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The securities described in this offering document have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of the securities described herein within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. "United States" and "U.S. person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

January 14, 2025

Offering Document under the Listed Issuer Financing Exemption



EDGE TOTAL INTELLIGENCE INC.

(the "Company")

SUMMARY OF OFFERING

What are we offering?

Offering:	Units of the Company (" Units "), with each Unit consisting of one (1) subordinate voting share in the capital of the Company (each, an " SVS ") and one-half of one (1/2) SVS purchase warrant (each whole warrant, a " Warrant "). Each Warrant shall be exercisable to acquire one (1) additional SVS at an exercise price of \$0.67, expiring on the earlier of (the " Time of Expiry "): (i) 24 months from the date of issuance; and (ii) in the event the price of the SVSs on the TSX Venture Exchange (the " TSXV ") meets or exceeds C\$1.00 for any continuous 10 trading day period at any time following four months and one day following the issuance of these Warrants (the " Acceleration Condition "), the date that is fourteen (14) days following the issuance of a news release by the Company announcing the acceleration of the expiry of the Warrants, which such news release may be issued at any time by the Company in its sole discretion following the trigger of the Acceleration Condition. For avoidance of doubt, the Company shall not be required to exercise its acceleration right at any time despite the Acceleration Condition being met.
Offering Price:	\$0.53 per Unit (the " Offering Price ").
Offering Amount:	Up to 9,433,000 Units of the Company at a price per Unit equal to the Offering Price for aggregate gross proceeds of up to approximately \$4,999,490 subject to the terms and conditions set forth herein (the " Offering "). All references in this offering document to "dollars", "C\$" or "\$" are to Canadian dollars, unless otherwise stated.

Closing Date:	The Offering may close in one or more closings and on such date or dates as the Company may determine.
Exchange:	The SVSs of the Company are listed on the TSX Venture Exchange (the “ TSXV ”) under the symbol “CTRL”.
Last Closing Price:	On January 13, 2025, the last trading day prior to the date of this offering document, the closing price of the SVSs on the TSXV was \$0.58.

Edge Total Intelligence Inc. is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 – *Prospectus Exemptions* (“NI 45-106”). In connection with this Offering, the Company represents the following is true:

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

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

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”, “targeted”, “possible”, “continue”, “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 Company believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding any objectives and strategies of the Company) are forward-looking statements. Examples of such forward-looking statements in this offering document include:

- closing of the Offering;
- use of available funds, including the proceeds of the Offering and the costs of the Offering;
- the timing and results from the Company’s business activities;
- the Company’s business plans, milestones and timeframes related to such plans and milestones;
- costs and timing of business activities and the results that may be obtained therefrom;
- any acquisitions or dispositions of material assets;

- timing and receipt of approvals, consents and permits under applicable legislation;
- business objectives and milestones; and adequacy of financial resources; and
- expectations regarding the future of the industry in which the Company operates.

These forward-looking statements reflect the current expectations, assumptions or beliefs of the Company based on information currently available to the Company.

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:

- that the Company is able to raise sufficient investments from investors to complete the Offering;
- that customers of the Company will continue to purchase and acquire the Company's products and services;
- that the Company will remain competitive in the sections in which it operates;
- that the Company will remain compliant with all applicable laws, including those with respect to intellectual property, privacy and technology;
- that the Company will be able to adapt to changes to competition, consumer preferences and laws;
- the availability and final receipt of required approvals, licenses and permits, sufficient working capital, access to adequate services, workers and supplies, economic conditions, input prices, interest rates, access to equity and debt markets and associated costs of funds, and availability of a qualified work force;
- that the Company is able to procure equipment and supplies in sufficient quantities and on a timely basis, and
- that the Company maintains its ongoing relations with its business partners and governmental authorities.

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 Company 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 Company.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company'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 Company. Prospective investors should consider the risk factors set forth below, as well as risks described in the Company's public disclosure filings with the Canadian securities regulatory authorities and available on the Company'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:

- obtaining the requisite approval of the TSXV for the Offering;
- the Company being unable to raise sufficient financing from investors and electing not to complete the Offering;
- costs, timing and the results that may be obtained in relation to the Company's business plans and operations;
- general political and economic conditions in Canada, the United States and globally; industry conditions, including fluctuations in the costs of key inputs including labour; currency fluctuations; general risks associated with the Company's business (including worker error, malfunctions, software bugs and other risks);
- the Company's ability to obtain additional funding;
- risks related to changes to regulatory, including evolving intellectual property, privacy and other regulations, and legislations;
- risks related to the Company's operational activities;
- the potential for challenges to the Company's intellectual property ownership;
- changes in laws and regulations impacting the Company's activities; legal and litigation risks;
- statutory and regulatory compliance;
- insurance and uninsurable risks;
- the Company's history of losses and negative cashflow, which may continue into the foreseeable future;
- the Company's inability to pay dividends;
- volatility in the Company's share price;
- the continuation of the Company's management team and the Company's ability to secure the specialized skill and knowledge;
- the availability of capital on acceptable terms;
- failure to maintain or obtain all necessary government licenses, permits, approvals and authorizations;
- relations with and claims by key suppliers, customers, stakeholders and non-governmental organizations;
- failure to maintain market acceptance; actual and perceived political risks in local jurisdictions;
- the effectiveness of the Company's internal control over financial reporting;
- risks related to cybersecurity;
- general business, economic, competitive, political and social uncertainties including recession, interest rate hikes, trade disputes, war and other factors; and

- public health crises such as the COVID-19 pandemic and other uninsurable risks.

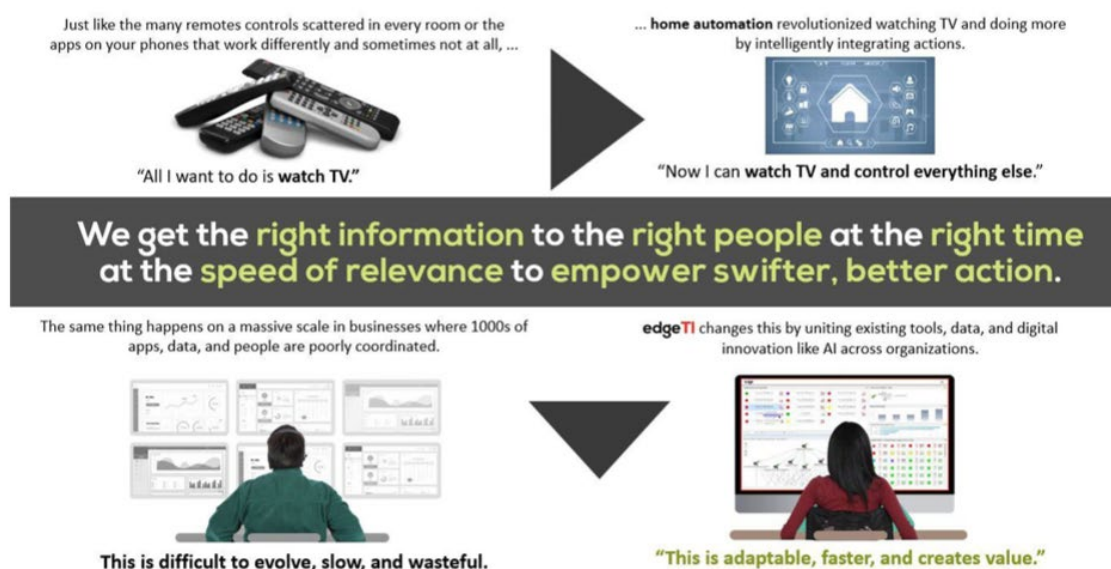
The forward-looking information contained in this offering document is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

MARKET AND INDUSTRY DATA

Unless otherwise stated, market and industry data presented throughout this offering document was obtained from third party reports, publications, websites and other publicly available information, as well as market and other data prepared by the Company on the basis of their knowledge of the Canadian, U.S., and/or other international markets and economies (including the Company's estimates and assumptions relating to the Canadian, U.S. and/or international markets and economies based on that knowledge). As of the date of this offering document, the Company believes that this market and economic data is accurate and that the estimates and assumptions used to prepare such information are reasonable, but there can be no assurance as to the accuracy or completeness thereof. The accuracy and completeness of the market and economic data used throughout this offering document are not guaranteed and the Company makes no representation as to the accuracy of such information. Although the Company believes it to be reliable, the Company has not independently verified any of the data from third party sources referred to in this offering document, or analyzed or verified the underlying studies or surveys relied upon or referred to by such sources, or ascertained the underlying economic and other assumptions relied upon by such sources.

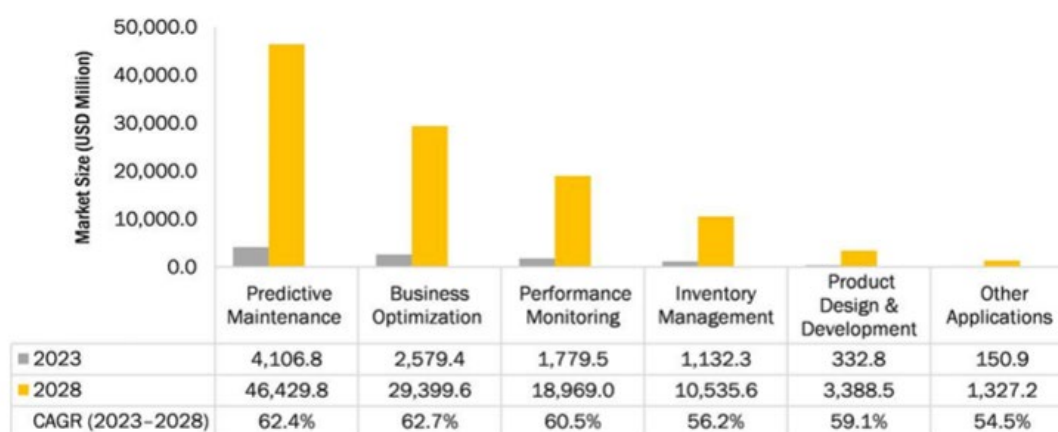
SUMMARY DESCRIPTION OF BUSINESS

The Company makes “Digital Twin” software that rapidly and securely delivers the right information, to the right people, on the right device, at the speed of relevance — empowering its commercial and government customers to take swifter, better action. The Company solves real world challenges and enables its customers to seize opportunities and rapidly respond to crises by extracting and aggregating operational and management data from disconnected systems. Providing automated workflow to orchestrate specific tasks across various business processes and information technology systems. The progress, status, and results are presented in the context of the user's role and assigned duties, from senior management to system admin or customer support. Doing so allows the same data to be used in different perspectives to get everyone working in sync. Through the combination of data aggregation, task automation, and user visualization, both everyday scheduled and ad-hoc work becomes more observable, scalable, accurate and efficient.



For decades, within information technology sectors, business and military operations, leaders have invested billions of dollars in search of the proverbial “single-pane-of-glass” to define systems that would bridge data and application silos - allowing people to work across systems. In 2023, industry analysts defined this market as a “**Digital Twin**” of the enterprise. A Digital Twin is a digital replica of a person, group, organization, or city, systems process, or ecosystem that mirrors the reality of people and systems. Born in aerospace and manufacturing, they visualize what is happening, and incorporate the controls to make changes or even simulate what might happen and what might be the best decision. Digital Twins complement and enable AI to provide a secure pathway to safe and responsible AI enabled solutions.

FIGURE 8 . PREDICTIVE MAINTENANCE SEGMENT TO HOLD LARGEST MARKET SHARE OF DIGITAL TWIN MARKET, BY APPLICATION, IN 2028



Source: Secondary Research, Interviews with Experts, and MarketsandMarkets Analysis

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The Company’s edgeCore platforms allows its customers to construct Digital Twin solutions by leveraging the multiple systems they already have in place – eliminating the need for additional costly databases or data lakes that increase complexity, cybersecurity risk and time to value. This forms Digital Twins of organizations, composite operations, and processes that produce insight, greater agility, and performance improvement.

Recent Developments

There are no material recent developments in respect of the Company that have not been disclosed in this offering document or in another publicly document filed by the Company in the 12 months preceding the date of this offering document.

Certain notable recent developments include the following, which were previously announced by the Company in news releases which can be viewed on the Company’s SEDAR+ profile:

- On October 29, 2024, the Company announced that its US operating company, Edge Technologies Inc., was awarded a US\$950,000,000 ceiling indefinite-delivery/indefinite-quantity (IDIQ) contract for the maturation, demonstration, and proliferation of capability across platforms and domains, leveraging open systems design, modern software and algorithm development in order to enable Joint All Domain Command and Control (JADC2) by the US Air Force.
- On September 25, 2024, the Company completed its acquisition of Block X Capital Corp. (“**BlockX**”), a strategic move to acquire BlockX’s blockchain ecosystem assets. Pursuant to the Merger Agreement, the

Company acquired all of the issued and outstanding shares in the capital of BlockX, being 4,250,000 common shares, in exchange for an equivalent number of SVSs by way of a three-cornered amalgamation under the *Business Corporations Act* (British Columbia).

- On September 16, 2024, the Company completed a fully subscribed, non-brokered private placement with total proceeds of \$4,250,000, the Company's first financing since going public in January of 2022. The Company issued an aggregate of 10,625,000 units at a price of \$0.40 per unit, with each unit consisting of one (1) SVS and one-half of one (1/2) SVS purchase warrant exercisable at a price of CDN\$0.60 per SVS until September 16, 2026.
- On April 17, 2024, the Company secured the second year of its multi-year, US\$5,000,000 contract in support of the United States of America Department of Veterans Affairs to help manage the Department of Veterans Affairs' Consolidated Mail Outpatient Pharmacy into 2025.

Material facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

The Company is a corporate entity formed under the laws of the province of British Columbia and its SVSs are governed by the *Business Corporations Act* (British Columbia) and the Company's articles. The laws and regulations applicable to the Company and its securities may be materially different than that applicable in any prospective purchaser's own jurisdiction. Prospective purchasers should consult their own professional advisors with respect to receiving, owning and disposition of securities of the Company.

SVSs

Each SVS underlying a Unit shall be a SVS without par value in the capital of the Company. All of the SVSs rank equally as to voting rights, participation in a distribution of the assets of the Company on a liquidation, dissolution or winding-up of the Company and entitlement to any dividends declared by the Company. The holders of the SVSs are entitled to receive notice of, and to attend and vote at, all meetings of shareholders (other than meetings at which only holders of another class or series of shares are entitled to vote). Each SVS carries the right to one vote. The Company also has preferred multiple voting shares ("**MVS**"), which can be converted to SVSs at a ratio of one MVS for one thousand SVSs. Each MVS carries the right to one thousand votes, as well as certain additional rights on liquidation, dissolution or winding-up of the Company and to any dividends declared by the Company. No dividend will be declared or paid on the SVSs unless the Company simultaneously declares or pays, as applicable, equivalent dividends (on an as-converted to SVS basis) on the MVSs. In the event of the liquidation, dissolution or winding-up of the Company, or any other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, the holders of the SVSs will be entitled to receive, on a pro rata basis, all of the assets remaining after the payment by the Company of all of its liabilities, subject to preferential rights of the holders of MVS holders. The holders of SVSs are entitled to receive dividends as and when declared by the Board in respect of the SVSs on a pro rata basis. The SVSs do not have pre-emptive rights, conversion rights or exchange rights and are not subject to redemption, retraction, purchase for cancellation or surrender provisions. There are no sinking or purchase fund provisions, no provisions permitting or restricting the issuance of additional securities or any other material restrictions, and there are no provisions which are capable of requiring a security holder to contribute additional capital.

Pursuant to the articles of the Company and TSXV Policy 3.5 – *Restricted Shares* ("**Policy 3.5**"), in the event an offer is made to purchase MVSs: (i) if there is a published market for the MVSs, and the offer is one which is required to be made to all or substantially all of the holders of MVSs in a province or territory of Canada to which the requirement applies pursuant to (a) applicable securities laws or (b) the rules of any stock exchange on which the MVS of the Company are listed, unless an identical offer concurrently is made to purchase SVS; or (ii) if the MVSs are not then listed, and the offer is one which would have been required to be made to all or substantially all the holders of MVSs in a province or territory of Canada pursuant to (a) applicable securities laws or (b) the rules of any stock exchange had the MVSs been listed, then each SVS shall become convertible at the option of the holder

thereof into MVSs at the inverse of the applicable conversion ratio then in effect at any time while the offer is in effect until one day after the time prescribed by applicable securities legislation for the offeror to take up and pay for such shares as are to be acquired pursuant to the offer. The conversion right may only be exercised in respect of SVSs for the purpose of depositing the resulting MVSs under the offer, and for no other reason. In such event, the Company shall deposit or shall cause its transfer agent to deposit under the offer the resulting MVSs, on behalf of the holder. Should the MVSs issued upon conversion and tendered in response to the offer be withdrawn by shareholders or not taken up by the offeror, or should the offer be abandoned, withdrawn or terminated by the offeror or the offer otherwise expires without such MVSs being taken up and paid for, the MVSs resulting from the conversion shall be reconverted into SVS at the applicable conversion ratio, and the Company shall send or cause the transfer agent to send to the holder a share certificate or acknowledgement representing the reconverted SVSs.

Warrants

Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one additional SVS (a **“Warrant Share”**) at an exercise price of \$0.67 until the Expiry Date.

The Warrants will be governed by the terms and conditions set out in the certificates representing the Warrants (the **“Warrant Certificates”**) delivered to purchasers 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. 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 Company 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 SVSs.

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

Pursuant to the Offering, the Company may issue up to 9,433,000 Units at a price of \$0.53 per Unit for aggregate net proceeds of up to approximately \$4,824,470 in reliance upon the listed issuer financing exemption pursuant to section 5A.2 of NI 45-106.

The Company intends to use approximately \$3,377,143 of the net proceeds of the Offering towards the business goal of further advancing the Company’s Digital Twins software. This will be accomplished through sales and growth programs centered around the Company’s Digital Twins technologies aimed at improving the Company’s existing software, developing new software, marketing, and delineating sales opportunities (**“Sales and Growth Programs”**). These sales and growth programs are anticipated to be carried out over the next twelve months.

The remaining \$1,447,347 will be used for general working capital and corporate expenses. See *“Use of Available Funds”*.

The Company expects to use the funds raised under the Offering for general and administrative expenses as well as general working capital.

USE OF AVAILABLE FUNDS

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

		Assuming 100% of offering
A	Amount to be raised by this offering	\$4,999,490
B	Selling commissions and fees	\$125,000

C	Estimated Offering costs (e.g., legal, accounting, audit)	\$50,000
D	Net proceeds of Offering: D = A – (B+C)	\$4,824,490
E	Working capital as at most recent month end	\$1,562,543
F	Additional sources of funding	Nil
G	Total available funds: G = D+E+F	\$6,387,033

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of offering
Sales and Growth Programs around Digital Twins ⁽¹⁾	\$4,470,923
General Working Capital and Corporate Expenses ⁽²⁾	\$1,916,110
Total	\$6,387,033

Note:

- (1) Costs associated with the further advancement of the Company's Digital Twins technology, including, but not limited to, marketing costs, partner development and commission costs, and industry fees.
- (2) Working capital and general corporate expenses is expected to include director and officer fees, contractor and consulting fees, professional fees and general and administration expenditures.

The above noted allocation of capital and anticipated timing represents the Company'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 Company intends to spend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan. See the "Cautionary Statement Regarding Forward-Looking Information" above.

The Company 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 of the Offering. 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.

The most recent audited consolidated annual financial statements and unaudited condensed consolidated interim financial report of the Company included a going concern note. The Company is still in the development and growth stage and the Company has not yet generated positive cash flows from its operating activities, which may cast doubt on the Company's ability to continue as a going concern. The Offering is intended to permit the Company to advance its business objectives and is not expected to affect the decision to include a going concern note in future consolidated financial statements of the Company.

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

The Company completed a private placement for aggregate gross proceeds of \$4,250,000 on September 16, 2024 (the "Prior Offering"). All proceeds from the Prior Offering were allocated to general working capital and corporate expenses.

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 Company has engaged a strategic advisor, Roth Canada, Inc. ("**Roth**") to provide certain general financial and strategic advice to the Company. Roth is not acting as an underwriter, broker or finder in connection with the Offering. Pursuant to an advisory agreement entered into between the Company and Roth dated as of January 10, 2025, Roth will be paid a cash advisory fee of \$125,000. Assuming the maximum Offering, Roth's fee represents 2.50% of the aggregate gross proceeds of the Offering. Roth will not receive any other compensation in connection with the Offering. See "*Use of Available Funds*".

The Company does not anticipate engaging any other dealer or finder in connection with the Offering.

PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

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

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

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

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

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

ADDITIONAL INFORMATION

Where can you find more information about us?

Security holders can access the Company's continuous disclosure filings made with the Canadian securities regulatory authorities on the Company's SEDAR+ profile at www.sedarplus.ca.

For further information regarding the Company, visit our website at: <https://edgeti.com/>.

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

CERTIFICATE OF THE COMPANY

January 14, 2025

This offering document, together with any document filed under Canadian securities legislation on or after January 14, 2024 contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

"Jim Barrett"

James Barrett
Chief Executive Officer

"Sheri Rempel"

Sheri Rempel
Chief Financial Officer