

*No securities regulatory authority or regulator has assessed the merits of the securities described in this offering document 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 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 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. “United States” has the meaning ascribed to it in Regulation S under the U.S. Securities Act.*

## **AMENDED AND RESTATED OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION**

**February 21, 2025**

**(amending and restating the Offering Document under the Listed Issuer Financing Exemption dated February 20, 2025)**

### **QUANTUM EMOTION CORP.**



## **1. SUMMARY OF OFFERING**

### **What are we offering?**

**Offering:** Quantum eMotion Corp. (the “**Corporation**”) is offering 13,333,333 units of the Corporation (each, a “**Unit**”) at a price of \$0.75 per Unit (the “**Offering Price**”) for gross proceeds of \$10,000,000 on a private placement basis, pursuant to the Listed Issuer Financing Exemption under Part 5A of National Instrument 45-106 – *Prospectus Exemptions* (the “**Offering**”).

Each Unit will consist of (i) one common share in the capital of the Corporation (a “**Share**”), and (ii) one common share purchase warrant (a “**Warrant**”). Each Warrant will entitle its holder to acquire one additional common share (a “**Warrant Share**”) at a price of \$1.10 for a period of 3 years following the Closing Date (as defined herein).

**Offering Price:** \$0.75 per Unit

**Offering Amount:** A minimum of \$10,000,000

**Closing Date:** It is expected that closing of the Offering will occur in one or more closings on or about February 24, 2025 (the “**Closing Date**”), or such other date(s) as the Corporation and the Agents (as defined below) may determine.

- Exchange:** The common shares of the Corporation (the “**Common Shares**” are listed for trading on the TSX Venture Exchange (“**TSXV**”) under the symbol “**QNC**” and on the OTCQB under the symbol “**QNCCF**”.
- Last Closing price** On February 20, 2025, the last trading day prior to the date of this offering document, the closing price of the Common Shares on the TSXV was \$0.88 and on the OTCQB was US \$0.54.

**The Corporation is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 Prospectus Exemptions. In connection with this Offering, the Corporation represents the following is true:**

- **The Corporation has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Corporation 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 \$10,000,000.**
- **The Corporation will not close this Offering unless the Corporation reasonably believes that it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The Corporation 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 Corporation seeks security holder approval.**

#### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This offering document contains “forward-looking information” within the meaning of applicable securities laws, which is based upon the Corporation’s current internal expectations, estimates, projections, assumptions and beliefs. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning the Corporation’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering, the completion of the Offering, if it is to be completed at all; the expected Closing Date; and the completion of the Corporation’s business objectives, and the timing, costs, and benefits thereof. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Corporation. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements or forward-looking information, including, without limitation, risks and uncertainties relating risks inherent to the cybersecurity industry, the value of the Corporation’s intangible assets, completing proof of concept studies, protecting intangible assets rights, timing and availability of external financing on acceptable terms or at all, the possibility that future results will not be consistent with the Corporation’s expectations, increases in costs, changes in

legislation and regulation, changes in economic and political conditions and other risks involved in the cybersecurity industry and inherent to new technologies, such as risk of obsolescence, slow adoption and competing technological advances; and those risks set out in the Corporation's public documents filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or forward-looking information. Although the Corporation has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Corporation and the risks and challenges of its business, investors should review the Corporation's annual filings that are available at [www.sedarplus.ca](http://www.sedarplus.ca). The Corporation provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Corporation disclaims any intent or obligation to update any forward-looking information.

## **CURRENCY**

Unless otherwise indicated, all references to "\$" or "dollars" in this offering document refer to Canadian dollars.

## **2. SUMMARY DESCRIPTION OF BUSINESS**

### **What is our business?**

The Corporation's mission is to address the growing demand for affordable hardware and software security for connected devices. The Corporation has become a pioneering force in classical and quantum cybersecurity solutions thanks to its patented Quantum Random Number Generator ("QRNG"), a security solution that exploits the built-in unpredictability of quantum mechanics and aims to provide enhanced protection for high-value assets and critical systems.

The Corporation intends to target highly valued sectors, included but not limited to, financial services, healthcare, military, blockchain applications, cloud-based IT security infrastructure, classified government networks and communication systems, secure device keying (internet of things, automotive, consumer electronics) and quantum cryptography.

### **Recent Developments**

On January 16, 2024, the Corporation announced the beta release of QodeAI, an AI-Powered Automation System designed to expedite the deployment of its products and enhance adoption among customers and partners. Targeted at the application security market, QodeAI can autonomously generate code, provide instructions, and interact with systems and users. It is primarily aimed at companies using the Corporation's software development kit and Entropy as a service ("EaaS") product, but it is also accessible to casual users interested in application security. Powered by Microsoft Azure Cognitive Services, QodeAI is compatible with popular integrated development environments and offers extensive guidance on securing applications using the Corporation's technologies.

On February 21, 2024, the Corporation announced progress in developing its first QRNG on a chip, marking a notable advancement in quantum communication technology.

On March 18, 2024, the Corporation announced a strategic partnership with The Platform for Digital and Quantum Innovation (“PINQ”), an organization founded by Quebec's Ministry of Economy, Innovation and Energy and the *Université de Sherbrooke*. This collaboration aims to enhance the Corporation’s security platform by testing its resilience against advanced threats, including simulated quantum computer attacks using IBM Quantum's Qiskit platform.

On March 20, 2024, the Corporation closed a non-brokered private placement, issuing a total of 15,000,000 units at a price of \$0.05 per unit for gross proceeds of \$750,000. Each unit was comprised of one common share and one common share purchase warrant of the Corporation. The warrants entitled their holder to acquire one common share of the Corporation at a price of \$0.15 per common share until March 20, 2025, and as of the date of this offering document, 12,350,000 of these warrants have been exercised for gross proceeds of \$1,852,000.

On March 28, 2024, the Corporation announced the reception of a \$1,200,000 research grant from Canada's Alliance Quantum grants program, administered by the Natural Sciences and Engineering Research Council of Canada (“NSERC”), for a project focused on QRNG for secure cryptography applications. The project, led by Professor Ghyslain Gagnon of *École de technologie supérieure* (“ÉTS”) in partnership with the Corporation, aims to develop commercially scalable QRNG technologies.

On April 18, 2024, the Corporation announced the filing of a patent application under the Patent Cooperation Treaty for a new method of operating blockchain wallets using its QRNG technology.

On July 3, 2024, the Corporation announced the development of an advanced hardware wallet technology for the cryptocurrency industry, integrating its QRNG technology and key generation technologies. This development is part of the Corporation’s ongoing project and collaboration with ÉTS in Montreal.

On July 11, 2024, the Corporation announced that it has obtained the ISO/IEC 27001:2022 certification, highlighting its dedication to information security and operational excellence. This certification ensures systematic handling of sensitive information, compliance with legal and regulatory requirements, and enhances trust in the Corporation’s security practices. Achieving this certification is crucial for commercial success, as it differentiates the Corporation in the market and is often a prerequisite for contracts with governments and large enterprises.

On July 22, 2024, the Corporation announced the deployment of its Hardware Security Module (“HSM”) at the Tier 4 Vantage Data Center in Montreal to support upcoming commercial activities and comply with ISO 27001 standards. The HSM utilizes a quantum electron tunnel effect-based entropy generator, crucial for securing complex data and supporting the Corporation’s cloud-based EaaS system. Vantage Data Center provides advanced infrastructure with redundant power, robust security, and high-performance connectivity, enabling the Corporation to expand its information technology capabilities and focus on core business activities while ensuring regulatory compliance.

On November 15, 2024, the Corporation closed a non-brokered private placement by issuing a total of 7,500,000 units at \$0.10 per unit, for a total gross proceed of \$750,000, to several strategic investors who have and are expected to add significant value to the Corporation's cybersecurity initiatives. Each unit under this offering was comprised of one common share and one common share purchase warrant of the

Corporation. Each warrant entitles the holder to acquire one common share of the Corporation at a price of \$0.20 per common share until November 15, 2026.

On December 5, 2024, the Corporation announced its participation in the Team Canada Trade Mission to the Philippines, organized by the Canadian Ministry of Export Promotion. The Corporation's participation in the trade mission aligned with its transition to full-scale commercialization, targeting small and medium-sized enterprises with affordable quantum security solutions. Additionally, at this time, the Corporation announced a change of auditor from KPMG LLP to Audacie Inc., effective December 5, 2024, with no modified opinions or reportable events related to the previous auditor's reports.

On December 11, 2024, the Corporation issued a news release, as requested by the Canadian Investment Regulatory Organization, stating that management is not aware of any material changes in the Corporation's operations, aside from those previously disclosed, that could explain the recent increase in market activities.

On December 16, 2024, the Corporation and Krown Technologies Ltd. ("**Krown**") announced a strategic alliance through a Memorandum of Understanding to enhance security within the blockchain ecosystem. This collaboration aims to address the potential threats posed by quantum computing to blockchain technology by integrating the Corporation's QRNG technology into Krown's blockchain infrastructure. The partnership focuses on improving encryption, authentication, and developing quantum-resistant solutions. By leveraging Krown's expertise in blockchain and the Corporation's advancements in quantum cybersecurity, the alliance seeks to set new security standards for blockchain and cryptocurrency wallets, preparing for future quantum computing challenges.

On December 23, 2024, the Corporation announced a significant milestone in the commercialization of its Sentry-Q platform, aimed at addressing cybersecurity challenges in telemedicine and digital healthcare. In collaboration with GreyBox Solutions, the Corporation has entered a strategic alliance with Becton Dickinson (BD) to enhance remote patient monitoring, initially in Canada with plans to expand to the U.S. and potentially global markets. This partnership builds on a previous collaboration and emphasizes the importance of cybersecurity in protecting patient data and ensuring treatment accuracy in digital therapeutics. The alliance aims to set a new standard for secure digital healthcare solutions, highlighting the critical role of cybersecurity in the evolving field of digital therapeutics.

On December 30, 2024, the Corporation announced the commercialization of its quantum-powered security platform, Sentry-Q, aimed at enhancing the cybersecurity of digital therapeutics amidst new U.S. healthcare cybersecurity regulations. These regulations were proposed following significant cyberattacks on healthcare organizations, highlighting the need for improved data protection measures. The Corporation's Sentry-Q platform, utilizing EaaS generated by its QRNG2 technology, aligns with these regulatory requirements by offering secure data transmission through integration with classical and post-quantum cryptography. This approach aims to protect sensitive healthcare information against current and emerging cyber threats. Additionally, the Corporation reiterated that it had obtained ISO/IEC 27001:2022 certification, affirming its commitment to security management in its quantum-based cybersecurity solutions.

On January 2, 2025 and January 17, 2025, the Corporation issued updates regarding statements made by Terranova Defense Solutions Inc. ("**Terranova**") concerning the Corporation's quantum-based communication security platform. The Corporation, with legal counsel, sent a demand letter to Terranova, requesting corrections to their statements and assurances of confidentiality regarding the Corporation's information, while also asking Terranova to refrain from further defamatory comments. The Corporation

remains focused on executing its business plan and advancing its technology and commercialization efforts, with a commitment to updating the market on significant developments.

On January 22, 2024, the Corporation announced significant advancements in blockchain security with its new quantum-based hardware wallet. This wallet, utilizing proprietary QRNG technology reduces the risk of monetary loss by up to 98% compared to traditional wallets. The wallet also features an advanced mechanism for enhanced protection against brute-force attacks. Collaborating with researchers from ÉTS and the University of Sherbrooke, the design has been thoroughly evaluated and published in a scientific journal.

On February 4, 2025, the Corporation announced a Memorandum of Understanding with Energy Plug Technologies Corp. to integrate quantum-based cybersecurity into energy storage and management solutions. The partnership leverages the Corporation QRNG technology with classical and post-quantum encryption to enhance security for energy infrastructure. It aims to protect systems like battery storage and inverters from advanced cyber threats, addressing cybersecurity concerns in interconnected energy grids. The initiative seeks to provide advanced security across sectors including utilities, data centers, and defense.

On February 19, 2025, the Corporation announced a non-exclusive licensing agreement with Quantolio, a company specializing in AI-driven financial solutions. This partnership allows Quantolio to integrate the Corporation's Entropy-as-a-Service technology into its financial platforms, enhancing security and performance in AI-driven financial applications. Quantolio will pay an annual licensing fee of \$1 million, along with additional revenue-sharing terms. This collaboration aims to advance quantum-enhanced solutions in finance, highlighting the integration of quantum technologies with financial technology.

On February 20, 2025, Krown, in collaboration with the Corporation, introduced Excalibur, the first quantum-secured cryptocurrency cold wallet. Utilizing the QRNG technology, Excalibur offers enhanced security against cyber threats, including those from quantum computing. The wallet is compact and designed for universal use, providing robust protection for digital assets. Krown has secured a five-year license to incorporate this technology into blockchain applications, and both companies will share revenue from Excalibur's commercialization. Prototype testing is expected to begin shortly, with further details on availability to follow.

More detailed information regarding the above recent developments, together with all of the Corporation's other material information, can be obtained by reviewing copies of the applicable news releases and other materials filed on SEDAR+ under the Corporation's profile at [www.sedarplus.ca](http://www.sedarplus.ca).

### **Material Facts**

The Units are being offered on a private placement basis in the Provinces of Alberta, British Columbia and Ontario pursuant to the Listed Issuer Financing Exemption under Part 5A of National Instrument 45-106 – *Prospectus Exemptions*, as well as to purchasers outside of Canada, including to purchasers resident in the United States pursuant to applicable securities exemptions therein, on a basis which does not require the qualification or registration of any of the Corporation's securities and the Corporation to be subject to any ongoing disclosure requirements, under domestic or foreign securities laws.

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 Corporation in the 12 months preceding the date of this offering document.

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

The Corporation expects to use the net proceeds of the Offering to accelerate the pace of the Corporation’s research and development (“R&D”) efforts, expand the R&D team, hire staff for the commercialization initiatives underway and for general working capital needs. The following milestones must occur in order for the Corporation to accomplish the business objectives set out:

<b><u>Business Objectives and Milestones</u></b>	<b><u>Target Completion</u></b>	<b><u>Estimated Cost</u></b>
<b>R&amp;D<sup>(1)</sup></b>		
› Complementary metal oxide semiconductor (CMOS chip)	December 2025	\$1,500,000
› Quantum Random Number (QRN) technology	June 2025	\$1,000,000
› SentryQ system	June 2025	\$500,000
› Quantum Wallet project	September 2025	\$1,500,000
<b>Commercialization<sup>(2)</sup></b>		
› New partnership in digital therapeutics	September 2025	\$800,000
› First commercialization of Q-hard wallet	June 2025	\$2,200,000
› First commercialization CMOS chipset	December 2025	\$2,500,000
<b>Total</b>		<b>\$10,000,000</b>

Notes:

- (1) We plan to expand our R&D team to accelerate ongoing initiatives, with a particular focus on the development of the CMOS chip. Our efforts will also prioritize the integration of pure randomness in generative AI within our Quantum Random Number (QRN) technology, advancing the testing of our SentryQ system in collaboration with our partners at PINQ<sup>2</sup>, and further developing the Quantum Valet project.
- (2) We intend to invest in training and deploying personnel to drive the development of the business segments we have identified, each of which requires a unique set of skills. Our commercialization strategy includes active participation in trade shows, enhancing our presence in the United States, and establishing a more robust presence in additional markets.

### 3. USE OF AVAILABLE FUNDS

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

		<b>Assuming Minimum Offering</b>
<b>A</b>	Amount to be raised by this Offering	\$ 10,000,000
<b>B</b>	Selling commissions and fees	\$ (650,000)
<b>C</b>	Estimated offering costs (e.g. legal, accounting, audit)	\$ (150,000)
<b>D</b>	Net proceeds of offering: $D = A - (B + C)$	\$ 9,200,000
<b>E</b>	Working capital as at January 31, 2025	\$ 2,076,000
<b>F</b>	Additional sources of funding	\$ nil
<b>G</b>	Total available funds: $G = D + E + F$	\$11,276,000

## How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming Minimum Offering
R&D <sup>(1)</sup>	\$4,500,000
Commercialization Activities <sup>(2)</sup>	\$5,500,000
General and Administration <sup>(3)</sup>	\$850,000
Working capital	\$926,000
Total: Equal to “G” Total Available Funds in Available Funds table above	\$11,276,000

### Notes:

- (1) Includes salaries for the hiring of R&D personnel in order to accelerate R&D.
- (2) Includes salaries for the hiring of business development and sales personnel, training costs, travel expenses and cost related to participation to trade shows worldwide.
- (3) Includes audit & regulatory costs.

The above noted allocation represents the Corporation’s current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Corporation. Although the Corporation 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 Corporation’s ability to execute on its business plan and financing objectives.

The Corporation’s most recent interim financial statements for the period ended September 30, 2024 included a going concern note. The Corporation has since completed a financing for gross proceeds of \$750,000 and raised an additional amount \$1,500,000 as a result of the exercise of outstanding warrants. The Corporation also expects to raise an additional amount of \$1,500,000 by Q2 2025 as a result of additional warrant exercises.

The ability of the Corporation to meet its commitments and discharge its liabilities as they become due and become profitable is dependent on the completion of the development of its technology and its commercial production, and on its ability to raise additional funding to finance these activities. To the extent that the Corporation has negative cash flows from operating activities in the future periods, the net proceeds from the Offering may be used to fund such negative cash flow from operating activities in future periods. Unless and until the Corporation’s operations begin to generate positive cash flow, the Offering is not expected to affect the decision to include a going concern note in the Corporation’s next interim or annual financial statements.

*Describe the timing and stage of research and development that management anticipates will be reached using the funds*

Assuming closing of the Offering, the Corporation expects that most if not all of the products (namely, Entropy Portal, QRNG + genAI, Sentry-Q, CMOS microchip, Q-wallets) currently at different stages of development will have reached commercialization maturity.

*Describe the major components of the proposed programs the Corporation will use the available funds for, including an estimate of anticipated costs*

Assuming closing of the Offering, the Corporation intends to use the available funds to expand its R&D team in order to accelerate ongoing initiatives, and put its commercialization strategy in action, as described and within the estimated budget presented in the Business Objectives and Milestones table above.

Our efforts will focus on the development of the CMOS chip and also prioritize the integration of pure randomness in generative AI within our Quantum Random Number (QRN) technology, advancing the testing of our SentryQ system in collaboration with our partners at PINQ<sup>2</sup>, and further developing the Quantum Valet project. We intend to invest in training and deploying personnel to drive the development of the various business segments we have identified, each of which requires a unique set of skills. Our commercialization strategy includes active participation in trade shows, enhancing our presence in the United States, and establishing a more robust presence in additional markets.

*State if the Corporation is conducting its own research and development, is subcontracting out the research and development or is using a combination of those methods*

The Corporation is conducting its own R&D under the supervision of its Chief Technology Officer, using a combination of employees, researchers like the inventor of the technology, and partners like ÉTS and PINQ<sup>2</sup>. The Corporation's intent is to hire new employees to the core team of its R&D division.

*Describe the additional steps required to reach commercial production and an estimate of costs and timing*

Each business segment is currently at a distinct stage of maturity. In the telemedicine segment, we have integrated our solutions within a deployment-ready system. The majority of the associated costs have already been incurred, and we have effectively mitigated the technical risks. Consequently, the timing for this business segment is immediate, and we do not anticipate any significant additional costs.

For the remaining business segments, the primary steps involve further development and integration efforts, with the exception of the CMOS chip. We expect that the estimated budget of \$4,500,000 will be fully used, in addition to grants anticipated to be received from Prompt-Québec in the amount of \$1,000,000 dedicated specifically to the development of the CMOS chip, in collaboration with ÉTS and from Canada's Alliance Quantum grants program, administered by NSERC for an amount of \$1,200,000 to further develop QRNG secured cryptography solutions. We anticipate reaching the commercialization stage for these business segments within the next 18 months.

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

Available proceeds from financings in the past 12 months	Proposed expenditures of proceeds	Actual expenditures of proceeds
March 20, 2024: Private placement of units for gross proceeds of \$750,000	The net proceeds were intended to be used to finance and accelerate the commercialization of the Corporation's QRNG technology.	No variance from previous disclosure. Funds were used to finance and accelerate the commercialization of the Corporation's QRNG technology.
November 15, 2024: Private placement of units for gross proceeds of \$750,000	The net proceeds were intended to be used for general working capital purposes.	No variance from prior disclosure. The funds have been and are being used for general working capital purposes.

#### 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?**

A.G.P. Canada Investments ULC, on behalf of itself and a syndicate of agents (hereinafter referred to collectively as the “**Agents**”), will act as agent on a “best-efforts” agency basis in connection with the Offering.

The Agents will receive an aggregate cash fee equal to 6.5% of the gross proceeds of the Offering. In addition, the Corporation will issue to the Agents non-transferable warrants (the “**Agent Warrants**”) representing 5.0% of the aggregate number of Units issued pursuant to the Offering. Each Agent Warrant will entitle its holder to purchase one Common Share at an exercise price of \$0.88 for a 30-month period from the date of issuance.

**Do the Agents have a conflict of interest?**

To the knowledge of the Corporation, it is not a “related issuer” or “connected issuer” of or to the Agents, as such terms are defined in *Regulation 33-105 respecting Underwriting Conflicts*.

#### 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 Corporation; or**
- (b) **To damages against the Corporation 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 advisor.**

#### 6. ADDITIONAL INFORMATION

**Where can you find more information about us?**

A security holder can access the Corporation’s continuous disclosure record at [www.sedarplus.ca](http://www.sedarplus.ca) or the issuer’s website at <https://www.quantumemotion.com/>.

**Prospective investors should read this offering document and consult with their own professional advisors to assess the tax, legal, risk factors and other aspects of their investment.**

**U.S. Securities Laws Matters**

The securities offered under the Offering have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and, subject to certain exemptions from registration under the U.S. Securities Act and applicable state securities laws, may not be offered or sold within the United States.

Any placement agent utilized for sales in the United States is to agree that it will not offer or sell the Units within the United States except to institutional accredited investors (as defined in Rule 501(a) (1), (2), (3), (7), (8), (9), (12) or (13) of Regulation D (“**Regulation D**”) under the U.S. Securities Act) (“**U.S. Institutional Accredited Investors**”) and/or qualified institutional buyers (as defined in Rule 144A under the U.S. Securities Act) that also qualify as U.S. Institutional Accredited Investors in accordance with the exemption from registration under the U.S. Securities Act provided by Rule 506(b) of Regulation D and/or Section 4(a)(2) of the U.S. Securities Act and similar exemptions from the registration requirements of applicable securities laws of any state of the United States. Offers and sales of the Units will be made outside the United States in accordance with Rule 903 of Regulation S under the U.S. Securities Act.

This offering document does not constitute an offer to sell or a solicitation of an offer to buy any Units in the United States. In addition, until 40 days after the commencement of the Offering, an offer or sale of Units within the United States by any dealer (whether or not participating in the Offering) may violate the registration provisions of the U.S. Securities Act and applicable state securities laws unless made in accordance with an exemption from the registration requirements under the U.S. Securities Act and similar exemptions under applicable state securities laws.

## **7. DATE AND CERTIFICATE**

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

**Dated February 21, 2025.**

***(s) Francis Bellido***

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Francis Bellido  
Chief Executive Officer

***(s) Marc Rousseau***

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Marc Rousseau  
Chief Financial Officer