

APPENDIX C
OFFER TO PURCHASE

DATED: _____ 2023.

TO: MNP Ltd., in its capacity as receiver and manager of Con Tech Systems Ltd., and not in its personal capacity (in such capacity, the “**Receiver**”)

FROM: _____ (the “**Offeror**”)
(Print Name of Offeror)

(Address, Phone, Fax and E-mail of Offeror)

1. Interpretation:

- a. Capitalized terms used and not otherwise defined in this offer to purchase (this “**Offer**”) have the meanings given to them in the invitation for offers to purchase, dated October 26, 2023, issued by the Receiver to the Offeror (among others) (the “**Invitation**”).
- b. Unless otherwise stated, all references in this Agreement to dollar amounts, "dollars" or "\$" are references to Canadian dollars.

2. Offer to Purchase:¹

The Offeror hereby offers to purchase the Assets listed below (the “**Subject Assets**”), in accordance with the terms and conditions of this Offer, at the total purchase price (the “**Total Purchase Price**”) listed below:

Offer Price on Assets	\$ _____
GST	\$ _____
PST	\$ _____
Total Purchase Price	\$ _____

3. Offeror Acknowledgments

The Offeror:

- a. acknowledges receipt of a copy of the Invitation, including, without limitation, the terms and conditions of sale attached thereto as Appendix B (the “**Terms and Conditions of Sale**”);
- b. acknowledges and agrees that all of the terms and conditions in the Invitation and the Terms and Conditions of Sale are incorporated by reference herein, deemed to form part of this Offer, and are binding on the Offeror;
- c. acknowledges and agrees that, if the Receiver accepts this Offer (such acceptance to be evidenced by the Receiver’s signature below), this Offer shall constitute a binding agreement for the Offeror to purchase, and the Receiver to sell, the Subject Assets on the terms and conditions set out herein, subject in all respects to the Conditions Precedent (as defined in the Terms and Conditions of Sale), including, without limitation, Court Approval (as defined in the Terms and Conditions of Sale).

4. Representations and Warranties

The Offeror represents and warrants to the Receiver that:

- a. it is a corporation duly incorporated, organized and subsisting under the laws of the Province of British Columbia or another Province of Canada;
- b. the execution, delivery, and performance of this Offer are within its corporate power and authority, have been duly authorized by all necessary corporate action, and not and will not violate any law, regulation or court order to which it is subject or conflict with its constating documents; and
- c. it is not a non-Canadian for the purpose of the *Investment Canada Act* (Canada) and it is not a non-resident of Canada within the meaning of the *Income Tax Act* (Canada).

5. Governing Law

This Offer is governed by and construed in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein. The Offeror submits to the non-exclusive jurisdiction of the courts of the Province of British Columbia with respect to any action or proceeding arising out of this Offer and all transactions and matters contemplated hereby.

[Signature pages follow.]

IN WITNESS WHEREOF, the Offeror has duly executed this Offer as of the date first written above.

Print Name of Offeror

Signature of Authorized Signatory

Print Name and Title of Authorized Signatory

IN WITNESS WHEREOF, the Receiver has accepted this Offer this ____ day of _____, 2023.

**MNP LTD., IN ITS CAPACITY AS RECEIVER AND MANAGER
OF CON TECH SYSTEMS LTD., AND NOT IN ITS PERSONAL
CAPACITY**

By:

Name:
Title: