



Investor Presentation

January 2022

TSX-V: ENTG | OTCQX: ETRGF | FSE: 4WE

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Investment Highlights & Key Differentiators

- Best-in-Class, state-of-the-art infrastructure, producing over 30% more Grade A
- Premium cannabis & expansive genetics library with accretive addition of CannTx
- Adult-use + medical brands with over 2,000 SKU listings in Canada
- High-margin D2C medical platform via insured benefits, with revenues up 120%
- Continued growth and margin expansion, products now in 95% of Canada
- Aggressive transformation plan resulting in strong balance sheet & liquidity
- Strategic institutional investor - LiUNA Pension Fund



Who We Are

QUALITY CULTIVATION

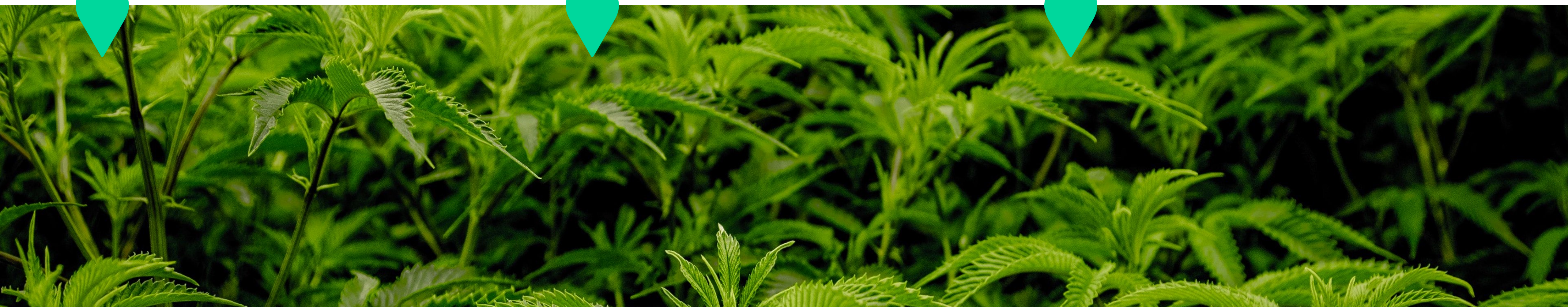
We put the care, respect, and vision behind every cultivar and consistently produce industry-leading products backed by quality cultivation and craftsmanship.

MARKET LEADER IN PAID BENEFITS MODEL

Through our Starseed medical brand we not only lead in medical offerings but are positioned to be a market leader in insured medical cannabis.

AWARD-WINNING CONSUMER BRANDS

Our award-winning Color Cannabis, Saturday Cannabis, and Royal City Cannabis adult-use brands speak to the creative and evolving cannabis consumer, sophisticated and tailored to suit.





Our People

Quality is at the root of our cultivation and production practices. We are guided by a vision to be the nation's leading cannabis company. Our foundation was built on our passionate people and **inspired by our experience.**



Our Leading Experts are Industry Veterans



GEORGE SCORSIS

Executive Chair & Chief Executive Officer

Executive Chairman with 15+ years in regulated industries including alcohol, energy drinks, and cannabis. Previously CEO of Liberty Health Sciences, President of Mettrum Health Corp and GM of Red Bull Canada.



DEBORAH SIKKEMA

Chief People officer

Over 15 years of experience working with business leaders on HR solutions, including senior positions at organizations such as Shoppers Drug Mart, Canadian Tire, and Holt Renfrew.



BETH CARREON

Chief Financial Officer

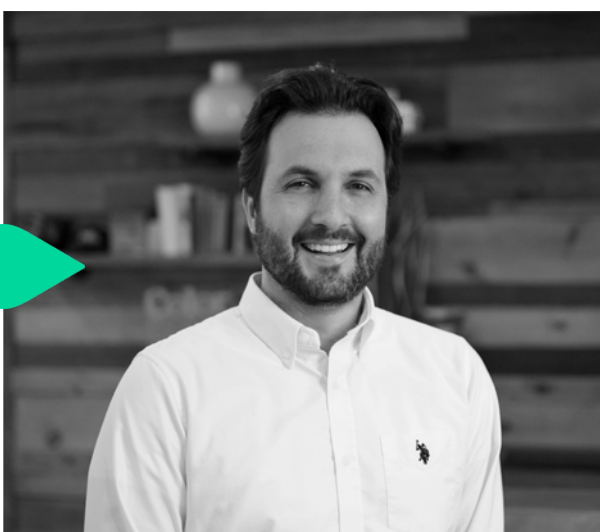
Seasoned leader with 20+ years of corporate finance, banking, M&A, and CPG experience. Most recently Vice President of Finance at Tilray Canada and previously served over 12 years at Nestlé Canada Inc. Prior tenures at Ernst & Young, PWC and Deloitte.



PAT SCANLON

Head of Cultivation

Pat is a founding partner of CannTx Life Sciences with over 15 years of extensive experience in floriculture and commercial greenhouse operations. Specializing in a data-driven cultivation approach emphasizing on plant empowerment, integrated rootzone management, and tracking plants from root to harvest.



JOSEPH MELE

Chief Commercial Officer

Joseph leads the commercial organizational mandate overseeing all revenue-generating roles and activities. He brings over 10 years of CPG experience working with multinational companies, including Kraft Foods, Andrew Peller Wines, and premium beer powerhouse Asahi Canada.



VINCENT DORÉ

SVP, Legal Affairs & Corporate Secretary

Brings 10 years of expertise in legal, commercial, and regulatory compliance & corporate governance. Well-versed in the CPG industry, previously held the posts of legal counsel for Ontario Cannabis Store, and Loblaw Companies.



Milestones

Saturday Cannabis 510-Thread vapes reached #1 status in first months of sales on the Ontario Cannabis Store



Exclusive partnership with Mary's Medicinals offering topical products in 1:1 & CBD Compounds

Pedro's Sweet Sativa 2020 Top Sativa Flower Award Winner by KIND Magazine

One of the first to introduce nitrogen-flushed packaging and Boveda packs to preserve the freshness and terpene-profiles



Introduced a high 24.5 hybrid reserve 5g flower in medical

Adult-Use product portfolio has grown by 15 SKUs in the last year



35+ SKUs now available for Medical brand Starseed



Debut of 2.0 speciality products line Pedro's Sweet Sativa in Live Resin 510 Thread Cartridges



GLOBAL

Market Opportunity

\$84B

The global legal Cannabis market size is expected to reach USD \$84 billion by 2028

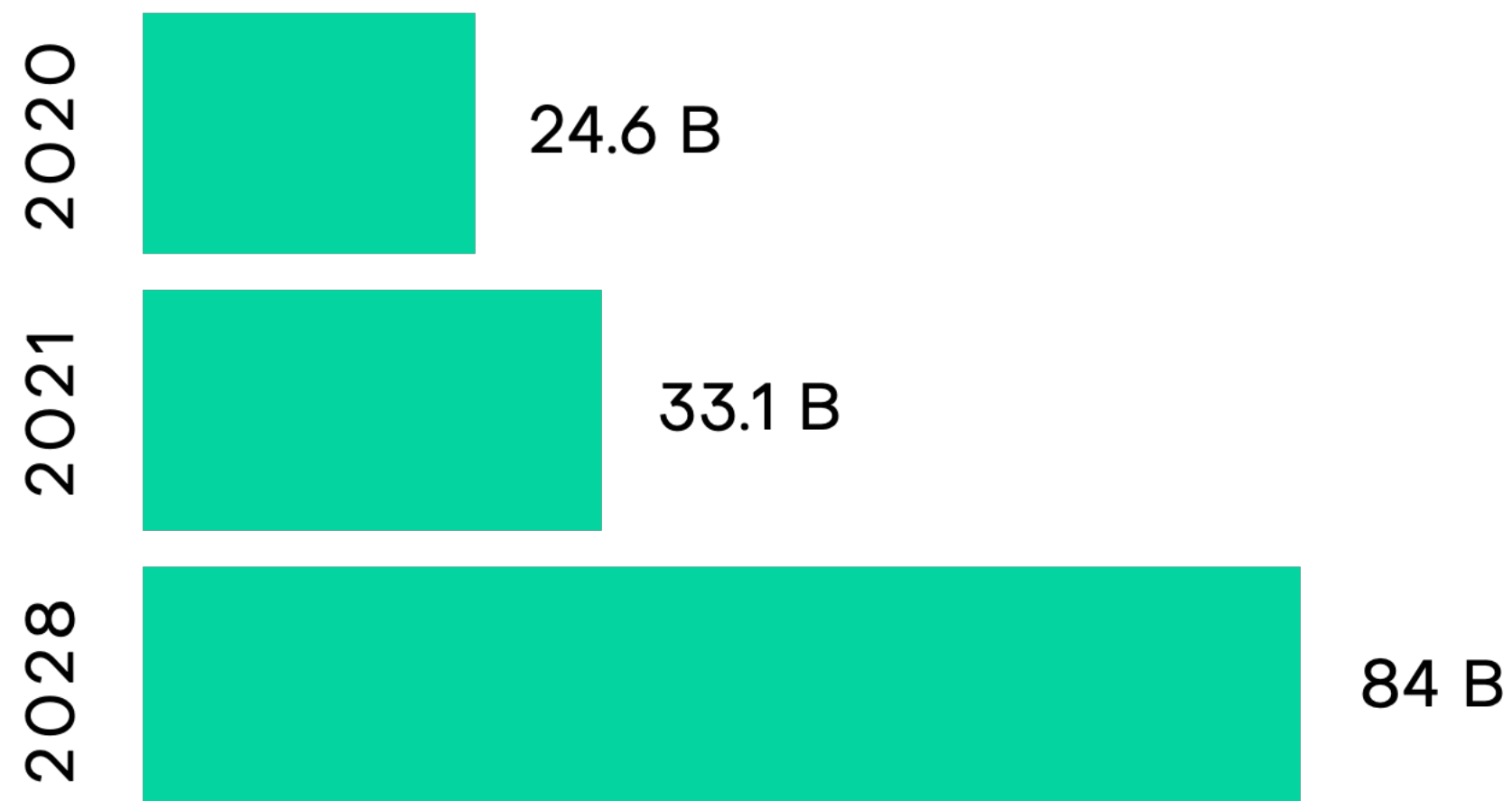
14.3% CAGR

This market is expected to expand at a CAGR of 14.3% from 2021 to 2028

GLOBAL LEGAL CANNABIS MARKET SIZE
(USD Billions)

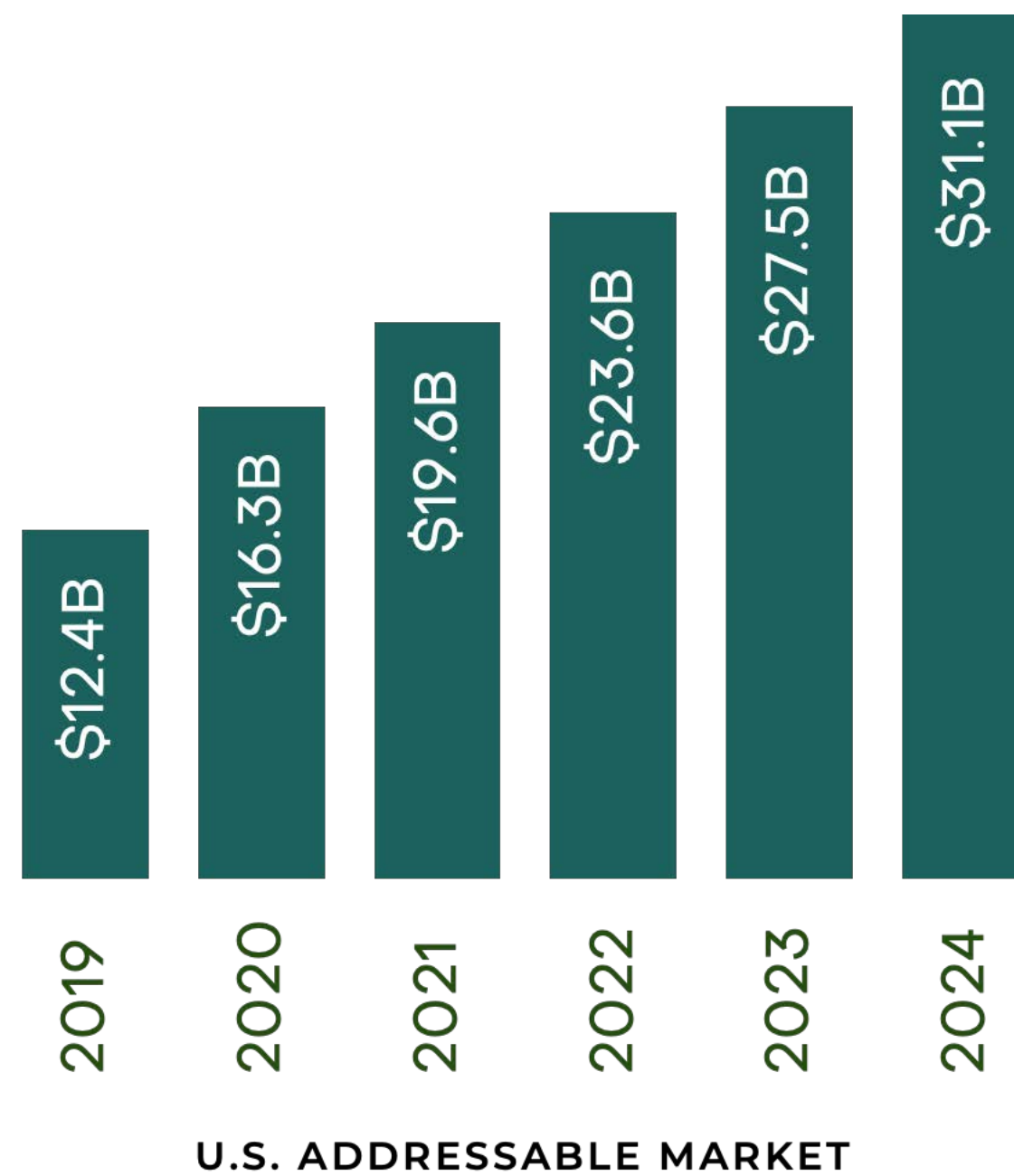
Market Drivers

- Expanding legalization
- Increasing usage for medical ailments
- Growing adult-use consumer base



Market Opportunity - United States

LEGAL U.S. CANNABIS MARKET¹
(USD Billions)



Laborers' International Union of North America has over 2.2M potential captive lives in the US with benefit coverage

U.S. Addressable Market

- \$507B³ Prescription Drugs, 2019
- \$75B-\$100B² Total U.S. Cannabis Market (legal and illicit)
- \$12.4B¹ Legal U.S. Cannabis Market, 2019

\$16.3B

The global legal Cannabis market size is expected to reach USD \$84 billion by 2028

\$75B - \$100B

Total U.S. cannabis is estimated at \$75B - \$100B (includes legal + illicit markets)

\$270M+

Over 270M Americans live in states that permit the use of medical cannabis, 93M of which are permitted for adult-use

1. Arcview Market Research, State of Legal Cannabis Markets 8th Edition.
 2. Canaccord's September 2019 U.S. Cannabis and Multi-State Operators report.
 3. IQVIA Institute for Human Data Science, Global Use of Medicines, January 2019

CannTx Life Sciences Acquisition

MERGED COMPANY COMBINES INNOVATIVE MEDICAL BUSINESS, LOW-COST CULTIVATION, SPECIALIZED CRAFT CANNABIS, MICROPROPAGATION AND SOLVENTLESS EXTRACTION CAPABILITIES



Acquisition Highlights

- Complementary operations, benefiting from Entourage's low-cost production platform and robust sales channels, while expanding the Company's cultivation footprint into the craft market with premium brand, Royal City Cannabis Co.
- Strengthened distribution capabilities, leveraging CannTx's international relationships to market new and innovative consumption methods to emerging cannabis markets in the Americas & Europe.
- Broadened technical expertise and proprietary assets, including CannTx's affiliation with the University of Guelph and other learning institutions
- Through Steadystem Solutions its proprietary B2B platform, Entourage will utilize novel rejuvenation techniques to increase and preserve its genetic assets and cultivars' lifecycle, creating one of the most comprehensive genetic banks in the industry



World-Class Vertically Integrated Platform



STRATHROY CULTIVATION HUB

11

Hybrid greenhouse and outdoor cultivation facilities, delivering the quality and control of indoor facilities with greenhouse scale and efficiency.

- 220,000 sq. ft. indoor licensed footprint, with opportunity to double
- Outdoor grow provides cost-effective and tailored grown input biomass for cannabis 2.0 products
- Leading in sustainable and environmentally friendly practices throughout all our facilities.



AYLMER PROCESSING & PRODUCTION

Facilitates extraction, processing, product development & fulfillment to capture the full margin for the new products we introduce to the market

- Two supercritical CO2 extractors with processing capacity of up to 50,000kg per year
- Platform for potential strategic partnerships
- Concierge medical fulfillment and new product development



GUELPH CRAFT CANNABIS FACILITY

Indoor grow facility specializing in craft cannabis, micropropagation, and solventless extraction

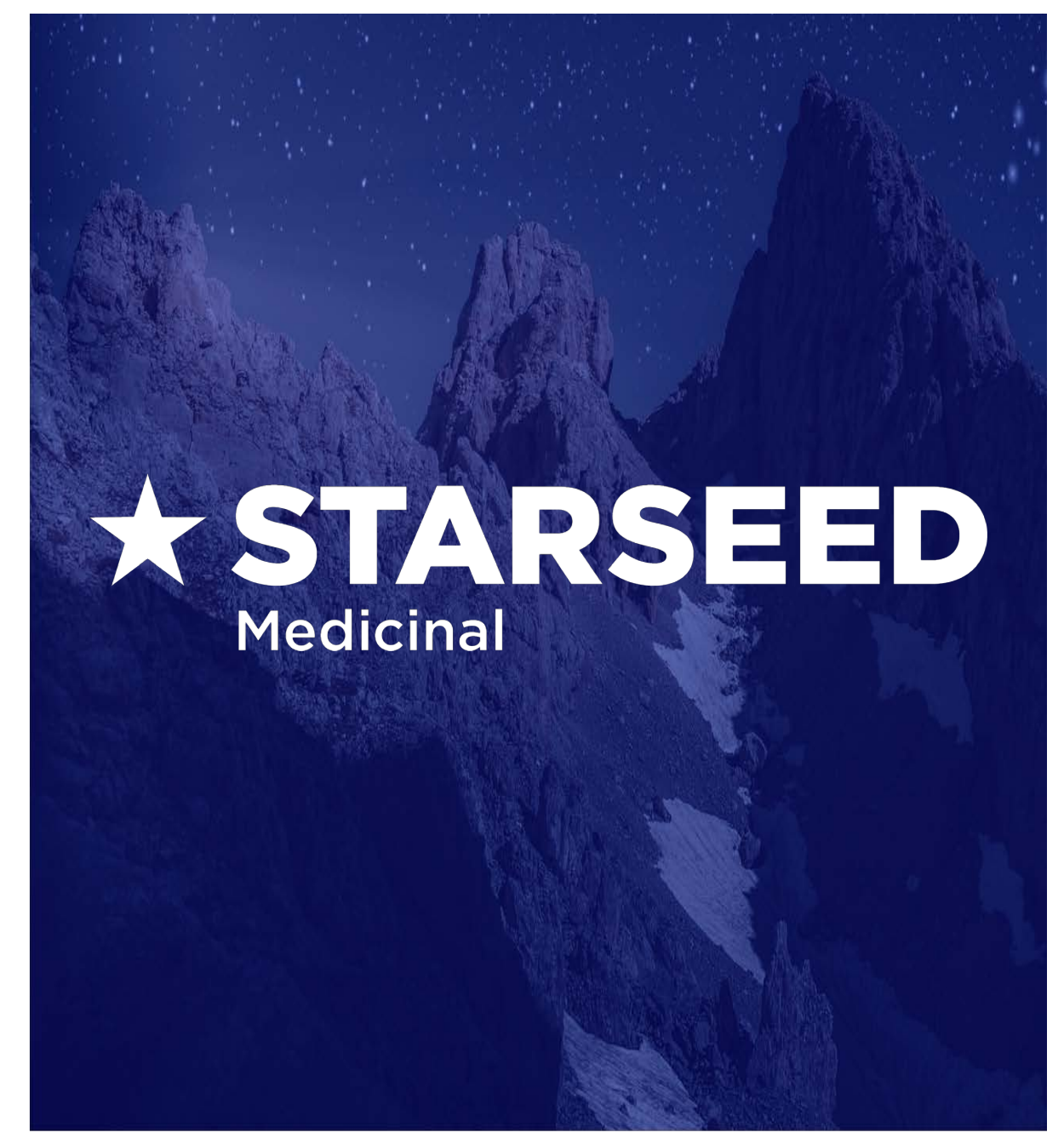
- 330,000 sq. ft. facility, commercial scale in vitro plant tissue culture lab
- Level 2 Microbiology lab
- Precision-controlled grow rooms for flower production, photobiology lab for crop optimization

Medical and Adult-Use Products Premium Brands

ADULT-USE CONSUMERS



MEDICAL PATIENTS



Premium Brands Product Line-Up

ADULT-USE CONSUMERS

MEDICAL PATIENTS



Increasing Brand Awareness

EXPANDED IN-HOUSE SALES TEAM ACROSS ON, AB & BC

Increased brand recognition and retail engagement across Canada

Expanded Distribution

- Investments into relationships with key account
- Adult-use retailers
- Market and product portfolio expansion: Entered Quebec & Atlantic Canada; launched Mary's brand (CBD topicals)
- Products available in 1,100+ retail stores across Canada



Starseed Medicinal

Direct-to-Consumer Medical Platform

ESTABLISHED PATIENT AGREEMENTS WITH 24+ CLINICS



★ **STARSEED** Medicinal

- Market leader in insured medical cannabis
- Closed-loop model, providing exclusive access to ~350,000+ patients
- Channel sales generate superior margins and strong relationships
- DTC platform provides consumers direct access to product and service
- Insurance coverage and partnerships provide sustainable medical sales



CAPTIVE CHANNEL PARTNERSHIPS

Insulators Local 95 Trust Fund **myHSA**

LiUNA!
Feel the Power

 **Seasons**
RETIREMENT COMMUNITIES



+ 3 other partnerships (private)



3RD PARTY DISTRIBUTION AGREEMENTS

 **medical cannabis**
by **SHOPPERS DRUG MART**

Over 40 other independent cannabis clinics networks nationwide

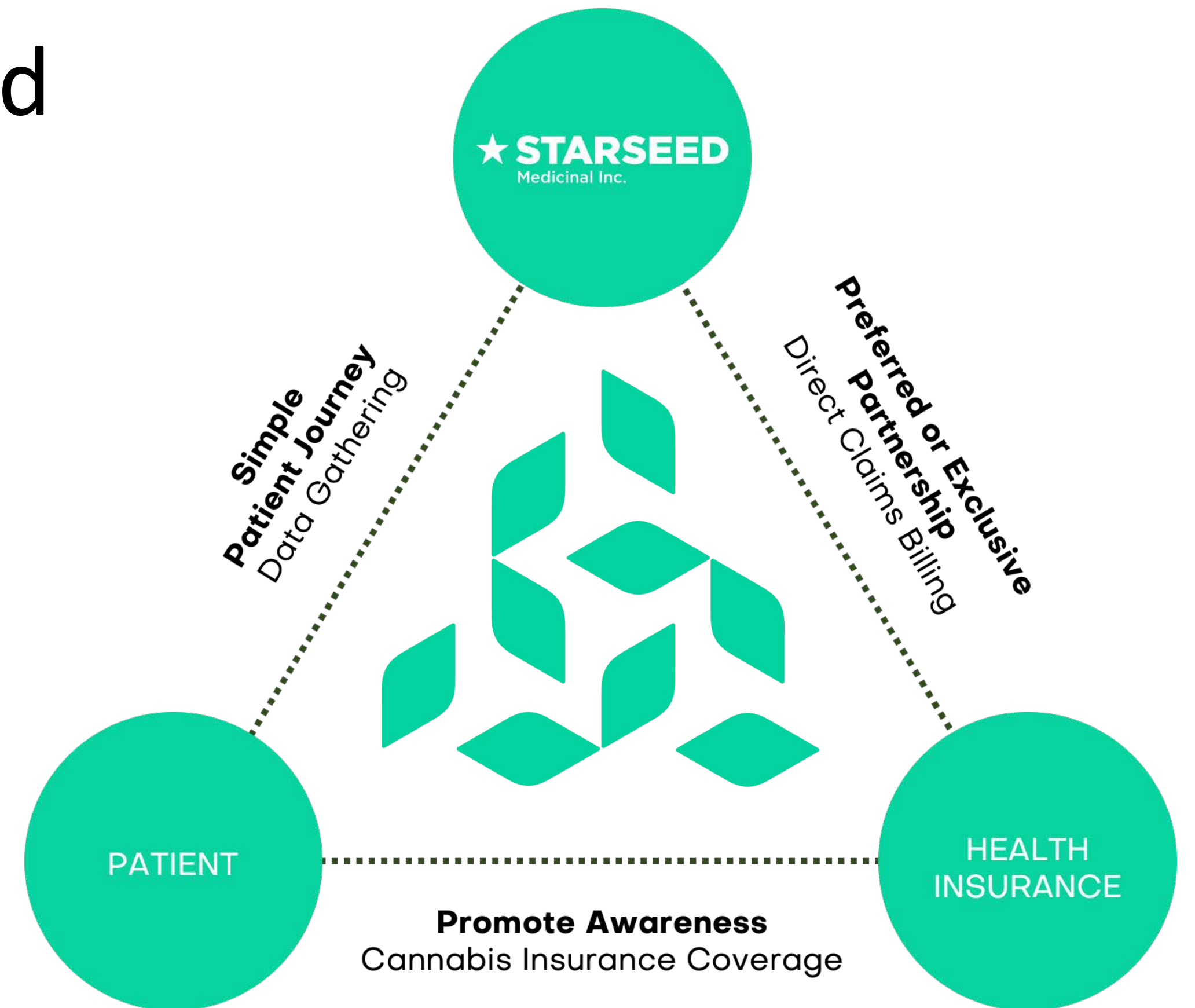


D2 Medical Platform Patient-Centered Cannabis As A Service

Our medical model is as much a service as it is a product portfolio offering, and that service matters for:

- Our B2B partners (i.e. the insurers and employers) – we work closely with them to educate and design a program to meet their needs
- Our direct patients, with a simplified journey in a one-stop shop from medical consultation to product selection and purchase

We directly bill the insurer using their software, resulting in no out-of-pocket costs to the patient



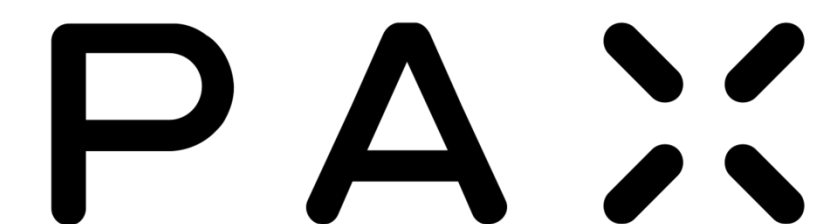
Strategic Relationships & Agreements



- ◆ Exclusive Canadian producer & distributor of award-winning US wellness brand Mary's Medicinals Canada



- ◆ Manufacture, package and ship top-retailer Fire & Flower's Revity CBD™ product line with an expanded products coming



- ◆ Pax Vapor Smart Pod production with the exclusive launch on Starseed's Medicinal channel

Boston Beer Canada & Peak Processing:

Cannabis-Infused Beverage Strategic partnership

STRATEGIC BENEFITS

Five-year development, supply, manufacturing, sales and marketing agreement using Entourage's cannabinoid-rich input biomass. Company will be the exclusive distributor of the cannabis-infused beverages in Canada.

BRANDED CRAFT BEVERAGE EXPERIENCE

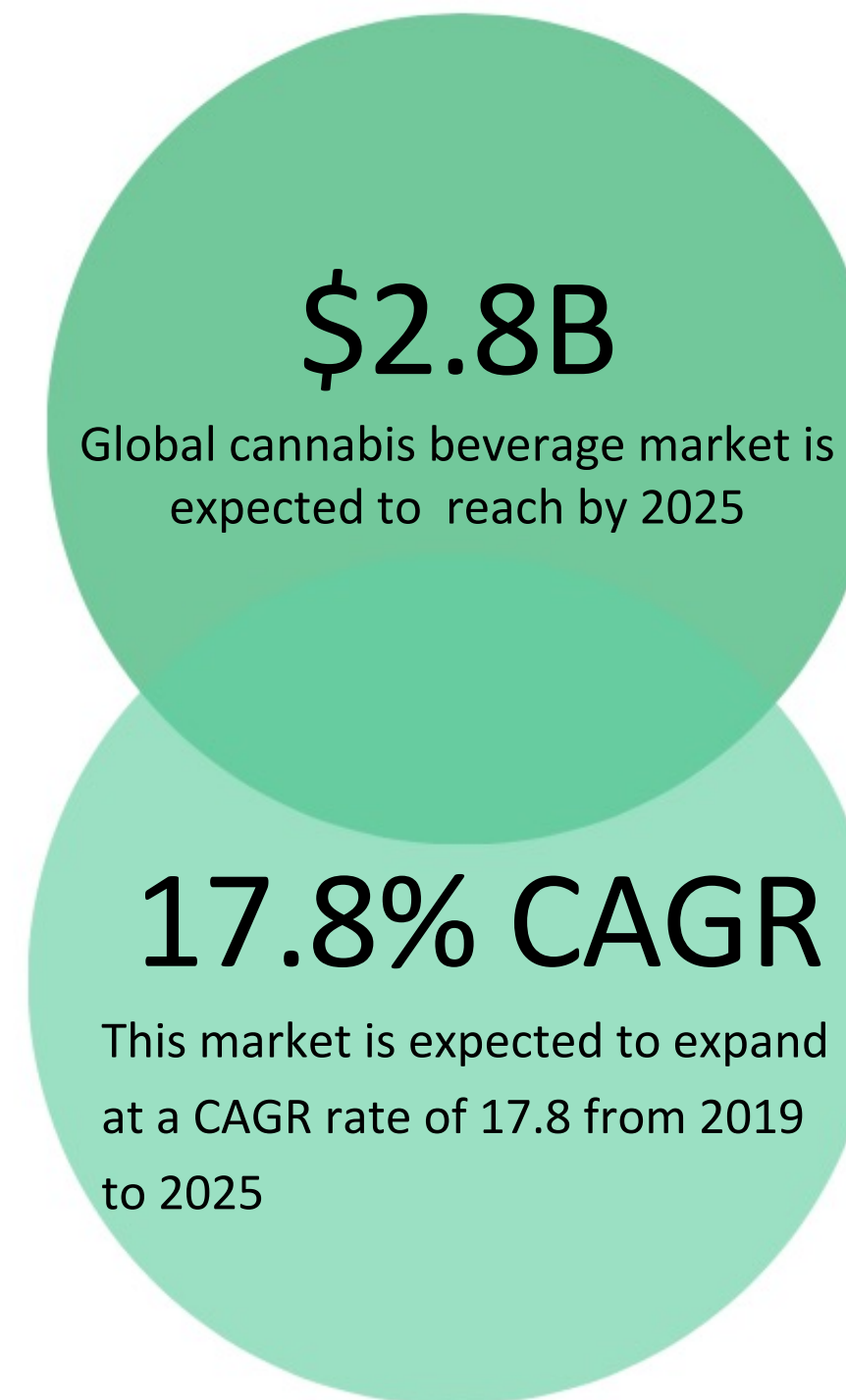
- Leveraging BBC's global success in launching craft beers
- Future expansion opportunities in US market

ROBUST ONTARIO-BASED OPERATIONS

- Peak's large-scale processing facility specializing in manufacturing & distribution of cannabis-infused beverages

STRENGTHENED DISTRIBUTION CAPABILITIES

- Entourage will use the expansive distribution network to sell and market cannabis beverages



Progress and Key Milestones

ENTOURAGE HEALTH HAS BEEN ON A MULTI-YEAR JOURNEY, POSITIONING ITSELF TO EMERGE AS A LEADER IN BOTH THE ADULT-USE AND MEDICAL CANNABIS CHANNELS.

2018

EXPANDING MEDICAL DISTRIBUTION

- Distribution agreements signed across key provinces
- Supply agreement with Shoppers Drug Mart

2019

SCALING OPERATIONAL FOOTPRINT

- Acquired Strathroy facility
- Expanded into outdoor cultivation
- Conversion of Aylmer to extraction and processing facility

Dec 2019

STRATEGIC COMBINATION WITH STARSEED

- Closed acquisition of Starseed Holdings to enhance medical portfolio

Jan-Sept 2020

INTEGRATION & STRATEGIC RE-FOCUS

- Focus on integration of people, processes, and technology; driving synergies across legacy businesses
- Transition from cultivation and wholesale to sales and consumer packaged goods focus

Sept 2020

ORGANIC GROWTH STRATEGY

- Ramp up of Adult -Use portfolio with expanded SKUs and sales team
- Launch of integrated medical online marketplace

Jan 2021

PERFORMANCE OPTIMIZATION

- Focus on performance optimization with aggressive targets and KPIs to accelerate path to profitability

March 2021

PRODUCT AND MARKET EXPANSION

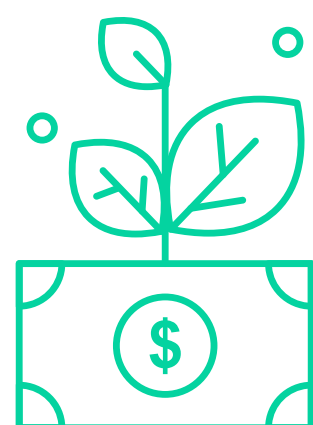
- Significantly increased adult-use offerings
- Expanded in Quebec and became accessible to 85% of Canadian market
- Market share expansion in medical market with new partner clinics and product releases

July - Nov 2021

STRATEGIC BUSINESS COMBINATION

- Acquisition of CannTx Life Sciences to strategically grow product and cultivation capabilities and expand margins
- Announced name change to Entourage Health to reflect growth of business identity and accessibility
- Partnership with Boston Beer Canada & Peak Processing to develop cannabis-infused beverages

Entourage Health Path to Profitability

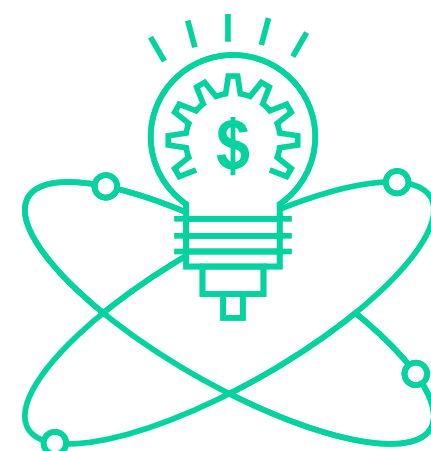


GROWTH

Driving aggressive revenue growth in our Adult Use business by introducing 15 new SKUs & 35+ SKUs in Medical

Creating strategic partnerships to expand offerings and grow patient base

Streamlined and enhanced demand planning to strategically drive commercial efforts



OPTIMIZATION

Redesigned functional areas to streamline work, provide clarity and drive accountability

Optimizing SG&A spend to increase EBITDA

Realigned production and cultivation activities with demand plan to reduce working capital



EFFICIENCY

Investing in automation equipment to improve efficiency and de-risk revenue

Created capabilities to leverage **data and analytics** to improve decision-making

Established KPIs to drive focus and measure outcomes



QUALITY

Transforming cultivation practices to increase THC % and Grade A biomass yield

Improving irrigation and trimming to **strengthen plant quality**

Enhancing packaging & storage of bulk semi-finished goods to maintain end-product quality and life



PEOPLE

Redesigned organizational structure to align with priorities

Strengthening company culture of accountability and continuous improvement

Investing in **talent development** programs

Unique Investor & Share Capitalization

STRATEGIC INVESTOR

- Long-term strategic investor (~20% stake) creating strong shareholder-company alignment
- Staggered lock-up over 18 months
- LiUNA Pension Fund + insiders own ~22% of the company

303,976,702

COMMON SHARES OUTSTANDING

342,758,067

FULLY DILUTED SHARES OUTSTANDING



Securities legislation in certain of the provinces of Canada provides purchasers with rights of rescission or damages, or both, where an offering memorandum or any amendment to it contains a misrepresentation. A “misrepresentation” is an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make any statement not misleading or false in the light of the circumstances in which it was made.

These remedies must be commenced by the purchaser within the time limits prescribed and are subject to the defences contained in the applicable securities legislation. Each purchaser should refer to the provisions of the applicable securities laws for the particulars of these rights or consult with a legal advisor. The following rights will only apply to a purchaser of securities of Entourage Health Corp in the event that this corporate presentation is deemed to be an offering memorandum pursuant to applicable securities legislation in certain provinces of Canada and are in addition to and without derogation from any other right or remedy which purchasers may have at law and are intended to correspond to the provisions of the relevant securities laws and are subject to the defences contained therein. The following summaries are subject to the express provisions of the applicable securities statutes and instruments in the below-referenced provinces and the regulations, rules and policy statements thereunder and reference is made thereto for the complete text of such provisions.

Ontario Investors

Under Ontario securities legislation, certain purchasers who purchase securities offered by an offering memorandum during the period of distribution will have a statutory right of action for damages, or while still the owner of the securities, for rescission against the issuer or any selling security holder if the offering memorandum contains a misrepresentation without regard to whether the purchasers relied on the misrepresentation. The right of action for damages is exercisable not later than the earlier of 180 days from the date the purchaser first had knowledge of the facts giving rise to the cause of action and three years from the date on which payment is made for the securities. The right of action for rescission is exercisable not later than 180 days from the date on which payment is made for the securities. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the issuer or any selling security holder. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, the issuer and any selling security holder will have no liability. In the case of an action for damages, the issuer and any selling security holder will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon.

These rights are not available for a purchaser that is (a) a Canadian financial institution or a Schedule III Bank (each as defined in National Instrument 45-106 – Prospectus Exemptions), (b) the Business Development Bank of Canada incorporated under the Business Development Bank of Canada Act (Canada), or (c) a subsidiary of any person referred to in paragraphs (a) and (b), if the person owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of that subsidiary.

These rights are in addition to, and without derogation from, any other rights or remedies available at law to an Ontario purchaser. The foregoing is a summary of the rights available to an Ontario purchaser. Not all defences upon which an issuer, selling security holder or others may rely are described herein. Ontario purchasers should refer to the complete text of the relevant statutory provisions.

Alberta, British Columbia and Quebec

By purchasing Subscription Receipts of the company, purchasers in Alberta, British Columbia and Quebec are not entitled to the statutory rights described above. In consideration of their purchase of the Subscription Receipts and upon accepting a purchase confirmation in respect thereof, these purchasers are hereby granted a contractual right of action for damages or rescission that is substantially the same as the statutory right of action provided to residents of Ontario who purchase Subscription Receipts.

Saskatchewan Investors

Under Saskatchewan securities legislation, certain purchasers who purchase securities offered by an offering memorandum during the period of distribution will have a statutory right of action for damages against the issuer, every director and promoter of the issuer or any selling security holder as of the date of the offering memorandum, every person or company whose consent has been filed under the offering memorandum, every person or company that signed the offering memorandum or the amendment to the offering memorandum and every person or company who sells the securities on behalf of the issuer or selling security holder under the offering memorandum, or while still the owner of the securities, for rescission against the issuer or selling security holder if the offering memorandum contains a misrepresentation without regard to whether the purchasers relied on the misrepresentation. The right of action for damages is exercisable not later than the earlier of one year from the date the purchaser first had knowledge of the facts giving rise to the cause of action and six years from the date on which payment is made for the securities. The right of action for rescission is exercisable not later than 180 days from the date on which payment is made for the securities. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the issuer or the others listed above. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, the issuer and the others listed above will have no liability. In the case of an action for damages, the issuer and the others listed above will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon.

Other defences in Saskatchewan legislation include that no person or company, other than the issuer, will be liable if the person or company proves that (a) the offering memorandum or any amendment to it was sent or delivered without the person’s or company’s knowledge or consent and that, on becoming aware of it being sent or delivered, that person or company immediately gave reasonable general notice that it was so sent or delivered, or (b) with respect to any part of the offering memorandum or any amendment to it purporting to be made on the authority of an expert, or purporting to be a copy of, or an extract from, a report, an opinion or a statement of an expert, that person or company had no reasonable grounds to believe and did not believe that there had been a misrepresentation, the part of the offering memorandum or any amendment to it did not fairly represent the report, opinion or statement of the expert.

No person or company, other than the issuer, is liable for any part of the offering memorandum or the amendment to the offering memorandum not purporting to be made on the authority of an expert and not purporting to be a copy of or an extract from a report, opinion or statement of an expert, unless the person or company (a) failed to conduct a reasonable investigation sufficient to provide reasonable grounds for a belief that there had been no misrepresentation, or (b) believed there had been a misrepresentation.

Similar rights of action for damages and rescission are provided in Saskatchewan legislation in respect of a misrepresentation in advertising and sales literature disseminated in connection with an offering of securities.

Saskatchewan legislation also provides that where an individual makes a verbal statement to a prospective purchaser that contains a misrepresentation relating to the security purchased and the verbal statement is made either before or contemporaneously with the purchase of the security, the purchaser has, without regard to whether the purchaser relied on the misrepresentation, a right of action for damages against the individual who made the verbal statement.

In addition, Saskatchewan legislation provides a purchaser with the right to void the purchase agreement and to recover all money and other consideration paid by the purchaser for the securities if the securities are sold by a vendor who is trading in Saskatchewan in contravention of Saskatchewan securities legislation, regulations or a decision of the Financial and Consumer Affairs Authority of Saskatchewan.

The Saskatchewan legislation also provides a right of action for rescission or damages to a purchaser of securities to whom an offering memorandum or any amendment to it was not sent or delivered prior to or at the same time as the purchaser enters into an agreement to purchase the securities, as required by the Saskatchewan legislation.

A purchaser who receives an amended offering memorandum has the right to withdraw from the agreement to purchase the securities by delivering a notice to the issuer or selling security holder within two business days of receiving the amended offering memorandum.

These rights are in addition to, and without derogation from, any other rights or remedies available at law to a Saskatchewan purchaser. The foregoing is a summary of the rights available to a Saskatchewan purchaser. Not all defences upon which an issuer or others may rely are described herein. Saskatchewan purchasers should refer to the complete text of the relevant statutory provisions.

Manitoba Investors

If an offering memorandum or any amendment thereto, sent or delivered to a purchaser contains a misrepresentation, the purchaser who purchases the security is deemed to have relied on the misrepresentation if it was a misrepresentation at the time of the purchase and has a statutory right of action for damages against the issuer, every director of the issuer at the date of the offering memorandum, and every person or company who signed the offering memorandum. Alternatively, the purchaser may elect to exercise a statutory right of rescission against the issuer, in which case the purchaser will have no right of action for damages against any of the aforementioned persons.

Unless otherwise provided under applicable securities legislation, no action shall be commenced to enforce any of the foregoing rights more than: (a) in the case of an action for rescission, 180 days from the date of the transaction that gave rise to the cause of action, or (b) in the case of an action for damages, the earlier of (i) 180 days after the purchaser first had knowledge of the facts giving rise to the cause of action, or (ii) two years after the date of the transaction that gave rise to the cause of action.

A purchaser to whom the offering memorandum is required to be sent may rescind the contract to purchase the securities by sending a written notice of rescission to the issuer not later than midnight on the second day, excluding Saturdays, Sunday and holidays, after the purchaser signs the agreement to purchase the securities.

Securities legislation in Manitoba provides a number of limitations and defences to such actions, including:

- a) in an action for rescission or damages, no person or company will be liable if it proves that the purchaser purchased the securities with knowledge of the misrepresentation;
- b) in an action for damages, no person or company will be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the securities as a result of the misrepresentation relied upon; and
- c) in no case will the amount recoverable under the right of action described above exceed the price at which the securities were offered under the offering memorandum.

New Brunswick Investors

Under New Brunswick securities legislation, certain purchasers who purchase securities offered by an offering memorandum during the period of distribution will have a statutory right of action for damages, or while still the owner of the securities, for rescission against the issuer and any selling security holder in the event that the offering memorandum, or a document incorporated by reference in or deemed incorporated into the offering memorandum, contains a misrepresentation without regard to whether the purchasers relied on the misrepresentation. The right of action for damages is exercisable not later than the earlier of one year from the date the purchaser first had knowledge of the facts giving rise to the cause of action and six years from the date on which payment is made for the securities. The right of action for rescission is exercisable not later than 180 days from the date on which payment is made for the securities. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the issuer or any selling security holder. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, the issuer and any selling security holder will have no liability. In the case of an action for damages, the issuer and any selling security holder will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon.

These rights are in addition to, and without derogation from, any other rights or remedies available at law to a New Brunswick purchaser. The foregoing is a summary of the rights available to a New Brunswick purchaser. Not all defences upon which an issuer, selling security holder or others may rely are described herein. New Brunswick purchasers should refer to the complete text of the relevant statutory provisions.

Nova Scotia Investors

Under Nova Scotia securities legislation, certain purchasers who purchase securities offered by an offering memorandum during the period of distribution will have a statutory right of action for damages against the issuer or other seller and the directors of the issuer as of the date the offering memorandum, or while still the owner of the securities, for rescission against the issuer or other seller if the offering memorandum, or a document incorporated by reference in or deemed incorporated into the offering memorandum, contains a misrepresentation without regard to whether the purchasers relied on the misrepresentation. The right of action for damages or rescission is exercisable not later than 120 days from the date on which payment is made for the securities or after the date on which the initial payment for the securities was made where payments subsequent to the initial payment are made pursuant to a contractual commitment assumed prior to, or concurrently with, the initial payment. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the issuer or other seller or the directors of the issuer. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, the issuer or other seller and the directors of the issuer will have no liability. In the case of an action for damages, the issuer or other seller and the directors of the issuer will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon.

In addition, a person or company, other than the issuer, is not liable with respect to any part of the offering memorandum or any amendment to the offering memorandum not purporting (a) to be made on the authority of an expert or (b) to be a copy of, or an extract from, a report, opinion or statement of an expert, unless the person or company (i) failed to conduct a reasonable investigation to provide reasonable grounds for a belief that there had been no misrepresentation or (ii) believed that there had been a misrepresentation.

A person or company, other than the issuer, will not be liable if that person or company proves that (a) the offering memorandum or any amendment to the offering memorandum was sent or delivered to the purchaser without the person's or company's knowledge or consent and that, on becoming aware of its delivery, the person or company gave reasonable general notice that it was delivered without the person's or company's knowledge or consent, (b) after delivery of the offering memorandum or any amendment to the offering memorandum and before the purchase of the securities by the purchaser, on becoming aware of any misrepresentation in the offering memorandum or any amendment to the offering memorandum, the person or company withdrew the person's or company's consent to the offering memorandum or any amendment to the offering memorandum, and gave reasonable general notice of the withdrawal and the reason for it, or (c) with respect to any part of the offering memorandum or any amendment to the offering memorandum purporting (i) to be made on the authority of an expert, or (ii) to be a copy of, or an extract from, a report, an opinion or a statement of an expert, the person or company had no reasonable grounds to believe and did not believe that (A) there had been a misrepresentation, or (B) the relevant part of the offering memorandum or any amendment to the offering memorandum did not fairly represent the report, opinion or statement of the expert, or was not a fair copy of, or an extract from, the report, opinion or statement of the expert. These rights are in addition to, and without derogation from, any other rights or remedies available at law to a Nova Scotia purchaser. The foregoing is a summary of the rights available to a Nova Scotia purchaser. Not all defences upon which an issuer or other seller or others may rely are described herein. Nova Scotia purchasers should refer to the complete text of the relevant statutory provisions.

Prince Edward Island Investors

If an offering memorandum, together with any amendment thereto, is delivered to a purchaser and the offering memorandum, or any amendment thereto, contains a misrepresentation, a purchaser has, without regard to whether the purchaser relied on the misrepresentation, a statutory right of action for damages against (a) the issuer, (b) subject to certain additional defences, against every director of the issuer at the date of the offering memorandum and (c) every person or company who signed the offering memorandum, but may elect to exercise the right of rescission against the issuer (in which case the purchaser shall have no right of action for damages against the aforementioned persons or company). No action shall be commenced to enforce the right of action discussed above more than: (a) in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or (b) in the case of any action for damages, the earlier of: (i) 180 days after the purchaser first had knowledge of the facts giving rise to the cause of action; or (ii) three years after the date of the transaction that gave rise to the cause of action. Securities legislation in Prince Edward Island provides a number of limitations and defences to such actions, including:

- a) no person or company will be liable if it proves that the purchaser purchased the securities with knowledge of the misrepresentation;
- b) in an action for damages, the defendant is not liable for all or any portion of the damages that it proves does not represent the depreciation in value of the securities as a result of the misrepresentation relied upon; and
- c) in no case shall the amount recoverable under the right of action described herein exceed the price at which the securities were offered under the offering memorandum, or any amendment thereto.

Newfoundland and Labrador Purchasers

If an offering memorandum, together with any amendment thereto, contains a misrepresentation, a purchaser has, without regard to whether the purchaser relied on the misrepresentation, a statutory right of action for damages against (a) the issuer, (b) subject to certain additional defences, against every director of the issuer at the date of the offering memorandum and (c) every person who signed the offering memorandum, but may elect to exercise the right of rescission against the issuer (in which case the purchaser shall have no right of action for damages against the aforementioned persons). No action shall be commenced to enforce the right of action discussed above more than: (a) in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or (b) in the case of any action for damages, the earlier of: (i) 180 days after the purchaser first had knowledge of the facts giving rise to the cause of action; or (ii) three years after the date of the transaction that gave rise to the cause of action. Securities legislation in Newfoundland and Labrador provides a number of limitations and defences to such actions, including:

- a) no person will be liable if it proves that the purchaser purchased the securities with knowledge of the misrepresentation;
- b) in an action for damages, the defendant is not liable for all or any portion of the damages that it proves does not represent the depreciation in value of the securities as a result of the misrepresentation relied upon; and
- c) in no case shall the amount recoverable under the right of action described herein exceed the price at which the securities were offered under the offering memorandum, or any amendment thereto.



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