

*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 (as defined herein) 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.*

*These securities 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 these securities 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.*

**Offering Document**  
**under the Listed Issuer Financing Exemption**  
**August 13, 2025**



**FuelPositive<sup>TM</sup>**  
Fuel For A Mindful World

**FuelPositive Corporation**  
(the “Company” or “FuelPositive”)

**SUMMARY OF OFFERING**

**What is FuelPositive offering?**

<b>Offering:</b>	FuelPositive is offering a total of 71,428,571 units (each, a “Unit”) of the Company pursuant to the listed issuer financing exemption for gross proceeds of up to \$5,000,000 (the “Offering”). Each Unit consists of one (1) common share in the capital of the Company (each, a “Common Share”) and one (1) Common Share purchase warrant (each, a “Warrant”). Each Warrant will entitle the holder, on exercise, to acquire one additional Common Share at a price of \$0.10 per Common Share for a period of forty-eight (48) months from the date of issuance, subject to accelerated expiry in the event the volume-weighted average closing price of the Common Shares on the TSX Venture Exchange (the “TSXV”) is \$0.40 or more for ten (10) consecutive trading days.
<b>Offering Price:</b>	\$0.07 per Unit.
<b>Closing Date:</b>	The Offering is expected to close on or about September 4, 2025 (the “Closing Date”).
<b>Exchange:</b>	The Common Shares are listed on the TSXV under the symbol “NHHH” and on the OTCQB Venture Market under the symbol “NHHHF”.
<b>Last Closing Price:</b>	The last closing price of the Common Shares on the TSXV on August 12, 2025, was \$0.06.

**FuelPositive Corporation 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, FuelPositive represents the following is true:**

- **FuelPositive has active operations, and its principal asset is not cash, cash equivalents or its exchange listing.**
- **FuelPositive 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.**
- **FuelPositive will not close this Offering unless FuelPositive reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**

- **FuelPositive 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 FuelPositive seeks security holder approval.**

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

This offering document contains “forward-looking information” within the meaning of applicable Canadian securities laws, which is based upon FuelPositive’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document is made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning the planned timeline for development and commercialization of FuelPositive’s technology, including development timelines and anticipated costs; FuelPositive’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 and the expected Closing Date. 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 FuelPositive. 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 from those reflected in such forward-looking statements and forward-looking information, including, without limitation, risks with respect to: FuelPositive’s limited operating history upon which an evaluation of FuelPositive and its prospects can be based; FuelPositive’s ability to generate profits; FuelPositive’s ability to manage growth; the adverse effect of competitors on FuelPositive’s operation, strategies and profitability; FuelPositive’s ability to successfully develop, protect and commercialize its technology; the operational risks against which FuelPositive may not be insured against or for which insurance is not available; the impact of negative cash flows on FuelPositive’s operations and how, if FuelPositive is unable to obtain further financing, FuelPositive’s business operations may fail; the impact of strong market fluctuation that can negatively affect the pricing of commodities such as biofuels or crude oils; the impact of government regulations that can negatively affect economic justifications and or models; other risks described from time to time in our documents filed with Canadian securities regulatory authorities; the volatility of the capital markets and commodities prices, specifically those related to various renewable fuels; dilution as a result of future issuances of equity securities; conflict of interests of FuelPositive’s directors and officers, as applicable; adverse impacts on FuelPositive’s reported results of operations as a result of adopting new accounting standards or interpretations; changes in accounting standards and subjective assumptions, estimates and judgments by management related to complex accounting matters; environmental risks; litigation risks; volatility in the price of the Common Shares; potential dilution of present and prospective shareholdings; currency risks; financial reporting standards; and climate change. This list is not exhaustive of the factors that may affect any of FuelPositive’s forward-looking statements or forward-looking information. Forward-looking information includes statements about the future and are inherently uncertain, and FuelPositive’s actual achievements or other future events or conditions may differ

materially from those reflected in the forward-looking information due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in this Company's continuous disclosure filings available at [www.sedarplus.ca](http://www.sedarplus.ca). The Company 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, FuelPositive disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

## **SUMMARY DESCRIPTION OF BUSINESS**

### **FuelPositive: Building the Future of Farming Now**

FuelPositive is a Canadian clean-tech company transforming agriculture through decentralized, on-farm Green Ammonia production systems. By enabling farmers to generate their own green nitrogen fertilizer and carbon-free fuel on site, the Company is redefining the ammonia industry and putting control directly into the hands of those who feed the world. This model reduces reliance on volatile supply chains and unpredictable pricing, helping farmers secure their livelihoods and plan for the future.

Each tonne of ammonia produced by a FuelPositive system eliminates up to two tonnes of CO<sub>2</sub>e emissions, delivering both environmental and economic benefits. Designed for simplicity, reliability, and remote monitoring, the Company's containerized systems integrate seamlessly into farm operations. Built in Canada for Canadian conditions, they are engineered to be as straightforward to operate as they are transformative in their impact.

The first FP300 demonstration system, installed on an 11,000-acre grain farm in Sperling, Manitoba, is designed to produce 100 metric tonnes of Green Ammonia annually. This unit is the foundation for the FP1500 commercial system, capable of producing 500 metric tonnes annually for farms of approximately 10,000 acres. The systems are powered by sustainable electricity and produce carbon-free ammonia on demand, offering a decentralized, cost-effective alternative to fossil-fuel-based fertilizers and fuels.

The delivery of the FP300 to Tracy and Curtis Hiebert's farm in Sperling, Manitoba, marked a milestone in sustainable agriculture. Once activated, the system will demonstrate how local production can strengthen farm economics, reduce environmental impact, and build resilience against climate change, market instability, and global supply disruptions.

FuelPositive plans to position Canada as a global centre of excellence for decentralized Green Ammonia production and establish a world-leading manufacturing hub. Supported by Stantec, one of the world's leading engineering and consulting firms, this initiative will drive economic growth, create high-value jobs in engineering, science, and skilled trades, and support a stronger, more sustainable food system.

## Recent developments

There are no material recent developments in respect of the Company 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.

Notably, certain recent developments include:

- **March 21, 2024—Patent Innovation & System Readiness.** FuelPositive filed a provisional patent for its groundbreaking FP300A and FP1500A Green Aqueous Ammonia add-on modules. These modules enable on-farm production of aqueous ammonia with customizable nitrogen levels (5–30%) while leveraging existing system infrastructure for efficiency. This innovation dramatically expands its market by offering safer, more affordable fertilizer options.
- **April 3, 2024 – U.S. Stakeholder Engagement.** FuelPositive’s Co-Founder and CEO showcased the Company’s on-farm Green Ammonia solution at a National Science Foundation–hosted NICCEE workshop in Maryland. The presentation received enthusiastic feedback from regional grain farmers, fertilizer distributors, and policymakers, strengthening the demand for technologies that improve fertilizer cost control and supply independence, central to FuelPositive’s emission-reduction mission. This initiative and participation align with FuelPositive’s mission to address all on-farm emissions, including nitrogen.
- **April 18, 2024 – Strengthening Manitoba Advisory and Industry Network.** FuelPositive reinforced Manitoba as its primary launch market by appointing Chad Berry, a third-generation potato farmer operating 12,000 acres in Glenboro, MB, as a Farmer Advisor. Introduced by Agricultural Greenhouse Gas Mitigation Advisor Dr. Mario Tenuta, Berry is a leader in regenerative farming and is a potential host for one of the first FP1500 systems, integrated with the aqueous ammonia module into his farm’s fertigation system as a future demonstration showcase.
- **May 17 & 28, 2024 – Capital Raise & Farmer Confidence.** FuelPositive closed the first tranche of its non-brokered private placement—raising C\$1.55 million by issuing 28.1 million units at \$0.055 each (with attached five-year warrants). The participation of tech-savvy Manitoba farmers and strategic investors signals strong market confidence in the company’s solution.
- **June 12, 2024 – Groundbreaking On-Farm System Installation.** FuelPositive achieved a historic milestone by installing its first commercial FP300 system on the Hiebert farm in Sperling, Manitoba. All modular containers and a 90-tonne storage tank were positioned on-site, marking the transition from concept to tangible, scalable deployment.

- **August 26, 2024 – Strategic Partnerships & Activation Nears.** FuelPositive is closing in on full system activation as it expands its strategic network and innovates financing access for farmers. The Company is collaborating with Farm Credit Canada and the Royal Bank of Canada to develop flexible, lease-to-own financing solutions to lower adoption barriers. At the same time, FuelPositive actively participated in the RBC Climate Action Institute’s Manitoba roundtable—contributing to regional innovation priorities. The Company also deepened its provincial footprint through membership in the Bioscience Association of Manitoba, unlocking connections with PrairiesCan, CentrePort, and high-profile industry showcases. To preserve focus and capital during this pivotal phase, FuelPositive streamlined operations and deferred secondary initiatives—all while building strong stakeholder momentum ahead of commercialization.
- **October 24, 2024: FuelPositive appointed a new, transformative Board of Directors to lead the Company forward.** FuelPositive’s new Board unites leaders whose expertise drives its mission forward. Co-Founder Luna Clifford, a catalyst behind several of the company’s leading strategic partnerships and advisory networks, co-leads its new strategic direction in a management leadership role. Darrell Brown, a Manitoba-based sustainable energy leader with two decades of experience working with Indigenous communities and off-grid renewable projects, and André Mech, an engineer and carbon-credit strategist active in global sustainability and rebuilding initiatives, join as independent directors. This refreshed Board brings the vision, expertise, and networks to accelerate FuelPositive’s next stage of growth while reinforcing its commitment to clean agriculture and energy innovation.
- **June 16, 2025 – Strategic Partnership with Stantec.** FuelPositive secured a high-impact partnership with global engineering leader Stantec to accelerate the commercial rollout of its decentralized Green Ammonia systems. Stantec’s proven expertise in large-scale project design, automation, and regulatory compliance is expediting final certification of the first FP300 in Manitoba, including pressure vessel and environmental approvals. This alliance strengthens FuelPositive’s capacity to scale rapidly into FP1500 systems, positioning the company to capture early market share in Canada and globally as demand surges.
- **July 2, 2025 – Manitoba Operations & Funding Progress.** FuelPositive advanced toward activating its first FP300, completing final engineering with Stantec and Wescan to meet Manitoba Hydro’s safety and electrical standards. Intertek and utility inspections are next, contingent on securing final operational capital. With key environmental and technical approvals in place and government funding discussions advancing at both the provincial and federal levels, FuelPositive is positioned to begin its transition from development to commercial operations. This milestone is expected to trigger sales and validate the company’s scalable, low-carbon ammonia production model in real-world conditions.
- **July 18, 2025 – On-Farm Progress & Commercial Launch.** FuelPositive is on the verge of activating its first on-farm Green Ammonia system in Manitoba, a milestone moving the Company towards commercialization. Final integration work with Wescan aligns the system with Manitoba’s electrical standards, with Intertek inspection and certification next. This first installation validates the technology in real-world conditions and positions

FuelPositive to begin fulfilling its growing backlog of pre-orders and reservations, prioritizing customers in regions with abundant renewable power and supportive policies. Interest from farmers, industry groups, and strategic partners has surged as commissioning nears, creating a strong pipeline for both the FP300 and larger FP1500 units. With regulatory approvals, proven demand, and a clear path to commercialization, the company is positioned to capture early market leadership in sustainable, on-farm ammonia production and deliver significant long-term shareholder value.

## Material facts

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

## What business objectives do FuelPositive expect to accomplish using the available funds?

FuelPositive intends to issue up to 71,428,571 Units for gross proceeds of \$5,000,000 under the Offering as a listed issuer financing pursuant to section 5A.2 of NI 45-106. The business objective of FuelPositive is to ensure that, at a minimum, the Company will have positive working capital for a period of 12 months following the Offering, to complete final system updates, fulfill supplier obligations, and start the on-farm demonstration phase. This move will allow the Company to optimize its demonstration system, establish commercial agreements, and generate revenue.

## USE OF AVAILABLE FUNDS

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

The expected total available funds to FuelPositive following completion of the Offering is estimated to be approximately \$4,302,000.

		Assuming 100% of the Offering
A	Amount to be raised by this Offering	\$5,000,000
B	Selling commissions and fees <sup>(1)</sup>	\$350,000
C	Estimated Offering costs (e.g., legal, accounting, audit)	\$50,000
D	Net proceeds of Offering: $D = A - (B+C)$	\$4,600,000
E	Working capital as at most recent month end (deficiency)	(\$958,000)
F	Additional sources of funding <sup>(2)</sup>	\$660,000
G	<b>Total available funds: <math>G = D+E+F</math></b>	<b>\$4,302,000</b>

Note:

- (1) The estimated selling commissions and fees assumes that all subscribers to the Offering were introduced by a Finder (as defined). For additional details, see “*Fees and Commissions*”.
- (2) This figure represents the net proceeds from certain existing government grants and SR&ED claims for 2022 & 2023.

#### How will FuelPositive use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of Offering
System Readiness and Certification (30%)	\$1,290,600
Operational Launch and On-Farm Demonstration (20%)	\$860,400
Supply Chain and Manufacturing Support (10%)	\$430,200
Commercialization and Sales Development (10%)	\$430,200
Strategic Planning and Corporate Development (10%)	\$430,200
General and Administrative (20%)	\$860,400
<b>Total</b>	<b>\$4,302,000</b>

#### Allocation of Funds

FuelPositive anticipates allocating the net proceeds across the following six categories over the next 12 months:

1. System Readiness and Certification – 30%
  - Final engineering updates, electrical compliance, and safety validation required for activating the on-farm FP300 system in Sperling, Manitoba. This includes third-party modifications and inspections, coordination with Manitoba Hydro, and final system commissioning.
2. Operational Launch and On-Farm Demonstration – 20%
  - Deploy the technical and field support team to operate the system for a minimum six-month demonstration period, collect performance data, refine and optimize system operation, and host key customer and stakeholder site visits.



3. Supply Chain and Manufacturing Support – 10%

- Payment of critical supplier obligations, including outstanding component costs and fabrication expenses. Ensures continuity with key vendors and supports manufacturing partnerships.

4. Commercialization and Sales Development – 10%

- Execution of commercialization initiatives, including sales contracts, financing models, customer onboarding tools, and early-stage site planning with prospective farmer customers.

5. Strategic Planning and Corporate Development – 10%

- Advancement of partnerships, Intellectual Property, grant and government funding negotiations, Indigenous engagement, on-farm renewables, R&D and final FP1500 scale-up planning.

6. General and Administrative expenses – 20%

- Supports general operations during the pilot phase, including personnel, compliance, communications, and contingency for unforeseen implementation costs.

The described allocation of capital and anticipated timing reflect FuelPositive’s current plans and business situation, which may change as its plans and conditions evolve. While FuelPositive plans to use the proceeds from the Offering as outlined, there may be circumstances where, for valid business reasons, reallocation of funds is wise or necessary and may vary materially from what is stated here. The actual amounts allocated and spent will depend on various factors, including FuelPositive’s ability to implement its business plan. See the “*Cautionary Statement Regarding Forward-Looking Information*” section above.

The Company’s most recent audited annual financial statements and interim financial report included a going concern note. FuelPositive remains focused on developing environmentally responsible, containerized green ammonia production systems, and has not yet generated positive cash flows from its operating activities. This may raise doubts about the Company’s ability to continue as a going concern. The Offering aims to help the Company achieve its business objectives. It is not expected to influence the decision to include a going concern note in the next annual financial statements.

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

Except for a non-brokered private placement of units completed on August 29, 2024, for gross proceeds of \$490,878, and certain bridge loans provided by arms-length investors, the Company has not raised any funds in the past 12 months. Proceeds from the private placement and bridge loans were utilized for the Company’s general working capital purposes.

## **FEES AND COMMISSIONS**

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

FuelPositive has not engaged any dealers or finders in connection with this Offering. The Company may compensate certain finders with a cash commission of up to 7% of the aggregate gross proceeds raised from the Offering and issue finder's warrants equivalent to 7% of the total Units subscribed under 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 FuelPositive, or**
- (b) to damages against FuelPositive 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 on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) under the Company's profile.

For further information regarding FuelPositive, visit our website at: <https://fuelpositive.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 of Units.***

**APPENDIX A**  
**ACKNOWLEDGEMENTS, COVENANTS, REPRESENTATIONS AND WARRANTIES**  
**OF THE PURCHASER**

Each purchaser of the Units (the “**Purchaser**”) makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Company, as at the date hereof, and as of the Closing Date:

- (a) the Purchaser is resident in the jurisdiction disclosed to the Company and the Purchaser was solicited to purchase in such jurisdiction;
- (b) the Purchaser has not received, nor has the Purchaser requested, nor does the Purchaser have any need to receive, any prospectus, sales or advertising literature, offering memorandum or any other document (other than an annual or interim report, financial statements or any other document, other than an offering memorandum, the content of which is prescribed by statute or regulation) describing or purporting to describe the business and affairs of the Company which has been prepared for delivery to, and review by, prospective purchasers in order to assist them in making an investment decision in respect of the purchase of the Units pursuant to the Offering;
- (c) the Purchaser has relied only upon publicly available information relating to the Company and not upon any verbal or written representation as to fact, and the Purchaser acknowledges that the Company has not made any written representations, warranties or covenants in respect of such publicly available information except as set forth in this Offering Document. Without limiting the generality of the foregoing, except as may be provided herein, no person has made any written or oral representation to the Purchaser that any person will re-sell or re-purchase the Units or refund any of the purchase price of the Units, or that the Units will be listed on any exchange or quoted on any quotation and trade reporting system, or that application has been or will be made to list any such security on any exchange or quote the security on any quotation and trade reporting system, and no person has given any undertaking to the Purchaser relating to the future value or price of the Units;
- (d) legal counsel retained by the Company is acting as counsel to the Company and not as counsel to the Purchaser and the Purchaser may not rely upon such counsel. The Purchaser should obtain independent legal and tax advice as it considers appropriate in connection with the performance of this Offering Document and the transactions contemplated under this Offering Document, and that the Purchaser is not relying on legal or tax advice provided by the Company or its counsel;
- (e) the Purchaser acknowledges that:
  - (i) no securities commission or similar regulatory authority has reviewed or passed on the merits of the Offering;
  - (ii) there is no government or other insurance covering the Offering;
  - (iii) there are risks associated with the purchase of the Offering;

- (f) the Company has advised the Purchaser that the Company is relying on an exemption from the requirements to provide the Purchaser with a prospectus and to sell the Units through a person or company registered to sell securities under applicable securities laws and, as a consequence of acquiring the Units pursuant to this exemption, certain protections, rights and remedies provided by the applicable securities laws, including statutory rights of rescission or damages, will not be available to the Purchaser and the Purchaser may not receive information that would otherwise be required to be given; and
- (g) the Purchaser either (A) is not an “insider” of the Company or a “registrant” (each as defined under applicable securities laws of British Columbia) or (B) has identified itself to the Company as either an “insider” or a “registrant” (each as defined under applicable securities laws of British Columbia);
- (h) if the Purchaser is:
  - (i) a corporation, the Purchaser is duly incorporated and is validly subsisting under the laws of its jurisdiction of incorporation and has all requisite legal and corporate power and authority to subscribe for the Units pursuant to the terms set out in this Offering Document;
  - (ii) a partnership, syndicate or other form of unincorporated organization, the Purchaser has the necessary legal capacity and authority to subscribe for the Units pursuant to the terms set out in this Offering Document and has obtained all necessary approvals in respect thereof; or
  - (iii) an individual, the Purchaser is of the full age of majority and is legally competent to subscribe for the Units pursuant to the terms set out in this Offering Document;
- (i) the subscription for the Units and the completion of the transactions described herein by the Purchaser will not result in any material breach of, or be in conflict with or constitute a material default under, or create a state of facts which, after notice or lapse of time, or both, would constitute a material default under any term or provision of the constating documents, bylaws or resolutions of the Purchaser if the Purchaser is not an individual, the applicable securities laws or any other laws applicable to the Purchaser, any agreement to which the Purchaser is a party, or any judgment, decree, order, statute, rule or regulation applicable to the Purchaser;
- (j) the Purchaser is not purchasing the Units with knowledge of any material fact or material change about the Company that has not been generally disclosed and the decision of the Purchaser, to acquire Units has not been made as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Company or any other person and is based entirely upon the Offering Document;
- (k) the Purchaser is aware that the Units have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or the securities laws of any state of the United States and that the Units may not be offered, sold or otherwise disposed of, directly or indirectly, in the United States, any state or territory of the United States or the District of Columbia, without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements

of an exemption from such registration and it acknowledges that the Company has no obligation or present intention of filing a registration statement under the U.S. Securities Act in respect of the sale or resale of the Units;

- (l) the funds representing the aggregate subscription funds which will be advanced by the Purchaser to the Company hereunder, as applicable, will not represent proceeds of crime for the purposes of the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada) (the “PCMLTFA”) or for the purposes of the United States Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act, as may be amended from time to time (the “PATRIOT Act”) and the Purchaser acknowledges that the Company may in the future be required by law to disclose the Purchaser’s name and other information relating to the Purchaser’s subscription of the Units, on a confidential basis, pursuant to the PCMLTFA and the PATRIOT Act, and that, to the best of its knowledge: (i) none of the subscription funds to be provided by the Purchaser (A) have been or will be derived from or related to any activity that is deemed criminal under the laws of Canada, the United States or any other jurisdiction; or (B) are being tendered on behalf of a person who has not been identified to the Purchaser; and (ii) it will promptly notify the Company if the Purchaser discovers that any of such representations ceases to be true, and to provide the Company with appropriate information in connection therewith;
- (m) neither the Company, nor any of their respective directors, employees, officers, affiliates or agents has made any written or oral representations to the Purchaser: (i) that any person will resell or repurchase the Units; (ii) that any person will refund all or any part of the purchase price of the shares acquired by the Purchaser; or (iii) as to the future price or value of the Units;
- (n) if required by applicable securities laws or the Company, the Purchaser will execute, deliver and file or assist the Company in filing such reports, undertakings and other documents with respect to the issue and/or sale of the Units as may be required by any securities commission, stock exchange or other regulatory authority;
- (o) the Purchaser has obtained all necessary consents and authorities to enable it to agree to subscribe for the Units pursuant to the terms set out in this Offering Document and the Purchaser has otherwise observed all applicable laws, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in any territory in connection with the purchase of the Units and the Purchaser has not taken any action which will or may result in the Company acting in breach of any regulatory or legal requirements of any territory in connection with the Offering or the Purchaser’s subscription;
- (p) the Purchaser is purchasing the Units for investment purposes only and not with a view to resale or distribution; and
- (q) the Purchaser acknowledges that certain fees and commissions may be payable by the Company in connection with the Offering.

## **APPENDIX B**

### **INDIRECT COLLECTION OF PERSONAL INFORMATION**

#### **Indirect Collection of Personal Information**

By purchasing the Units, the Purchaser acknowledges that the Company and their respective agents and advisers may each collect, use and disclose the Purchaser's name and other specified personally identifiable information (including his, her or its name, jurisdiction of residence, address, telephone number, email address and aggregate value of the Units that it has purchased) (the "Information"), for purposes of (i) meeting legal, regulatory, stock exchange and audit requirements and as otherwise permitted or required by law or regulation, and (ii) issuing ownership statements issued under a direct registration system or other electronic book-entry system, or certificates that may be issued, as applicable, representing the Units to be issued to the Purchaser. The Information may also be disclosed by the Company to: (i) stock exchanges, (ii) revenue or taxing authorities and (iii) any of the other parties involved in the Offering, including legal counsel, and may be included in record books in connection with the Offering. The Purchaser is deemed to be consenting to the disclosure of the Information.

By purchasing the Units the Purchaser acknowledges (A) that Information concerning the Purchaser will be disclosed to the relevant Canadian securities regulatory authorities and may become available to the public in accordance with the requirements of applicable securities and freedom of information laws and the Purchaser consents to the disclosure of the Information; (B) the Information is being collected indirectly by the applicable Canadian securities regulatory authorities under the authority granted to them in securities legislation; and (C) the Information is being collected for the purposes of the administration and enforcement of the applicable Canadian securities legislation; and by purchasing the Units, the Purchaser shall be deemed to have authorized such indirect collection of personal information by the relevant Canadian securities regulatory authorities.

The Purchaser may contact the following public official in the applicable province with respect to questions about the commission's indirect collection of such Information at the following address, telephone number and email address (if any):

**Alberta Securities Commission**  
Suite 600, 250 – 5th Street SW  
Calgary, Alberta T2P 0R4  
Telephone: 403-297-6454  
Toll free in Canada: 1-877-355-0585  
Facsimile: 403-297-2082  
Public official contact regarding indirect collection of information: FOIP Coordinator

**British Columbia Securities Commission**  
P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2  
Inquiries: 604-899-6854

Toll free in Canada: 1-800-373-6393  
Facsimile: 604-899-6581  
Email: FOI-privacy@bcsc.bc.ca  
Public official contact regarding indirect collection of information: FOI Inquiries

**The Manitoba Securities Commission**  
500 – 400 St. Mary Avenue  
Winnipeg, Manitoba R3C 4K5  
Telephone: 204-945-2561  
Toll free in Manitoba: 1-800-655-5244  
Facsimile: 204-945-0330  
Public official contact regarding

indirect collection of information: Director

**Financial and Consumer Services Commission (New Brunswick)**  
85 Charlotte Street, Suite 300  
Saint John, New Brunswick E2L 2J2  
Telephone: 506-658-3060  
Toll free in Canada: 1-866-933-2222  
Facsimile: 506-658-3059  
Email: info@fcnbc.ca  
Public official contact regarding indirect collection of information: Chief Executive

**Officer and Privacy Officer  
Government of Newfoundland  
and Labrador  
Financial Services Regulation  
Division**

P.O. Box 8700  
Confederation Building  
2nd Floor, West Block  
Prince Philip Drive  
St. John's, Newfoundland and  
Labrador A1B 4J6  
Attention: Director of Securities  
Telephone: 709-729-4189  
Facsimile: 709-729-6187  
Public official contact regarding  
indirect  
collection of information:  
Superintendent of Securities

**Nova Scotia Securities  
Commission**

Suite 400, 5251 Duke Street  
Duke Tower  
P.O. Box 458  
Halifax, Nova Scotia B3J 2P8  
Telephone: 902-424-7768  
Facsimile: 902-424-4625  
Public official contact regarding  
indirect  
collection of information:  
Executive Director

**Ontario Securities  
Commission**

20 Queen Street West, 22nd  
Floor  
Toronto, Ontario M5H 3S8  
Telephone: 416-593-8314  
Toll free in Canada: 1-877-785-  
1555  
Facsimile: 416-593-8122  
Email:  
[exemptmarketfilings@osc.gov.o  
n.ca](mailto:exemptmarketfilings@osc.gov.on.ca)  
Public official contact regarding  
indirect  
collection of information:  
Inquiries Officer

**Prince Edward Island  
Securities Office**

95 Rochford Street, 4th Floor  
Shaw Building  
P.O. Box 2000  
Charlottetown, Prince Edward  
Island C1A 7N8  
Telephone: 902-368-4569  
Facsimile: 902-368-5283  
Public official contact regarding  
indirect collection of  
information: Superintendent of  
Securities

**Financial and Consumer  
Affairs Authority of  
Saskatchewan**

Suite 601 - 1919 Saskatchewan  
Drive  
Regina, Saskatchewan S4P 4H2  
Telephone: 306-787-5842  
Facsimile: 306-787-5899  
Public official contact regarding  
indirect  
collection of information:  
Director

**Autorité des Marchés Financiers**

800, Square Victoria, 22e étage  
C.P. 246, Tour de la Bourse  
Montréal, Québec H4Z 1G3  
Telephone: 514 395-0337 or 1 877  
525-0337  
Facsimile: 514 864-6381  
Public official contact regarding  
indirect  
collection of information: Secrétaire  
générale

## **CERTIFICATE OF THE COMPANY**

**This offering document, together with any document filed under Canadian securities legislation on or after August 13, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

August 13, 2025

### **FUELPOSITIVE CORPORATION**

*“Ian Clifford”*

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Ian Clifford  
Chief Executive Officer & Director

*“Jing Peng”*

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Jing Peng  
Chief Financial Officer