) Minimizes the risk of inflammation by maintaining controlled and targeted administration of the sclerosant.

Injection and/or aspiration of liquids into or out of the human body is a common practice across all medical disciplines, typically carried out using syringes and medical needles or intra luminal catheters/tubes connected via luer lock connectors. Medical syringes are universally recognized devices made of materials such as polypropylene, polycarbonate, or glass, and are approved for global use, including by regulatory bodies like the FDA and CE.
Traditionally, the need for both aspiration and injection involves either employing two separate syringes or performing a sequential process, where aspiration precedes injection or vice versa, necessitating the use of both hands. However, in certain medical procedures, there arises a requirement for simultaneous aspiration and injection of the same or different liquids. For instance, in procedures involving the aspiration of blood or other bodily fluids alongside the injection of a specific solution. The Dual Procedure Syringe provides a solution to this demand. This innovative device enables simultaneous aspiration and injection through two separate syringes, which are activated concurrently in opposing directions. Importantly, the device is operable with just one hand, as it requires only the pushing of one

syringe's plunger for operation.



Manufacturing Process:
Our production process follows a meticulously managed series of steps to ensure the creation of safe and effective medical products. For each of our three commercially available products, we oversee a comprehensive supply chain involving multiple subcontractors and stringent quality control measures.

Design and Regulatory Approval:
Before entering the production phase, our in-house teams handle the initial design and regulatory approval of our products. This phase focuses on conceptualizing and designing the medical devices, as well as navigating the complex landscape of regulatory requirements in different countries. We closely collaborate with regulatory authorities to ensure full compliance.

Component Sourcing:
Once the design and regulatory aspects are finalized, we initiate the manufacturing process by ordering sub-components and raw materials from specialized subcontractors. These subcontractors are selected based on their expertise in producing the specific components required for our medical devices. We rely on their

precision and dedication to quality in producing these critical elements.

Product Assembly:
The assembly of our medical products occurs in a separate subcontractor facility with a specialized team trained in the precise assembly techniques required. We opt not to utilize an in-house team for assembly to maintain efficiency and focus on our core competencies. This approach ensures that our products are constructed with utmost precision and consistency.

Sterilization Process:
To ensure the safety and sterility of our medical devices, we collaborate with another specialized contractor for the sterilization process. This crucial step is executed with the highest degree of care and adherence to established industry standards, minimizing the risk of contamination and ensuring product integrity.

Final Batch Release:
Following sterilization, the products are transported back to VVT's warehouse, where they undergo final batch release procedures. Our dedicated team conducts thorough inspections, quality checks, and documentation reviews to confirm that each product meets our rigorous standards before being cleared for distribution.

Global Distribution:
VVT's commitment to serving diverse markets around the world is reflected in our logistics and distribution approach. We coordinate the delivery of our products to different countries, ensuring compliance with international shipping regulations and customs requirements. This meticulous process guarantees that our products reach healthcare providers and patients in a timely and efficient manner.

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Clinical supporting evidence

The following list describes our main scientific publications and studies:

- The evaluation of a novel technique to treat saphenous vein incompetence: preclinical animal study to examine safety and efficacy of a new vein occlusion device DOI: 10.1258/phleb.2012.012003. Phlebology 2012:1–9 http://www.i-t-d.de/download/2.2_Phleb_2012.pdf
- VVT Medical open-label, single-arm OUS Post Marketing Study - data on file.
- The V-Block Occlusion Stent and Sclerotherapy Device for Varicose Vein Treatment: A Retrospective Analysis https://www.annalsofvascularsurgery.com/article/S0890-5096(19)30259-6/fulltext
- Retrospective Evaluation of Safety and Efficacy for ScleroSafe Device - Case Report Summary http://i-t-d.de/download/Case_Report_Summary_for_ScleroSafe.pdf
- Inframalleolar access in endovenous treatment of venous ulcers and C5 disease with non-thermal non-tumescent techniques https://www.jvsvenous.org/article/S2213-333X(21)00388-7/fulltext
- Biological autologous excised varicose vein dressing compared to conservative dressing on the ulcer bed during endovenous ablation DOI: 10.1177/02683555221081635 journals.sagepub.com/home/ph https://journals.sagepub.com/doi/10.1177/02683555221081635
- A retrospective 2-year follow up case report for ScleroSafe is in progress.

3.2 Financial statements available for the period ending December 31, 2023

"**Information for purchasers: If you receive financial statements from an issuer conducting a crowdfunding distribution, you should know that those financial statements have not been provided to or reviewed by a securities regulatory**

authority or regulator. They are not part of this offering document. You should also consider seeking advice from an accountant or an independent financial adviser about the information in the financial statements."

Audited Financial Statements for Exiteam Acquisition Corp. for year ending December 31, 2023 are available upon request to 108 Securities Inc.. Please send request to *support@108securities.com*

3,3 The table below outlines the overall capitalization table on a post transaction basis whereby all funds will be held in trust until closing of the transaction while the Issuer has stated that it can accept subscriptions above the minimum $5 million stated capital raise . The funds raised under the CF 45-110 exemption will be over the above noted $5 million threshold required to close the transaction. All shares issued under this exemption will become freely traded post closing. issuer outstanding as at the date of the offering document. The shareholdings identified in the blue shaded highlighting will be locked up for up to 2 years in varying proportions.

VVT- RTO & Financing LOCK UP INFORMATION
Draft Capitalization Table
November, 2023 Figures in CAD

RTO Price: $ 0.56

Shareholder	Shares	Price	Cost/Value	BASIC %	FD %	Notes
VVT pre-existing shareholders	32,500,000	$0.56	$18,200,000	53.7%	38.45%	95% LOCKED UP 2 Years from closing
EAC Outstanding Shares	2,813,000	$0.56	$1,575,280	4.64%	3.33%	95% LOCKED UP 2 Years from closing
VVT Convertible Debenture	8,060,026	$0.42	$3,385,211	13.3%	9.53%	Freely trading on closing
Warrants converted	750,000	$0.56	$420,000	1.2%	0.89%	95% LOCKED UP 2 Years from closing
Total	44,123,026		$23,580,491			
Exiteam Finder's Fee	678,000	$0.56	$379,680	1.1%	0.80%	100% LOCKED UP 2 Years from closing
DXI current shareholders	2,562,318	$0.56	$1,434,898	4.2%	3.03%	80% LOCKED UP 2 Years from closing
DXI Debt conversion	1,589,286	$0.56	$890,000	2.6%	1.88%	100% LOCKED UP 2 Years from closing
Total	4,829,603					
EAC Subscription Receipt Financing	6,250,000	$0.56	$3,500,000	10.3%	7.39%	Freely trading on closing
EAC Subscription Receipt Financing (DXI Portion)	2,678,571	$0.56	$1,500,000	4.4%	3.17%	Freely trading on closing
EAC Units CF Financing (108)	2,678,571	$0.56	$1,500,000	4.4%	3.17%	Freely traded on closing
Total	11,607,142					
Basic Value	**60,559,772**	$0.56	**$33,913,472**	**100%**	**68%**	
VVT Convertible Debenture 2YR Warrants	8,060,026	$0.84	$ 6,770,422		9.53%	
EAC Financing 2YR Warrants	8,928,571	$0.84	$ 7,500,000		10.56%	
EAC Units Financing 2YR Warrants (108)	214,286	$0.84	$ 180,000		0.25%	
Total	16,988,597					
Subscription Receipt Financing Broker Warrants - PP (8/8 broker fee)	714,286	$0.56	$ 400,000		0.84%	
EAC Uits CF Financing Broker Warrants- P/P (8/8 broker fee)	214,286	$0.56	$ 120,000		0.25%	
Employee Options	6,055,977	$0.56	$ 3,391,347		7.16%	
	23,973,146		**$ 11,591,347**		**19.08%**	
Fully Diluted Value	**84,532,918**		**$ 47,338,434**		**88%**	
Total Cash			**$23,061,769**			

3.4 The issuer is currently conducting operations

Item 4: MANAGEMENT

4.1 For the financial year ended December 31, 2023, the Named Executive Officers of EAC were the following:

Ronen Jaegermann, Chief Operating Officer and Director;

Mr. Jaegermann has been a Venture Partner at Exiteam Capital Partners Ltd., an Israeli Venture Capital and Investment Advisory Firm since November 2020. Prior to that he was a Venture Partner at Beyond-Ventures, an Israeli Venture Capital and Investment Advisory Firm since September 2019. Prior to that Mr. Jaegermann was the Chief Executive Officer and Head of Investment Banking Advisory at Aloni Haft, a Tel Aviv-based boutique investment bank focused on fund raisings for Israeli companies in international capital markets since 2014. He has led multiple businesses in growing them from start-up to profitable companies that became take-out targets. Between November 2012 and October 2013, Mr. Jaegermann was the Chief Executive Officer of JNH International Ltd., a company that manufactures, markets and sells Disney licensed

children furniture and toddler and junior Disney bed linen. Mr. Jaegermann holds a BA in Economic and Political Science from Tel Aviv University. Mr. Jaegermann serves as Chief Financial Officer of Cann-Is Capital Corp., a Capital Pool Company, a member of the board of directors of Water Ways Technologies Inc (TSXV:WWT) ., Chair of the audit committee and member of the board of directors of Adcore Inc. (TSX:ADCO) and a member of the board of Reem Capital corp. a Capital Pool Company

Oded Orgill, Chief Executive Officer and Director

Oded Orgil has over 25 years of experience in Capital Markets as a Financial Advisor and Senior Executive for both bank-owned and national independent firms. As a financial advisor with Merrill Lynch he achieved executive status early in his career working with families, business owners, and professionals managing their wealth and estate planning. He moved on to hold Senior Executive positions with Canaccord Genuity and Manulife Financial. He was CEO of Gravitas Securities, a national 2022 ANNUAL INFORMATION FORM | 49 full-service boutique investment firm. During his time there Mr. Orgil oversaw the firm's expansion to Vancouver, San Jose, and New York. In his career on Bay Street, Mr. Orgil has participated in over $10 Billion of capital market transitions and acquisitions. Prior to entering the financial services sector, Mr. Orgil practiced law with a downtown Toronto firm. Mr. Orgil is an active member of the community and has been President of the Canada Israel Chamber of Commerce since 2010. He is a member of the board of directors of Adcore Inc (TSX:ADCO). He holds a Bachelor of Laws (BA) from The University of Western Ontario and a Bachelor of Arts in Political Science from York University. As a result of his education, business and public company experience, and certifications, Mr. Orgil has public company experience giving him an understanding of financial statements and the accounting principles used in reading and preparing financial statements.

Erez Tetro – CEO of VVT (will be CEO of the resulting issuer corporation following the Go Public Transaction)

Mr. Tetro has been serving as CEO of VVT since 2021 And as a Board Member since March 2023 . Via Surgical VP Sales & Marketing September 2019 - May 2021 (1 year 9 months) I was responsible for establishing a worldwide network of strategic, distributional partnerships by paving the company's way to penetrate into new markets. Johnson & Johnson 3 years 10 months Sales & Marketing Manager December 2017 - September 2019 (1 year 10 months) At J&J, I performed a variety of roles in marketing and sales by building a strong team with ambitious goals. Product Specialist December 2015 - December 2017 (2 years 1 month) Product Specialist- Biosurgery Johnson & Johnson Sales & Marketing Advanced Sterilization Products May 2011 - April 2015 (4 years) Sales & Marketing Advanced Sterilization Products- Capital equipment and consumables. Erez Holds a bachelors degree in Business Administration from the Rupin college in Israel

This needs to be explained

	Principal occupation for the last 5 years	Expertise, education, and experience that is relevant to the issuer's business	Number and type of securities of the issuer owned	Date securities were acquired and price paid for the securities	Percentage of the issuer's securities held as of the date of this offering document
R. Jeagermann	COO of EAC	BA and experienced business executive	NIL(1)	N/A	0.5%
O. Orgill	CEO of EAC	BA and experienced business executive	NIL	N/A	NIL

(1) Individual owns shares indirectly through Exiteam Capital Partners Ltd. which holds 678,000 shares in EAC.

Provide the name of the person involved and details of the time, nature and the outcome of

the proceedings for each of the persons listed under item 4.1 and the issuer who, as the case may be:

(a) has ever pleaded guilty to or been found guilty of

(i) a summary conviction or indictable offence under the *Criminal Code*, **NO**

(ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction, NO

(iii) a misdemeanor or felony under the criminal legislation of the United States of America, or any state or territory therein, or **NO**

(iv) an offence under the criminal legislation of any other foreign jurisdiction, **NO**

(b) is or has been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by, or has entered into a settlement agreement with, a government agency, administrative agency, self-regulatory **NO**

organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last 10 years related to:

(i) the person's involvement in any securities, insurance or banking activity, or **NO**

(ii) a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct, **NO**

(c) is or has been the subject of an order, judgment, decree, sanction or administrative penalty imposed by a discipline committee, professional order or administrative court of Canada or a foreign jurisdiction in the last ten years related to any professional misconduct, **NO**

(d) is or has ever been the subject of a bankruptcy or insolvency proceeding, or **NO**

(e) is a director, officer, founder or control person of a person or company that is or has been subject to a proceeding described in paragraph (a), (b), (c) or (d) above.**NO**

Item 5: CROWDFUNDING DISTRIBUTION

5.1 The funding portal being used exclusively to conduct this crowdfunding distribution is 108 Securities Inc. **("108"),** a registered " market exempt market dealer" as defined in applicable securities legislation. Notices or requests to 08 may be made to support@108securities.com .

5.2 Indicate all the jurisdictions (Canadian provinces and territories) where the issuer intends to raise funds and make this offering document available.

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

5.3 The Issuer must close this crowdfunding distribution by October 30th, 2024 being 88- days after this document was certified in item 13.2.

(a) the date(s) and description of amendment(s) made to this offering document, if any.

5.4 The Offered Securities are:

UNITS – Each unit priced at $0.56 shall include 1 class A Common voting share + 1 Purchase Warrant providing the security holder the right to purchase one class Common voting share at a price of $0.84 for a period of 24 months from date of close of the full Go Public Transaction

☐ Non-convertible preference shares

☐ Securities convertible into common shares

☐ Securities convertible into non-convertible preference shares

☐ Non-convertible debt linked to a fixed interest rate

☐ Non-convertible debt linked to a floating interest rate

☐ Limited partnership units

☐ Shares in the capital of an association. Specify type of shares (e.g. membership, investment, preference, etc.): __

5.5 The Offered Securities have the following rights, restrictions and conditions:

X voting rights;

☐ dividends or interests (describe any right to receive dividends or interest);

☐ rights on dissolution;

☐ conversion rights (describe what each security is convertible into);

☐ tag-along rights;

☐ drag-along rights;

☐ pre-emptive rights;

☐ other (describe the rights).

Instruction: This information is found in the organizing documents referred to in item 3.3.

5.6 The following is a brief summary of the other material rights and conditions attached to the Offered Securities Provide a brief summary of any other material restrictions or conditions that attach to the eligible securities being offered, such as tag-along, drag along or pre-emptive rights.

The shares purchased will not be issued until all of the conditions outlined in the Definitive

Agreement have been fully satisfied and in the absence of which will result in the full return of funds to the purchaser

5.7 Summary of funds raised under this 45-110 exemption and securities to be issued:

	Total amount ($)	Total number of securities issuable
Minimum offering amount	$112,000	200,000
Maximum offering amount (1)	$1,499,999.76	$2,678,571
Price per security	$0.56	

(1) The issuer may raise more in this offering than the maximum offering amount above through other available prospectus exemptions.

5.8 Unless notified otherwise by the Issuer, the minimum investment per purchaser is $560 and 1,000 Units.

5.9 Concurrent with this offering is a Subscriptions Receipts Offering on identical terms with all other available prospectus exemptions available to Canadian and International (non-USA) investors

5.10 **"Note: The minimum offering amount stated in this offering document may be satisfied with funds that are unconditionally available to [*insert name of issuer*] that are raised using other prospectus exemptions."**

Item 6: USE OF FUNDS

6.1 Provide the following information on the funds previously raised by the issuer:

(a) the amount of funds previously raised;

(b) how the issuer raised those funds;

(c) if the funds were raised by issuing securities, the prospectus exemption that the issuer relied on to issue those securities;

(d) how the issuer used those funds.

If the issuer has not previously raised funds, state that fact.

Source and Use of Funds Raised to Date by Issuer EAC			
Amount	**How funds raised**	**Exemption used**	**Use of funds**
$56,553	$0.02 round founders	Accredited	Financing initial expenses
$1,876,592	$0.56 share with a warrant at $0.84 raised from Israeli investors	Accredited	Loan to VVT for operations and legal fees for the offering
$2,024,808 **Total $3,957,953**	Subscription receipts with a $0.84 warrant	Accredited	Majority of funds are escrowed about $760,000 were a loan to VVT.

6.2 Using the following table, provide a detailed breakdown of how the issuer will use the funds raised from this crowdfunding distribution. If any of the funds will be paid directly or indirectly to a founder, director, officer or control person of the issuer, disclose in a note to the table the name of the person, the relationship to the issuer and the amount. If more than 10% of the available funds will be used by the issuer to pay debt and the issuer incurred the debt within the two preceding financial years, describe why the debt was incurred.

Description of intended use of funds listed in order of priority	Assuming minimum offering amount	Assuming maximum offering amount
Working capital and inventory	$100,000	$1,200,000
Marketing expenses	NIL	$150,000
Fees	$12,000	$150,000

Item 7: PREVIOUS CROWDFUNDING DISTRIBUTIONS

(a) The issuer group and each founder, director, officer and control person of the issuer group have not been involved in any prior crowdfunding distributions for this or any other issuer.

Item 8: COMPENSATION PAID TO FUNDING PORTAL

8.1 Upon closing of the offering subject to certain terms and conditions we shall pay 108 a trade commission of cash equal to 8% of the gross proceeds of the offering t as well as 8% broker warrants computed as 8% of the issued Units. An additional fee of $15,000 will be paid for drafting and other administrative tasks associated with the preparation of offering materials.

Item 9: RISK FACTORS

9.1

The purchase of Shares involves a high degree of risk. You could lose all the money you invest.

Investment Risks

There is no market for the Company's Shares.

There is currently no market through which the Shares may be sold and there is no assurance the Shares will be listed for trading on a stock exchange, or if listed, will provide a liquid market for such securities. Until the Shares are listed on a stock exchange, holders of the Shares may not be able to sell their Shares. Even if a listing is obtained, there can be no assurance that an active public market for the Shares will develop or be sustained after completion of the Offering. The offering price determined by negotiation between the Company and the Agent was based upon several factors, and may bear no relationship to the price that will prevail in the public market. The holding of Shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Shares should not be purchased by persons who cannot afford the possibility of the loss of their entire investment.

The Shares are subject to restrictions on transfer.

The Shares are subject to substantial restrictions on transfer under securities laws and the Articles of the Company. Accordingly, the Shares may not be resold or otherwise transferred, except in accordance with the Articles of the Company or in accordance with such applicable Canadian securities laws. (See *Item 5.2 – Subscription Procedure – Eligibility to Purchase Shares* and *Item 11 – Resale Restrictions.*)

Issuer Risk

The Company has limited operating history, a history of losses and the Company cannot assure profitability.

As the Company has yet to generate profits, it is extremely difficult to make accurate predictions and forecasts of its finances. This is compounded by the fact the Company operates in the cannabis industry, which is rapidly transforming. There is no guarantee that the Company's products will continue to be attractive to existing and potential consumers.

There is uncertainty about the Company's ability to continue as a going concern.

The Company may seek additional capital, as well as consider possible joint ventures, partnerships and other business arrangements intended to expand its product offerings in the cannabis industry and grow its revenue. The Company's ability to continue as a going concern is dependent upon its ability in the future to grow its revenue and achieve profitable operations and, in the meantime, to obtain the necessary financing to meet its obligations and repay its liabilities when they become due. External financing, predominantly by the issuance of equity, will be sought to finance the operations of the Company; however, there can be no certainty that such funds will be available at terms acceptable to the Company. These conditions indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

The Company has negative operating cash flow for the years ended December 31, 2019 and 2018. The Company had negative operating cash flow for the years ended December 31, 2019 and 2018. To the extent that the Company has negative operating cash flow in future periods, it may need to allocate a portion of its cash reserves to fund its negative cash flow. The Company may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that the Company will be able to generate a positive cash flow from its operations, that additional capital or other types of financing will be available when needed or that these financings will be on terms favorable to the Company.

The Company's actual financial position and results of operations may differ materially from the expectations of the Company's management.

The Company's actual financial position and results of operations may differ materially from management's expectations. As a result, the Company's revenue, net income, and cash flow may differ materially from the Company's projected revenue, net income, and cash flow. The process for estimating the Company's revenue, net income, and cash flow requires the use of judgment in determining the appropriate assumptions and estimates. These estimates and assumptions may be revised as additional information becomes available and as additional analyses are performed. In addition, the assumptions used in planning may not prove to be accurate, and other factors may affect the Company's financial condition or results of operations.

The Company has never paid dividends on the Shares and does not anticipate doing so for the foreseeable future.

The Company has never paid cash dividends on its Shares and does not intend to pay any cash dividends on its Shares for the foreseeable future. The Company intends to retain any earnings for use in the operation of its business. The Company's board of directors will determine dividend policy in the future based upon, among other things, the Company's results of operations, financial condition, contractual restrictions and other factors deemed relevant at the time. The Company intends to retain appropriate levels of its earnings, if any, to support the Company's business activities.

The Company continues to sell shares for cash to fund operations, capital expansion, mergers and acquisitions that will dilute the current shareholders.

There is no guarantee that the Company will be able to achieve its business objectives. The continued development of the Company will require additional financing. The failure to raise such capital could result in the delay or indefinite postponement of current business objectives or the Company going out of business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favorable to the Company.

If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of Subordinate Voting Shares. The Company's articles permit the issuance of an unlimited number of Subordinate Voting Shares, and shareholders will have no pre-emptive rights in connection with such further issuance. The directors of the Company have discretion to determine the price and the terms of issue of further issuances. Moreover, additional Subordinate Voting Shares will be issued by the Company on conversion of Proportionate Voting Shares, on the exercise of options under the Stock Option and Incentive Plan and upon the exercise of outstanding warrants. In addition, from time to time, the Company may enter into transactions to acquire assets or the shares of other companies. These transactions may be financed wholly or partially with debt, which may temporarily increase the Company's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating

to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. The Company may require additional financing to fund its operations to the point where it is generating positive cash flows. Negative cash flow may restrict the Company's ability to pursue its business objectives.

There is no guarantee regarding the use of available funds by the Company.

The Company cannot specify with certainty the particular uses of available funds. Management has broad discretion in the application of available funds. Accordingly, a shareholder of the Company will have to rely upon the judgment of management with respect to the use of available funds, with only limited information concerning management's specific intentions. The Company's management may spend a portion or all the available funds in ways that the Company's shareholders might not desire, that might not yield a favorable return and that might not increase the value of a purchaser's investment. The failure by management to apply these funds effectively could harm the Company's business.

The Company depends on the experience and expertise of our founders, senior management team and key technical employees, and the loss of any key employee could have an adverse effect on our business, financial condition and results of operations.

The Company's success depends upon the continued service of our founders and senior management team and key technical employees, as well as our ability to continue to attract and retain additional highly qualified personnel. Each of our founders, executive officers, key technical personnel and other employees could terminate his or her relationship with us at any time. The loss of any of our founders or any other member of our senior management team or key personnel might significantly delay or prevent the achievement of our business objectives and could materially harm our business and our customer relationships. In addition, because of the nature of our business, the loss of any significant number of our existing engineering, project management and sales personnel could have an adverse effect on our business, financial condition and results of operations.

There is no assurance that the Company will retain its product manufacturing and distribution agreements with Natura, Pharma Natural and Palletized.

The Company is party to manufacturing arrangements with Natura and Pharma Natural for manufacturing of the Company's products in California and Florida respectively and with Palletized for the distribution of the products manufactured by Pharma Natural. While the Company is not precluded by the terms of its arrangements with Natura, Pharma Natural, and Palletized from making alternative manufacturing and distribution arrangements with other manufacturers and distributors, any disruption or cessation of its arrangement with Natura, Pharma Natural or Palletized could adversely impact the timing and volume of the Company's current sales, which could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company's reputation and ability to do business may be negatively impacted by the conduct by its business partners, employees or agents.

The Company depends on its third party manufacturing and logistics partners to produce and timely ship the Company's products. Products produced by our manufacturing partners are sold to our customers. These partners could fail to produce products to our specifications or quality standards and may not deliver orders on a timely basis. Any change in our partners to resolve production or logistics issues could disrupt our ability to fulfill orders and also disrupt our business as a result of delays in finding new suppliers.

The Company may be subject to product recalls for product defects self-imposed or imposed by regulators.

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. If any of the Company's products are recalled due to an alleged product defect or for any other reason, the Company could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. The Company may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although the Company has detailed procedures in place for testing its products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if one of the Company's products were subject to recall, the image of the Pelicann brand and the Company could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for the Company's products and could have a material adverse effect on the results of operations and financial condition of the Company. Additionally, product recalls may lead to increased scrutiny of the Company's operations regulatory agencies, requiring further management attention and potential legal fees and other expenses.

The Company faces the risk of exposure to product liability claims.

As a manufacturer and distributor of products designed to be ingested by humans, the Company faces an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury. In addition, the manufacture and sale of the Company's products involve the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. A product liability claim or regulatory action against the Company could result in increased costs, could adversely affect the Company's reputation with its clients and consumers generally, and could have a material adverse effect on the results of operations and financial condition of the Company. There can be no assurances that the Company will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities.

The Company may not be able to effectively manage its growth and operations, which could materially and adversely affect its business.

If the Company implements it business plan as intended, it may in the future experience rapid growth and development in a relatively short period of time. The management of this growth will require, among other things, continued development of the Company's financial and management controls and management information systems, stringent control of costs, the ability to attract and retain qualified management personnel and the training of new personnel. The Company intends to utilize outsourced resources, and hire additional personnel, to manage its expected growth and expansion. Failure to successfully manage its possible growth and development could have a material adverse effect on the Company's business and the value of the equity.

The Company expects competition from other companies where it conducts business or expands its business operations that may have higher capitalization, more experienced management or may be more mature as a business.

An increase in the companies competing in this industry could limit the ability of the Company to establish its business and expand its operations. Current and new competitors may be better capitalized, have a longer operating history, have more expertise and ability to develop higher quality products, at the same or a lower cost. The Company cannot provide assurances that it will be able to compete successfully against current and

future competitors. Competitive pressures faced by the Company could have a material adverse effect on its business, operating results and financial condition.

Exchange rate fluctuations between the U.S. dollar, the New Israeli Shekel, and the Canadian dollar may negatively affect the Company's earnings.

Although most of the Company's revenues and a portion of its expenses are denominated in U.S. dollars, substantially all of its research and development expenses, as well as a portion of manufacturing cost and cost of revenues, selling and marketing, and general and administrative expenses, are incurred in New Israeli Shekels. In addition, we are raising capital denominated in Canadian dollars. As a result, we are exposed to foreign exchange risks, including the risks that the New Israeli Shekel may appreciate relative to the U.S. dollar, or, if the New Israeli Shekel instead devalues relative to the U.S. dollar, that the inflation rate in Israel may exceed the rate of devaluation of the New Israeli Shekel, or that the timing of such devaluation may lag behind inflation in Israel. In any such event, the U.S. dollar cost of our operations in Israel would increase and our U.S. dollar-denominated results of operations would be adversely affected. If the value of the Canadian dollar depreciates against the U.S. dollar or the New Israeli Shekel, the value of funds raised in Canada will be reduced. We cannot predict any future trends in the rate of inflation in Israel or the rate of devaluation (if any) of the New Israeli Shekel against the U.S. dollar or the Canadian dollar or the relative value of the U.S. and Canadian dollars. If the U.S. dollar cost of the Company's operations in Israel increases, the dollar-measured results of operations will be adversely affected. The Company may, in the future, establish a program to hedge a portion of its foreign currency exposure with the objective of minimizing the impact of adverse foreign currency exchange movements. However, even if the Company develops a hedging program, there can be no assurance that it will effectively mitigate currency risks.

The Company's headquarters, some manufacturing and other significant operations are located in Israel and, therefore, the Company's results may be adversely affected by political, economic and military instability in Israel.

The Company is headquartered in Israel and most of its operations (other than the final manufacturing of the Pelicann products in the United States) takes place in Israel. In addition, the Company's key employees, officers and directors are residents of Israel. The government in Israel faces ongoing problems including but not limited to inflation, unemployment, and inequitable income distribution. While Israel's credit rating is current "AA-", it has a history of geopolitical instability and crises including those related to terrorism. Any armed conflicts, terrorist activities or political instability in the region could adversely affect business conditions and could harm our results of operations and could make it more difficult for us to raise capital. Although there is no current major political instability in Israel, this could change in the future and could adversely affect the Issuer's business, financial condition and results of operations.

An investor may have difficulty enforcing Canadian law against an Israeli company like the Company.

The Company is incorporated in Israel. All of the Company's directors and executive officers named in this Offering Memorandum reside outside of Canada, and most of the Company's assets and most of the assets of these persons are located outside of Canada. Therefore, a judgment obtained against the Company, or any of these persons, including a judgment based on the civil liability provisions of Canadian securities laws, may not be collectible in Canada and may not be enforced by an Israeli court. It also may be difficult for an investor to effect service of process on these persons in Canada or to assert Canadian securities law claims in original actions instituted in Israel. Additionally, it may be difficult for an investor, or any other person or entity, to initiate an action with respect to Canadian securities laws in Israel. Israeli courts may refuse to hear a claim based on an alleged violation of Canadian securities laws reasoning that Israel is not the most appropriate forum in which to bring such a claim. In addition, even if an Israeli court agrees to hear a claim, it may

determine that Israeli law and not Canadian law is applicable to the claim. If Canadian law is found to be applicable, the content of applicable Canadian law must be proven as a fact by expert witnesses, which can be a time consuming and costly process. Certain matters of procedure will also be governed by Israeli law. There is little binding case law in Israel that addresses the matters described above. As a result of the difficulty associated with enforcing a judgment against the Company in Israel, an investor may not be able to collect any damages awarded by either a Canadian or foreign court.

The Company conducts a significant part of its operations in Hebrew and English translations of documents may not be available.

As a result of the Company being based in Israel, its books and records, including key documents such as material contracts and financial documentation are principally negotiated and entered into and recorded in the Hebrew language and English translations may not exist or be readily available.

Industry Risk

The size of the Company's target market is difficult to quantify, and investors will be reliant on their own estimates on the accuracy of market data.

Because the cannabis industry is in an early stage with uncertain boundaries, there is a lack of information about comparable companies available for potential investors to review in deciding about whether to invest in the Company and, few, if any, established companies whose business model the Company can follow or upon whose success the Company can build. Accordingly, investors will have to rely on their own estimates in deciding about whether to invest in the Company. There can be no assurance that the Company's estimates are accurate or that the market size is sufficiently large for its business to grow as projected, which may negatively impact its financial results. The Company regularly purchases and follows market research.

The Company's industry is experiencing rapid growth and consolidation that may cause the Company to lose key relationships and intensify competition.

The cannabis industry and businesses ancillary to and directly involved with cannabis businesses are undergoing rapid growth and substantial change, which has resulted in an increase in competitors, consolidation and formation of strategic relationships. Acquisitions or other consolidating transactions could harm the Company in a number of ways, including by losing strategic partners if they are acquired by or enter into relationships with a competitor, losing customers, revenue and market share, or forcing the Company to expend greater resources to meet new or additional competitive threats, all of which could harm the Company's operating results. As competitors enter the market and become increasingly sophisticated, competition in the Company's industry may intensify and place downward pressure on retail prices for its **products and services, which could negatively impact its profitability.**

If the Company is unable to develop and market new products, it may not be able to keep pace with market developments.

The cannabis industry is in its early stages and it is likely that the Company and its competitors will seek to introduce new products in the future. In attempting to keep pace with any new market developments, the Company will need to expend significant amounts of capital in order to successfully develop and generate revenues from new products, which may be subject to significant competition with offerings by new or existing competitors in the business. The Company may not be successful in developing new products, bringing such products to market or gaining market acceptance for its products, which together with capital expenditures made in relation to such product development, may have a material adverse effect on the Company's business, financial condition and results of operations.

General economic and political risks

Global economic events could have a material adverse impact on the Company's business and operations.

A general economic downturn or volatility could have a material adverse effect on the Company's business, financial condition and results of operations. In addition, weakening of economic conditions could lead to reductions in demand for the Company's products. For example, its revenues can be adversely affected by high unemployment and other economic factors. Further, weakened economic conditions or a recession could reduce the amount of income customers are able to spend on the Company's products. In addition, as a result of volatile or uncertain economic conditions, the Company may experience the negative effects of increased financial pressures on its clients. For instance, the Company's business, financial condition and results of operations could be negatively impacted by increased competitive pricing pressure, which could result in the Company's margins being reduced. If the Company is not able to timely and appropriately adapt to changes resulting from a weak economic environment, its business, results of operations and financial condition may be materially and adversely affected.

Ongoing Impact of COVID-19 may have a negative effect on the Company's business, financial condition and results of operation.

Since December 31, 2019, governments worldwide have been enacting emergency measures to combat the spread of COVID-19. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The development and operation of the Company's business plan is dependent on labour inputs and governmental approvals, which could be adversely disrupted by the ongoing impact of COVID-19. It is difficult to predict how this virus may affect Corporation's business in the future, including the effect it may have on demand for the Company's products. While the roll out of the Pfizer-BioNTech vaccine has begun in the United States and Canada , and a number of other promising vaccines are in development, an end to the COVID-19 pandemic is believed to be a long way off, and until the pandemic ends, it remains possible the COVID-19 virus could have a material adverse effect on the Company's business, financial condition and results of operation.

"**We do not currently have the financial resources to pay [interest, dividends or distributions] to investors. There is no assurance that we will ever have the financial resources to do so.**"

Item 10: REPORTING OBLIGATIONS

10.1 Upon closing of the financing the Issuer will become a reporting issuer and will be expected to report as required.

Item 11: RESALE RESTRICTIONS

"**The securities you are purchasing are not subject to a resale restriction post closing . The liquidity of the market for these shares could be limited and you might never be able to resell the securities.**"

Item 12: PURCHASERS' RIGHTS

12.1 Include the following statement, in bold type:

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

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

(a) to cancel your agreement with Exiteam Acquisition Corp. to buy these securities, or

(b) to damages against Exiteam Acquisition Corp. and may, in certain jurisdictions, have the statutory right to damages from other persons.

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

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

Two-day cancellation right:

You may cancel your agreement to purchase these securities. To do so, you must send a notice to the funding portal not later than midnight on the second business day after you enter into the agreement. If there is an amendment to this offering document, you can cancel your agreement to purchase these securities by sending a notice to the funding portal not later than midnight on the second business day after the funding portal provides you notice of the amendment."

Item 13: DATE AND CERTIFICATE

13.1 Include the following statement in bold type:

"**This offering document does not contain a misrepresentation.**"

13.2 _____ August 4th 2024

Authorized Signatory — Date of Signature

Ronnie Jeagermann — Chief Operating Officer

Name of authorized signatory — Title of authorized signatory

13.3 If this offering document is signed electronically, include the following statement in bold type:

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