



CSE:PHOS | FSE:KD0 | OTC : FRSPF

Investor Presentation

投資者報告

September 18, 2024 / 2024年9月18日



High Purity Phosphate for the Lithium Iron
Phosphate (LFP) Battery Industry

用於磷酸鐵鋰 (LFP) 電池行業的高純度磷酸鹽





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GENERAL

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FORWARD-LOOKING STATEMENTS

Certain statements in this presentation are “**forward-looking statements**”. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always using words or phrases such as “expect”, “seek”, “endeavour”, “anticipate”, “plan”, “estimate”, “believe”, “intend”, or stating that certain actions, events or results may, could, would, might or will occur or be taken, or achieved) are not statements of historical fact and may be “forward-looking statements”. Forward-looking information in this presentation, which includes, but is not limited to, information relating to (i) the board of directors and advisory board of the Company, (ii) information relating to anticipated revenues, cash flow and cash position, capital and financial outlook and leverage ratios, and anticipated synergies of the Company, (iii) the Company’s technological and mining capabilities, (iv) information relating to the Company’s business strategies, plans and objectives, (v) the Company’s operating costs, (vi) the Company’s capital expenditures, (vii) expectations relating to future mining and project development.

These forward-looking statements are subject to risks and uncertainties that could cause actual results or events to differ materially from those expressed or implied by the forward-looking information. Such risks and uncertainties include, but are not limited to, (i) risks and uncertainties related to the project, including the expected completion of the project, receipt of all required approval and licenses, establishing and maintaining partnerships; (ii) risks related to the Company’s assumptions on anticipated revenues, cash flow and cash position, capital and financial outlook and leverage ratios, and anticipated synergies of the Company; (iii) risks associated with the Company’s business strategies, plans and objectives and their achievements, if at all; (iv) risks related to anticipated growth rates, cash flow and stability of drilling programs; (v) risks and requirements related to the Company’s ability to secure additional capital to continue to develop business and realize on objectives; (vi) reliance on the capabilities and experience of key executives and strategic partners; (vii) uncertainties relating to COVID-19 pandemic; (ix) Negative shifts in public opinion and perception of the minerals industry; (x) increasing competition in the industry; (xi) political and regulatory risks and other risks associated with changes in tax and regulatory regimes, general, economic, market and business conditions; (xii) risks relating to partnerships and agreements with third parties and industry partners; (xiii) failure of equipment or processes to operate as anticipated; (xiv) risk of shortages of or price increases in key inputs, suppliers and skilled labor; (xv) actual results of current exploration activities; (xvi) conclusions of economic evaluations; and (xvii) future prices of phosphate and lithium iron phosphate. There may be other factors and risks that cause actions, events or results not to be as anticipated, estimated or intended.

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This presentation may contain future oriented financial information (“**FOFI**”) within the meaning of applicable Canadian securities laws and applicable United States securities laws, about prospective results of operations, prospective financial performance, financial position or cash flows and specifically with respect to profit and loss, quarterly revenues and net income from sales, all of which are based on assumptions about future economic conditions, courses of action, and management’s assessment of the relevant information currently available, which FOFI is not presented in the format of a historical balance sheet, income statement or cash flow statement. The FOFI has been prepared by management of the Company to provide an outlook of the Company’s activities and results, and has been prepared based on a number of assumptions including the assumptions discussed above under the heading “*Forward-Looking Statements*” and assumptions with respect to the costs and expenditures to be incurred by the Company, capital expenditures and operating costs, taxation rates for the Company and general and administrative expenses. Management does not have, or may not have had at the relevant date, firm commitments for all of the costs, expenditures, prices or other financial assumptions which may have been used to prepare the FOFI or assurance that such operating results will be achieved and, accordingly, the complete financial effects of all of those costs, expenditures, prices and operating results are not, or may not have been at the relevant date of the FOFI, objectively determinable.

Importantly, the FOFI contained in this presentation are, or may be, based upon certain additional assumptions that management believes to be reasonable based on the information currently available to management, including, but not limited to, assumptions about: (i) the future costs associated with the project, (ii) the future pricing of phosphate and lithium iron phosphate, (ii) the future market demand and trends within the jurisdictions in which the Company may from time to time conduct its business, (iii) the Company’s ongoing mining and operating cost estimates, and (iv) the Company’s net proceeds from the private placement.

The FOFI or financial outlook contained in this presentation do not purport to present the Company’s financial condition in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and there can be no assurance that the assumptions made in preparing the FOFI will prove accurate. The actual results of operations of the Company and the resulting financial results will likely vary from the amounts set forth in the analysis presented in any such document, and such variation may be material (including due to the occurrence of unforeseen events occurring subsequent to the preparation of the FOFI). The Company and its management believe that the FOFI has been prepared on a reasonable basis, reflecting management’s best estimates and judgments as at the applicable date. The FOFI and financial outlooks contained in this presentation have been approved by management as of July 20, 2022. However, because this information is highly subjective and subject to numerous risks including the risks discussed above under the heading “*Forward-Looking Statements*”, FOFI or financial outlook within this presentation should not be relied on as necessarily indicative of future results. Readers are cautioned not to place undue reliance on the FOFI or financial outlook contained in this presentation and should not use FOFI and financial outlook contained in this presentation for the purposes other than those for which it is disclosed here. Except as required by applicable Canadian securities laws, the Company does not intend, and does not assume any obligation, to update such FOFI.

QUALIFIED PERSON

The scientific and technical disclosure for First Phosphate Corp. included in this Investor Presentation have been reviewed and approved by Gilles Laverdière, P.Geo. Mr. Laverdière is Geologist and a Qualified Person under National Instrument 43-101 Standards of Disclosure of Mineral Projects.

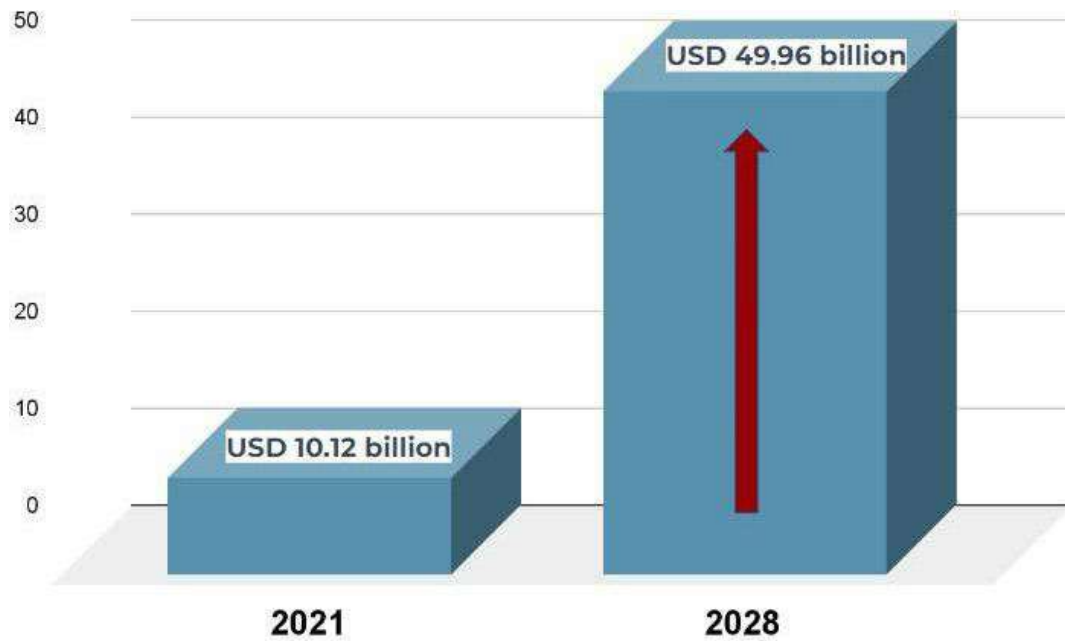
Seizing the Opportunity in LFP Battery

抓住LFP電池行業的機遇

In China, LFP batteries have become the dominant chemistry over NMC batteries accounting for 67% of total battery output as of Q1 2023. / 在中國，截至2023年第一季度，LFP電池已超越NMC電池，成為主要的電池化學成分，占中國電池總產量的67%。
 North America Inflation Reduction Act mandates that electric battery production must be on-shored within the coming year. / 《北美通貨膨脹削減法案》規定，電動電池生產必須在未來一年內實現本土化。

LFP Global Growth Forecast

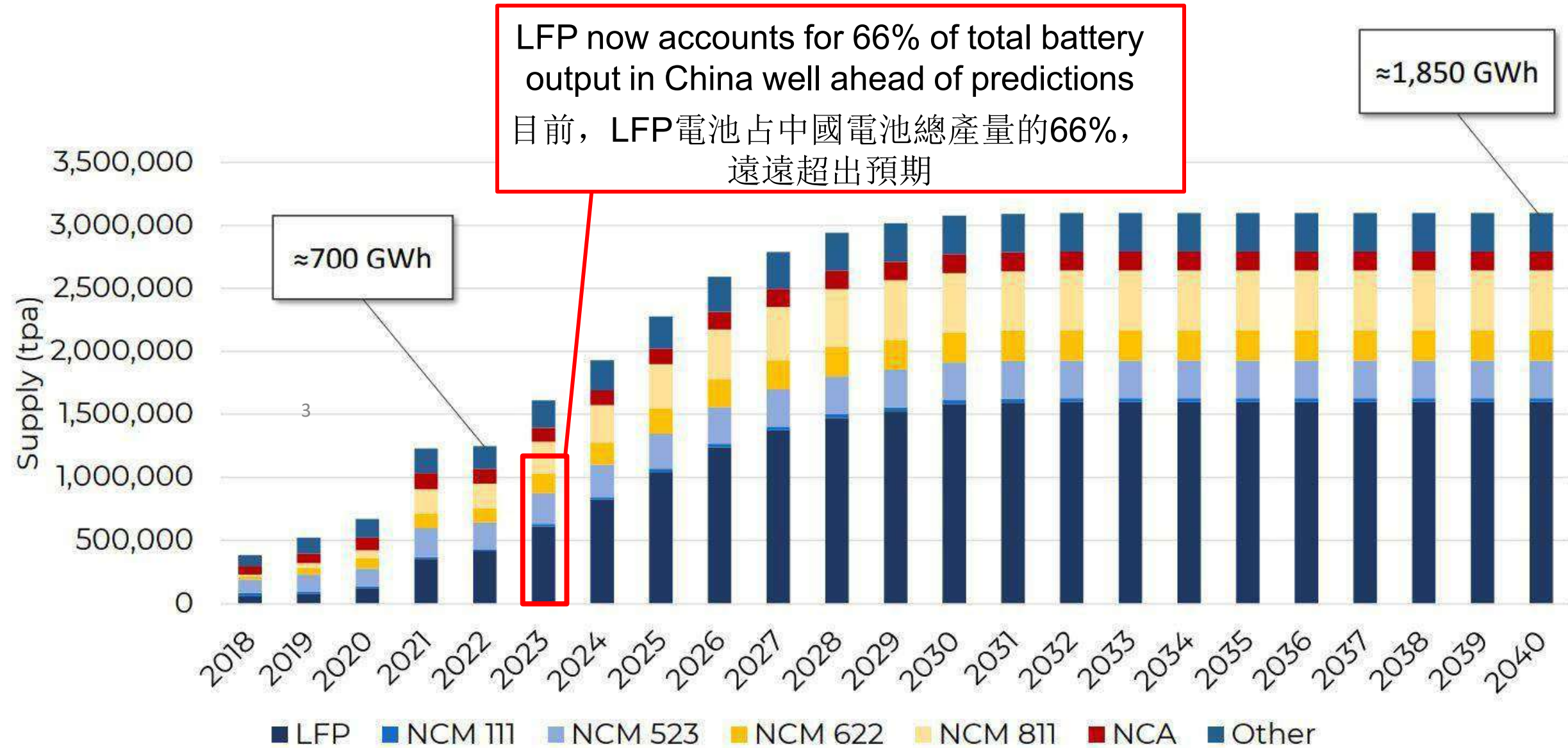
LFP電池全球增長預測



The Global Lithium Iron Phosphate Battery Market is projected to grow from USD 10 billion in 2021 to USD 50 billion by 2028.

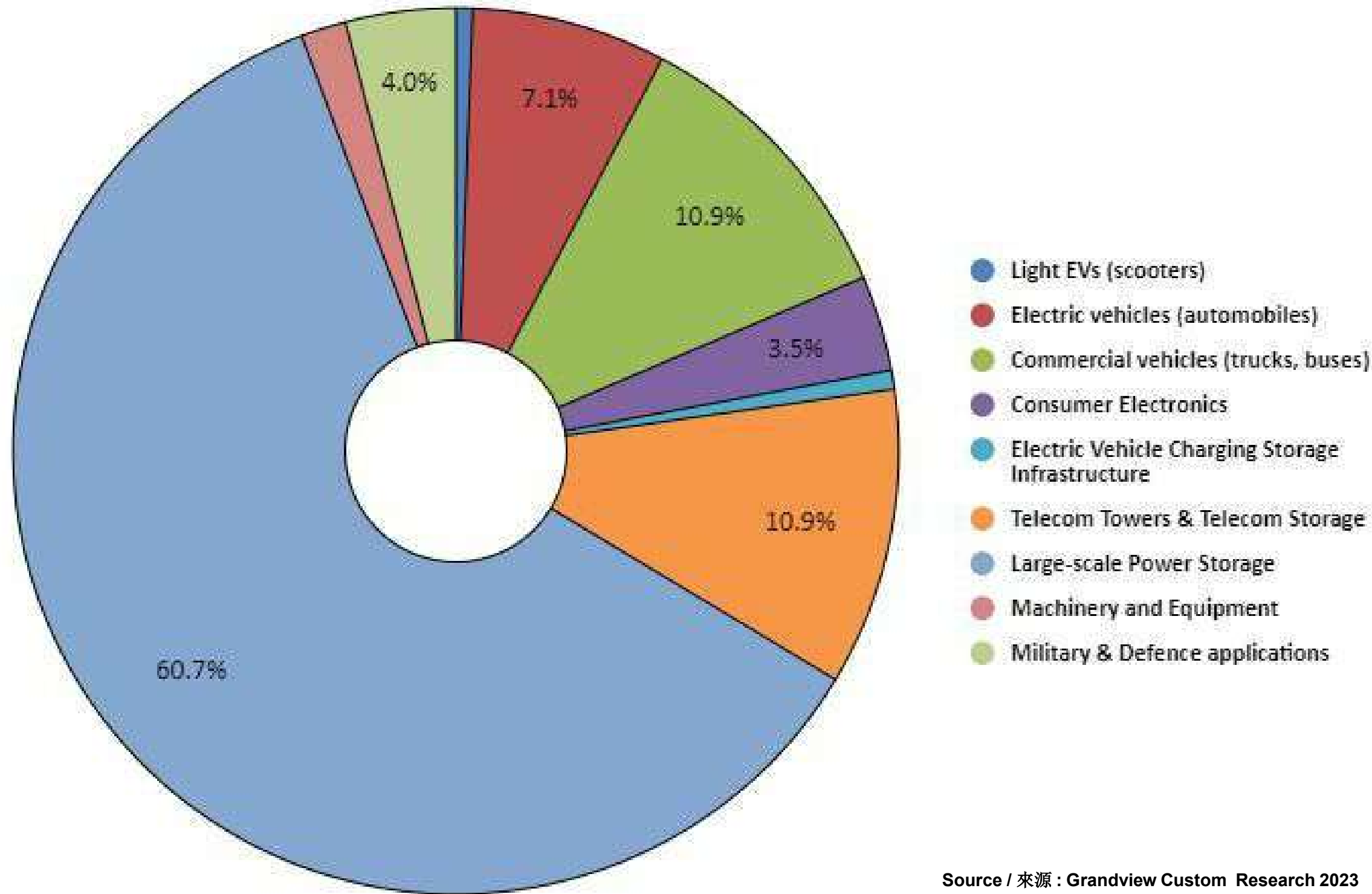
全球磷酸鐵鋰電池市場預計將從2021年的100億美元增長到2028年的500億美元。

Source / 來源: <https://www.fastmarkets.com/insights/lfp-batteries-extend-dominance-over-nmc-batteries-china>
 Source / 來源: <https://www.fortunebusinessinsights.com/lithium-ion-li-ion-phosphate-batteries-market-102152>
 Source: Benchmark Mineral Intelligence 2022 | Q2 2022 Forecast
 來源: 基準礦物情報, 2022年第二季度預測



LFP is Versatile Technology of Mass Market Adoption

LFP是一種可在市場上大規模應用的多用途技術



Source / 來源 : Grandview Custom Research 2023

- **Superior fire safety** (much less heat produced) / 卓越的防火性能 (產生的熱量更少)
- **Well defined performance** (lower capacity loss, structurally more stable) / 性能明確 (電池容量損耗更低、結構更穩定)
- **Lowest cost battery on the market** (input material pricing) / 市場上成本最低的電池 (投入材料價格)
- **Longer longer life, lower degradation** (millions of miles in some cases) / 壽命更長, 衰減更低 (在某些情況下可行駛數百萬英里)
- **Higher charge/discharge efficiency** (no battery memory) / 充放電效率更高 (無電池記憶)
- **Longer shelf life** (stores itself better) / 保質期更長 (自身存儲能力更強)
- **Versatile for various storage applications** (small and large scale) / 適用於各種存儲應用 (小規模和大規模)

Sources / 來源:

<https://www.torquenews.com/1/lfp-batteries-pros-and-cons-elon-shifts-some-teslas-lfp>

<https://www.allaboutcircuits.com/news/a-closer-look-at-lithium-iron-phosphate-batteries-teslas-new-choice-of-battery>

<https://www.ludabattery.com/advantages-and-disadvantages-of-lifepo4-battery>

Focused on High Purity Phosphate for LFP Battery

專注於為LFP電池提供高純度磷酸鹽

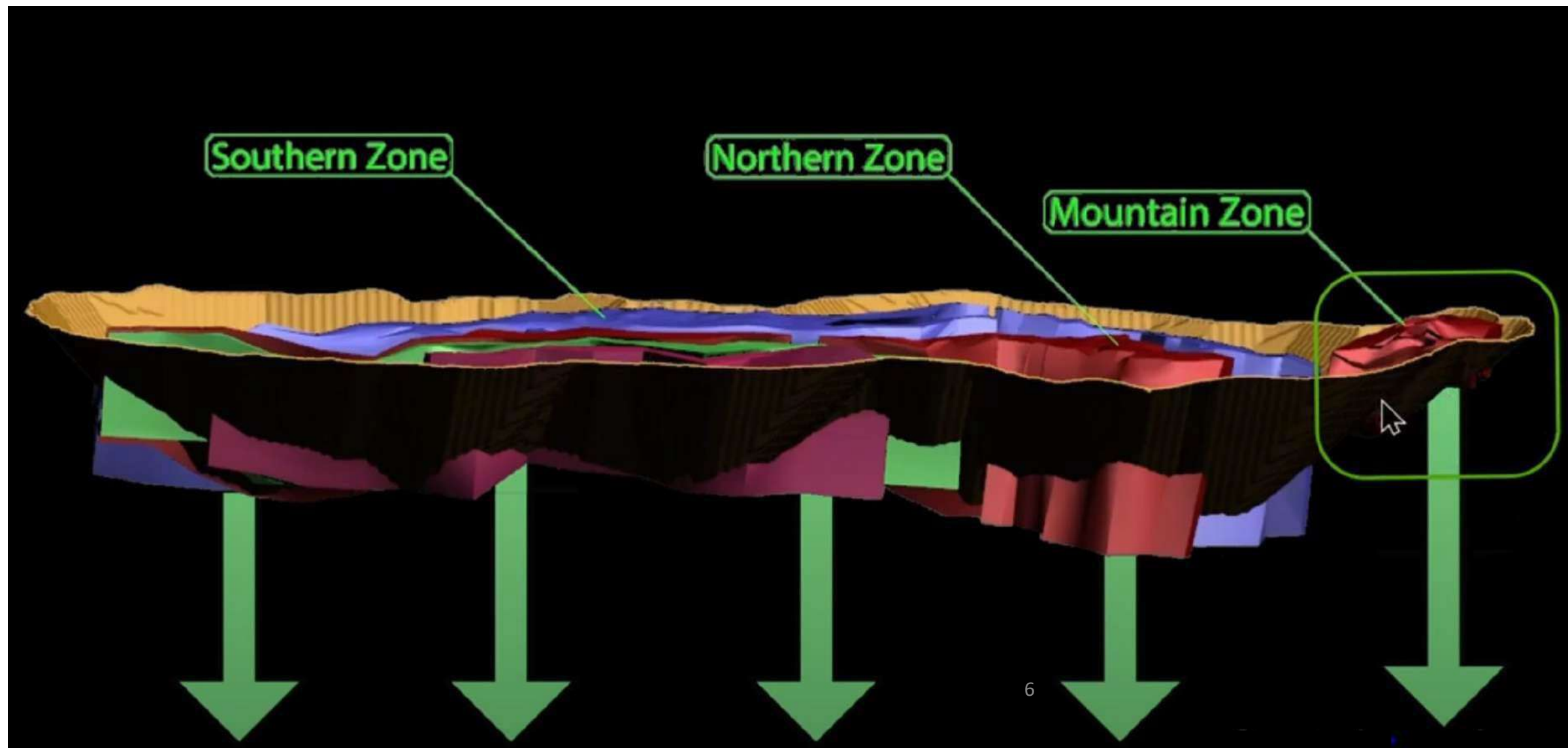
- Fully dedicated to extracting and purifying phosphate exclusively for the Lithium Iron Phosphate (“LFP”) battery industry. / 完全致力於為磷酸鐵鋰 (“LFP”) 電池行業提取和提純磷酸鹽。
- Owners of rare, high-purity igneous phosphate rock deposit devoid of high concentrations of harmful elements. / 擁有稀有、高純度、不含高濃度有害元素的火成磷酸鹽岩礦床。
- Saleable secondary recoveries of iron and titanium to reduce mining costs. / 可出售二次回收的鐵和鈦，降低開采成本。
- Phosphate feedstock almost fully convertible into purified phosphoric acid (PPA) for LFP battery thereby avoiding the commoditized fertilizer markets. / 磷酸鹽原料幾乎可完全轉化為用於LFP電池的純磷酸 (PPA)，從而避開了商品化的化肥市場。
- Gypsum by-product produced during PPA production is fully resaleable. / PPA 生產過程中產生的石膏副產品可全部再銷售。
- Ability to culminate the shortage of LFP battery grade phosphate to come without impacting fragile balances in the fertilizer markets. / 能夠在不影響化肥市場脆弱平衡的情況下，最終解決 LFP 電池級磷酸鹽的短缺問題。
- Existing sedimentary phosphate mines in North America are at capacity for fertilizer and cannot economically produce further amounts of PPA. / 北美現有的沉積型磷酸鹽礦只夠滿足肥料產能，無法再經濟地生產更多的PPA。
- Current North American phosphate production to decline by 61% by 2037. / 預計到2037年，按照北美目前的產能，磷酸鹽產量將下降61%。

(Argus Phosphate Rock Analytics Q2 2023 / Argus 2023年第二季度磷酸鹽岩分析報告)



Bégin-Lamarche Property : Proven High Purity Deposit for LFP Battery

Bégin-Lamarche項目區：經證實可用於LFP電池的高純度磷酸鹽礦床



- 2.5 kilometers in length / 長度2.5公裏
- Mineralization starts at surface and descends to an average depth of 250 meters / 成礦作用始於地表，一直延伸到平均250米的深度
- Remains open at depth / 成礦作用在深處保持開放
- 3 zones comprise inferred resources of 214 million tonnes of high purity igneous phosphate grading at 6.0% / 三個區域礦坑內推斷礦產資源量為2.14億噸，高純度火成磷酸鹽品位為6.0%
- The Mountain and Northern zones contain additional 41.5 million tonnes of indicated resource at 6.5% / Mountain區和北區指示資源量為4150萬噸，品位為6.5%

Converts almost fully into Purified Phosphoric Acid (PPA) for LFP Battery
幾乎可以完全轉化為用於LFP電池的純磷酸 (PPA)



First Phosphate Vertically Integrated Production Plan 垂直整合生產計畫

External Downstream Producers 外部下遊生產商

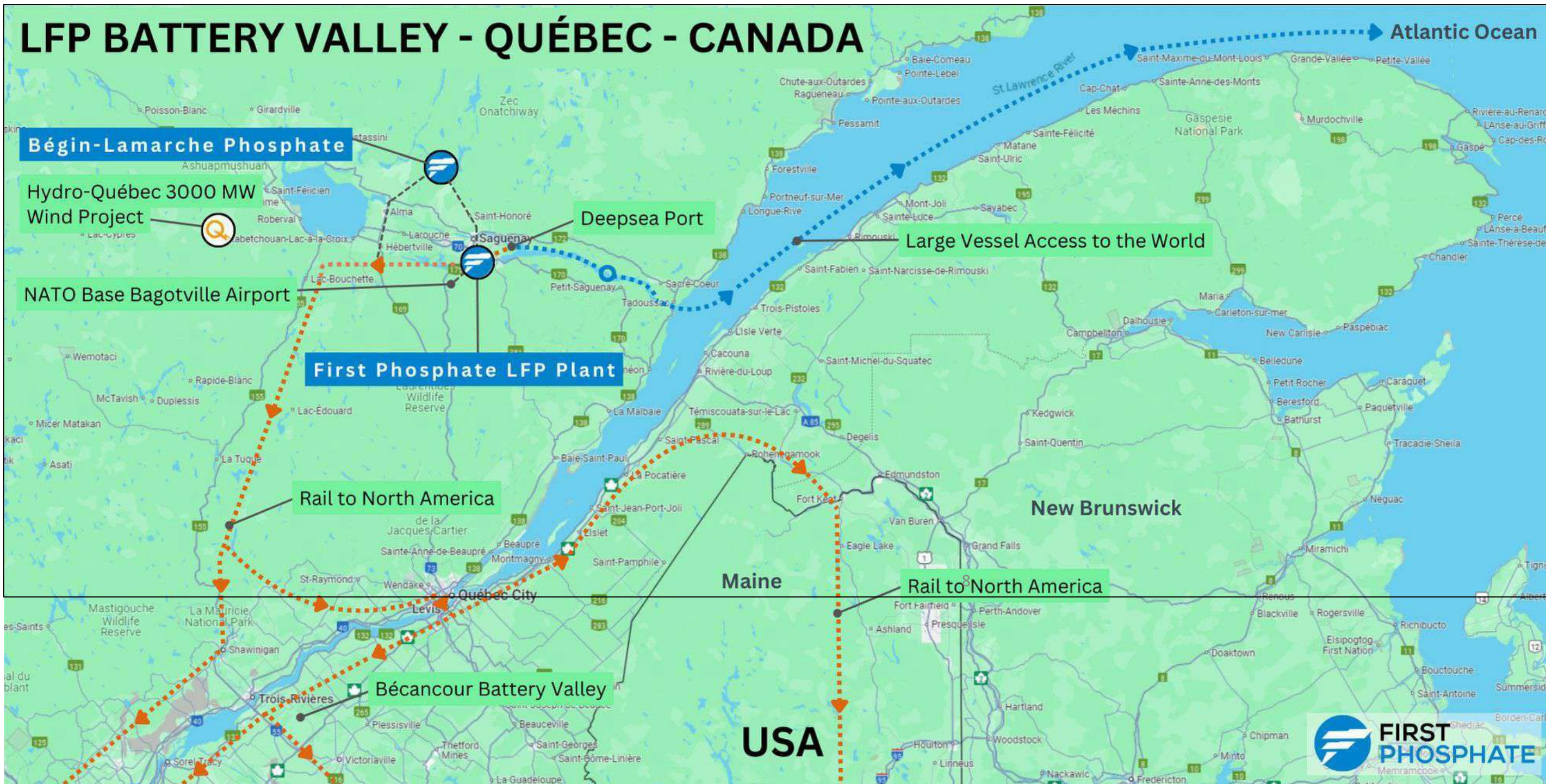
Vertical Integration and Logistical Advantage

垂直整合與物流優勢

Key Advantages

關鍵優勢

- Manageable mine size near infrastructure / 靠近基礎設施，礦山規模可控
- CapEx aimed at value-add technology sector (not fertilizer) / 資本支出針對增值技術行業（非化肥）
- Vertically integrated facilities to get to LFP CAM while driving out costs / 垂直整合的設施，可直接生產LFP陰極活性材料，同時降低成本
- Recycling of process materials including resaleable gypsum / 回收加工材料，包括可轉售的石膏
- Preferred access to North American and European markets. / 可優先進入北美和歐洲市場。



Project De-risking through Key Relationships

通過關鍵夥伴關係降低項目風險



- ✓ Major Phosphate Rock Offtake / 重要的磷酸鹽岩承購
- ✓ PPA Processing & Technology Transfer / PPA加工與技術轉讓
- ✓ LFP Cam Production / LFP陰極活性材料生產



- ✓ On-shoring of 40,000t of LFP CAM / 離岸輸送4萬噸LFP陰極活性材料
- ✓ provision of raw materials / 提供原材料
- ✓ fully North American supply chain / 全面的北美供應鏈



- ✓ LOI for USD \$170 million of financing / 1.7億美元的融資意向書
- ✓ Up to 10 year max repayment term / 最長10年還款期
- ✓ May be eligible for CTEP program / 可能符合CTEP計畫的條件



- ✓ Secures supply of sulfuric acid to Port Saguenay / 確保向薩格奈港供應硫酸
- ✓ Largest supplier in North America / 確保向薩格奈港供應硫酸
- ✓ Key scarce ingredient in the production of PPA / 確保向薩格奈港供應硫酸



- ✓ Access to suppliers and employees / 能接觸到供應商和員工
- ✓ Potential investment partnership / 潛在的投資合作夥伴關係
- ✓ Consent and access to industrial lands / 工業用地的批准和獲取

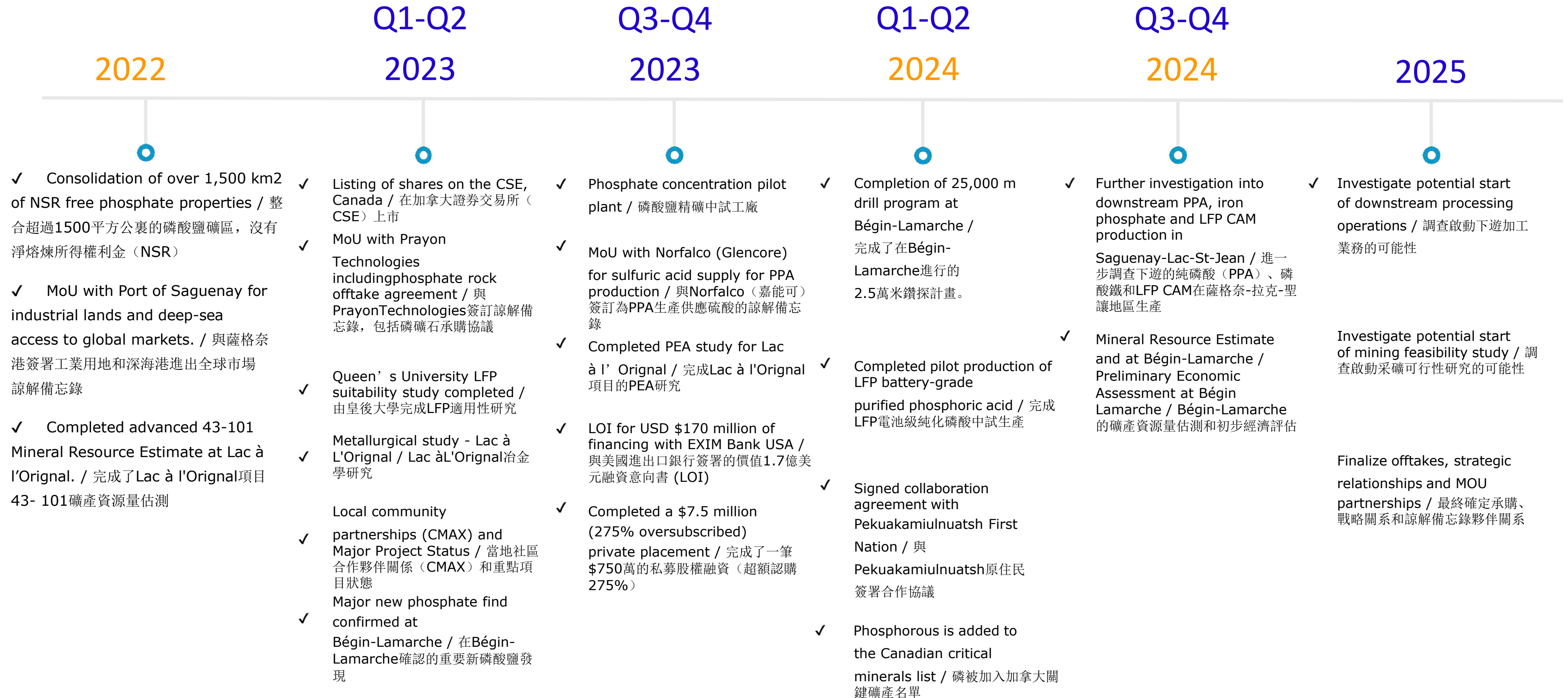


- ✓ Apatite (phosphorous) added to Critical Minerals List of Quebec and Canada / 磷灰石（磷）被列入魁北克省和加拿大關鍵礦物清單中
- ✓ Subsidy for apatite processing improvements and valorisation of secondary recoveries / 磷灰石加工改進和二次回收的規定價格有政府補貼



Management that Meets and Beats Milestones

實現和超越裏程碑的管理



Tight Share Structure and Debt Free

股權結構緊湊，無負債

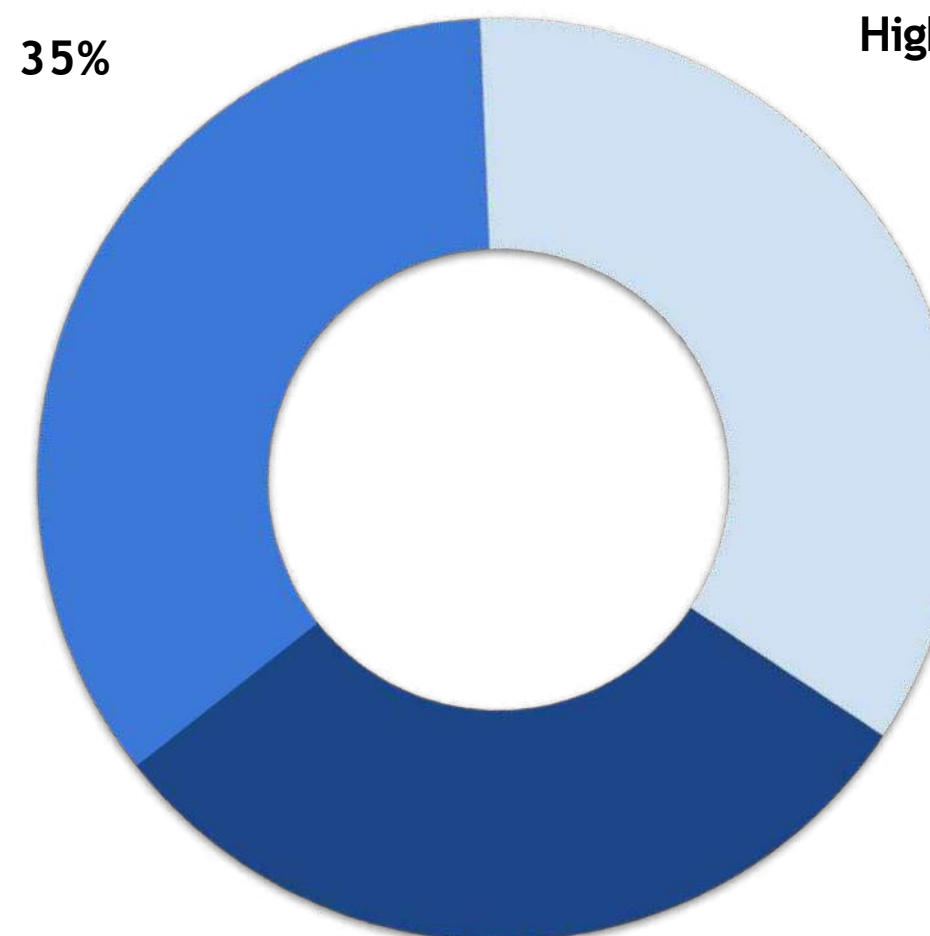
Canadian Securities Exchange (CSE) / 加拿大證券交易所 (CSE): PHOS
 Frankfurt Stock Exchange (FSE) / 法蘭克福證券交易所 (FSE): KDO
 US OTC / 美國OTC市場: FRSPF

Ownership

Share Structure 股權結構	Data 數據
Share Price / 股價 (as at Sept 16, 2024 / 截止2024年9月16日)	\$0.26/sh / 每股
Market Capitalization / 市值 (as at Sept 16, 2024 / 截止2024年9月16日)	\$20,000,000
Shares Outstanding / 已發行流通股數	76,103,368
Warrants / 認股權證 (5,250,000 @ \$0.40, 10,024,495 @ \$0.50; 1,607,789 @ \$1.25 / 5,250,000份行權價格\$0.40; 10,024,495份行權價格\$0.50; 1,607,789 份行權價格\$1.25)	16 882,284
Board/Management/Advisory Options, RSUs / 董事會/管理層/顧問期權、受限制股份	11,484,200
Fully Diluted Shares Outstanding / 完全稀釋 後的流通股	104,469,852

Public Float Holders
35%

Associates, Friends & Family,
High Net Worth, Institutions
35%



Deeply invested management and board (30%)

Total Invested Capital to date: \$17.5 million
 迄今為止投入的資本總額: \$1750萬

Board and Management / 董事會和管理層



CEO and Director - John Passalacqua, Int'l MBA, is an international business strategist with over 35 years of extensive technology and capital markets experience. In 1998, John gained the title of a top 50 international business strategist on the early internet. He is involved in private and public market planning for companies in nascent, visionary industries. John has lived in Quebec and is fluently bilingual. / **首席執行官兼董事，國際工商管理碩士-John Passalacqua**是一位國際商業戰略家，擁有超過35年豐富的技術和資本市場經驗，曾在1998年獲得了早期互聯網國際商業戰略家50人的稱號。他負責參與新興、有遠見行業公司的私營和公開市場規劃。John一直生活在魁北克省，精通英語和法語。



Chief Geologist - Gilles Laverdiere, P. Geo, is a geologist with more than 40 years of experience in mining exploration. Gilles has planned and supervised drilling projects in Quebec and elsewhere. He was President and CEO of HMZ Metals Inc. Gilles has served as a senior executive and board member of many public mining companies and is a member of the Ordre des Géologues du Québec. / **首席地質學家，專業地質學家-Gilles Laverdiere**是一名地質學家，擁有40多年的礦業勘探經驗，在魁北克省和其他地區規劃和監督鑽探專案，曾擔任HMZ Metals Inc.的總裁兼首席執行官，還在多家上市礦業公司擔任高級管理人員和董事會成員，是魁北克省地質學家協會成員。

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Armand MacKenzie - VP, Government Relations was raised in traditional Innu territory. He has practiced law for 15 years and was chief legal advisor on land rights for the Innu Nation. He was special advisor/negotiator on the drafting and adoption of the UN General Assembly Declaration on the Rights of Indigenous Peoples. He has negotiated numerous impact benefit agreements. He has been a mining executive for the last 15 years. / **政府關係副總裁Armand MacKenzie**在傳統的Innu原住民領地長大，從事法律工作15年，曾擔任Innu原住民土地權利問題首席法律顧問。他是起草並通過《聯合國土著人民權利宣言》的特別顧問/談判代表，曾就多項影響原住民利益的協議進行談判。在過去15年中，他一直擔任礦業高管。



Chairman - Laurence W. Zeifman, CPA, is an audit partner of Zeifmans LLP, a mid-sized Toronto public accounting firm. Larry has four decades of experience in public accounting and serves as chair of Nexia Canada, the Canadian division of the eighth largest international accounting network. He is also former Director of the Ottawa Senators Hockey Club / former Alternate Governor of the National Hockey League. / **董事會主席，特許專業會計師-Laurence W. Zeifman**是多倫多一家中型會計師事務所Zeifmans LLP的審計合夥人，擁有四十年的公共會計經驗，擔任第八大國際會計網路Nexia加拿大分部的主席。他還是渥太華參議員冰球隊俱樂部的前董事和北美職業冰球大聯盟的前候補理事。



CFO and Director - Bennett Kurtz is principal of Kurtz Financial Group. He has experience in financing public companies and taking private companies public. Bennett has multi-faceted business experience in finance, management, sales, marketing and administrative functions including business analysis, public business unit segmentation, internal and external analytics.

首席財務官兼董事 - Bennett Kurtz是Kurtz Financial Group的負責人，在上市公司融資和私營公司上市方面有豐富的經驗。他在財務、管理、銷售、行銷和行政職能各個領域擁有多方面的業務經驗，包括業務分析、公共業務部門細分、內部和外部分析。



Independent Director - Peter Nicholson is a recognized leader in Canadian tax assisted investments, with a specialized focus on philanthropic tax planning and tax reduction and the mining industry. Through work with numerous donors, foundations, institutions, and boards, Peter has helped generate over \$350 million for client donations. Peter is also a generous philanthropist in his own right and a tireless supporter of community initiatives. / **獨立董事 - Peter Nicholson**是加拿大稅務輔助投資領域公認的領軍人物，專注於慈善稅務規劃、減稅和採礦業。通過與眾多捐贈者、基金會、機構和董事會的合作已說明客戶獲得超過\$3.5億的資金。他本人也是一位慷慨的慈善家，是社區活動的堅定支持者。



Manager, Public Relations - David Dufour, B.Sc.A, has 30 years experience in the development, management of high-growth businesses in Saguenay, Quebec. He has worked as land surveyor, project manager and director of economic development. He also worked in economic development for the Government of Quebec. David specializes in the areas of eco-responsibility and local governance.

公共關係經理，理學學士-David Dufour擁有30多年在魁北克省薩格奈發展和管理高增長企業的經驗，曾擔任土地測量員、專案經理和經濟發展總監，還曾在魁北克省政府從事經濟發展工作，擅長生態責任和地方治理問題。



Senior Advisor - Peter Kent was an international broadcast journalist, reporter, producer (CTV, CBC, NBC, Monitor, Global) for four decades. Elected to Canadian Parliament in 2008, Peter served in the Department of Foreign Affairs as Minister of State for the Americas, as Environment Minister. He oversaw improvements to environmental assessment of resource projects & their responsible development. / 高級顧問- **Peter Kent** 是一名從業長達四十年的國際廣播記者、通訊員、製片人 (CTV、CBC、NBC、Monitor、Global)，2008年曾當選加拿大國會議員，在外交部擔任美洲事務部長兼環境部長，負責監督資源專案環境評估的改進及負責任的開發。

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Isobel Sheldon, OBE, is a 20 year veteran of the Lithium Ion battery industry. She was awarded an OBE from HM the Queen for long service to EV battery development. She was ranked 37th in OutAtWork top 50 LGBT executives in the UK. She has held senior strategy, technical, business and executive roles with Britishvolt, UK Battery Industrialisation Centre, Cummins Electrified Power and Johnson Matthey. / **Isobel Sheldon** 是一位在鋰離子電池行業工作了20年的資深人士，曾被英國女王授予**OBE勳章**，以表彰她在電動汽車電池開發領域的長期貢獻。她在英國OutAtWork 50 LGBT高管中排名第37位，曾在Britishvolt、UK Battery Industrialisation Centre、Cummins Electrified Power和莊信萬豐公司 (Johnson Matthey) 擔任高級戰略、技術、商業和行政職務。



Project Development Manager - Mario Bouchard (retired) was Assistant Deputy Minister for Strategic Industries and Major Economic Projects at the Ministère de l'Économie et de l'Innovation du Québec. He was also Associate Deputy Minister for Energy, Natural Resources and Finance. Mario was involved in major corporate financing by the Québec government, the creation of state-owned companies / privatizations. / 專案開發經理 - **Mario Bouchard** (已退休) 曾擔任魁北克省經濟和創新部戰略產業與重大經濟專案助理副部長，還曾擔任能源、自然資源和財政副部長，參與過魁北克省政府的重大企業融資，以及國有公司的設立/私有化。



Gary Stanley is former Director of the Office of Critical Minerals and Metals at the U.S. Department of Commerce. He has 40+ years experience serving under every U.S. President from Ronald Reagan to Joe Biden. Mr. Stanley worked with both public and private sector stakeholders to strengthen American supply chains and U.S. global competitiveness in critical minerals. He was lead author of the 2019 US Federal Critical Minerals Strategy. / **Gary Stanley** 是美國商務部關鍵礦產和金屬辦公室的前主任，擁有從羅納德·雷根總統一直到喬·拜登總統任職期間40多年的工作經驗。Stanley先生與公共和私營部門利益相關者合作，致力於加強美國供應鏈和關鍵礦產在全球競爭中的地位。他帶領團隊撰寫了2019年美國聯邦關鍵礦產戰略報告。



Dr. Peir Pufahl, P. Geo, is professor of Earth Science at Queen's University, Canada, co-director of the Queen's Facility for Isotope Research. He is an international expert on the geology of phosphorites. Dr. Pufahl and team have developed state-of-the-art phosphorite exploration models/production strategies. Dr. Pufahl is a Fellow of the Society of Economic Geologists and the Geological Society of America. / 專業地質學家，**Peir Pufahl** 博士是加拿大皇后大學地球科學教授，皇后大學同位素研究設施聯合主任，是磷酸鹽地質學方面的國際專家。Pufahl 博士和他的團隊開發了最先進的磷酸鹽岩勘探模型/生產戰略。他本人還是經濟地質學家協會和美國地質學會的會員。



Yves Caprara is an international expert in purified phosphoric acid technology & applications with focus on sustainability. He was CEO of Prayon SA, Europe's largest producer of food grade phosphoric acid. He operated in Europe, the United States, Canada, China, India, Brazil and Morocco. Board member of the International Fertilizer Association from 2015-2020. / **Yves Caprara** 是純化磷酸技術和應用領域的國際專家，專注於可持續發展，曾擔任歐洲最大的食品級磷酸生產商 Prayon SA 的首席執行官，在歐洲、美國、加拿大、中國、印度、巴西和摩洛哥開展業務。2015-2020年，他曾擔任國際肥料協會董事會成員。



Queen's University - Dr. Sandeep Banerjee has 16+ years of global experience in the mineralogical and geochemical study of igneous, sedimentary, and metamorphic rocks, including phosphorites. Dr. Banerjee is an expert in applying advanced analytical techniques to understand rock record. Sandeep works with the SGS team on providing deep mineralogical data to inform their advanced extraction techniques. / **皇后大學 - Sandeep Banerjee** 博士在火成岩、沉積岩和變質岩（包括磷酸鹽岩）的礦物學和地球化學研究方面有超過16年的全球經驗，是應用先進分析技術瞭解岩石記錄的專家，現階段正與SGS團隊合作，為其先進的提取技術提供深層礦物學資料。



Ford Nicholson is managing partner of Kepis & Pobe Financial Group. Over 25 years, Ford has invested in and provided executive management to multiple international projects in the traditional energy and renewable energy sectors. Former deputy chairman of the board of InterOil Corporation before its sale to ExxonMobil. Ford is also a former member of the President's council of the International Crisis Group. / **Ford Nicholson** 是Kepis & Pobe金融集團的管理合夥人。25年來，他投資了多個傳統能源和可再生能源領域的國際專案，並擔任執行管理職務。在InterOil公司出售給埃克森美孚之前，他曾擔任該公司董事會副主席。他還曾是國際危機組織總裁理事會的成員。



Bernard Lapointe founded Arianne Phosphate in 1997 and was president of the company until 2013. Bernard holds a Ph.D. in mineral resources from the University of Quebec at Chicoutimi. Prior to Arianne Phosphate, he was director of the Saguenay-Lac-St-Jean Mining Fund. He currently sits on the Board of Directors of several public companies in the resource and fertilizer sectors. / **Bernard Lapointe** 於1997年創辦了Arianne Phosphate，並擔任該公司總裁一直到2013年。他擁有希庫蒂米魁北克大學礦產資源博士學位。在創辦Arianne Phosphate之前，他曾是薩格奈-拉克-聖讓礦業基金的董事，目前是資源和化肥行業多家上市公司的董事會成員。



SGS Canada - Dominique Lascelles. SGS is a leading global technical service provider conducting precise and accurate testing across numerous industries. Dominique is focused on separation and recovery of titanium, phosphate and iron found within First Phosphate ores as well as implementation and management of the eventual First Phosphate concentration pilot plant. / **SGS Canada - Dominique Lascelles.** SGS是全球領先的技術服務供應商，為眾多行業提供精準的測試服務。Dominique 主要負責First Phosphate 礦石中鈦、磷酸鹽和鐵的分離和回收，以及最終First Phosphate濃縮中試工廠的實施和管理。



Paul Pitman, P. Geo, is a registered professional geologist who has over 50 years' experience as exploration geologist, as corporate officer of mining companies and as geological consultant. He is a former director/officer of several junior resource companies that he founded including three fertilizer companies: Pueblo Potash Inc., Murdock Mt. (phosphate) and Boreal Agrominerals (mineral soils). / **專業地質學家, Paul Pitman** 是一名註冊專業地質學家，擁有50多年擔任勘探地質學家、礦業公司高管和地質顧問的經驗。他曾創辦過幾家初級資源公司，並擔任董事/高管，其中包括三家化肥公司：Pueblo Potash Inc.、Murdock Mt.（磷酸鹽）和Boreal Agrominerals（礦物土壤）。

First Saguenay FP / LFP Plant First Saguenay 磷酸鐵/LFP 工廠



- First Saguenay planned LFP Plant in La Baie, Saguenay, Lac-St-Jean, Québec / First Saguenay 計畫在魁北克省薩格奈-拉克-聖讓地區的La Baie 建立LFP 工廠
- Phase 1: 10,000 tonnes per annum of iron phosphate / 第一階段：預計年產1萬噸磷酸鐵
- Anticipated Q1-Q2 2026 (finance pending) / 預計2026年第一季度到第二季度投產（尚處在融資階段）

Press Conference for First Saguenay on September 9, 2024
attended by regional, provincial and federal elected officials and
economic development professionals

2024年9月9日，First Saguenay 工廠新聞發佈會上，地區、省和
聯邦民選官員以及經濟發展領域專業人士出席



It all Starts with the Highest Purity Source of Phosphate

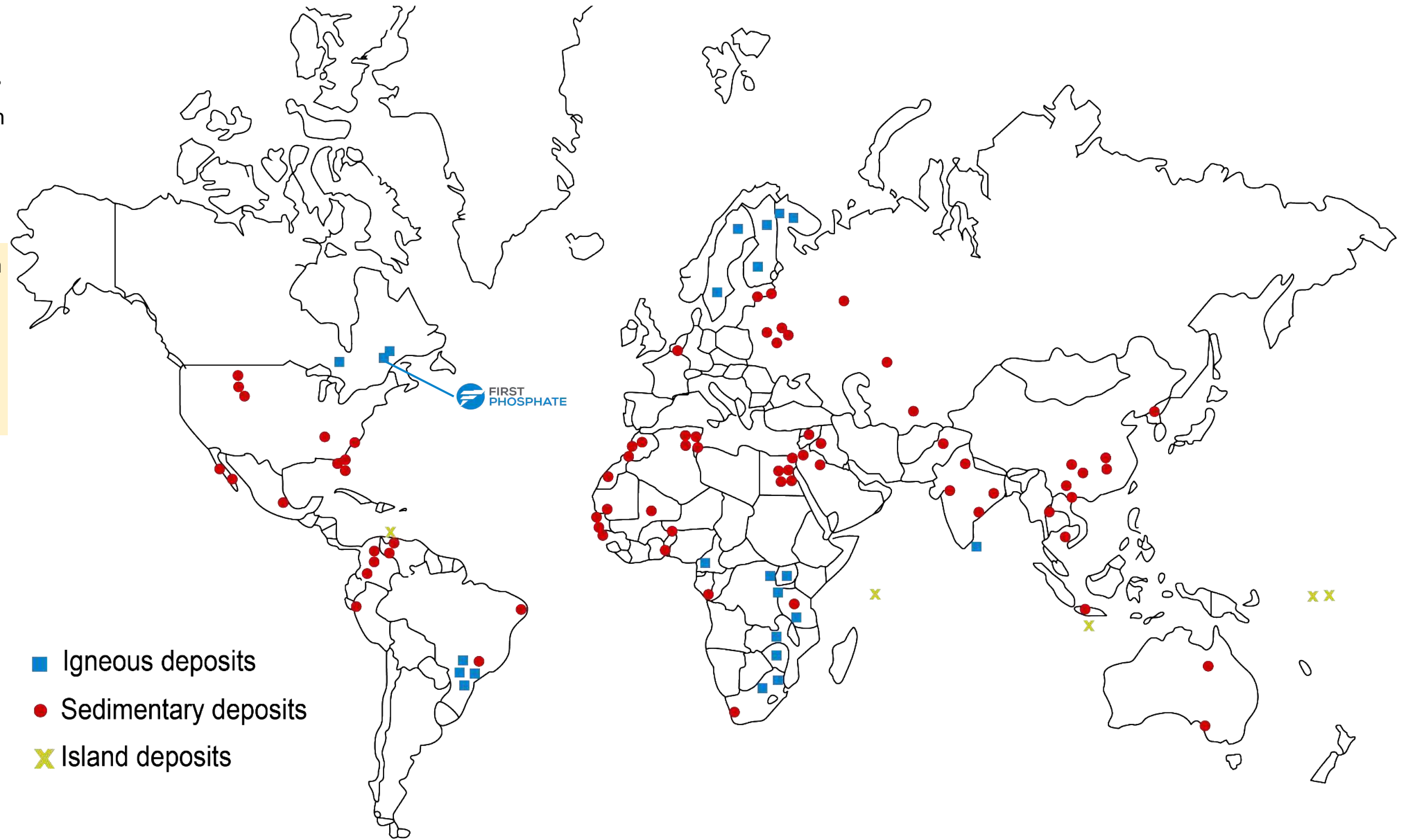
一切始於最高純度的磷酸鹽來源

95% of the World's Phosphate is found in heavy metal laden Sedimentary Rock.

世界上95%的磷酸鹽存在於含有重金屬的沉積岩中。

Only 4% of the World's Phosphate is found in Clean Igneous Carbonatite Rock. / 全世界只有4%的磷酸鹽是在純淨的火成碳酸鹽岩中發現的。

Only 1% of the World's Phosphate is found in Even Cleaner Igneous Anorthosite found mostly only in Quebec, Canada. / 全世界只有1%的磷酸鹽被發現存在於更純淨的火成斜長岩中，大部分隻存在於加拿大魁北克省。



Source: Food and Agriculture Organization of the The United Nations
資料來源：聯合國糧食及農業組織

- ✓ Up to 90% of feedstock can be converted to purified phosphoric acid (PPA) for LFP battery
高達90%的進料可轉化為用於LFP電池的純磷酸 (PPA)
- ✓ Allows strict focus on LFP battery technology client downstream / 能夠嚴格專注於LFP電池技術的下遊客戶
- ✓ Mine size is 8-10x smaller
礦山規模小8-10倍
- ✓ Capex focused on value added
資本支出側重於增加價值
- ✓ Allows for full circular economy
實現全面循環經濟

Global Purified Phosphoric Acid Supply is Going to be a Big Issue

全球純磷酸供應將是一個大問題

CRU Group reports conservatively that new LFP demand requires 95-120% increase in current supply of PPA by 2045.

據CRU Group保守預計，到2045年，新的LFP需求需要將目前的PPA供應量增加95-120%。

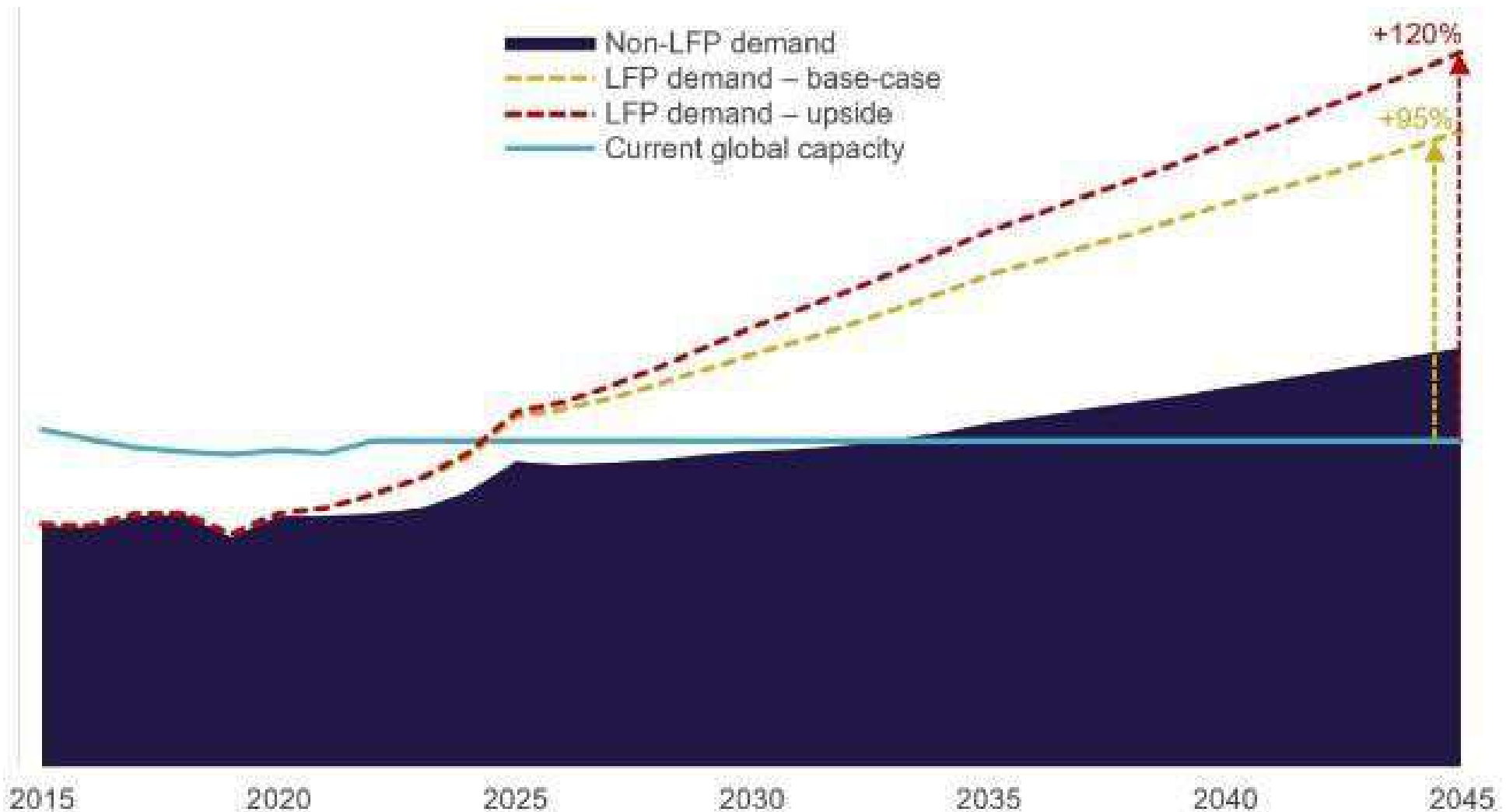
North American demand increase must be from domestic sources to meet supply chain integrity concerns and government funding direction.

北美需求的增長來源必須來自國內，以滿足供應鏈完整性和政府資助的要求。

Current global capacity for purified phosphoric acid may need to double by 2045

Global purified phosphoric acid demand/supply balance

'000t P₂O₅



DATA: CRU

Note: Global capacity shown at 80% utilisation

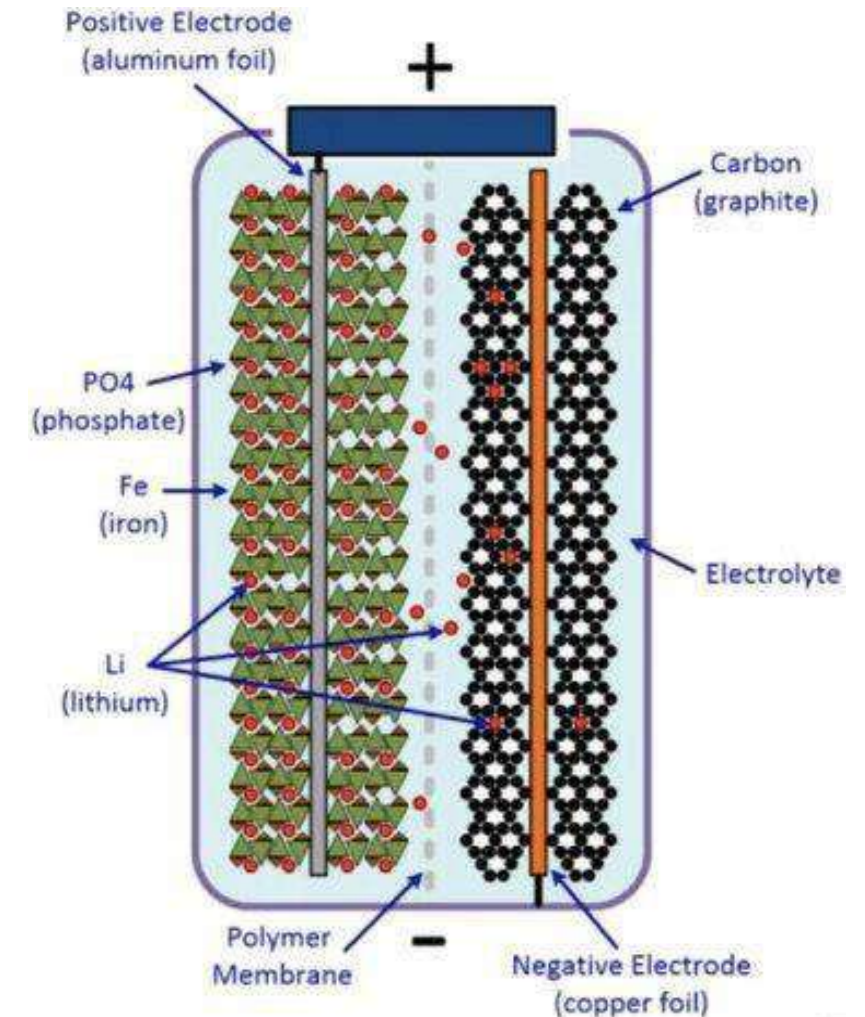
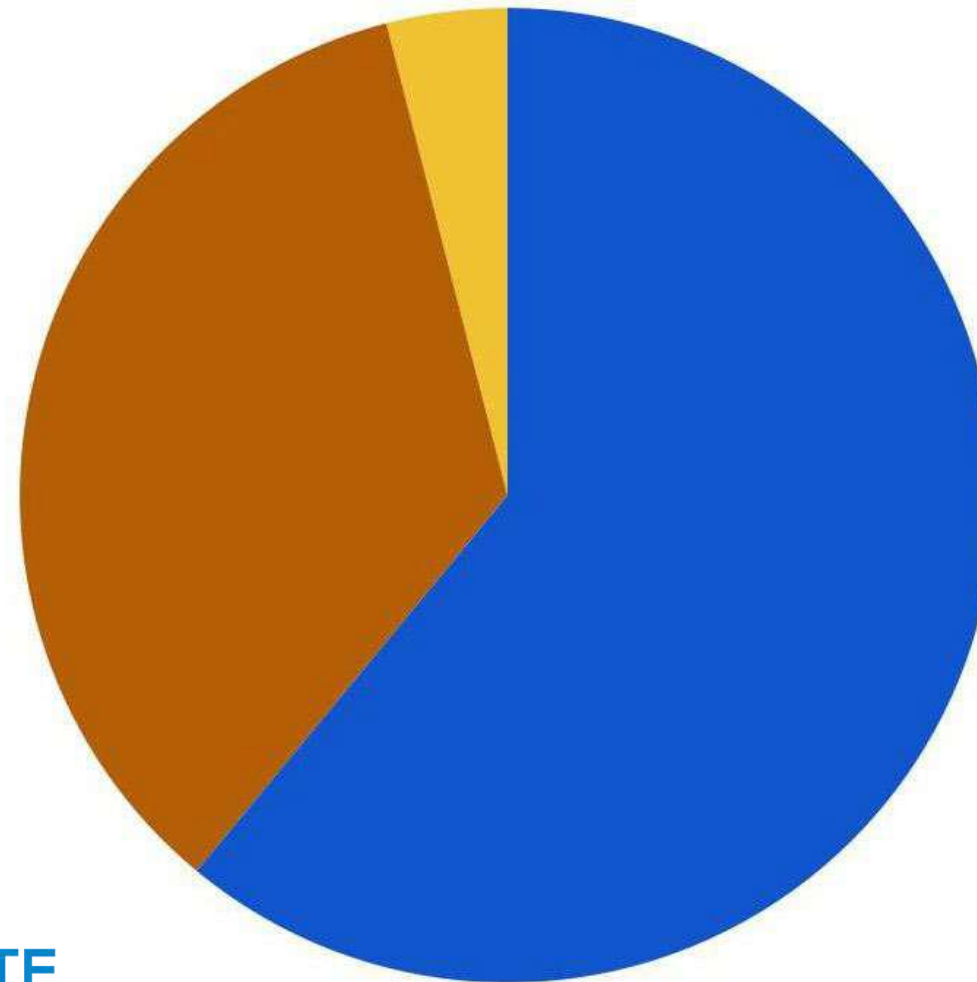
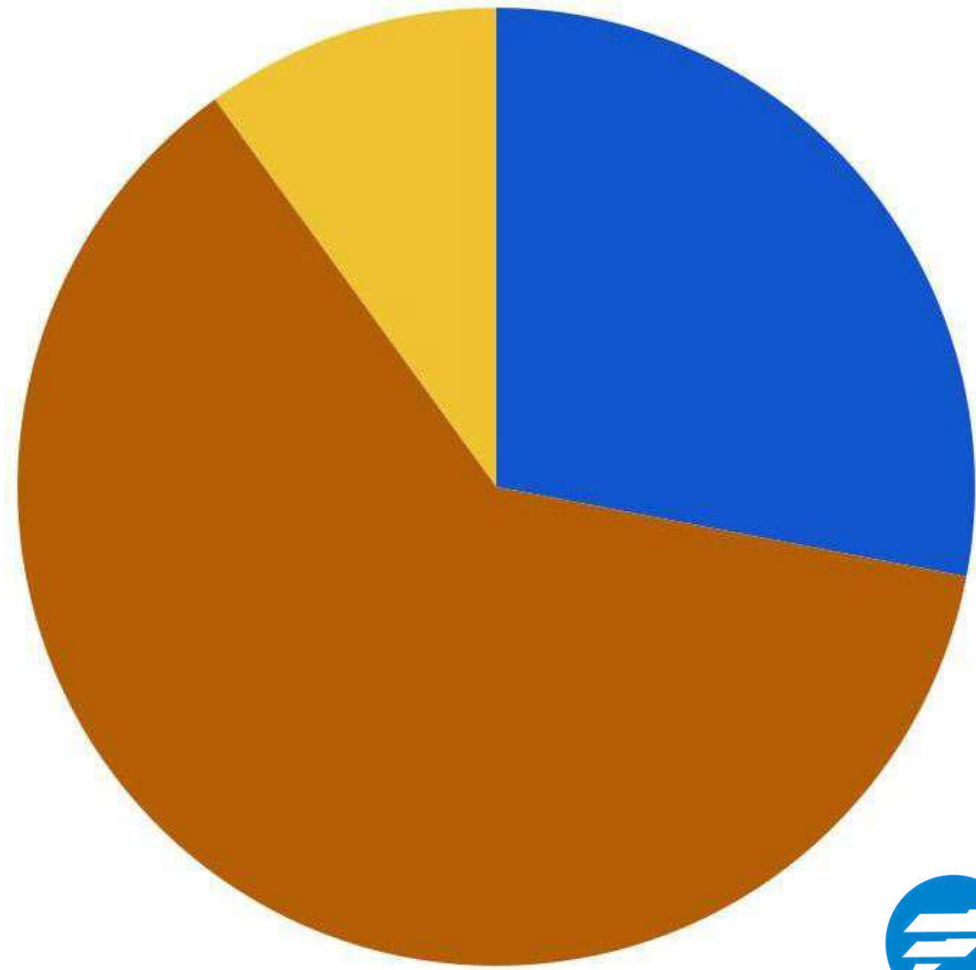
How Much Phosphate in an LFP Battery?

LFP電池中的磷酸鹽含量有多少?

LFP Inputs
LFP投入

LFP Powder (LiFePO4)
LFP粉末 (磷酸鐵鋰)

LFP Battery
LFP電池



Source / 來源: <https://www.allaboutcircuits.com>

- Purified Phosphoric Acid / 純磷酸(H3PO4): 28%
- Iron Sulphate / 硫酸鐵 (FeSO4): 62%
- Lithium Hydroxide / 氫氧化鋰 (LiOH): 10%

- Phosphate / 磷酸鹽 (PO4): 61%
- Iron / 鐵 (Fe): 35%
- Lithium / 鋰 (Li): 4%

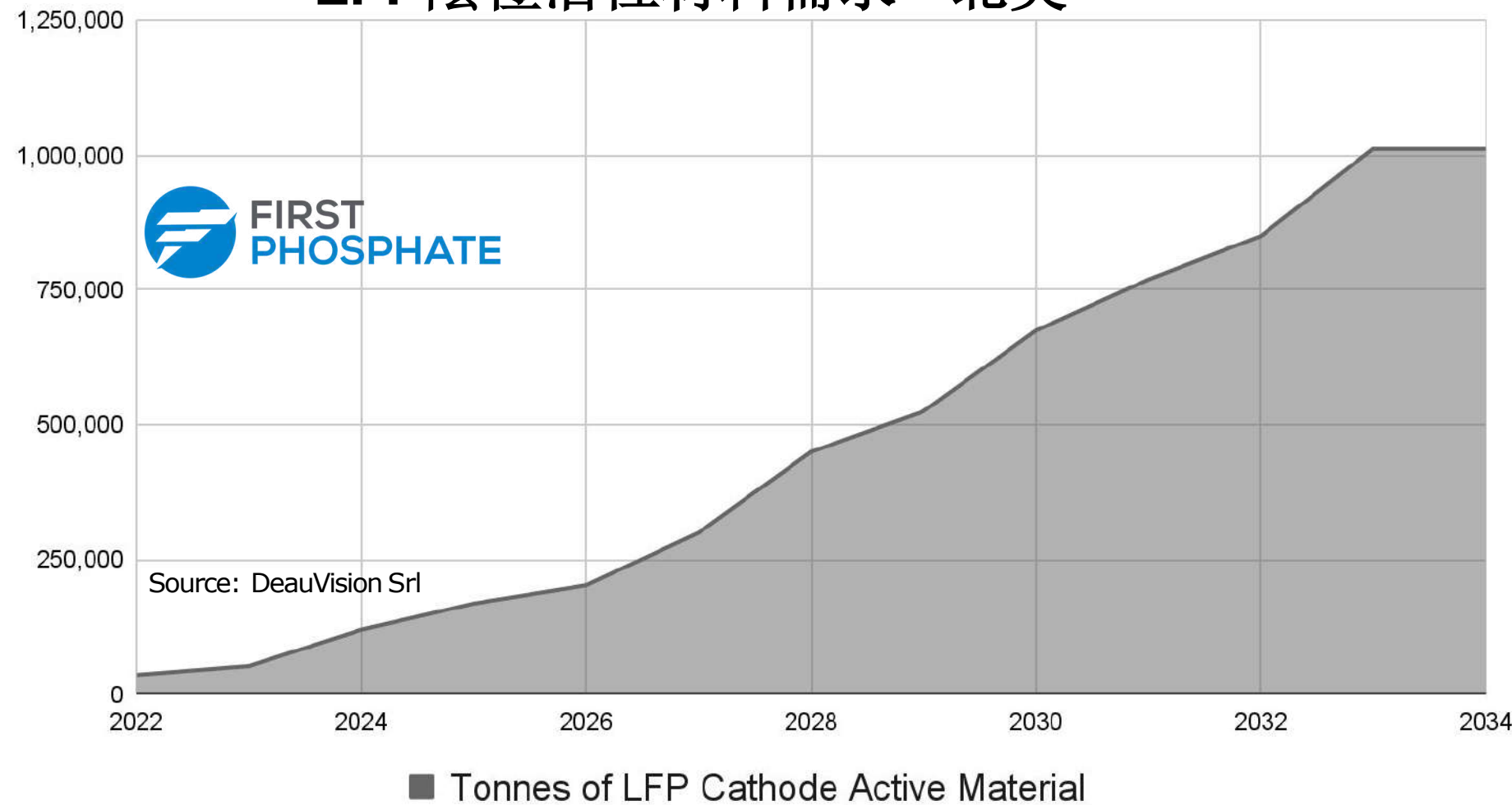
By 2030, the North American LFP Battery Industry will require over 35% more purified phosphoric acid to produce LFP batteries to satisfy EV industry needs alone. / 到2030年, 北美 LFP電池行業生產 LFP電池所需的純磷酸需要增加35%以上, 才僅能滿足電動汽車行業的需求。

Source / 來源: DeauVision Srl

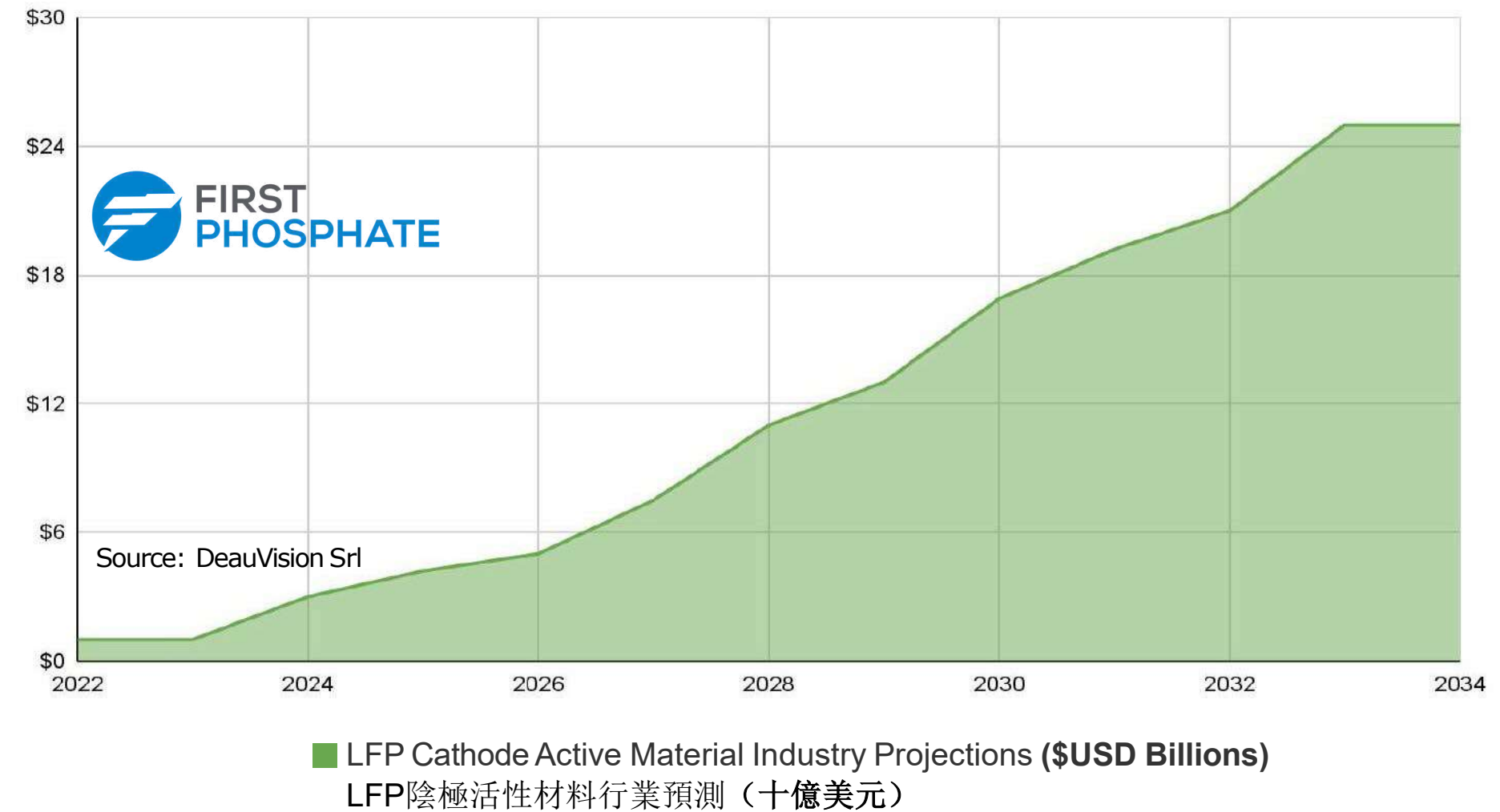
Estimated Demand for LFP Cathode Active Material (EVs Alone)

對LFP陰極活性材料的需求量估測（僅電動汽車領域）

LFP Cam Demand - North America
LFP陰極活性材料需求 - 北美



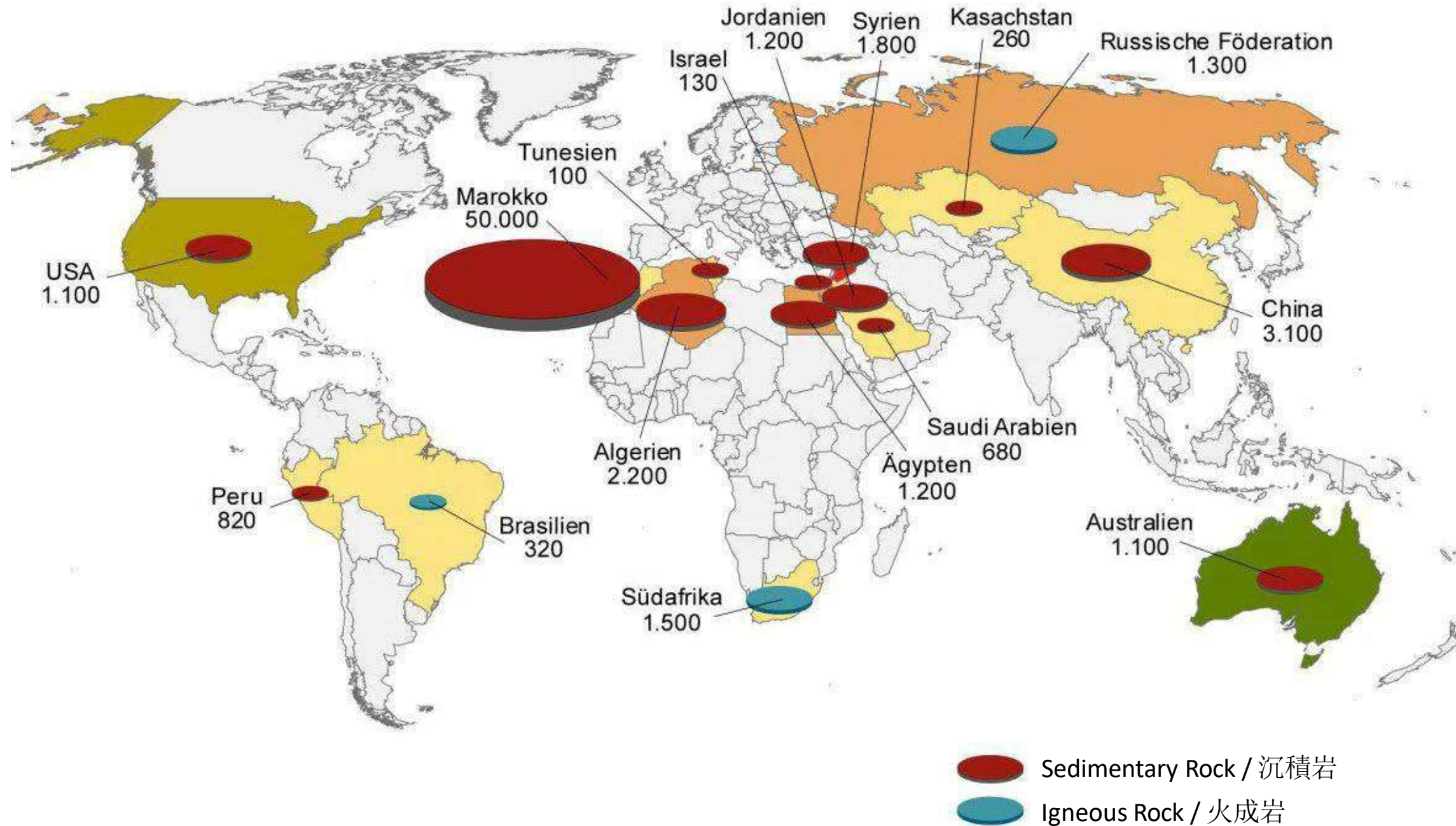
\$ LFP Cam Business - North America
\$ LFP陰極活性材料業務 - 北美



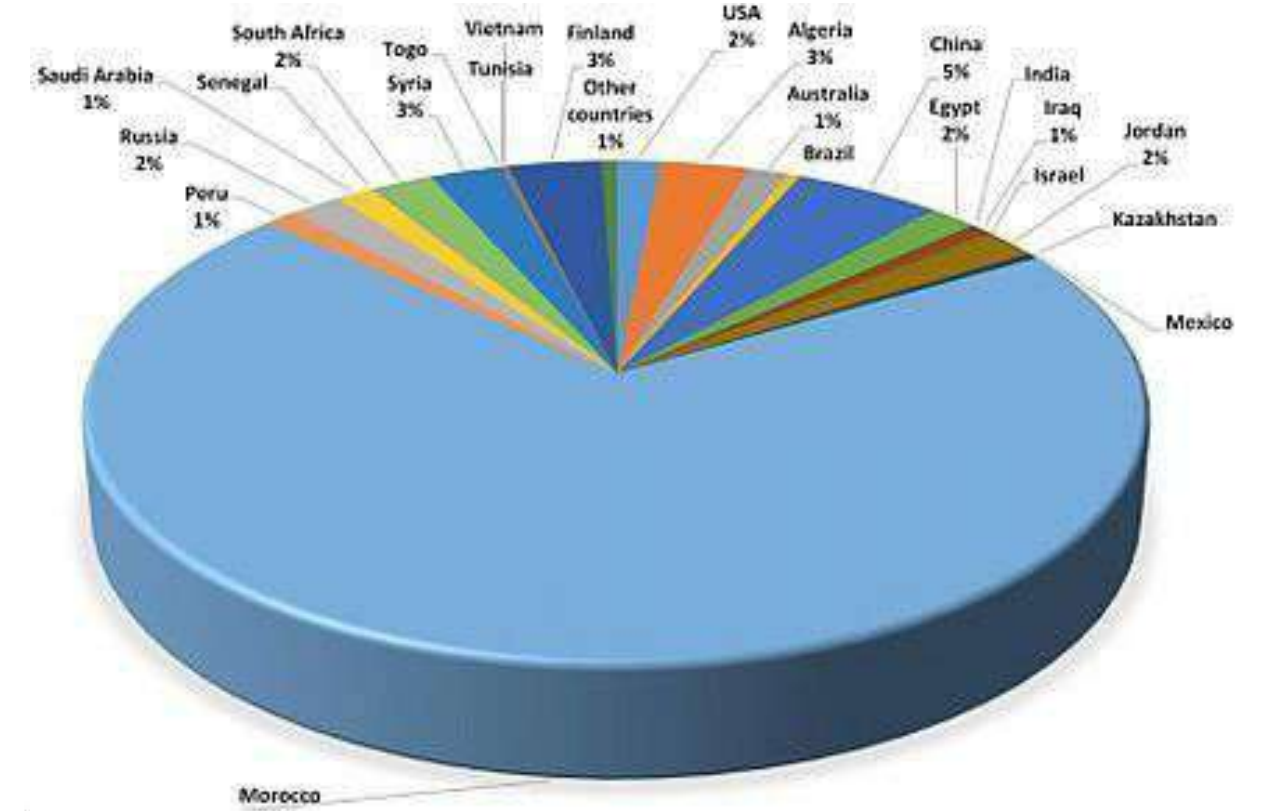
Where is Phosphate Currently Produced?

磷酸鹽目前的產地在哪裡?

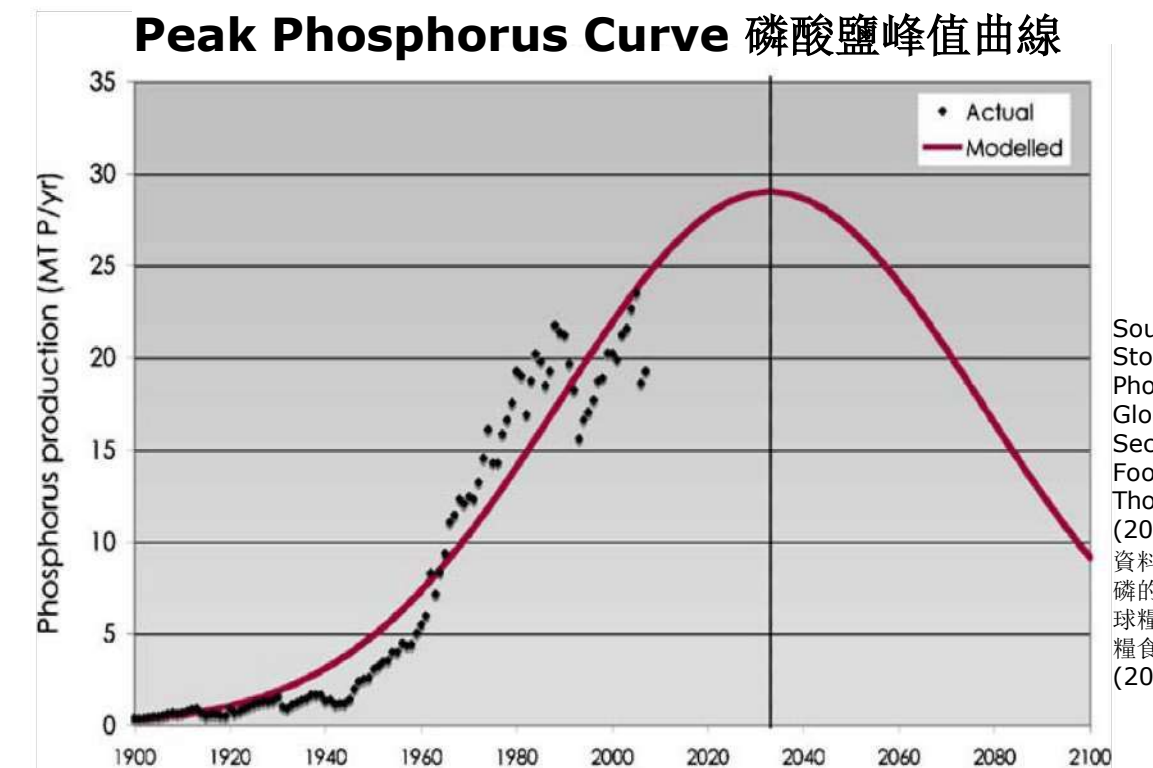
Phosphate Reserves in Mt
磷酸鹽儲量 (單位: 百萬噸)



DERA Deutsche Rohstoffagentur
Bundesanstalt für Geowissenschaften und Rohstoffe



Source: Global Status of Phosphorus, 2016
來源: 2016年全球磷生產狀況

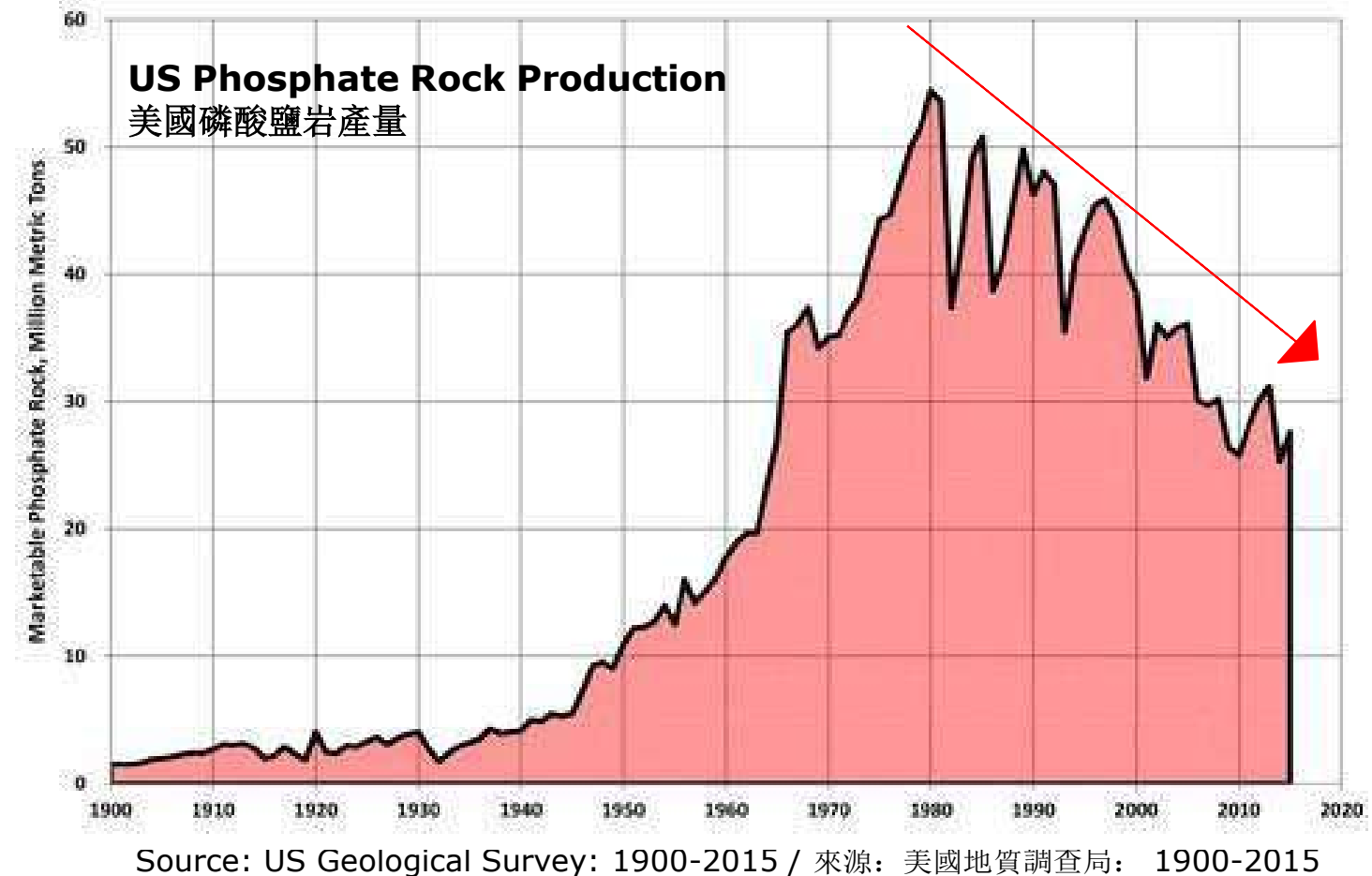
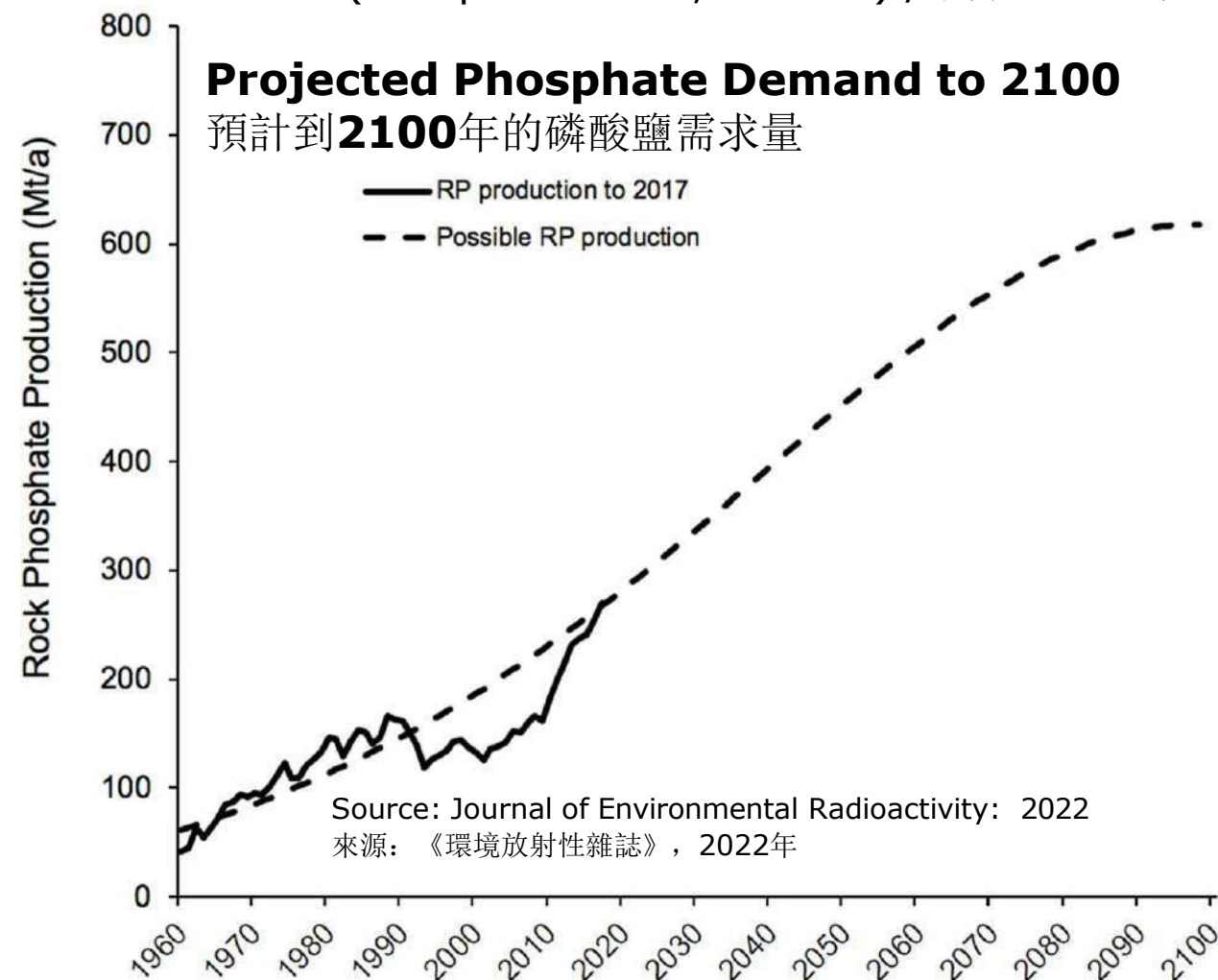


Phosphate Pricing Follows Food and not the Battery Market

磷酸鹽價格現在追隨的是食品行業，而非電池市場

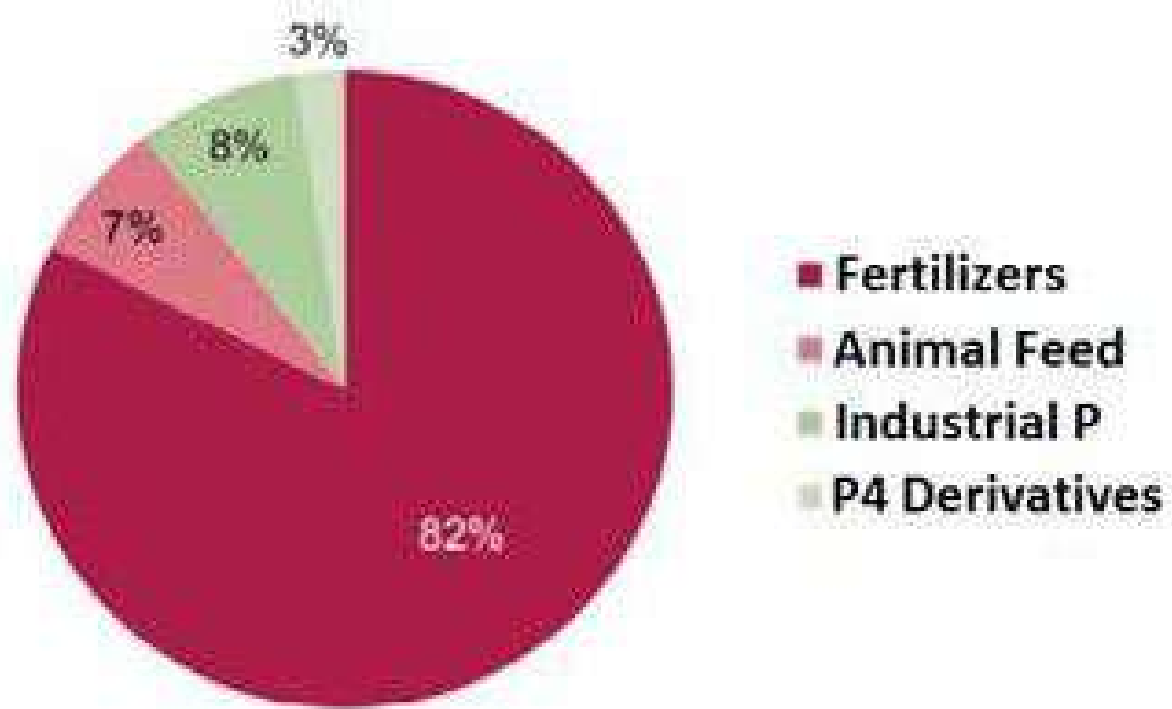
- Agricultural need for fertilizer / 農業對化肥的需求
- Growing Global Population / 全球人口不斷增長
- Conflicts, Trade Wars, Ethical Supply Concerns / 衝突、貿易戰、道德供應問題
- Supply Security and Sourcing / 供應安全與溯源採購
- Barriers to Entry on Mining and Refinement / 採礦和精煉的准入壁壘
- Responsibility, carbon and Environmental Considerations / 責任、碳排放和環境考慮因素
- Clean supply issues with heavy metals & gypsum piles / 重金屬和石膏堆的清潔供應問題
- Small amount of clean igneous reserves / 少量清潔火成岩儲量
- Critical Mineral Lists (European Union, Ontario) / 關鍵礦物清單（歐盟、安大略省）

Phosphate (phosphorous) is designated as a critical mineral by the Quebec and Canadian governments. 磷酸鹽（磷）已被魁北克省和加拿大政府列入關鍵礦產名單。



Purified Phosphoric Acid is a Capacity-Constrained Specialty Product

純磷酸是一種產能受限的特種產品



Source 來源: (Prud'Homme, 2010, from Schroder et. al., 2010)

Phosphate bearing rock is crushed and processed to obtain Concentrated Phosphate Rock (25%-41% purity level). Sedimentary Rock (25%-34%). Igneous Rock (38%-41%). / 含磷酸鹽岩石經磨碎和加工後可得到磷酸鹽精礦（純度為25%-41%）。沉積岩（純度為25%-34%）。火成岩（純度為38%-41%）。

Concentrated Phosphate Rock is then processed into medium purity Merchant Grade Phosphoric Acid (MGA) for fertilizer and Animal feed. / 磷酸鹽岩精礦隨後被加工成中等純度的商品級磷酸（MGA），用於肥料和動物飼料中。

Merchant Grade Phosphoric Acid (MGA) is then processed into Purified Phosphoric Acid (PPA) / 然後將商品級磷酸（MGA）加工成純磷酸（PPA）。

Purified Phosphoric Acid (PPA) has a wide ranging number of food and industrial applications. / 純磷酸（PPA）在食品和工業領域有著廣泛的應用。

There are only 4 main suppliers of PPA in the Western World all of which are integrated into their own food or industrial production or which are almost all fully off-taken. There is little excess PPA left for LFP production. 西方世界只有4個主要的PPA供應商，且都與自己的食品或工業生產結合在一起，或者幾乎都已被完全收購。用於LFP電池生產的多餘純磷酸所剩無幾。

Yet, we will require 2x-3x the amount of PPA currently available in North America by 2030 in order to accommodate LFP battery demand. / 到2030年，我們需要達到北美現有PPA產能的2-3倍，才能滿足LFP電池的純磷酸需求。

89%: Merchant Grade Acid (MGA)

89%: 商品級磷酸 (MGA)



Fertilizer
化肥



Animal Feeds
動物飼料

8%: Purified Phosphoric Acid (PPA) Industrial Applications

8%: 純磷酸 (PPA) 工業應用



Food
食品



Electronics
電子產品



LFP Battery
LFP電池



Industrial
工業



Pharma
醫藥



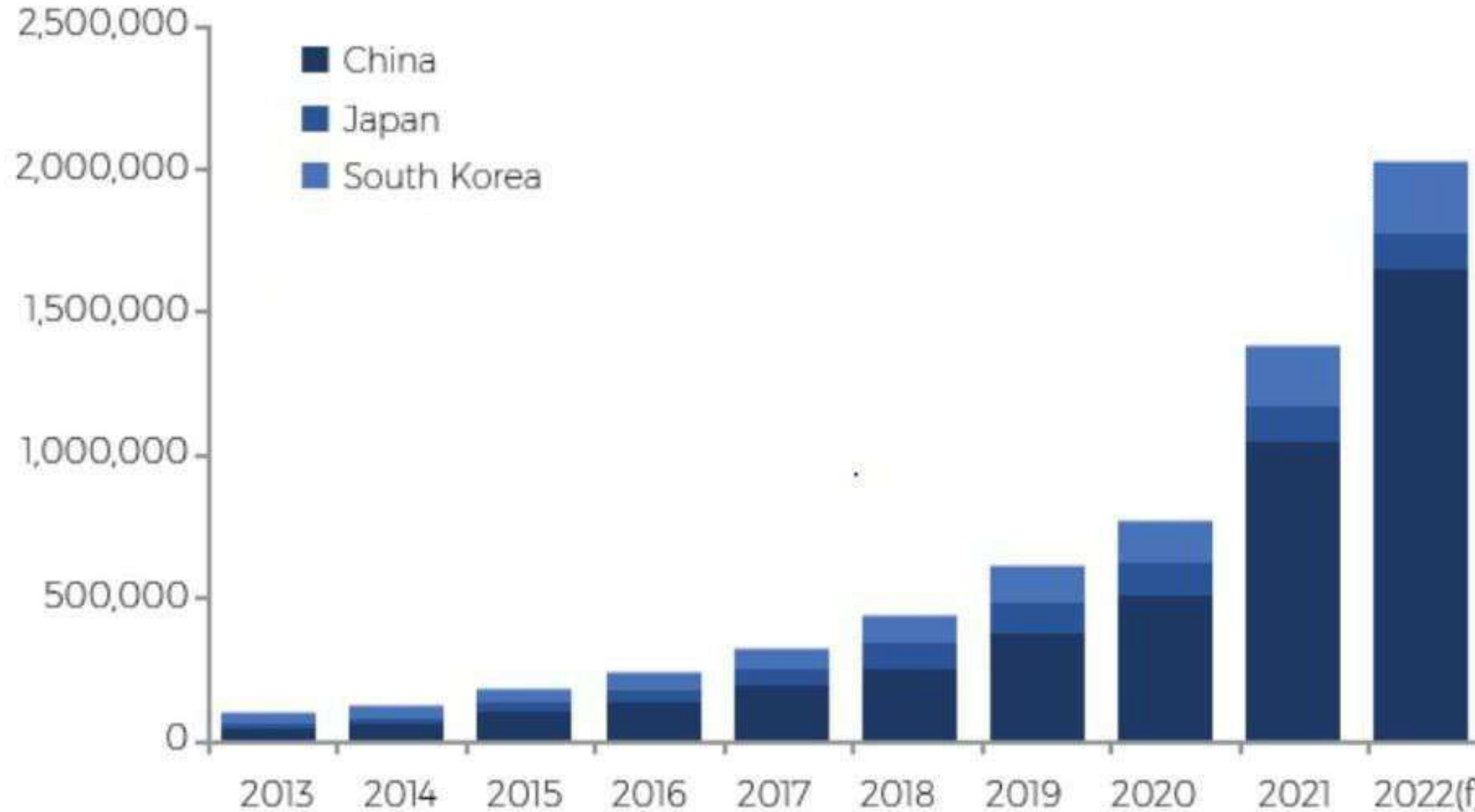
Water
水



Fire Safety
消防安全

Over 90% of LFP Batteries Are Currently Made in China

現階段超過90%的LFP電池是中國製造的



Leading Global LFP Manufacturers: 全球領先的LFP製造商:

- CATL (China) / 寧德時代 (中國)
- BYD (China) / 比亞迪 (中國)
- Panasonic (Japan) / 松下 (日本)
- LGES (South Korea) / LGES (韓國)
- SK Innovation (South Korea) / SK 創新 (韓國)

Sources: / 來源:

<https://www.saurenergy.com/ev-storage/the-top-5-ev-battery-manufacturers-in-the-world>
<https://insideevs.com/news/559579/west-needs-lfp-battery-capacity>

Source: Benchmark Mineral Intelligence 2022 | October 2022 Cathode Assessment
 來源: 基準礦物情報, 2022年10月陰極評估

Domestic North American LFP Supply Required Urgently

北美急需本地的LFP供應



US Inflation Reduction Act North American EV Battery Content Requirements:

美國《通貨膨脹

削減法案》要求**2023年40%**的電池
關鍵礦物在北美或與美國簽訂自由貿易協定的國家提取、加工或回收。

**40% in 2023. Increasing
gradually to 80% in 2026.**
2026年逐步增至80%

“The low abundance of sulfide gangue minerals suggests that the environmental risks of acid mine drainage from tailings would be minimal. Such low concentrations of deleterious trace elements and sulfide minerals make the Lac à l'Original deposit an attractive and highly probable, responsibly compliant source of North American P for the LFP battery industry.” / “硫化脈石礦物含量低，這表明從尾礦中排出的酸性廢水對環境造成的風險極小。有害微量元素和硫化物礦物質的濃度如此之低，使Lac à l'Original礦床成為鋰離子電池行業極具吸引力、極有可能成為負責任的北美LFP電池行業來源。”

“**At least 85% of the world's phosphate reserve base resides in North Africa and the Middle East.** This phosphatic region is composed entirely of sedimentary phosphorite and is therefore not ideally suited for the LFP battery market. **The First Phosphate deposit is a strategically located North American igneous occurrence** that is not directly in competition with fertilizer companies for P_2O_5 . **Only ~5% of the global phosphate reserve base is hosted in igneous rocks, which are more desirable for the LFP market** because they can contain fewer deleterious trace elements.” / “全球至少**85%**的磷酸鹽儲備基地位於北非和中東。這類磷酸鹽產區完全由沉積磷酸鹽岩組成，因此並不很適合LFP電池市場。**First Phosphate**的礦床是北美一個具有戰略意義的火成岩礦床，不直接與化肥公司爭奪 P_2O_5 資源。全球只有約**5%**的磷酸鹽儲量蘊藏在火成岩中，而火成岩由於含有較少的有害微量元素，對**LFP**電池市場來說更為理想。”



Dr. Peir K. Pufahl, P.Geo. / Peir K. Pufahl博士，專業地質學家

Professor, Queen's University / 皇後大學教授

Co-Director, Queen's Facility for Isotope Research / 皇後大學同位素研究機構聯合主任

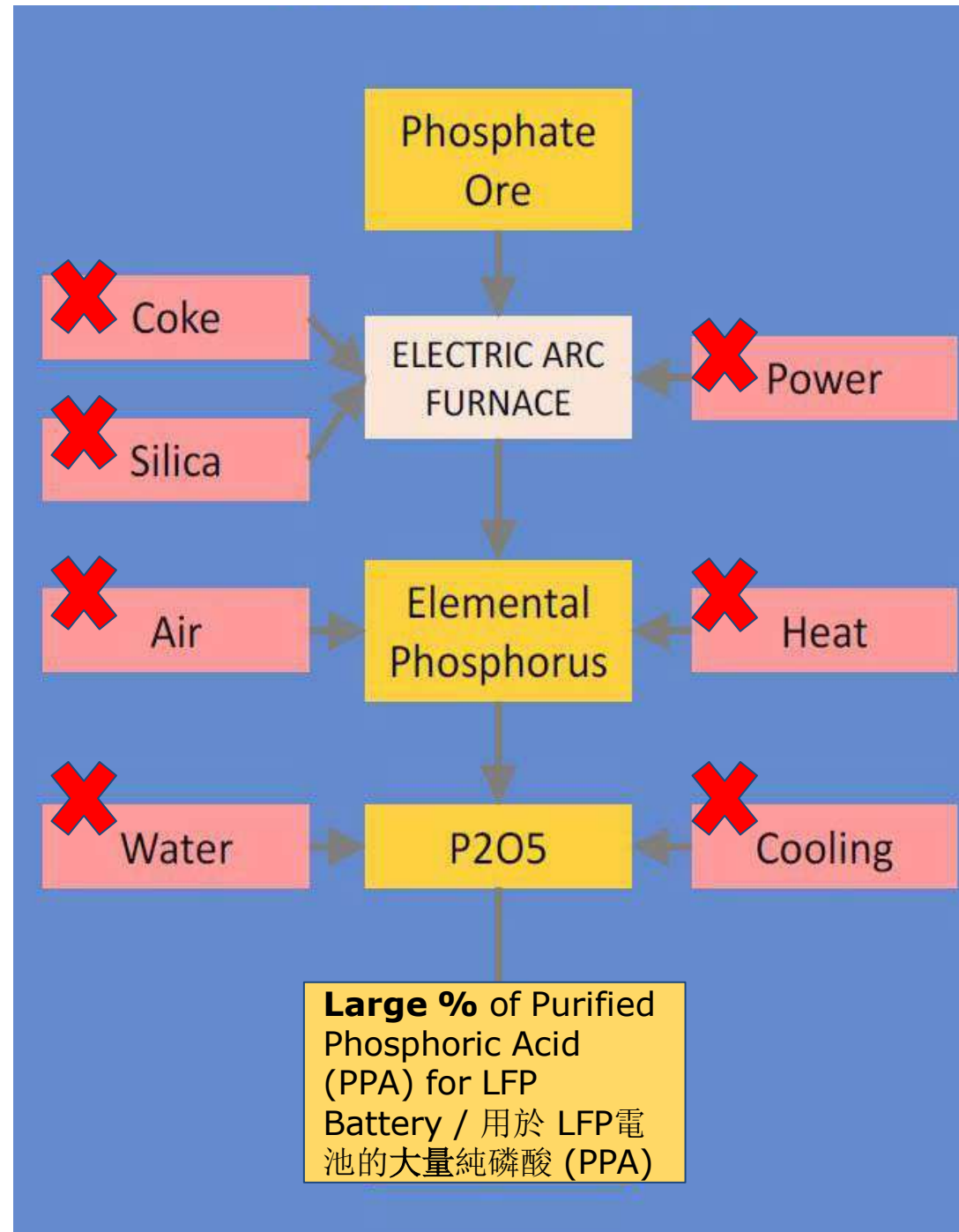
Member, First Phosphate Corp, Advisory Board / First Phosphate Corp.顧問委員會成員

Method of Producing Purified Phosphoric Acid Matters

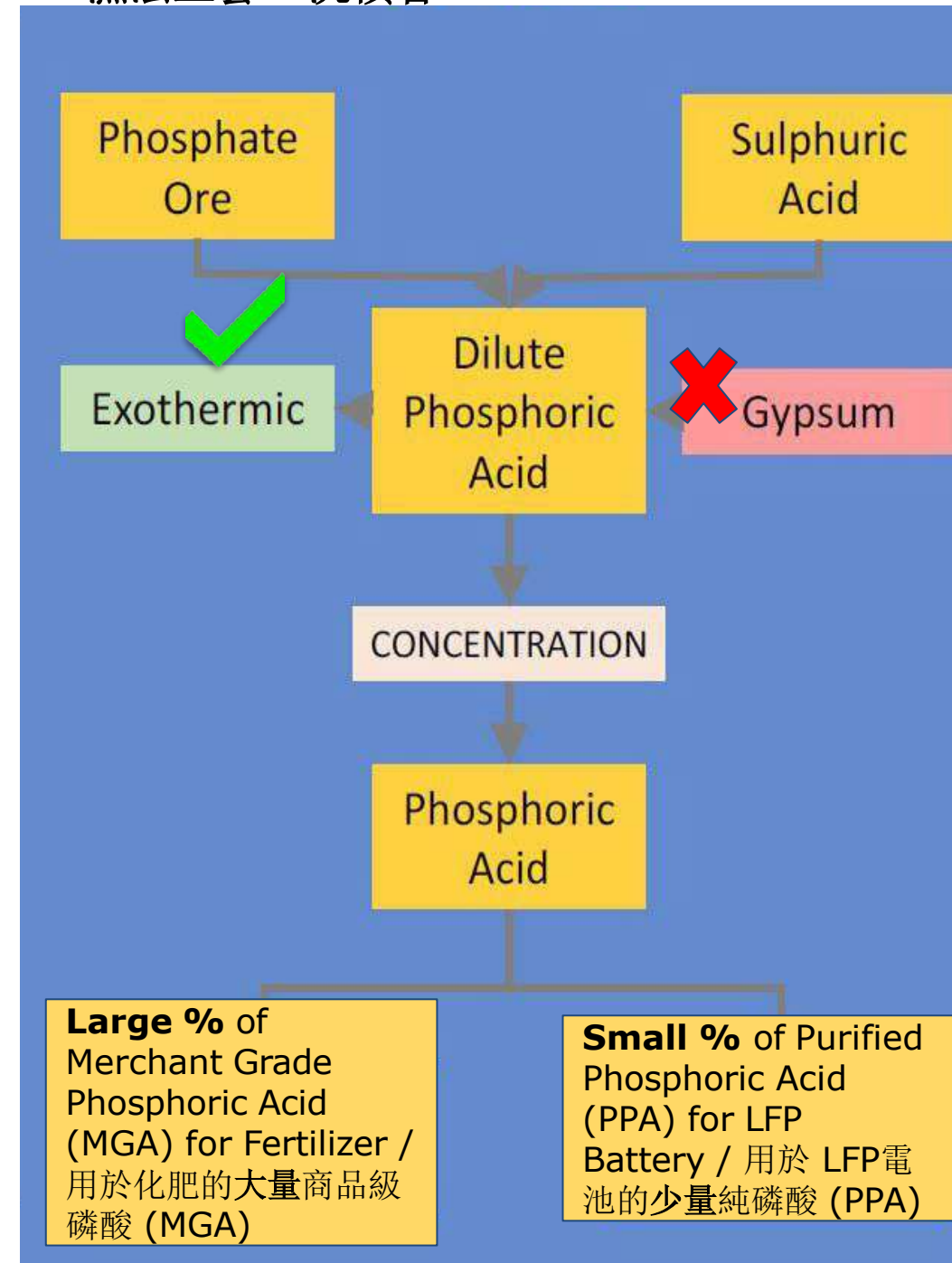
生產純磷酸物質的方法



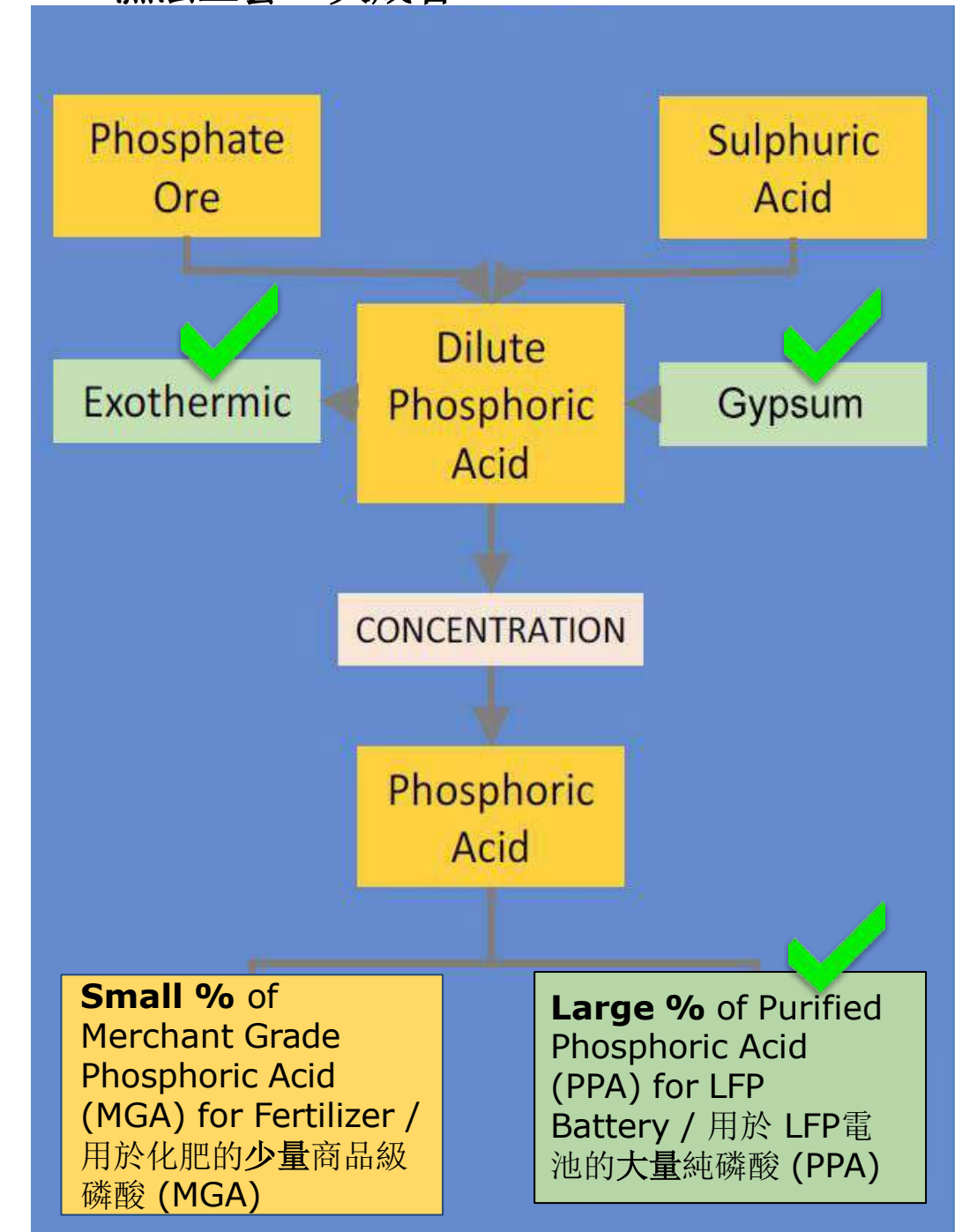
Thermal Process – Sedimentary Rock 熱法工藝 - 沉積岩



Wet Process – Sedimentary Rock 濕法工藝 - 沉積岩



Wet Process – Igneous Rock 濕法工藝 - 火成岩



Partial Source: Battery Metal Review 2022 / 部分來源: 2022年電池金屬評論

Igneous Rock Phosphate Resolves Radioactive Gypsum Issue

火成岩磷酸鹽解決了放射性石膏問題

✘ Sedimentary Rock Creates Gypsum Slag Piles 沉積岩形成石膏渣堆



The current method of producing phosphoric acid creates large gypsum slag piles with remaining radioactivity. This is not consistent with responsibility requirements around LFP grade purified phosphoric acid. Such practice is, in fact, no longer supported in Europe. / 目前的磷酸生產方法會產生大量殘留放射性的石膏渣堆。這不符合有關LFP級純磷酸的責任要求。事實上，歐洲已不再支持這種做法。



Moreover, only a small percentage of sedimentary rock feedstock can be converted to LFP grade purified phosphoric acid at reasonable cost and without responsibility incompatible residual waste issues. / 此外，只有一小部分沉積岩原料能夠以合理的成本轉化為LFP級純磷酸，並且不會產生不相容的殘留廢物問題。

✔ Igneous Rock Facilitates Circular Economy 火成岩支持循環經濟



Agriculture
農業



Cement
水泥



Plaster
砂漿



Only Igneous Phosphate rock can meet full responsibility rigours of the LFP battery industry.
只有火成磷礦石能完全滿足LFP電池行業的嚴格要求。

Gypsum produced is non-radioactive and it can be recycled into the circular economy into the agriculture, cement or construction industry.
生產出的石膏不具有放射性，可在循環經濟中回收利用，用於農業、水泥或建築業。

Moreover, up to 90% of igneous rock feedstock can be converted to LFP grade purified phosphoric acid.
此外，多達90%的火成岩原料可轉化為LFP級純磷酸。



Rapidwall



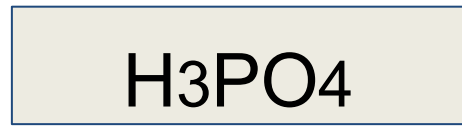
Rapidseal

LFP Cathode Active Material Production - Traditional Method

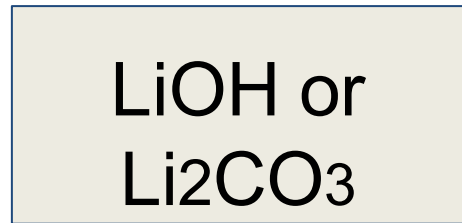
生產LFP陰極活性材料 - 傳統方法

Purified Phosphoric Acid

純磷酸

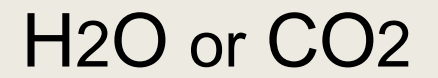
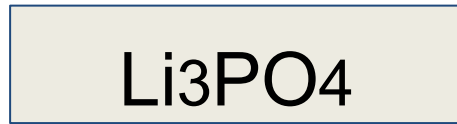


+



Lithium Phosphate

磷酸鋰

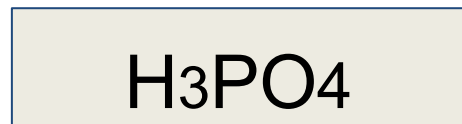


Lithium Hydroxide or Carbonate

氫氧化鋰或碳酸鋰

Purified Phosphoric Acid

純磷酸

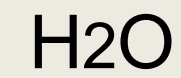


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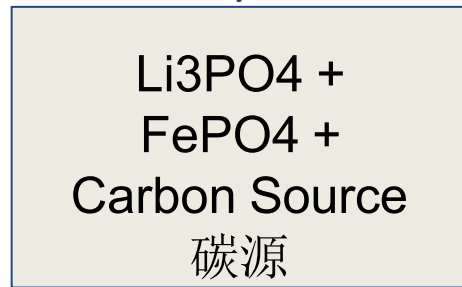


Iron Phosphate

磷酸鐵



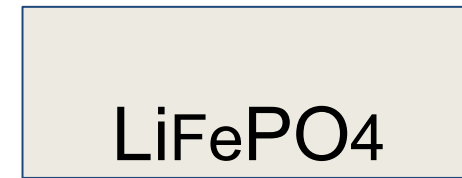
Iron Sulfate
硫酸鐵



Mixing
混合

Lithium Iron Phosphate (LFP)

磷酸鐵鋰



Milling
碾磨



Calcination at 1000° C
1000° C 煨燒

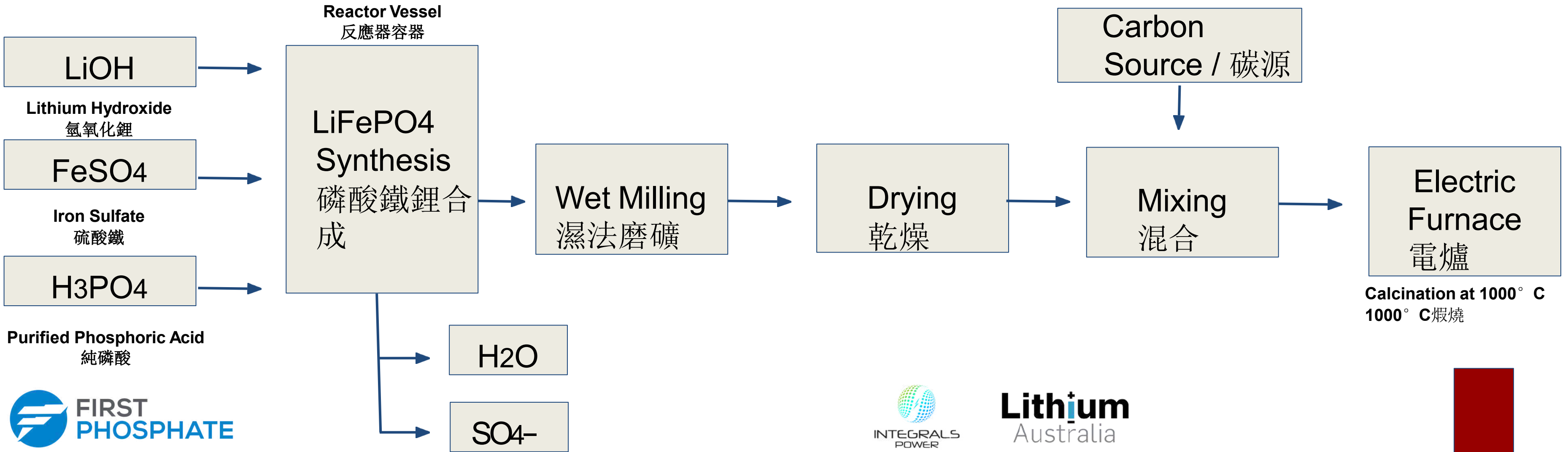


Electrical Consumption
用電量

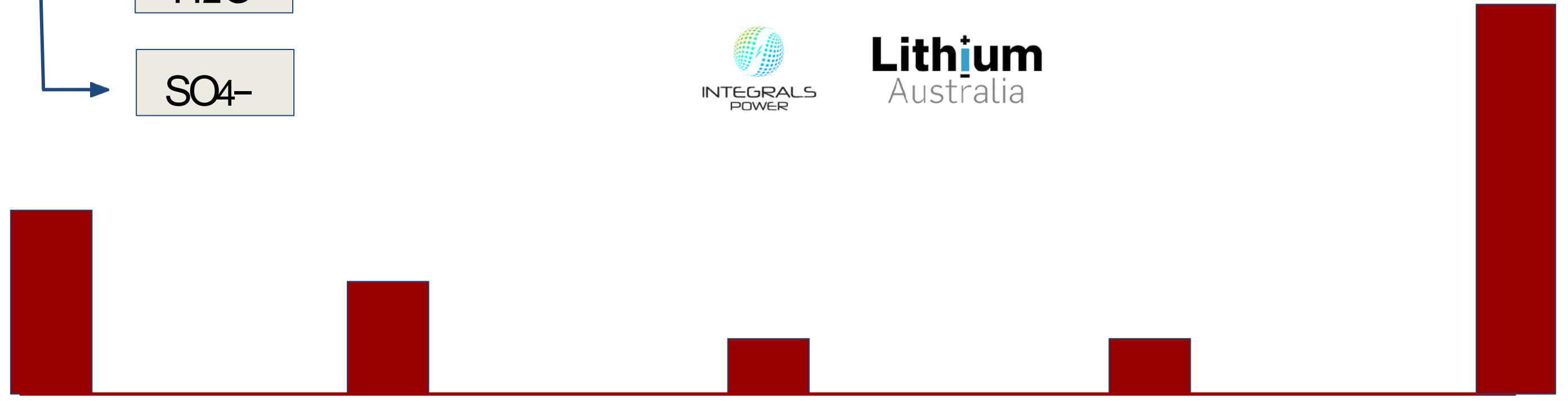


LFP Cathode Active Material Production - Newer Methods

生產LFP陰極活性材料 - 新方法



Electrical Consumption
用電量



Symbol 股票代碼	Exchange 交易所	Name / 公司名稱	Phosphate Deposit Location / 磷酸鹽礦床位置	High Purity Igneous 高純度火成岩	LFP Battery Focused 專注LFP電池	North American Source 北美來源
PHOS	CSE	First Phosphate Corp.	Saguenay (Quebec) / 薩格奈 (魁北克省)	Yes / 是	Yes / 是	Yes / 是
AEV	ASX	Avenira Ltd.	Wonarah (Australia) / 澳大利亞)	No / 否	Partially / 部分	No / 否
DAN	TSXV	Arianne Phosphate Inc.	Lac-a-Paul (Quebec / 魁北克省)	Yes / 是	Partially / 部分	Yes / 是
FOX	CSE	Fox River Resources Corp	Martison (Ontario / 安大略省)	Yes / 是	No / 否	Yes / 是
ICL	NYSE	ICL Group Ltd	Israel / 以色列	No / 否	Partially / 部分	No / 否
IFOS	TSXV	Itafos	Farim (Guinea / 幾內亞), Santana (Brazil / 巴西), Conda (Idaho / 愛達荷州)	No / 否	No / 否	Yes / 是
KRPZ	AIM	Kropz PLC	Elandsfontein (S. Africa / 南非), Hinda (R.Congo / 剛果共和國)	No / 否	No / 否	No / 否
LRA	TSXV	Lara Exploration Ltd.	Bhaia Inglesa (Chile / 智利)	No / 否	No / 否	No / 否
MNB	ASX	Minbos Resources Ltd.	Cabinda (Congo / 剛果)	No / 否	No / 否	No / 否
MOS	NYSE	Mosaic	USA / 美國	No / 否	No / 否	Yes / 是
NTR	TSX	Nutrien Ltd.	USA / 美國	No / 否	No / 否	Yes / 是
YAR	OL	Yara International ASA	Siilinjärvi (Finland / 芬蘭)	Yes / 是	No / 否	No / 否
NZP	TSXV	Chatham Rock Phosphate	Chatham Rise (New Zealand / 紐西蘭), Korella (Australia / 澳大利亞)	Partially / 部分	No / 否	No / 否
RVG	TSXV	Revival Gold Inc.	Diamond Mountain (Utah / 猶他州)	No / 否	No / 否	Yes / 是
FTZ	ASX	Fertoz	Fernie (Alberta / 阿爾伯塔省), Wapiti (British Columbia / 卑詩省)	No / 否	No / 否	Yes / 是
CSM	ASX	Centrex Ltd.	Ardmore (Australia / 澳大利亞)	No / 否	No / 否	No / 否



Thank you. / 感謝參閱!

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Bennett Kurtz, CFO / 首席財務官 bennett@firstphosphate.com

www.FirstPhosphate.com



Statutory Rights of Rescission

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 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 securities offered in connection with this presentation, purchasers in Alberta, British Columbia and Quebec are not entitled to the statutory rights described above. In consideration of their purchase of the securities offered in connection with this presentation 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 the securities offered in connection with this presentation.

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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.

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.

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

1. 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;
2. 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
3. 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.

Statutory Rights of Rescission

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.

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.

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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.

Statutory Rights of Rescission

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.

Statutory Rights of Rescission

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:

1. no person or company will be liable if it proves that the purchaser purchased the securities with knowledge of the misrepresentation;
2. 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
3. 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:

1. no person will be liable if it proves that the purchaser purchased the securities with knowledge of the misrepresentation;
2. 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
3. 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.