



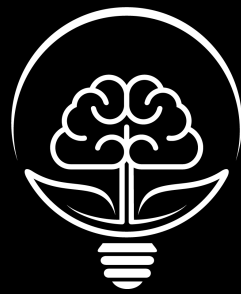
**RED LIGHT HOLLAND**

UNDERGROUND TO MAINSTREAM

**CSE: \$TRIP**

**INVESTOR PRESENTATION**

Q2 2020



**RED LIGHT HOLLAND**  
UNDERGROUND TO MAINSTREAM

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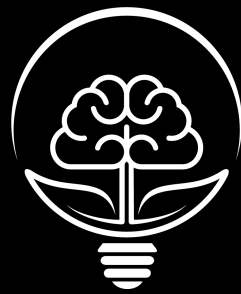
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## DISCLAIMER

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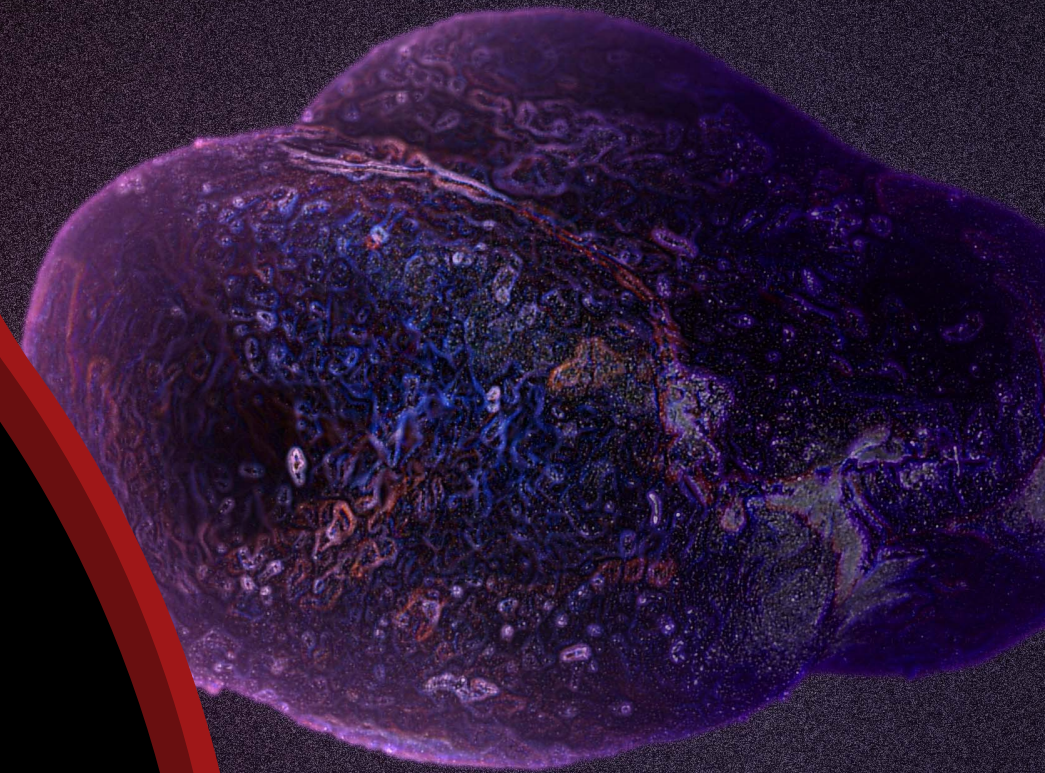


**Red Light Holland will provide recreational grade Truffles and potentially EU-GMP medical grade truffles to the current legal adult use market in the Netherlands.**

Red Light Holland's business revolves around the production, growth and sale (through existing Smart Shops operators) of a premium brand of magic truffles to the legal, recreational market within the Netherlands, in accordance with the highest standards, in compliance with all applicable laws. Red Light Holland is strategically based in the Netherlands, an area with a long-standing, established legal legal magic truffles market.

Red Light Holland's management and advisory members are comprised of a core group of highly skilled individuals with the wealth of combined knowledge and experience (relating to growing, mass-producing, compliance, distributing, marketing and managing, etc.) necessary to help fix Red Light Holland as a leader in this early-stage, emerging field.

Red Light Holland has a proposed plan to seek a EU-GMP certification for its production facility in the Netherlands in order to also produce and supply medical grade, EU-GMP certified premium magic truffles within the Netherlands (in addition to a non-EU-GMP grade of premium magic truffles), in a clean room facility.







*"Red Light Holland's goal is to, over time, help make the relatively unknown 'magic truffle' a familiar name across the world.*

*We are currently setting up to grow, distribute and market a premium brand of magic truffles to the legal, recreational market within the Netherlands, and we can't wait to shift the existing paradigm to direct further attention to the legal and responsible use of magic truffles."*

**Todd Shapiro**

CEO, Red Light Holland





# VERTICALS





## RED LIGHT HOLLAND

Red Light Holland is a supplier of premium magic truffles to the legal, recreational adult use market in the Netherlands, with a proposed plan to seek a EU-GMP certification for its production facility in the Netherlands, in order to also produce and supply medical grade, EU-GMP certified premium magic truffles within the Netherlands.





## SCARLETTE LILLIE SCIENCE AND INNOVATION

Red Light Holland intends to, in the future, establish Scarlett Lillie Science and Innovation, a business segment to supplement its core business. Scarlett Lillie Science and Innovation's goal will be to supply the medical market, with naturally occurring, non-synthetic psilocybin as current research shows clinical trials are using a synthetic pro-drug compound. Red Light Holland hopes to explore the entourage effect of whole fungi medicine and to establish itself as a pioneering company with the capability to grow medical grade truffles which will potentially help discover more about the entire psilocybin Truffle.







# PRODUCTS

# Microdosing Kit

Red Light Holland has developed iMicrodose, a non-synthetic premium truffle microdosing kit to promote responsible use. Microdosing involves taking a much smaller dose on a scheduled routine, compared to that of a recreational dose. The magic truffles are sold in their natural, raw and unprocessed form, and need to be refrigerated prior to use. The iMicrodose kits are currently only available for purchase in The Netherlands.





# Merch

Red Light Holland has released a line of custom merchandise for supporters and fans to enjoy globally. Merch includes Red Light Holland branded; Toques, fitted hats, trucker hats and baseball jerseys. Most merch items are printed with the company logo, name and ticker symbol (\$TRIP) and will be available for purchase through the company website.

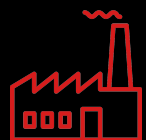


The background features a teal wavy shape with a darker teal border, set against a black background. Inside the teal area, there are several rock-like textures in shades of teal and white. The text "CORPORATE OVERVIEW" is centered in white, bold, uppercase letters.

# CORPORATE OVERVIEW



**Our core business will revolve around the production, growth and sale of recreational and potentially EU-GMP medical grade truffle products in clearly defined legal markets.**



#### **EU-GMP Facility**

Red Light Holland is starting to build out its potential EU-GMP facility which aims to pioneer and lead EU-GMP in the naturally occurring PSILOCYBIN category with the strictest legal compliance measures.



#### **Whole Fungi Medicine**

Scarlette Lillie Science and Innovation plans on initiating and partnering with medical professionals to help further study the health benefits of 'whole fungi' medicine.



#### **Netherland's Based**

Strategically based in the Netherlands, Red Light Holland will provide a premium brand Truffle to the current Dutch market.



#### **Premium Brand**

Red Light Holland plans to produce, distribute and market a premium health and wellness brand truffle to the highest standard.



The company's core business is expected to revolve around the production, growth and sale of Truffles' products in compliance with all applicable laws. The company may, in the future, expand its business and attempt to emulate its business model if and when a viable, and legal market for magic mushrooms develops. However, the timing of such expansion, if any, remains subject to various factors, including market and regulatory conditions.

## RED LIGHT HOLLAND CORP.

Capitalization Table  
(as at January 8, 2021)

<b>Common Shares Outstanding (Basic)</b>	<b>258,688,546</b>
Options	11,316,668
Warrants	19,918,750
<b>Total Common Shares Outstanding (Fully Diluted)</b>	<b>289,923,964</b>

The background of the slide features a dark blue gradient with a large, wavy, golden-yellow shape in the center. Inside this shape, there are several realistic, light-colored rocks of various sizes and textures, some of which are reflected on a surface below them. The text "CORPORATE LEADERSHIP" is centered in white, bold, uppercase letters.

# CORPORATE LEADERSHIP





## Todd Shapiro

### CO-FOUNDER, CEO & DIRECTOR

Todd Shapiro, after being a top rated Radio Show host & a brilliant Marketing Entrepreneur with over 20 years of experience, has recently moved on from mainstream media to concentrate his efforts on being the CEO of Red Light Holland.

Shapiro also has an incredible history as one of North America's most professional & effective Brand Ambassadors and Influencers having worked with Canopy Growth, Samsung, Canada Goose, Canadian Tire & Boveda Inc.

Todd Shapiro most recently was an Honorary Chair for the Road Hockey To Conquer Cancer for the Princess Margaret Cancer Foundation and is a supporter of CAMH and the Polar Bear Foundation.

Todd currently sits on the Board of Directors for Red Light Holland, Datametrex and JamStacked as his experience, out of the box thinking and work ethic make him a valuable member to any team.



## Kyle Appleby

### CFO

Kyle spent the first 10 years of his career working in public accounting where he worked in both audit and advisory practices working with private companies and investment funds. In 2007 Kyle left the world of public accounting to focus on providing management and accounting services to public companies across a variety of industries including cannabis, agriculture, technology, mining, crypto-currency and others.

Kyle has been the Chief Financial Officer for numerous companies, listed in Canada, US and London and has extensive experience in financial reporting, providing strategic direction, IPOs, fund raising, and corporate governance. He holds a Chartered Professional Accountant designation and is a member in good standing of the Chartered Professional Accountants of Ontario and Canada.



## Hans Derix

### PRESIDENT

Hans is a certified Substance Abuse Therapist (APCB) and member of the Association of Addiction Professionals (NAADAC) with over a decade of experience in the field of addiction treatment. He is the founder and managing director of Sensum, Asia's first and only addiction treatment provider specialized in round-the-clock, one-on-one, in-home rehab services.

As a founding member of The New Life Foundation and former, senior member of Asia's largest rehab center The Cabin, Hans has been instrumental in promoting third wave, mindfulness based therapies to the field of addiction recovery in Asia. Hans recognizes the huge potential of natural remedies, including magic truffles, in treating individuals suffering from mental health disorders such as addiction. He is a strong advocate of further, clinical research and his aim is to achieve such with Red Light Holland. Hans was born and raised in the south of Holland in an area known for its mushroom production.



## Russell Peters

### CHIEF CREATIVE OFFICER

Russell Peters was recently named as one of Rolling Stone's 50 Best Comics of All Time. He started doing stand-up at the age of nineteen at open mics in his native Toronto, and spent the next fifteen years honing his craft at clubs across Canada and the UK. In 2004, Peters gained critical and global recognition for his CTV "Comedy Now!" special and soon became the first comedian to sell-out Toronto's Air Canada Centre in 2007. Peters went on to set attendance records at venues from Madison Square Garden to The Sydney Opera House to London's O2 Arena – where he broke the UK attendance record for highest number of tickets sold for an individual comedy show.

His subsequent tours were captured in his successful specials broadcast on Showtime and Comedy Central: Outsourced in 2006; Red, White and Brown in 2008; and, The Green Card Tour in 2010. In 2013, Peters became the first comedian to create a Netflix Original Comedy Special. Peters' most recent tour, The Deported World Tour was seen by over 400,000 fans in 40 cities across 20 countries and culminated in with the stand- up Russell Peters Deported on Amazon Prime in January 2020.

Peters has been awarded Gemini, Peabody, Emmy and Canadian Screen Awards for his hosting, producing and acting talents. His last TV series, The Indian Detective set a Canadian viewership record for Bell Media /CTV in 2017 and was released globally on Netflix.

Peters resides in Las Vegas and Los Angeles. When not on tour he spends every day with his nine-year-old daughter, Crystianna and newborn son, Russell Santiago. He has a blue belt with three stripes in Jiu Jitsu and is an ardent DJ and hip-hop junkie who tries to get on the turntables for at least a few minutes every day.





# BOARD OF DIRECTORS



## Brad J. Lamb

### CHAIRMAN OF THE BOARD OF DIRECTORS

Long considered Toronto's top condominium broker, Brad J. Lamb is also one of the cities most prominent developers. He is a driving force behind Canada's burgeoning real estate market. As CEO of Brad J. Lamb Realty Inc. and Lamb Development Corp Brad has 30 years of widespread industry experience. He is responsible for the marketing and sales campaigns of over 130 condominium projects across six major Canadian cities. Additionally, Brad's team of sales experts have helped many thousands of consumers in the buying and selling of property. To date, Brad J. Lamb has been involved in the sale of over 29,000 properties for more than 8.5 Billion dollars. Since 2002, Lamb Development Corp has completed nineteen developments, some 3400 suites for over \$1.3 Billion. Currently, Lamb Development Corp has three projects under construction, almost 800 suites for a value of \$360 Million. Lamb Development Corp is in development on a further 15 projects in Toronto, Hamilton, Calgary and Edmonton with a value of \$2.4 Billion.



## Ann Barnes

### DIRECTOR

Ann has acted as corporate counsel and General Counsel for a number of private and publicly held companies, including Manulife Financial, TSN, Cott Corporation, and Insight Sports. She left her legal career to focus on her entrepreneurial passions for healthy food and plant based wellness. She founded and operated a chia and hemp based food company, published two (2) health food cookbooks and developed a social media following of over 31,000 people. She is a well-respected public speaker with a popular Tedx talk and an active advocate for plant based wellness.

Ann is the founder and original investor and Chairman of the first legally licensed medical cannabis company in Canada: Peace Naturals Project Inc., which majority was sold to Cronos Group Inc. and subsequently bought out by Altira (Marlborough) (NASDAQ ticker: CRON). Ann is also a Director of Earth Alive Clean Technologies, (Ticker: EAC.CN) a clean technology company that focuses on natural soil inputs to increase produce output while enriching the environment.

Ann is currently the Founder and CEO of Edica Naturals which provides anti-aging solutions with natural and plant based supplements and clean CBD products through the FullBody CBD product line.



## Binyomin Posen

### DIRECTOR

Mr. Binyomin Posen is a Senior Analyst at Plaza Capital Limited, where he focuses on corporate finance, capital markets and helping companies to go public. After three and a half years of studies overseas, he returned to complete his baccalaureate degree in Toronto. Upon graduating (on the Dean's List) he began his career as an analyst at a Toronto boutique investment bank where his role consisted of raising funds for IPOs and RTOs, business development for portfolio companies and client relations.



The background of the slide is a solid dark red color. A large, wavy, horizontal band of a lighter red color runs across the middle of the slide. Within this band, there are several faint, semi-transparent images of what appear to be rocks or mineral specimens. The text "CREATIVE CONSULTANTS" is centered in white, bold, uppercase letters within the lighter red band.

# CREATIVE CONSULTANTS



## Karim Rashid

### HEAD OF DESIGN

Karim Rashid is an Egyptian-born and Canadian-raised industrial designer. His designs include luxury goods, furniture, lighting, surface design, brand identity and packaging. Time magazine has described him as the "most famous industrial designer in all the Americas" and the "Prince of Plastic".

Karim was named the Head Designer for The Wisdom Truffle, a figurine that will work through Red Light Holland's Augmented Reality to encourage people to leave their phone behind and instead recommend one goes for a "walk" or go outside to "exercise" and to "live in the moment". The Wisdom Truffle's intention is to highlight an iMicrodose lifestyle which promotes positivity, help put a smile on one's face and connect people to an enlightened community.



## Khloë Terae

### BRAND AMBASSADOR

Khloë Terae, a globally recognized influencer and model, has partnered with Red Light Holland to further promote the business by modeling the companies merchandise. Khloë as an extensive social media following which includes 2.4 million followers on Instagram (@Khloë), 2.2 million likes on Facebook, and 647,000 followers on Twitter. Khloë has appeared in Playboy, MAXIM, Sport Illustrated, walked runways in Paris, LA, Miami, NYC, & Toronto, and has appeared on numerous Billboard ads in Beverly Hills, Las Vegas & West Hollywood. Khloë is also an advocate for raising autism awareness via the organization Autism Speaks.





# ADVISORY BOARD

## Bruce Linton

### CHAIR OF ADVISORY BOARD

Founder & former Chairman, CEO and Co-CEO of Canopy Growth Corporation (CGC) formerly Tweed Marijuana Incorporated, a cannabis company based in Smiths Falls, Ontario, Canada. Bruce founded Tweed in 2013 and renamed it Canopy Growth Corporation in 2015. Canopy Growth Corporation was the first cannabis company in North America to be listed on a major stock exchange (TSX-V in April 2014 and TSX in July 2016) and to be included on a major stock index (S&P/TSX Composite Index in March 2017). Bruce led CGC from a TSX-V listed start-up company with an \$80 million market cap to a NYSE/TSX listed company (S&P/TSX60) including more than 30 M&A activities. Ranking number one on the TSX30 with a market cap of over \$20 billion by the summer of 2019.

Bruce's experience as a founder, CEO, and board member across a diversity of sectors was a huge influence for the success of CGC. Earning market support for capital raises of over \$6 billion in public capital markets and private placements, the company funded capacity growth and opened new markets, including a \$5 billion CAD investment by Fortune 500 beverage company, Constellation Brands (NYSE:STZ).

Bruce is Co-Founder and was Chairman and CEO of Canopy Rivers, Inc.(TSX:RIV).

Notably, throughout his career, Bruce has been responsible for the acquisition and/or disposition of nearly \$4 billion in business assets and has established regular engagement with the World Bank and Asia Development Bank.

Currently he holds the positions of: Executive Chairman for Vireo Health International, Inc., Executive Chairman for Gage Cannabis Co., Co-Chairman for Martello Technologies Group, Co-Founder of Ruckify, Executive Chairman for Wolverine Partners Corp, Chairman and CEO of Collective Growth Corporation which IPO'd on the NASDAQ on May 1, 2020. He is also special advisor with Better Choice Company, Director with Mindmed and an active investor with Slang Worldwide Inc., and OG DNA Genetics Inc.

Beginning his journey at Newbridge Networks Corporation, Bruce went on to be part of the establishing team at Crosskeys Systems Corporation, of which he was a key member for the NASDAQ/TSX IPO. He was GM and Re-Founder of computerland.ca, and Co-Founder of Webhancer Corp.

Bruce has acted as CEO and Director at Clearford Water Systems, Inc., past Chairman of the Ottawa Community Loan Foundation, past Board Member and Treasurer of Canada World Youth, past member of the Board of Governors for Carleton University.







## The Honourable Tony Clement

### SENIOR ADVISOR

The Honourable Tony Clement has had a long and distinguished career, spanning four decades, in politics, the law and business. He served in senior roles in Prime Minister Harper's Cabinet (2006-2015) as Health Minister, Industry Minister and President of the Treasury Board. In those roles he was tasked with senior leadership responsibilities. He initiated the cost reductions and business transformations that allowed for the balancing of the federal budget; negotiated the deal with Chrysler, GM, auto sector unions and the US Government that saved the domestic auto sector.

As Health Minister for Canada 2006-2008 he fashioned the first National Pandemic Plan working with the World Health Organization. He also created the Canadian Partnership Against Cancer and the Mental Health Commission.

As Industry Minister he initiated Canada's Digital Strategy and later Canada's open data strategy as part of the worldwide Open Government Partnership.

Prior to federal politics Tony Clement served in the cabinets of Ontario Premiers Mike Harris and Ernie Eves (1997-2003), taking leadership positions as Minister of Transportation, Minister of the Environment, Minister of Municipal Affairs and Housing and Minister of Health and Long-Term Care. During 2003 he was the frontline Health Minister during the SARS outbreak in Ontario.

As a business entrepreneur Tony Clement has led IT companies, served on IT and health care boards and provided strategic advice both nationally and internationally. He continues to operate in international circles, with strong connections in the USA, UK, Europe, South America and Asia, including India. A practicing lawyer, he is able to analyze from legal, geopolitical and financial perspectives.

Tony Clement lives in Muskoka, Ontario and his wife Lynne is a lawyer and successful author. He has three adult children.

## Graham Pechenik

### SENIOR ADVISOR

Graham is a registered patent attorney, with degrees in Biochemistry and Cognitive Neuroscience. Graham gained over a decade of experience representing Fortune 500 companies in the agricultural, chemical, pharmaceutical, biotech, and technology industries before founding Calyx Law in 2016, the first intellectual property law boutique to focus on cannabis and psychedelics. At Calyx Law, Graham works with numerous public and private companies to develop IP strategies, protect IP through patent and trademark filings, and use IP to generate value and growth. Graham is also editor-at-large of Psilocybin Alpha, where he tracks patent filings and writes about patent issues in the psychedelics space.

Graham is a strong supporter of the responsible use of psychedelics, having chosen his science majors after his first experiences with psilocybin mushrooms, and having benefited himself from microdosing. Mushrooms of all types are also center stage in Graham's personal life, as he enjoys foraging for them, growing them, and teaching about them as a volunteer guide for the National Park Service.

## Genevieve Roch-Decter

### ADVISOR

From 2006-2020, Genevieve built Grit Capital, one of the leading boutique investor relations firms in Canada. The firm specialized in showcasing small public & private companies to institutional and retail investors via traditional & new age social/digital media marketing. Grit Capital represented over 30 clients, hosted dozens of conferences and hundreds of roadshows as well as built a social media presence of +150,000 followers online. She has interviewed thought leaders and celebrities such as Marc Randdolph (the founder of Netflix), Kevin O'Leary (Shark Tank), Rob Gronkowski (NFL Star) and many others. She is currently also a Dealer Representative for First Republic Capital, an Exempt Market Dealer in Canada.

From 2008-2016, Genevieve worked as an analyst & portfolio manager at LDIC Inc., a \$600M asset management company based in Toronto. For 7 years she managed the Redwood Global Small Cap Fund, the best-performing small cap fund in Canada in 2009, 2010, & 2014 (as tracked by GlobeFunds). She also helped raise +\$70MM in assets from investment advisors and high networth investors across Canada. She also helped co-manage the Health Care Special Opportunities Fund and the LDIC North American Infrastructure Fund. She received her CFA in 2011 & Level 1 Chartered Market Technician designation (CMT).

Genevieve was the Vice Chair of the Grand Commission a charity which hosted innovative gala events in support of Covenant House Toronto. She also co-founded "Dare to Bare" an annual event that raised money in support of Princess Margaret Hospital.

Genevieve holds an BSc. in neuroscience with a minor in economics. She attended the Harvard Business School Executive Education for Private Equity & Venture Capital and for Families in Business. She has been featured in VICE, CNN, The Globe & Mail, The National Post and BNN. She is an avid skier, tennis player, golfer and wake surfer.



## Glenn Cowan

### ADVISOR

Glenn founded One 9 while serving as an Assaulter Officer in Canadian Special Operations Forces National Mission Unit. As a Squadron Commander, Glenn specialized in leadership, command and strategic planning. He successfully translated these skills with the creation of a venture capital fund that funds and scales businesses using precision military tactics.

Having served on multiple combat deployments in Afghanistan, sensitive information operations in the Middle East, and Hostage Recovery operations in Africa he was a strategic planner and tactical commander. Glenn was often responsible for briefing Canada's senior political and military leadership including the Prime Minister of Canada, Minister of National Defence and Chief of Defence Staff on tactical execution of strategically relevant and sensitive missions. He was decorated for "his outstanding professional competence, foresight and adaptability, as well as significant courage of conviction as the Commander of the Minister of National Defence's Close Personal Protection Party, thus ensuring the safety of the Minister while under attack from Taliban forces."

Injuries sustained while in military service led Glenn to medically release from the Canadian Armed Forces, and during his transition to civilian life, he was opened to the positive benefits of psychedelics and microdosing. He is a staunch supporter of veteran charities.

He is a graduate of McGill University, The Army Operations Course, The Special Operations Assaulter Course, Canadian Securities Course and Ivey's Executive Leadership Program.



## Sarah Hashkes

### SCARLETTE LILLIE SCIENCE AND INNOVATION ADVISOR

Sarah Hashkes, CEO of Radix Motion ([www.radixmotion.com](http://www.radixmotion.com)) is utilizing her research in cognitive neuroscience, focused on psychedelics, embodiment and immersive technology to connect humans to their body and to each other.

Sarah published the first paper on predictive coding and psychedelics back 2017. She tried VR for the first time after a visit to burning man and pivoted her research opening the first VR lab in the motor control department of Radboud university. Since completing her Masters she has been consulting and developing for many companies in the immersive field from pain management (Karuna Labs), bias training (Debias VR) and empathy driven learning (Facebook). She has opened her own company focused on increasing the bandwidth of human connection with immersive technology. Her prototype called Meu has been hailed as working towards realizing the work of Terence McKenna's vision (<https://gen.medium.com/most-vr-is-total-bullshit-81a08431df38>) by Douglas Rushkoff and called "Trippy and super compelling" by Kent Bye (<https://voicesofvr.com/780-invoking-psychedelic-embodiment-experiences-vr-radix-motion-meu/>).



## Joseph Geraci

### SCARLETTE LILLIE SCIENCE AND INNOVATION ADVISOR

Dr. Joseph Geraci - PhD, is a mathematician, medical scientist, and quantum machine learning specialist. He is currently the CEO of NetraMark Corp and a Professor of Molecular Medicine at Queen's University. He holds postdocs in oncology, neuro-psychiatry, and machine intelligence. His focus lies in the understanding of complex disorders such as those found in oncology, aging, and psychiatry. He uses machine intelligence to discover a holistic understanding of disease through genetics, microbiome, and other factors.



# Thank You

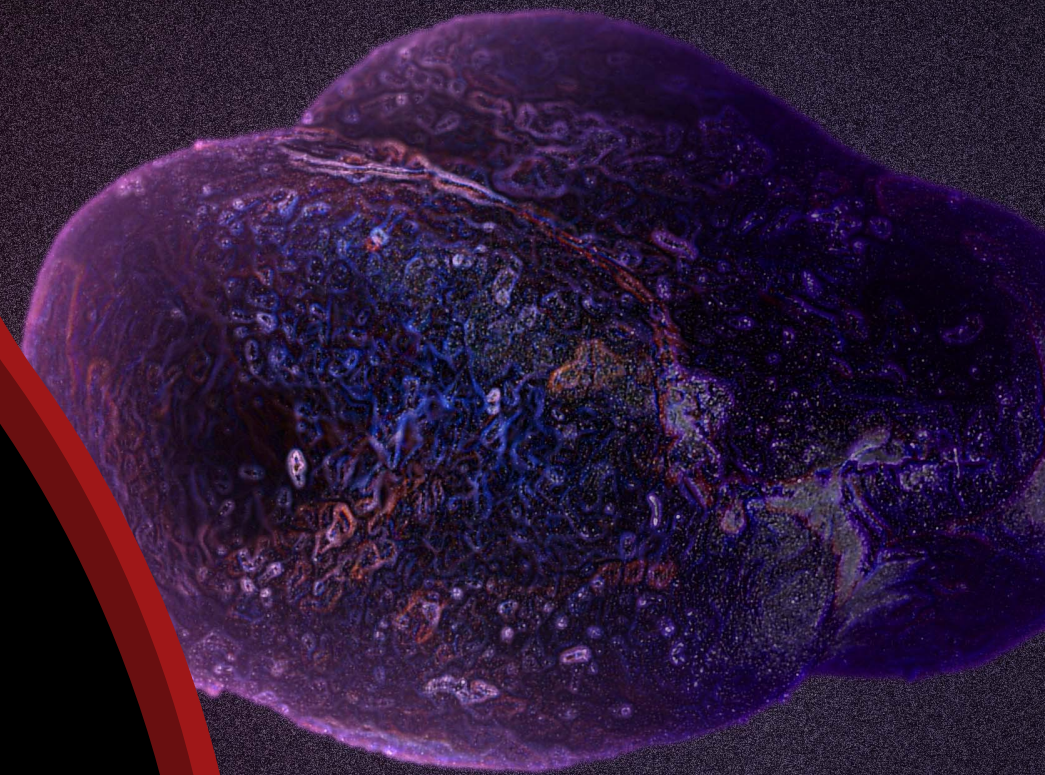
**Todd Shapiro**

Co-Founder & CEO

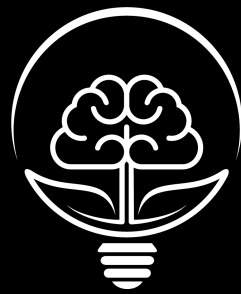
(647) 204-7129

todd@redlighttruffles.com

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## 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.

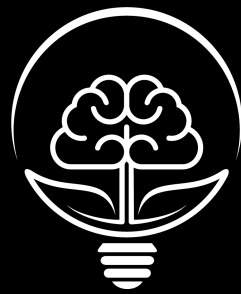
### **Ontario Investors**

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.





**RED LIGHT HOLLAND**  
UNDERGROUND TO MAINSTREAM

## STATUTORY RIGHTS OF RESCISSION

### **Alberta, British Columbia and Quebec Investors**

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.

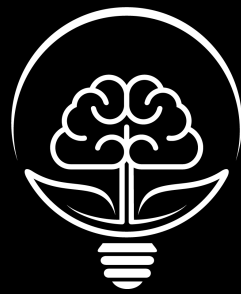
### **Saskatchewan Investors**

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.



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UNDERGROUND TO MAINSTREAM

## STATUTORY RIGHTS OF RESCISSION

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.

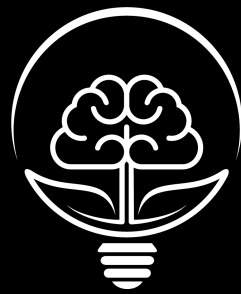
A purchaser who receives an amended offering memorandum has the right to withdraw from the agreement to purchase the securities by delivering a notice to the issuer or selling security holder within two business days of receiving the amended offering memorandum.

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.





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UNDERGROUND TO MAINSTREAM

## STATUTORY RIGHTS OF RESCISSION

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:

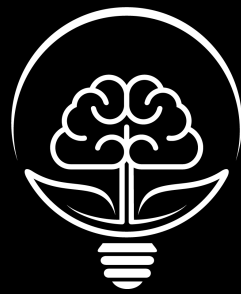
in an action for rescission or damages, no person or company will be liable if it proves that the purchaser purchased the securities with knowledge of the misrepresentation; in an action for damages, no person or company will be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the securities as a result of the misrepresentation relied upon; and

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.



## STATUTORY RIGHTS OF RESCISSION

### **Nova Scotia Investors**

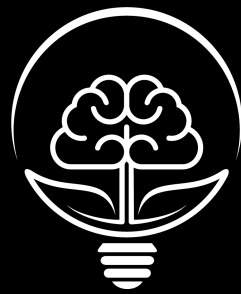
Under Nova Scotia securities legislation, certain purchasers who purchase securities offered by an offering memorandum during the period of distribution will have a statutory right of action for damages against the issuer or other seller and the directors of the issuer as of the date the offering memorandum, 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:

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

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 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 Investors

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:

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

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 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.