

**OFFERING DOCUMENT
UNDER THE LISTED ISSUER FINANCING EXEMPTION**

JANUARY 30, 2026



TOKENWELL PLATFORMS INC.

(the “Company”)

SUMMARY OF OFFERING

What are we offering?

Securities:	Units (each, a “Unit”), with each Unit consisting of one (1) common share of the Company (a “Common Share”) and one-half of one Common Share purchase warrant (each whole warrant, a “Warrant”). Each Warrant will entitle the holder to acquire one (1) Common Share at a price of \$0.20 per Common Share for a period of 24 months (the “Expiry Time”) from the following Closing Date (as defined below) provided that the Warrants shall not be exercisable for a period of 60 days after the Closing Date.
Offering:	The offering is subject to the receipt by the Company of a minimum of \$1,200,000 in gross proceeds, through the issuance of 10,000,000 Units or a maximum of \$1,500,000 in gross proceeds, through the issuance of up to 12,500,000 Units at a price of \$0.12 per Unit (the “Offering Price”), pursuant to and in accordance with the listed issuer financing exemption under section 5A.2 of National Instrument 45-106-Prospectus Exemptions, as amended by Coordinated Blanket Order 45-935-Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the “Offering”).
Offering Price:	\$0.12 per Unit.
Closing Date:	The Offering is expected to close on or about February 13, 2026, or on such other dates as the Company may determine, such date being no later than 45 days from the date the Company issues a press release announcing the Offering. The Offering may close in one or more tranches.
Exchange:	The Common Shares are listed on the Canadian Securities Exchange (the “CSE”) under the symbol “TWEL”, on the OTCQB (“OTCQB”) under the symbol “TWELF”, and on the Frankfurt Stock Exchange (the “FSE”) under the symbol “Y920”
Last Closing Price:	On January 29, 2026, the last trading day prior to the date of this offering document, the closing price of the Common Shares on the CSE was \$0.14, on the OTCQB was USD\$0.1015, and on the FSE was €0.088.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering may not be

suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 — *Prospectus Exemptions* (the “Listed Issuer Financing Exemption”). In connection with this Offering, the Company represents the following is true:

- The Company has active operations, and its principal asset is not cash, cash equivalents or its exchange listing;
- The Company has filed all periodic and timely disclosure documents that it is required to have filed;
- The Company is relying on the exemptions in Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the “Order”) and is qualified to distribute securities in reliance on the exemptions included in the Order;
- The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the Listed Issuer Financing Exemption and under the Order in the 12 months immediately preceding the date of the news release announcing this Offering, will not exceed \$25,000,000;
- The Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its probusiness objectives and liquidity requirements for a period of 12 months following the distribution; and
- The Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This offering document contains certain forward-looking information, as defined in applicable securities laws. This forward-looking information relates to future events or the Company’s future performance. All information other than statements of historical fact is forward-looking information. Often, but not always, forward-looking information can be identified by the use of words such as “plans”, “expects”, “anticipates”, “believes”, “estimates”, “expects” and similar expressions, or the negatives of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might”, or “will” be taken, occur or be achieved. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking information. The forward-looking information in this offering document speaks only as of the date of this offering document or as of the date specified in such statement. Specifically, this offering document includes, but is not limited to, forward-looking information regarding: the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering, the completion of the Offering, if it is to be completed at all; the expected Closing Date; and completion of the Company’s business objectives, and the timing, costs and benefits thereof.

Inherent in forward-looking information are risks, uncertainties and other factors beyond the ability of the Company to predict or control. These risks, uncertainties and other factors include, but are not limited to, exploration, price volatility, changes in debt and equity markets, timing and availability of external financing on acceptable terms, the uncertainties involved in interpreting technological results, the possibility that future results will not be consistent with the Company’s expectations, increases in costs, the ability of the Company to implement its business strategy, interest rate and exchange rate fluctuations, changes in economic and political conditions and other risks and uncertainties. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking information. Actual results and developments are likely to differ, and may differ materially from those expressed or

implied by the forward-looking information contained in the offering document. Such information is based on a number of assumptions about the following: the availability of financing for the Company's activities; operating costs; the Company's ability to retain and attract skilled staff; market competition; and general business and economic conditions.

Forward-looking information may be affected by known and unknown risks, uncertainties and other factors including without limitation, those referred to in this offering document that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking information. All forward-looking information herein is qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to update publicly or otherwise any forward-looking information, whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more statements of forward-looking information, no inference should be drawn that it will make additional updates with respect to those or other forward-looking information, unless required by law.

CURRENCY

Unless otherwise indicated, all references to "\$", "C\$" or "dollars" in this offering document refer to Canadian dollars, which is the Company's functional currency.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company provides a cutting-edge digital asset platform dedicated to making digital assets accessible, secure, and efficient for users worldwide. With a focus on innovation and user-centric design, Tokenwell empowers individuals and businesses to engage with the crypto economy confidently.

Recent developments

January 28, 2026 – The Company launched of new trading functionality within the Company's app, including single-coin trading capabilities and expanded exchange support with the addition of Binance. This enhancement builds on a structured onboarding program designed to collaborate with approved content creators, crypto communities, and ecosystem partners. Key highlights include single-coin trading with market and limit orders, Binance exchange integration via API key connection, price alerts for Binance-supported assets (no exchange connection required), EUR currency display and user interface enhancements.

January 20, 2026 – The Company launched its community access program, a new initiative designed to work with approved communities, creators and partners to introduce users to the Company's app through structured access and guided onboarding. Key highlights include application-based participation to ensure quality participation, unique referral codes for approved community partners, structured access supported by guided onboarding and one-to-one assistance, community-level onboarding attribution and activity tracking, dedicated in-app dashboard providing onboarding and engagement visibility, opportunity for early access to select features and future loyalty perks, designed for creators, educators and crypto community leaders.

January 6, 2026 - The Company launched a major app redesign and multi-chain wallet tracking and real-time alert. Key update highlights include completely redesigned user interface with improved navigation and performance, decentralized wallet tracking for Ethereum and EVM wallets, unified portfolio view combining centralized and decentralized holdings, enhanced exchange connection management, customizable price alerts using fixed or percentage-based thresholds, expanded email and in-app notifications for portfolio activity and rebalancing events and various bug fixes and performance improvements.

December 15, 2025 - The Company incorporated a wholly-owned US subsidiary named "Tokenwell Platforms USA Inc." and opened a virtual office in Dallas, Texas to expand its presence in the growing digital asset hub.

December 4, 2025 - The Company expanded its relationship with Talos, a leading provider in institutional-grade crypto data and analytics, which acquired Coin Metrics earlier in 2025. The new agreement grants the Company the right to develop a proprietary crypto basket, designed and rebalanced using Talos's Coin Metrics Multi Asset Series Methodology. This basket is expected to become a flagship addition to the Company's institutional-grade product lineup and to be available on the Company's platform in Q1 2026.

November 19, 2025 - The Company announced two upcoming product milestones. The Company first introduced a modernized interface and new portfolio management tools which were released on or about November 30, 2025. The second milestone is planned for February 2026, an introduction of Smart Buy & Sell, an enhanced experience designed for seamless execution across supported centralized exchanges.

October 16, 2025 – The Company announced a strategic integration of its platform with Crypto.com Exchange, marking its first major exchange partnership. This partnership represents a key milestone in the Company's mission to make professional-grade crypto investing simple, secure and accessible worldwide.

October 7, 2025 - The Company launched the Tokenwell CoinDesk 20 Basket, in collaboration with CoinDesk Indices, a leading provider of digital asset benchmarks since 2014. The CoinDesk 20 Index is designed by CoinDesk Indices, which has been globally adopted by institutions, and addresses the growing demand for more diverse portfolio options beyond single-coin ETFs, such as Bitcoin and Ethereum. Now, through the Company, retail investors can invest in CoinDesk 20 in just a few taps. Each basket is automatically updated with '*Smart Rebalancing*', which keeps allocations aligned with the index over time, allowing investors to avoid manually managing.

September 30, 2025 - The Company launched its retail crypto investing app, making it available on the Apple App Store and Google Play Store in the United States. This launch marked another significant milestone since the Company's acquisition of WealthAgile Inc. ("**WealthAgile**") and provides everyday retail investors with a new way of accessing professionally designed crypto baskets.

September 23, 2025 – The Company engaged Mr. Matthew Lee Morgan as a strategic advisor to the Company.

August 6, 2025 - The Company completed the acquisition of all of the issued and outstanding shares of WealthAgile pursuant to a share purchase agreement dated March 9, 2025, and trading in the Common Shares resumed on the CSE on or about August 7, 2025, under the ticker symbol "TWEL". The Company acquired 100% of the issued and outstanding shares of WealthAgile in consideration for the issuance of 22,999,979 Common Shares to the former securityholders of WealthAgile.

August 1, 2025 - The Company effected a change of the Company's corporate name from "Trilogy AI Corp." to "Tokenwell Platforms Inc."

July 24, 2025 – The Company completed a non-brokered private placement of 10,000,000 units (the "**NBPP Units**") at a price of \$0.20 per NBPP Unit for aggregate gross proceeds of \$2,000,000.

Board and Management Changes

September 2, 2025 - Mr. Darryl Irwin was appointed as a Director of the Company.

August 29, 2025 - Mr. Meissam Hagh Panah resigned as a Director of the Company.

August 12, 2025 - Mr. Abraham Theodore was appointed as Chief Operating Officer (Product) of the Company.

August 6, 2025 - Mr. Timothy J. Burgess was appointed as Chief Executive Officer and as a Director of the Company. Mr. Burgess is the founder of WealthAgile.

August 6, 2025 – Ms. Melody Cooper, resigned as Chief Executive Officer and as a Director of the Company.

August 5, 2025 - Ms. Kate-Lynn Genzel was appointed as Chief Financial Officer of the Company. Ms. Genzel previously acted as Chief Financial Officer and Director of the Company from August 2021 to March 2023 and as Chief Financial Officer from September 2023 to December 2023.

August 5, 2025 – Mr. Alexander McAulay, resigned as Chief Financial Officer of the Company.

Material facts

There are no material facts about the Common Shares that have not been disclosed in this offering document or in any other document filed by the Company in the twelve months preceding the date of this offering document and the date the Company's most recent audited annual financial statements were filed.

What are the business objectives that we expect to accomplish using the available funds?

The net proceeds raised from the Offering will be used to fund further development of the Company's digital asset platform, including marketing thereof, and for general working capital purposes of the Company.

USE OF AVAILABLE FUNDS

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

Based on the Company's existing working capital as at December 31, 2025 of \$345,000, the Company's availability of funds following closing of the Offering is expected to be approximately \$1,470,000 if the Minimum Offering amount is raised or \$1,770,000 if the full amount of the Offering is raised.

	<u>Assuming Minimum Offering Only</u>	<u>Assuming 100% of Offering</u>
A Amount to be raised by this Offering	\$1,200,000	\$1,500,000
B Selling commissions and fees:	\$Nil	\$Nil
C Estimated Offering costs: (e.g., legal, accounting, audit)	\$75,000	\$75,000
D Net proceeds of Offering: ($D = A - (B + C)$)	\$1,125,000	\$1,425,000
E Working capital as at most recent month end:	\$345,000	\$345,000

F	Additional sources of funding:	\$Nil	\$Nil
<hr/>			
G	Total available funds: ($G = D + E + F$)	\$1,470,000	\$1,770,000

How will we use the available funds?

The Company intends on using the net proceeds from the Offering to fund further development of the Company's digital asset platform, including marketing thereof, and for general working capital purposes.

Intended Use of Available Funds	<u>Assuming Minimum Offering Only</u>	<u>Assuming 100% of Offering</u>
Software Development ⁽¹⁾	\$325,000	\$475,000
Marketing ⁽²⁾	\$300,000	\$450,000
General and Administrative ⁽³⁾	\$745,000	\$745,000
Unallocated Working Capital	\$100,000	\$100,000
Total:	\$1,470,000	\$1,770,000

Notes:

- (1) This includes all costs related to the Company's digital asset platform - technology enhancements, integrations, infrastructure, security, product innovation and product releases.
- (2) This amount includes targeted product marketing directed at platform and user growth.
- (3) This includes professional fees, including audit, accounting, tax, and legal, insurance, regulatory and compliance cost related to the Company's listing on the CSE, salaries and benefits, office and overhead, and investor relations.

The above noted allocation represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from this Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan and financing objectives.

The most recent audited annual financial statements and unaudited interim financial statements of the Company included a going concern note. The Company has not yet generated revenue or positive cash flows from its operating activities, which may cast doubt on the Company's ability to continue as a going concern. The Offering is intended to permit the Company to continue to develop its digital asset platform and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

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

The Company completed an equity offering of units, raising aggregate gross proceeds of \$2,000,000, which was completed on July 24, 2025.

In the past 12 months, the Company received gross proceeds of \$120,000 from the issuance of 2,400,000 common shares pursuant to the exercise of 2,400,000 warrants with an exercise price of \$0.05 per warrant. The proceeds were used for general working capital purposes.

Previous Financings	Intended Use of Funds	Use of Funds to Date	Variances and Impact on Business Objectives and Milestones
July 24, 2025 - \$2,000,000 gross proceeds	General and administrative costs, product development and innovation, B2B exchange integrations, regulatory and operational compliance, brand establishment, platform growth and user acquisition, and general working capital	\$2,000,000	Development of the Company's digital asset platform remains the priority. Changes in operating and working capital priorities as well as the product roadmap are ongoing and expenditures are not fully completed.

FEES AND COMMISSIONS

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

The Company has not engaged any dealers or finders in connection with the Offering. The Company may elect to pay finders' fees to eligible parties who have introduced subscribers to the Offering, and will pay such eligible finders (each, a "**Finder**") who introduce investors that participate in the Offering a finder's fee to be negotiated between the Finder and the Company.

PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right:

- (a) to rescind your purchase of these securities with the Company, or
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the Common Shares.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

The rights provided for under the Listed Issuer Financing Exemption are for the benefit of all purchasers.

ADDITIONAL INFORMATION

Where can you find more information about us?

The Company's continuous disclosure filings with applicable securities regulatory authorities in the provinces and territories of Canada are available electronically under the Company's profile at www.sedarplus.ca.

Please refer to Appendix "A" — "Acknowledgements, Covenants, Representations and Warranties of the Purchaser" and Appendix "B" — "Indirect Collection of Personal Information" attached hereto.

For further information regarding the Company, visit our website at: <https://tokenwell.com/>

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

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

- a) the Purchaser is resident in the jurisdiction disclosed to the Company and the Purchaser was solicited to purchase in such jurisdiction;
- b) the Purchaser has not received, nor has the Purchaser requested, nor does the Purchaser have any need to receive, any prospectus, sales or advertising literature, offering memorandum or any other document (other than an annual or interim report, financial statements or any other document, other than an offering memorandum, the content of which is prescribed by statute or regulation) describing or purporting to describe the business and affairs of the Company which has been prepared for delivery to, and review by, prospective purchasers in order to assist them in making an investment decision in respect of the purchase of the Common Shares pursuant to the Offering;
- c) the Purchaser has relied only upon publicly available information relating to the Company and not upon any verbal or written representation as to fact, and the Purchaser acknowledges that the Company has not made any written representations, warranties or covenants in respect of such publicly available information except as set forth in this offering document. Without limiting the generality of the foregoing, except as may be provided herein, no person has made any written or oral representation to the Purchaser that any person will re-sell or re-purchase the Common Shares or refund any of the purchase price of the Common Shares, and no person has given any undertaking to the Purchaser relating to the future value or price of the Common Shares;
- d) legal counsel retained by the Company is acting as counsel to the Company and not as counsel to the Purchaser and the Purchaser may not rely upon such counsel. The Purchaser should obtain independent legal and tax advice as it considers appropriate in connection with the performance of this offering document and the transactions contemplated under this offering document, and that the Purchaser is not relying on legal or tax advice provided by the Company or its counsel;
- e) the Purchaser acknowledges that:
 - i. no securities commission or similar regulatory authority has reviewed or passed on the merits of the Offering;
 - ii. there is no government or other insurance covering the Offering; and
 - iii. there are risks associated with the purchase of the Offering;
- f) the Company has advised the Purchaser that the Company is relying on an exemption from the requirements to provide the Purchaser with a prospectus and to sell the Common Shares through a person or company registered to sell securities under applicable securities laws and, as a consequence of acquiring the Common Shares pursuant to this exemption, certain protections, rights and remedies provided by the applicable securities laws, including statutory rights of rescission or damages, will not be available to the Purchaser and the Purchaser may not receive information that would otherwise be required to be given;
- g) the Purchaser either (A) is not an "insider" of the Company or a "registrant" (each as defined under applicable securities laws of British Columbia) or (B) has identified itself to the Company as either an "insider" or a "registrant" (each as defined under applicable securities laws of British Columbia);
- h) if the Purchaser is:

- i. a corporation, the Purchaser is duly incorporated and is validly subsisting under the laws of its jurisdiction of incorporation and has all requisite legal and corporate power and authority to subscribe for the Common Shares pursuant to the terms set out in this offering document;
 - ii. a partnership, syndicate or other form of unincorporated organization, the Purchaser has the necessary legal capacity and authority to subscribe for the Common Shares pursuant to the terms set out in this offering document and has obtained all necessary approvals in respect thereof; or
 - iii. an individual, the Purchaser is of the full age of majority and is legally competent to subscribe for the Common Shares pursuant to the terms set out in this offering document;
- i) the subscription for the Common Shares and the completion of the transactions described herein by the Purchaser will not result in any material breach of, or be in conflict with or constitute a material default under, or create a state of facts which, after notice or lapse of time, or both, would constitute a material default under any term or provision of the constating documents, bylaws or resolutions of the Purchaser if the Purchaser is not an individual, the applicable securities laws or any other laws applicable to the Purchaser, any agreement to which the Purchaser is a party, or any judgment, decree, order, statute, rule or regulation applicable to the Purchaser;
- j) the Purchaser is not purchasing the Common Shares with knowledge of any material fact or material change about the Company that has not been generally disclosed and the decision of the Purchaser, to acquire Common Shares has not been made as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Company or any other person and is based entirely upon the offering document;
- k) the Purchaser is aware that the Common Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or the securities laws of any state of the United States and that the Common Shares may not be offered, sold or otherwise disposed of, directly or indirectly, in the United States, any state or territory of the United States or the District of Columbia, without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an exemption from such registration and it acknowledges that the Company has no obligation or present intention of filing a registration statement under the U.S. Securities Act in respect of the sale or resale of the Common Shares;
- l) the funds representing the aggregate subscription funds which will be advanced by the Purchaser to the Company hereunder, as applicable, will not represent proceeds of crime for the purposes of the Proceeds of Crime (Money Laundering) and *Terrorist Financing Act* (Canada) (the “**PCMLTFA**”) or for the purposes of the United States’ *Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act*, as may be amended from time to time (the “**PATRIOT Act**”) and the Purchaser acknowledges that the Company may in the future be required by law to disclose the Purchaser’s name and other information relating to the Purchaser’s subscription of the Common Shares, on a confidential basis, pursuant to PCMLTFA and the PATRIOT Act, and that, to the best of its knowledge: (i) none of the subscription funds to be provided by the Purchaser (A) have been or will be derived from or related to any activity that is deemed criminal under the laws of Canada, the United States or any other jurisdiction; or (B) are being tendered on behalf of a person who has not been identified to the Purchaser; and (ii) it will promptly notify the Company if the Purchaser discovers that any of such representations ceases to be true, and to provide the Company with appropriate information in connection therewith;
- m) neither the Company, nor any of their respective directors, employees, officers, affiliates or agents has made any written or oral representations to the Purchaser: (i) that any person will resell or

repurchase the Common Shares; (ii) that any person will refund all or any part of the purchase price of the shares acquired by the Purchaser; or (iii) as to the future price or value of the Common Shares;

- n) if required by applicable securities laws or the Company, the Purchaser will execute, deliver and file or assist the Company in filing such reports, undertakings and other documents with respect to the issue and/or sale of the Common Shares as may be required by any securities commission, stock exchange or other regulatory authority; and
- o) the Purchaser has obtained all necessary consents and authorities to enable it to agree to subscribe for the Common Shares pursuant to the terms set out in this offering document and the Purchaser has otherwise observed all applicable laws, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in any territory in connection with the purchase of the Common Shares and the Purchaser has not taken any action which will or may result in the Company acting in breach of any regulatory or legal requirements of any territory in connection with the Offering or the Purchaser's subscription.

APPENDIX "B"
INDIRECT COLLECTION OF PERSONAL INFORMATION

Indirect Collection of Personal Information

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

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

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

Alberta Securities Commission

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

**British Columbia Securities
Commission**

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y
1L2
Inquiries: 604-899-6854
Toll free in Canada:
1-800-373-6393
Facsimile: 604-899-6581
Email: FOI-privacy@bcsc.bc.ca
Public official contact regarding indirect
collection of information: FOI Inquiries

**Financial and Consumer Services
Commission (New Brunswick)**

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

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

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

Nova Scotia Securities Commission

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

Ontario Securities Commission

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

**Prince Edward Island Securities
Office**

95 Rochford Street,
4th Floor Shaw Building
P.O. Box 2000
Charlottetown, Prince Edward Island
C1A 7N8

of Securities

Telephone: 902-368-4569
Facsimile: 902-368-5283
Public official contact regarding indirect
collection of information: Superintendent
of Securities

The Manitoba Securities Commission

500 – 400 St. Mary Avenue Winnipeg,
Manitoba R3C 4K5 Telephone: 204-945-
2561

Toll free in Manitoba:

1-800-655-5244

Facsimile: 204-945-0330

Public official contact regarding indirect
collection of information: Director

**Financial and Consumer Affairs
Authority of Saskatchewan**

Suite 601 - 1919 Saskatchewan Drive

Regina, Saskatchewan S4P 4H2

Telephone: 306-787-5842

Facsimile: 306-787-5899

Public official contact regarding indirect
collection of information: Director

Autorité des Marchés Financiers 800,

Square Victoria, 22e étage C.P. 246,

Tour de la Bourse Montréal, Québec

H4Z 1G3

Telephone: 514 395-0337 or

1 877 525-0337

Facsimile: 514 864-6381

Public official contact regarding indirect
collection of information: Secrétaire
générale

CERTIFICATE

Dated: January 30, 2026

This offering document, together with any document filed under Canadian securities legislation on or after January 30, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

TOKENWELL PLATFORMS INC.

By: "Timothy Burgess"
Name: Timothy Burgess
Title: Chief Executive Officer

By: "Kate-Lynn Genzel"
Name: Kate-Lynn Genzel
Title: Chief Financial Officer