

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

AMENDED AND RESTATED OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

(Amending and Restating the Offering Document dated April 4, 2025)

May 2, 2025



FTI FOODTECH INTERNATIONAL INC.
(the “Issuer”, “FTI” or “we”)

SUBSCRIPTION PRICE \$0.20 PER COMMON SHARE

PART 1 SUMMARY OF OFFERING

What are we offering?

Offering:	Up to 3,742,216 common shares in the capital of the Issuer (the “ Shares ”) will be offered by way of the “listed issuer financing” exemption (the “ Exemption ”) under National Instrument 45-106 – <i>Prospectus Exemptions</i> (“ NI 45-106 ”) in all the provinces of Canada except for Québec and the United States (the “ Selling Jurisdictions ”).
Offering Price:	\$0.20 per Share.
Offering Amount:	Up to 3,742,216 Shares for gross proceeds of up to \$748,444 (the “ Offering ”). There is no minimum Offering.
Closing Date:	The Offering may be completed in one or more closings and is expected to close by May 19, 2025, or such other date as may be determined by the Issuer (the “ Closing Date ”).
Exchange:	The Shares of the Issuer are listed on the TSX Venture Exchange (the “ Exchange ”), under the symbol “FTI”. The Warrants (as defined below) will not be listed on the Exchange.
Last Closing Price:	The closing price of the Shares on the Exchange on April 3, 2025, was \$0.265.
Concurrent Offering:	Concurrent with the Offering, the Issuer intends to issue up to 6,257,784 units of the Company (the “ Units ”) on a non-brokered private placement basis for gross proceeds of up to \$1,251,557 (the “ Concurrent Offering ”) at \$0.20 per Unit. Each Unit will be composed of one Share and one transferable common share purchase warrant (a “ Warrant ”). Each Warrant will be exercisable to acquire an additional Share (each a “ Warrant Share ”, and together with the Units, Shares and Warrants, the “ Securities ”) at an exercise price of \$0.35 for a period of 60 months from the date of closing, subject to the Accelerated Exercise Period (as defined below), after which time the Warrants will be void and of no value. The Securities issued pursuant to the Concurrent Offering

	<p>shall be subject to a hold period of four months and one day pursuant to applicable Canadian securities laws.</p> <p>In connection with the Concurrent Offering, the Issuer may enter into an arrangement with one or more eligible finders to assist in identifying third-party subscribers. The Issuer may pay such finders a cash commission of up to 7%. In addition, the Issuer may issue to such eligible finders non-transferable finders' warrants of up to 7% of the number of Non-LIFE Units sold to such subscribers. For greater certainty, the Concurrent Offering will not be made under the Exemption.</p>
Description of Shares:	<p>The holders of Shares are entitled to: (i) receive dividends as and when declared by the board of directors of the Issuer, out of the moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine; (ii) in the event of the dissolution, liquidation or winding-up of the Issuer, whether voluntary or involuntary, or any other distribution of the assets of the Issuer among its shareholders for the purpose of winding-up its affairs, receive the remaining property and assets of the Issuer; and (iii) receive notice of and to attend all meeting of the shareholders of the Issuer and to have one vote for each Share held at all meetings of the shareholders of the Issuer, except for meeting at which only holders of another specified class or series of shares of the Issuer are entitled to vote separately as a class or series.</p>
Description of Warrants:	<p>Each whole Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Warrant Share at an exercise price of \$0.35 until 5:00 p.m. (Pacific time) on the date that is 60 months following the date of closing of the Offering, subject to the Accelerated Exercise Period, after which time the Warrants will be void and of no value. If, at any time prior to the expiry date of the Warrants, the closing price of the Shares on the Exchange is greater than or equal to \$0.60 for a period of 10 consecutive trading days, the Issuer may, in its sole discretion, provide written notice to the holders of the Warrants by way of a news release advising that the Warrants will expire on the 15th day following the date of such notice unless exercised by the holders prior to such date (the "Accelerated Exercise Period").</p> <p>The Warrants will be governed by the terms and conditions set out in the certificate representing the Warrants (the "Warrant Certificates") delivered to you at the closing of the Offering. The Warrant Certificates will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain customary events. Notwithstanding the foregoing, the terms and conditions governing the Warrants may, at the election of the Issuer, be provided in an indenture to be entered into between the Issuer and a warrant agent, pursuant to which subscribers will be provided Warrant Certificates.</p> <p>No fractional Warrant Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional shares. The holding of Warrants will not make the holder thereof a shareholder of the Issuer or entitle such holder to any right or interest in respect of the Warrants except as expressly provided in the Warrant Certificate. Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Shares</p>

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

The Securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any U.S. state securities laws, and may not be offered or sold to, or for the account

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

All references in this Offering Document to “dollars” or “\$” are to Canadian dollars, unless otherwise stated.

General Information

The Issuer is conducting a listed issuer financing under section 5A.2 of NI 45-106. In connection with this Offering, the Issuer represents the following is true:

- The Issuer has active operations, and its principal asset is not cash, cash equivalents or its exchange listing.
- The Issuer has filed all periodic and timely disclosure documents that it is required to have filed.
- The total dollar amount of the LIFE Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this Offering Document, will not exceed \$5,000,000.
- The Issuer will not close the Offering unless the Issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The Issuer will not allocate the available funds from the Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Issuer seeks security holder approval.

Cautionary Note Regarding Forward-Looking Statements

This Offering Document contains forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “will”, “proposes”, “expects”, “estimates”, “intends”, “anticipates” or “believes”, or variations (including negative and grammatical variations) of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. All statements, other than statements of historical fact, that address activities, events or developments that the Issuer believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding any objectives and strategies of the Issuer) are forward-looking statements. Examples of such forward-looking statements in this Offering Document include the Issuer’s business plans focused on an e-commerce platform providing products from the cosmetic, skincare, wellness, health and industrial products industries; use of available funds, including the proceeds of the Offering and the Concurrent Offering and the costs of the Offering; completion of the Offering and the Concurrent Offering; business objectives and milestones; and adequacy of financial resources. These forward-looking statements reflect the current expectations, assumptions or beliefs of the Issuer based on information currently available to the Issuer.

Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected

developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. The material factors and assumptions used to develop the forward-looking statements contained in this Offering Document include, without limitation, the availability and final receipt of required approvals, licenses and permits, sufficient working capital, access to adequate services and supplies, economic conditions, commodity prices, foreign currency exchange rates, interest rates, access to equity and debt markets and associated costs of funds, and availability of a qualified work force that the Issuer is able to procure equipment and supplies in sufficient quantities and on a timely basis.

There can be no assurance that forward-looking statements will prove to be accurate, as actual results, performance or developments could differ materially from those anticipated in such statements. Although the Issuer believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein. The factors identified above are not intended to represent a complete list of the factors that could affect the Issuer.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Issuer's actual results, performance or developments to be materially different from any future results, performance or developments expressed or implied by the forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Issuer. Prospective investors should carefully consider all information contained in this Offering Document including information contained in this section entitled "*Cautionary Note Regarding Forward-Looking Statements*", before deciding to purchase the Securities. Additionally, purchasers should consider the risk factors set forth below, as well as risks described in the Issuer's filings that are available on the Issuer's SEDAR+ profile at www.sedarplus.ca. Risks which may impact the forward-looking information contained in this Offering Document include but are not limited to, failure to obtain legal or regulatory requirements in order to complete the Offering and Concurrent Offering, the Issuer's ability to create an implement a profitable retail and barter e-commerce platform; the Issuer's ability to obtain additional funding; creating a viable market for the Issuer's products; creating an effective social media marketing strategy; insurance and uninsurable risks; the Issuer's history of losses and negative cashflow, which will continue into the foreseeable future; the Issuer's inability to pay dividends; volatility in the Issuer's share price, the continuation of the Issuer's management team; relations with and claims by local communities and non-governmental organizations; actual and perceived political risks in local jurisdictions; the effectiveness of the Issuer's internal control over financial reporting; cybersecurity risks; general business, economic, competitive, political and social uncertainties; and public health crises and other uninsurable risks.

PART 2 SUMMARY DESCRIPTION OF BUSINESS

What Is Our Business?

The Issuer is focused on developing an innovative retail and barter e-commerce platform (the "**Platform**") for products that address challenges and promotes sustainability within the cosmetic, skincare, wellness, health, and industrial products industries. These products are currently sold on weaker retail platforms that don't allow for profitability. By creating a new innovative marketing platform, our goal is to expand throughout North America and Europe so that we can offer these products to a more global clientele.

The Issuer's mission is to develop and maintain the Platform, which will offer curated products within a range of selected industries. One such industry expected to be included on the Platform is the skincare and cosmetics industry. The Issuer's goal is to offer a meticulously crafted line of brands tailored to both women and men in order to cater to individuals who prioritize the health and vitality of their skin and appearance, seeking out dermatologist and alternative recommended solutions that elevate their skincare and wellness routines to new heights. We recognize a growing demand among consumers who are dissatisfied with the current offerings from major skincare and cosmetic brands. These discerning individuals are searching for more than just basic products; they crave a new experience that encompasses every aspect, from the moment they lay eyes on the packaging to the sensation of

applying the product. By combining expert formulations with sleek packaging and an emphasis on user experience, we aim to set a new standard in skincare and cosmetics.

FTI has therefore partnered with both up and coming and established brands to bring them into the Platform and offer these brands on a global market, ranging from traditional sales to utilizing FTI's social media platforms. FTI's brands encompass all aspects of the skincare and cosmetic markets, on a global basis ranging from the lower market (cost wise) to premium brands. FTI is also seeking to break into the industrial products industry and expanding its offerings in the health and wellness industry. We seek to become recognized and credible within the e-commerce space and to partner with well established and successful companies.

Recent Developments

On March 20, 2025, the Issuer announced that it had entered into a definitive agreement to acquire all the intellectual property of the established sanitization brand Pure Defender. The company has acquired all the brands assets, including website, trademarks, patent and product packaging, logos and related intellectual property. This continues to broadening of its retail and wholesale platform into additional verticals.

On March 4, 2025, the Issuer announced that it had acquired the worldwide exclusive rights and intellectual property ownership of Skincare in a Bottle from Illuminate Beverages. This acquisition of the newly developed water brand, will be launching under the brand name Illuminate and will market under both a skin care product and a wellness beverage through the company's retail platform

On March 3, 2025, the Issuer announced the resignation of Linda Lakats as the CFO of the Issuer and as a director. The Issuer announced that Steven Nguyen will take over as CFO.

On February 28, 2025, the Issuer announced that it had entered into a definitive agreement to acquire all the intellectual property of Nayelle Skincare, an established skincare brand. The Issuer has acquired all the brands assets, including website, trademarks, patent and product packaging, logos and related intellectual property.

On February 27, 2025, the Issuer announced that it has developed a cryptocurrency called SmashFace, to launch on major cryptocurrency trading platforms.

On February 26, 2025, the Issuer entered into debt settlement agreements with certain parties to settle an aggregate of \$497,500 in debt. In settlement of the debt, the company will issue an aggregate of up to 3,316,666 Shares at a price of \$0.15 per Share.

On February 12, 2025, the Issuer announced the product line "beBlack", a cosmetic/skincare product line that will be marketed and distributed to the black community.

On February 11, 2025, the Issuer closed a non-brokered private placement of 2,000,000 units of the Company at \$0.12 per unit for gross proceeds of \$240,000 (the "**0.12 Unit Private Placement**").

On February 5, 2025, the Issuer announced plans to launch of it's the Platform specifically for the cosmetic/skin care industry.

On February 3, 2025, the Issuer announced that it has retained Venture Liquidity Providers Inc. to initiate its market-making service to provide assistance in maintaining an orderly trading marketing for the Shares, subject to regulatory approval.

On January 31, 2025, the Company announced the appointment of Douglas Magallon to the Board to fill the vacancy arising from the resignation of Joanne Strongman.

On January 29, 2025, the Issuer announced a partnership with Genesis Cosmeceuticals to launch the marketing and distribution of the ground breaking Peptide G formula.

On October 25, 2024, the Company appointed Stephen Brown as its President and Chief Executive Officer. Mr. Brown was also appointed to the board of directors (the “**Board**”) along with Arthur Brown and Brian Hoffman following the Issuer’s annual general meeting of shareholders.

Material Facts

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

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

FTI’s business objectives and milestones for the next 12 months include conducting a detailed market analysis, develop comprehensive marketing plans and advertising based on the results of the analysis, identify potential gaps that exist in current consumer preference trends and develop new and sustainable products to capitalize on growth potential. FTI expects to continue developing its platform and products through research, acquisitions and strategic partnerships.

FTI expects to additionally develop a comprehensive business plan capturing its goals, target consumer market, marketing strategy and financial projections. As part of this business plan, the Issuer expects to strongly focus on its online presence, including updating its website and creating dynamic social media profiles, in order to market and sell its new products.

The following table sets out: (i) the business objectives the Issuer expects to accomplish using its available funds following the Offering; (ii) the significant event(s) that must occur for each business objective to be accomplished; and (iii) the anticipated time period for completion and estimated cost for each such event.

<u>Business Objectives</u>	<u>Preceding significant event(s) (each, an "Event")</u>	<u>Period in which Event is expected to occur</u>	<u>Cost Related to Event</u>
Marketing Research	Currently taking place	Q1 2025	\$200,000
Marketing Strategies	Develop a comprehensive marketing plan	Q1-Q3 2025	\$100,000
	Run targeted advertising campaigns	Q3 2025	\$50,000
	Update website and create e-commerce platform	Q3 2025	\$50,000
Development of New Products	Currently taking place	Q1 2025	\$100,000
Business Development	Brand acquisitions	Q1-Q3 2025	\$350,000
	Develop strategic partnerships	Q2-Q3 2025	\$50,000
		<u>TOTAL</u>	\$900,000

PART 3 USE OF AVAILABLE FUNDS

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

		Assuming 100% of the Offering & Concurrent Financing
A	Amount to be raised by the Offering	\$748,444
B	Selling commissions and fees	\$140,000 ⁽¹⁾
C	Estimated Offering and Concurrent Financing costs (e.g., legal, accounting, audit)	\$150,000
D	Net proceeds of Offering: $D = A - (B+C)$	\$458,444
E	Working capital as at the most recent months end (deficiency)	\$(612,520)
F	Additional sources of funding ⁽²⁾⁽³⁾	\$1,749,057
G	Total available funds: $G = D+E+F$	\$1,594,981

Notes:

(1) Assumes payment of approximately 7% cash commissions to eligible finders pursuant to the Offering and the Concurrent Offering.

(2) The Company and certain creditors have agreed to accept an aggregate of 3,316,667 Shares at a price of \$0.15 Shares to settle \$497,500 of debt. Additional sources of funding reflects the positive change in accounts payable.

(3) Additional sources of funding include the maximum amount of the Concurrent Offering, and do not include any potential funds that may be received by the Issuer on the exercise of outstanding stock options.

How will we use the available funds?

The Issuer intends to use the available funds as follows:

Description of intended use of available funds listed in order of priority	Assuming 100% of the Offering & Concurrent Offering
Expected acquisitions	\$350,000
General and administrative costs for the next 12 months, including business development	\$400,000
Marketing research and strategies	\$400,000
Development of new products	\$100,000
Conference and travel expenses	\$100,000
Investor Relations	\$240,000
Unallocated working capital	\$4,981
Total: Equal to G in the Use of Available Funds table	\$1,594,981

The above-noted allocation of capital and anticipated timing represents the Issuer's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Issuer intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Issuer's ability to execute on its business plan. The Issuer has generated negative cash flows from operating activities since inception and anticipates that it will continue to have negative operating cash flow beyond the 12 months after the Closing Date. As a result, certain of the net proceeds from this Offering may be used to fund such negative cash flow from operating activities in future periods. See the *"Cautionary Note Regarding Forward-Looking Information"* section above.

The most recent unaudited interim financial statements of the Issuer for the nine months ended December 31, 2024, and the audited financial statements of the Issuer for the year ended March 31, 2024, included a going-concern note. The Issuer must generate sufficient operating cash flow to fund its operational and capital requirements or secure new funding. There can be no assurance that these initiatives will be successful. The Issuer has not yet achieved profitable operations and has a working capital deficiency, which may cast doubt on the Issuer's ability to continue as a going concern. The Offering is intended to permit the Issuer to continue to develop its business operations and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Issuer.

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

On February 11, 2025, the Issuer closed the \$0.12 Unit Private Placement. The following table sets out the particulars of how the Issuer used proceeds from the \$0.12 Unit Private Placement, as well as an explanation of the variances, if any, from the Issuer's anticipated use of proceeds as disclosed in documents previously filed with securities commissions or similar authorities in Canada, and the impact of any variances on the Issuer's ability to achieve its business objectives and milestones.

Intended Use of Proceeds		Actual Use of Proceeds	(Over)/under expenditure	Explanation of Variance and impact on business objectives
General working capital	\$240,000	Commissions: \$6,899 Professional Fees: \$24,582 Project Development: \$150,000 General Working Capital: \$58,519	\$Nil	While there is some minor variance between the intended and actual use of proceeds, the variance was minor and did not impact the Issuer's business objectives.
TOTAL:	\$240,000	\$240,000		

PART 4 FEES AND COMMISSIONS

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

The Issuer intends to pay a cash finders' fee of up to 7% of the gross proceeds raised by the Issuer from the sale of Securities to the subscribers directly introduced to the Issuer by eligible finders. In addition, the Issuer intends to issue to such eligible finders non-transferable finders' warrants of up to 7% of the number of Securities sold to such subscribers. Such finders' warrants shall entitle the holder to acquire one Share at a price of \$0.20 per Share for a period of 12 months. At this time, the names of such finders and the amount compensation to be paid are unknown.

PART 5 PURCHASERS' RIGHTS

Rights of action in the Event of a Misrepresentation.

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

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

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

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

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

PART 6 ADDITIONAL INFORMATION ABOUT THE ISSUER

Where can you find more information about us?

Additional information on the Issuer is available on the Issuer's website at www.fticorp.ca. You can access the Issuer's continuous disclosure under its profile at www.sedarplus.ca.

[Certification page follows]

PART 7 DATE AND CERTIFICATE

Dated: May 2, 2025

This Offering Document, together with any document filed under Canadian securities legislation on or after May 1, 2025 contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

(Signed) "*Stephen Brown*"

Stephen Brown
Chief Executive Officer

(Signed) "*Steven Nguyen*"

Steven Nguyen
Chief Financial Officer