OFFERING DOCUMENT

No securities regulatory authority or regulator has assessed, reviewed or approved the merits of these securities or reviewed this offering document. Any representation to the contrary is an offence. This is a risky investment.

The forecasts and predictions of an early-stage business are difficult to objectively analyze or confirm. Forward-looking statements represent the opinion of the issuer only and may not prove to be reasonable.

The Issuer

Full legal name:	Plexity Holding Corp.
Head office address:	Suite 501, 3292 Production Way Burnaby, British Columbia V5A 4R4
Telephone:	+1 (236) 314-8608
Email address:	info@plexityholding.com
Website URL:	www.plexityholding.com

Company Contact Person

Full legal name:	Ramandeep K. Rai
Position held with the issuer:	President, Chief Executive Officer, Chief Financial Officer and Director
Business address:	Suite 501, 3292 Production Way Burnaby, British Columbia V5A 4R4
Business telephone:	+1 (236) 314-8608
Email address:	info@plexityholding.com

Issuer's Business

Plexity Holding Corp. ("Plexity") is a regulatory-technology company. The Company's business is the development and commercialization of artificial intelligence software that automates regulatory compliance and review workflows. The Company's first product is the SimplyBylaw platform, which automates building permit review and building code compliance assessment for the architecture, engineering and construction industry and for municipalities. The core of the SimplyBylaw platform is the Automated Plan Review software, referred to as APR. While the Company's initial focus is the building permit and building code compliance market, the Company intends to apply the same artificial intelligence and regulatory-content approach to compliance and review processes in other regulated industries.

What are the key details about the issuer's industry and operations? What makes the issuer's business special and different from other competitors in the industry?

Plexity has developed SimplyBylaw, an artificial intelligence permit review and code compliance workflow automation platform. The platform is designed to assist applicants in achieving "permit readiness" by automatically reviewing drawings and documents for compliance with building codes and municipal by-laws before submission to a municipal authority, identifying potential compliance deficiencies, and providing actionable recommendations. By automating pre-submission code checks, the platform is intended to reduce permit errors, reduce the volume of municipal review comments, and shorten review cycles for both applicants and regulators.

The platform is designed to serve three primary customer segments. For architects, the platform is intended to flag compliance issues early, reduce reviews and comments, automate plan review and support permit readiness. For municipalities, the platform is intended to reduce the time and resources required to review applications, improve the quality of submissions, reduce permitting backlogs and support multidisciplinary review. For code consultants, the platform is intended to support review across numerous municipal codes, reduce the time spent on code investigation and support completeness checks. Management has stated that the platform is intended to support, and not to replace, the professional judgment of designers and the official review function of municipal authorities.

The building and construction industry is subject to extensive regulatory requirements. Building designers are required to demonstrate compliance with multiple building codes and municipal by-laws at various stages of the design and permitting process. Traditionally, this compliance review is a manual, iterative process that involves substantial time and cost and is prone to human error, which can result in permitting delays, increased expense, and lost productivity. Municipalities throughout North America face increasing development activity, rising building code complexity, staffing constraints and pressure to accelerate permit approvals, including to support housing supply objectives.

Management believes that these conditions have created demand for technologies that automate regulatory compliance review. Because the SimplyBylaw platform is designed to integrate into the Revit design workflow, management believes the Company is positioned to benefit from the continued adoption of building information modelling tools.

Management is of the view that there are currently only a limited number of artificial intelligence-enabled building code and permitting compliance solutions available in the market, and that existing tools are generally early-stage, narrow in scope, or focused on adjacent workflows such as document search, content management, or zoning analysis rather than comprehensive building code compliance. Management understands that products such as UptoCode, Helonic, PlanCheckPro, CodeComply.Ai (including CivicPlus CodeComply), CivCheck, Archidian, UpCodes and Melt Code by MeltPlan, as well as offerings and initiatives associated with international testing and inspection firms (including Bureau Veritas) and established software providers (including Autodesk and ICC Digital Codes-related tools), represent important emerging or adjacent solutions in this area. Management further believes that, notwithstanding these recent product introductions and pilot deployments, the market for broadly applicable, artificial intelligence-powered building code compliance solutions remains nascent and fragmented. The competitive landscape may evolve rapidly, and larger, well-capitalized incumbents, including Autodesk and other established providers of software to the architecture, engineering and construction industry, may develop or acquire competing capabilities, and additional new entrants may emerge.

What milestones has the issuer already reached and what do they hope to achieve in the next two years? What is the proposed timeline for achieving each of the milestones?

The following is a list of the milestones that Plexity has achieved to date:

Date	Milestone Achieved
January 2024	Entered into Software Development Agreement and commenced development of the SimplyBylaw platform focused on AI-powered permit review and code compliance automation.
Q1 2024	Completed software architecture design, AI integration planning, workflow analysis, and feasibility studies relating to municipal permitting and code compliance automation.
Q2 2024	Developed first functional prototype demonstrating AI-driven compliance checking and automated rule validation.
April 2024	Conducted initial product demonstrations and discovery meetings with the City of Vancouver regarding digital permit modernization and AI-powered compliance workflows.
May 2024	Commenced engagement with the City of North Vancouver to evaluate permit review automation and municipal workflow integration opportunities.
May 2024	Conducted discussions and demonstrations with the District of North Vancouver concerning AI-powered permit compliance and proof-of-concept opportunities.
May 2024	Initiated discussions with the City of Revelstoke regarding implementation of AI-driven building code and zoning compliance review capabilities.
May 2024	Conducted discussions with the Village of Anmore regarding automated digital plan validation and municipal bylaw compliance workflows.
May 2024	Began engagement with the City of Kelowna and scheduled municipal product demonstrations.
May–June 2024	Initiated engagement with FortisBC regarding applications of AI-powered compliance and permitting technologies for municipalities and Indigenous communities.

Date	Milestone Achieved
June–Nov 2024	Established dialogue with the Province of British Columbia, Ministry of Housing, regarding digital permitting, AI-assisted code interpretation and provincial permitting initiatives.
Q3 2024	Expanded prototype into a beta version incorporating machine learning models, workflow automation, and compliance assessment functionality.
December 21, 2024	Successfully completed and received delivery of the Minimum Viable Product (MVP), beta version, source code, and core platform components pursuant to the Software Development Agreement. Ownership and control of the intellectual property transferred to the Company.
2025	Continued refinement of compliance logic, municipal datasets, workflow automation, security, scalability, and commercialization readiness.
April–May 2025	Participated in the City of Calgary procurement process and Proof of Concept competition focused on AI-powered validation of development permit applications against municipal bylaws and the National Building Code – Alberta Edition. The Company advanced through the procurement evaluation process and was shortlisted for further consideration.
2025–2026	Completed multiple rounds of municipal validation and stakeholder engagement across Vancouver, North Vancouver, Kelowna, Revelstoke, Calgary, FortisBC and the Province of British Columbia, providing direct market validation and product refinement opportunities.

The milestones that Plexity hopes to achieve in the next two years are as follows:

Q3 2026

- Initiate CSE public listing of Plexity Holdings Corp.
- Expand sales and business development team.
- Launch Version 2.0 of SimplyBylaw incorporating enhanced AI models and expanded municipal rule libraries.
- Convert existing discussions into pilot agreements and proof-of-concept deployments.
- Complete integration framework for municipal permitting systems (Amanda, CityWorks, CloudPermit and related platforms).

Q4 2026

- Launch digital plan validation module capable of extracting and validating information directly from architectural plans and drawings.
- Expand compliance coverage beyond Part 9 residential construction into broader building classifications.
- Establish partnerships with architecture, engineering and development firms.

2027

Q1–Q2 2027

- Launch developer, architect and consultant subscription programs.
- Expand coverage to additional Canadian jurisdictions outside British Columbia and Alberta.
- Introduce analytics dashboards and permit performance reporting tools for municipal customers.

Q3–Q4 2027

- Expand AI rule libraries to encompass zoning, land use, energy code and municipal bylaw requirements.
- Develop provincial-scale compliance modules capable of supporting broader government initiatives.
- Evaluate expansion opportunities into the United States market.

2028

Q1–Q2 2028

- Scale platform nationally across Canada.
- Launch enterprise-grade API licensing program.
- Complete integrations with major permitting and workflow software providers.
- Expand into additional infrastructure, planning and development compliance verticals.

Q3–Q4 2028

- Target national leadership position in AI-powered permitting and code compliance software.
- Pursue larger provincial and enterprise contracts.
- Expand international commercialization opportunities.
- Continue development of advanced AI-assisted plan review, compliance interpretation and regulatory workflow automation capabilities.

What are the major hurdles that the issuer expects to face in achieving its milestones?

As the Company advances from product validation to commercial deployment, management anticipates several challenges that may impact the timing and achievement of its planned milestones.

1. Municipal Procurement Cycles

The Company's target customers include municipalities, government agencies and public-sector organizations. These entities typically have lengthy procurement processes involving budget approvals, internal stakeholder reviews, requests for proposals (RFPs), proof-of-concept evaluations, legal reviews and council approvals.

As a result, sales cycles may range from six to twenty-four months, which could delay customer onboarding and revenue generation despite strong interest in the platform.

Mitigation: The Company is planning to actively engaging municipalities early through demonstrations, pilot projects and proof-of-concept initiatives to shorten adoption timelines and build procurement familiarity.

2. Adoption of Artificial Intelligence Within Government

While interest in artificial intelligence solutions has increased significantly, many municipalities remain in the early stages of AI adoption. Some organizations may require additional validation regarding reliability, transparency, security, explainability and governance before implementing AI-driven workflows.

Resistance to organizational change and reliance on traditional manual review processes may slow deployment.

Mitigation: SimplyBylaw is designed to augment rather than replace municipal reviewers, maintaining human oversight while improving efficiency and consistency.

3. Regulatory and Code Changes

Building codes, zoning bylaws, land-use regulations and permitting requirements evolve regularly. The Company must continuously update its rule libraries, compliance models and datasets to ensure the platform remains current.

Frequent regulatory changes could require additional development resources and increase maintenance costs.

Mitigation: The Company's platform architecture has been designed to accommodate ongoing updates and version control of regulations and code requirements.

4. Technical Development and Product Scaling

Although the Company has completed its MVP and beta platform, additional development remains necessary to expand functionality, improve accuracy, integrate additional jurisdictions, and support enterprise-scale deployments.

Unexpected technical challenges could delay commercial releases or require additional development expenditures.

Mitigation: The Company continues to invest in software development, quality assurance, infrastructure scalability and AI model refinement.

5. Data Availability and Standardization

Many municipalities use different permitting systems, workflows, naming conventions and document standards. Variations between jurisdictions can complicate implementation and increase onboarding timelines.

Digital plan validation functionality may require municipalities to adopt more standardized submission formats and processes.

Mitigation: The Company's platform has been designed as a configurable solution capable of adapting to jurisdiction-specific requirements.

6. Integration with Existing Municipal Systems

Many municipalities utilize legacy systems such as Amanda, CityWorks, CloudPermit, Salesforce and other permitting platforms.

Integrating with these systems may require cooperation from third-party vendors and additional development effort, potentially extending implementation schedules.

Mitigation: The Company is developing API-based integration capabilities designed to support multiple municipal software environments.

7. Competition and Emerging Technologies

The regulatory technology and GovTech sectors are attracting increasing investment. Competitors may include software vendors, engineering firms, consulting firms, AI technology providers and government-sponsored digital permitting initiatives.

In particular, provincial and federal governments continue to explore digital permitting solutions that may compete with or complement the Company's offerings.

Mitigation: The Company believes its competitive advantage lies in its specialized focus on Canadian building codes, municipal bylaws, permit workflows and jurisdiction-specific compliance requirements.

8. Capital Requirements

The commercialization of enterprise software products requires continued investment in product development, sales, marketing, customer support and infrastructure.

The Company's ability to execute its growth strategy may depend on access to additional financing, strategic partnerships or future capital market transactions.

Mitigation: Management intends to pursue a combination of public market financing, strategic partnerships and recurring SaaS revenue growth to support expansion.

9. Recruitment and Retention of Specialized Talent

The Company operates in highly competitive markets for software engineers, AI specialists, machine learning professionals, regulatory experts and municipal technology consultants. Difficulty attracting or retaining qualified personnel could impact product development timelines.

Mitigation: The Company has assembled a multidisciplinary team with expertise in construction, permitting, software development, artificial intelligence and municipal operations and intends to continue expanding its talent base.

How are the funds raised from this financing expected to help the issuer advance its business and achieve one or more of the milestones?

Plexity intends to use some of the funds raised from the financing to cover the costs of product development and platform buildout, including the Revit plug-in.

Has the issuer entered any contracts that are important to its business?

Plexity has entered into the following material contracts:

1. Software Development Agreement dated January 6, 2024 between the Issuer and Shahab Samimi;

2. Assignment Agreement dated April 8, 2024 between Shahab Samimi and Cambrian Digital Ltd; and

3. Consent to Assignment Agreement dated April 8, 2024 among the Issuer, Shahab Samimi and Cambrian Digital Ltd.

Plexity entered into these agreements in order to retain Mr. Samimi, and subsequently Cambrian Digital Ltd., to develop the SimplyBylaw software. On December 31, 2024, the Issuer issued 2,187,500 Common Shares to Cambrian Digital Ltd. in settlement of $218,810 of development-related indebtedness, and Plexity holds the software and associated intellectual property. Mr. Samimi is the Chief Financial Officer and a director of the Issuer and is associated with Cambrian Digital Ltd.

Has the issuer conducted any operations yet?

Plexity has developed the SimplyBylaw software platform. The Issuer has not commenced any revenue-generating operations to date.

Where does the issuer see its business in 3, 5, and 10 years?

The Company's long-term vision is to become a leading provider of artificial intelligence-powered regulatory compliance and permitting solutions for municipalities, government agencies, architects, engineers, developers and utilities across North America. Management believes that increasing housing demand, labour shortages, regulatory complexity and government initiatives to modernize permitting systems create a significant opportunity for digital transformation within the building and development industry.

Three-Year Vision (2029)

Over the next three years, the Issuer intends to establish SimplyBylaw as a recognized commercial software platform serving municipalities and private-sector customers throughout Canada.

By 2029, the Issuer expects to:

- Being a publicly trading company, successfully accessing growth through capital markets.
- Generate recurring Software-as-a-Service ("SaaS") and licensing revenues from municipal, utility, and private-sector customers.
- Expand beyond building code compliance into zoning, land-use, development permit and planning compliance applications.
- Complete integrations with leading permitting and workflow management systems.
- Establish a growing portfolio of reference customers and municipal partnerships.
- Continue enhancing its artificial intelligence models through real-world usage and customer feedback.

At this stage, management expects the Issuer to have transitioned from a commercialization-stage technology company into a revenue-generating GovTech and PropTech software business.

Five-Year Vision (2031)

Within five years, management intends for the Issuer to become one of Canada's leading providers of AI-powered permitting, regulatory compliance and digital workflow solutions.

By 2031, the Issuer expects to:

- Achieve broad adoption across municipalities, regional governments and public-sector agencies throughout Canada.
- Expand its platform to support a wider range of regulatory frameworks, including environmental, energy, infrastructure and development compliance requirements.

- Establish strategic partnerships with utilities, engineering firms, construction technology providers and government organizations.

- Develop advanced digital plan validation capabilities capable of automatically interpreting and reviewing building plans against applicable regulations.

- Generate meaningful recurring revenues through subscription, licensing and enterprise agreements.

- Leverage accumulated permitting and compliance data to provide predictive analytics and decision-support tools for governments and industry participants.

- Evaluate expansion opportunities into select United States jurisdictions where permitting modernization initiatives are underway.

Management believes the Issuer's technology platform could become a critical component of the digital infrastructure supporting housing development, permitting and regulatory administration.

Ten-Year Vision (2036)

Over the long term, management's objective is to position the Issuer as a North American leader in regulatory technology ("RegTech"), government technology ("GovTech") and artificial intelligence-powered compliance automation.

By 2036, the Issuer envisions:

- A comprehensive regulatory compliance platform supporting thousands of users across North America.

- Integration with municipal, provincial, state and federal permitting systems.

- Artificial intelligence agents capable of assisting applicants, reviewers and regulators throughout the entire permit lifecycle.

- Automated plan review, code interpretation, compliance monitoring and workflow management capabilities across multiple regulatory sectors.

- Expansion into adjacent markets including infrastructure approvals, environmental permitting, utility compliance, development approvals and public-sector workflow automation.

- Significant recurring enterprise software revenues generated through subscription, licensing and platform partnerships.

- Recognition as a trusted technology provider helping governments reduce permitting delays, improve transparency and accelerate housing and infrastructure delivery.

What are the issuer's future plans and hopes for its business and how does it plan to get there?

Management believes that permitting and regulatory compliance remain among the most fragmented and manual processes within government administration. As governments increasingly adopt digital solutions and artificial intelligence technologies, the Company intends to position SimplyBylaw at the intersection of regulatory expertise, workflow automation and artificial intelligence. The Issuer's long-term objective is to become the leading digital compliance platform that enables governments, professionals and applicants to navigate increasingly complex regulatory environments more efficiently, accurately and transparently.

The three-, five-, and ten-year visions outlined above illustrate how the Issuer plans to achieve its plans.

What is the issuer's management experience in running a business or in the same industry?

Ramandeep K. Rai is the Chief Executive Officer, Secretary, Treasurer, Chief Financial Officer a director and the Promoter of the Company, and has served as the sole director and chief executive officer of the Company since its incorporation on May 29, 2019. Ms. Rai is a legal and business administration professional with over seven years of experience supporting senior legal counsel and managing legal administrative operations, and has been involved in the operational development and corporate structuring of the Company and the SimplyBylaw platform.

Shahab Samimi is the Chief Technical Officer of the Company. Mr. Samimi has over thirteen years of experience in the technology and startup sectors in product management, investment and corporate strategy. He is currently the Chief Executive Officer of Humanoid Global Holdings Corp. and was previously a senior product manager at a Fortune 500 company and a venture capital investor. Mr. Samimi holds a Master of Business Administration from the Beedie School of Business at Simon Fraser University. Mr. Samimi is associated with Cambrian Digital Ltd.

Sarvnaz Loloei is a co-founder and Chief Marketing Officer of the SimplyBylaw platform and a technology and marketing professional with over ten years of experience in the technology and marketing sectors. Sarvi Loloei is a Data Product Manager with expertise in AI, machine learning, and data-driven product development. She currently leads the strategy and development of AI-powered data products at Jadu Beauty. Previously, she worked as a Data Scientist at Jadu Beauty and EyeCareX, developing machine learning solutions for healthcare applications, and as a Product Data Manager at Simply Bylaw, where she helped build AI-powered permit review and municipal code compliance software. She began her career as a Machine Learning Engineer at Clearly, developing AI models and intelligent software solutions across multiple industries.

Shar Mortezaei is an advisor of the Company. Mr. Mortezaei is an entrepreneur and operator with experience across venture acceleration, regulated industries, and corporate finance. He currently works at 49.studio, a Vancouver-based venture studio, where he supports the validation and commercialization of early-stage technology companies. He previously founded Nimbus Cannabis, served as a director of the BC Craft Farmers Co-Op, co-founded CopperGro, an agtech startup, and worked in merchant banking supporting advisory mandates and capital raises. Mr. Mortezaei holds a Bachelor of Commerce (Honours) from the Sauder School of Business at the University of British Columbia.

Does the issuer have business premises from which it can operate its business?

The Company's head office is located at 7831 120th Street, Delta, British Columbia, Canada V4C 6P6, with its registered office located at, Suite 501 - 3292 Production Way, Burnaby, BC V5A 4R4.

How many employees does the issuer have? How many does it need?

Plexity does not have any employees. It retains independent contractors on an as-needed basis and accordingly does not require any part-time or full-time employees.

<u>Legal Structure</u>

Plexity is a corporation formed pursuant to the laws of British Columbia. The issuer's articles of incorporation are available for review at its registered and records office located at Suite 501, 3292 Production Way, Burnaby, British Columbia.

<u>Operations</u>

The issuer:

☐ has never conducted operations,
☒ is in the development stage,
☐ is currently conducting operations.

<u>Financial Statements</u>

The issuer does not have financial statements available.

<u>Securities Outstanding</u>

As of the date of this offering document, Plexity has 35,813,815 common shares issued and outstanding.

Management

Full legal name, municipality of residence, and position at issuer	Principal occupation for the last five years	Expertise, education, and experience that is relevant to the issuer's business	Number and type of securities of the issuer owned	Date securities were acquired and price paid for the securities	Percentage of the issuer's securities held as of the date of this offering document
Ramandeep Rai Delta, BC President, CEO, CFO, Secretary, and director	Chief Executive Officer of the Company; legal and business administration professional	legal and business administration professional; development and corporate structuring of the Issuer and SimplyBylaw platform.	5,000,000 common shares	Date: May 29, 2019 Price: $0.01	14.0%
Shahab Samimi Vancouver, BC CTO	Chief Executive Officer of Humanoid Global Holdings Corp.; technology executive	over 13 years of experience in technology and startup sectors; MBA from Simon Fraser University	2,187,500 common shares (Held by holding company)	Date: December 31, 2024 Price: $0.10 (deemed)	6.1%
Shar Mortezaei N. Vancouver, BC Advisor	Operator at 49.studio; founder of Nimbus Cannabis	founded Nimbus Cannabis, served as a director of the BC Craft Farmers Co-Op, and co-founded CopperGro.; B. Comm. degree from U.B.C.	1,850,000 (Held by holding company)	N/A	N/A
Sarvnaz Loloei Vancouver, BC	Data Product Manager | AI-Powered	Co-founder of the	Nil	N/A	N/A

Chief Marketing Officer	Product Strategist	SimplyBylaw platform;			

The above-noted directors and officers have never:

(a) pleaded guilty to or been found guilty of:

(i) a summary conviction or indictable offence under the *Criminal Code*,
(ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction,
(iii) a misdemeanor or felony under the criminal legislation of the United States of America, or any state or territory therein, or
(iv) an offence under the criminal legislation of any other foreign jurisdiction,

(b) been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by, or has entered into a settlement agreement with, a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last 10 years related to:

(i) the person's involvement in any securities, insurance or banking activity, or

(ii) a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct,

(b) been the subject of an order, judgment, decree, sanction or administrative penalty imposed by a discipline committee, professional order or administrative court of Canada or a foreign jurisdiction in the last ten years related to any professional misconduct,

(c) been the subject of a bankruptcy or insolvency proceeding, or

(e) a director, officer, founder or control person of a person or company that is or has been subject to a proceeding described in paragraph (a), (b), (c) or (d) above.

Crowdfunding Distribution

Name of the funding portal the issuer is using to conduct its start-up crowdfunding distribution:

Stockosaurus Crowdfunding Inc.

Jurisdictions (Canadian province or territory) where the issuer intends to raise funds and make this offering document available:

☒ Alberta
☐ Newfoundland and Labrador

☐ Ontario

☒ British Columbia

☐ Prince Edward Island

☐ Manitoba

☐ Northwest Territories

☐ Québec

☐ New Brunswick

☐ Nova Scotia

☐ Saskatchewan

☐ Nunavut

☐ Yukon

The date before which the issuer must have raised the minimum offering amount for the closing of the distribution (no later than 90 days after the date this offering document is made available on the funding portal):

November 2, 2026

The date(s) and description of any amendment(s) made to this offering document, if any:

N/A

Type of eligible securities offered:

☐ Common shares
☐ Non-convertible preference shares
☒ Securities convertible into common shares
☐ Securities convertible into non-convertible preference shares
☐ Non-convertible debt linked to a fixed interest rate
☐ Non-convertible debt linked to a floating interest rate
☐ Limited partnership units
☐ Shares in the capital of an association. Specify type of shares (e.g. membership, investment, preference, etc.): _______________

The securities offered have the following rights, restrictions, and conditions:

☐ voting rights;
☐ dividends or interests
☐ rights on dissolution;
☒ conversion rights – convertible into common shares;

☐ tag-along rights;
☐ drag-along rights;
☐ pre-emptive rights;
☐ other (describe the rights).

Each special warrant that Plexity is offering is exercisable into one common share of the issuer. These special warrants will be deemed to be exercised on the third business day after the date on which a receipt for the final prospectus of the Company qualifying the distribution common shares issuable on exercise of the special warrants. No additional funds are required in order to exercise the special warrants.

While the special warrants do not carry any voting rights, rights to receive dividends, or rights upon dissolution, once the special warrants are exercised into common shares, the holders of those common shares will be entitled to the same rights as all common shareholders.

The holders of common shares are entitled to receive notice of and attend all meetings of the shareholders of the issuer and are entitled to one vote in respect of each common share held at such meetings. In the event of liquidation, dissolution or winding-up of Plexity, the holders of common shares are entitled to share, on a pro rata basis, the remaining assets of the issuer, subject to the rights of holders of such shares.

Summary of other material restrictions or conditions that attach to the eligible securities being offered, such as tag-along, drag along or pre-emptive rights.

N/A

	Total Amount ($)	**Total number of securities issuable**
Minimum offering amount	$5,000.00	50,000
Maximum offering amount	$150,000.00	1,500,000
Price per security	$0.10	

Minimum investment amount per purchaser: $100

Note: The minimum offering amount stated in this offering document may be satisfied with funds that are unconditionally available to Plexity that are raised using other prospectus exemptions.

Use of Funds

Funds previously raised: The amount raised by the company over its inception has been a total of $923,294.41 of which $206,230.00 are by means of convertible debentures.

How the issuer raised funds:

Plexity raised these funds through the sale of its securities in a series of private placement transactions along with convertible debentures.

The prospectus exemption that the issuer relied on to issue those securities:

National Instrument 45-106, Section 2.4 (private issuer exemption).

How the issuer used those funds:

The Company spent the funds on its prior business, which was by investing into dispensaries in BC, Alberta, and Manitoba. The investments did not work out and then the Company shifted into Ai and the balance of the funds has gone into the development of its software, G&A, as well as professional fees related to the Company obtaining its public listing. The main breakdown of these historical costs are as follows:

Alberta operations:	$ 95,000
BC Operations:	$200,000
Manitoba Operations:	$408,000
G&A:	$220,000
Total:	$923,000

Intended Use of Proceeds

Description of intended use of funds listed in order of priority	**Assuming minimum offering amount ($5,000)**	**Assuming maximum offering amount ($150,000)**
General working capital	$4,750.00	$50,000.00
Crowdfunding portal fees	$250.00	$7,500.00
Prospectus filing and listing costs	Nil	$60,000.00
Business development	Nil	$32,500.00

Previous Crowdfunding Distributions

Neither Plexity nor its founders, directors, officers, and control persons, have been involved in a previous crowdfunding distribution.

Compensation Paid to Funding Portal

Plexity will pay the following compensation to Stockosaurus Crowdfunding Inc., the crowdfunding portal involved in this distribution:

1. A commission of 5% of the gross funds raised pursuant to the offering, provided that the minimum offering amount of $5,000 is reached; and

2. 100,000 special warrants. Each special warrant that Plexity is offering is exercisable into one common share of the issuer. No additional funds are required in order to exercise the special warrants.

Risk Factors

An investment in the securities of Plexity should be considered highly speculative and investors may incur a loss on their investment. In particular, investors should be aware of the following risks:

• Plexity has no history of earnings and has negative cash flows from operations. The issuer's failure to achieve profitability could have a material adverse effect on its financial condition and results of operations.

• Plexity is an early-stage company. As such, it will be subject to all of the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources, and lack of revenues.

• Plexity relies heavily on technology platforms and systems to deliver our services. Risks such as cybersecurity breaches, system failures, or disruptions could compromise data security, disrupt service delivery, or result in reputational damage and legal liabilities.

• The market for artificial intelligence solutions for business is competitive and rapidly evolving. Plexity faces significant competition from both existing companies and new entrants. If competitors develop technologies or products faster or more efficiently than Plexity does, its ability to develop and successfully commercialize products and services may be adversely affected. Moreover, rapid technological changes and limited consumer adoption of artificial intelligence pose additional risks.

• As Plexity expands its operations, it may encounter challenges in managing growth, including scalability of its technology infrastructure, recruiting qualified personnel, and maintaining consistent service quality across multiple locations. Any difficulty or delay in initiating or completing its current or future plans may result in increased costs, delay or limit Plexity's ability to generate income, and adversely affect our commercial prospects.

• Plexity may issue additional securities, which will cause dilution to the ownership interests of its shareholders.

• Plexity does not maintain key person insurance on any of its directors of officers.

• Changes in legislation and regulatory frameworks, particularly those concerning privacy, data security, protection, and AI technologies, pose risks to Plexity`s operations and compliance efforts.

Regulatory developments may require adjustments to Plexity's business practices, data handling procedures, and AI applications.

• There is no assurance that additional funding will be available to Plexity.

• There is currently no market for Plexity's securities and there can be no assurance that an active, liquid and orderly trading market for its securities will develop or be sustained. Furthermore, in recent years, the price of publicly traded securities prices has fluctuated widely.

We do not currently have the financial resources to pay dividends to investors. There is no assurance that we will ever have the financial resources to do so.

Reporting Obligations

Plexity is not a reporting issuer in any jurisdiction and, after the closing of the distribution, does not intend to provide purchaser with any disclosure of information.

Under the British Columbia *Business Corporations Act*, Plexity must provide annual financial statements to its shareholders and information circular and proxy statements in connection with each Annual General Meeting. Note, however, that any special warrants acquired pursuant to this offering must be exercised in order for a purchaser to be considered a shareholder.

Resale Restrictions

The securities you are purchasing are subject to resale restrictions. You might never be able to resell the securities.

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 cancel your agreement with Plexity to buy these securities, or

(b) to damages against Plexity and may, in certain jurisdictions, have the 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 securities. If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

<u>Two-day Cancellation Right</u>

You may cancel your agreement to purchase these securities. To do so, you must send a notice to the funding portal not later than midnight on the second business day after you enter into the agreement. If there is an amendment to this offering document, you can cancel your agreement to purchase these securities by sending a notice to the funding portal not later than midnight on the second business day after the funding portal provides you notice of the amendment.

Purchasers' Rights

This offering document does not contain a misrepresentation. I acknowledge that I am signing this offering document electronically and agree that this is the legal equivalent of my handwritten signature.

"Ramandeep K. Rai"

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Ramandeep K. Rai
President, CEO, and Director
PLEXITY HOLDING CORP.

Dated: July 23, 2026