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**AMENDED AND RESTATED OFFERING DOCUMENT  
UNDER THE LISTED ISSUER FINANCING EXEMPTION**

May 15, 2023



**HYPERCHARGE NETWORKS CORP.**  
 (“Hypercharge” or the “Company”)

**WHAT ARE WE OFFERING?**

<b>Offering:</b>	Up to 4,761,904 units at a price of \$1.05 per unit (the “Units”). Each Unit consists of one (1) common share of the Company (a “Share”) and one-half of one (1/2) Share purchase warrant (each whole Share purchase warrant, a “Warrant”). Each Warrant is exercisable into one (1) Share at a price of \$1.35 for a period of 36 months (the “Offering”).
<b>Offering Price:</b>	\$1.05 per Unit
<b>Offering Amount:</b>	Up to 4,761,904 Units, for maximum gross proceeds of \$5,000,000.
<b>Closing Date:</b>	The Offering is expected to close on or about May 17, 2023.
<b>Exchange:</b>	The Shares are listed on the NEO Exchange Inc. (the “NEO Exchange”) under the trading symbol “HC”.
<b>Last Closing Price:</b>	On May 12, 2023, the last trading day completed prior to the date of this Offering Document, the closing price of the Shares on the NEO Exchange was \$1.15.

### Description of Shares

Holders of Shares are entitled to receive notice of, attend and vote at, all meetings of the shareholders of the Company and are entitled to one vote for each Share held on all matters to be voted on by shareholders at meetings of the shareholders of the Company. Holders of Shares are entitled to receive such dividends, if, as and when declared by the board of directors of the Company, in their sole discretion. All dividends which the board of directors of the Company may declare shall be declared and paid in equal amounts per Share on all Shares at the time outstanding. On liquidation, dissolution or winding up of the Company, the holders of Shares will be entitled to receive the property of the Company remaining after payment of all outstanding debts on a pro rata basis, but subject to the rights, privileges, restrictions and conditions of any other class of shares issued by the Company. There are no pre-emptive, redemption or conversion rights attached to the Shares. All Shares, when issued, are and will be issued as fully paid and non-assessable Shares without liability for further calls or assessment.

### Description of Warrants

Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one (1) Share (a “**Warrant Share**”) at an exercise price of \$1.35 until the date that is 36 months following the date of closing, after which time the Warrants will be void and of no value.

The Warrants will be governed by the terms and conditions set out in the certificate representing the Warrants (the “**Warrant Certificates**”) delivered at the closing of the Offering. The Warrant Certificates will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain customary events. No fractional Warrants Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional shares. The holding of Warrants will not make the holder thereof a shareholder of the Company or entitle such holder to any right or interest in respect of the Warrants except as expressly provided in the Warrant Certificate. Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Shares.

***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.***

**Hypercharge Networks Corp. is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 Prospectus Exemptions. 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 total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$5,000,000;**
- **the Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business 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 Company seeks security holder approval.**

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This offering document contains “forward-looking information” within the meaning of applicable Canadian and United States securities laws, which is based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document are made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning: the completion of the Offering; the Company’s business objectives; the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; raising the minimum or maximum proceeds of the Offering; and completion of the Offering and the date of such completion. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements or forward-looking information, including, without limitation, risks and uncertainties relating to: general business and economic conditions; regulatory approval for the Offering; completion of the Offering; the Company’s limited operating history; uncertainty of future events; growth-related risks; the Company’s ability to obtain additional financing in the future on favourable terms, or at all; the Company’s reliance on key personnel; the Company’s ability to attract and retain executive management and qualified board members; the technical nature of the Company’s operations; technical failures and delays; the future price of the Shares varying depending on factors unrelated to the Company’s performance or intrinsic fair value; aspects of the Company’s operations entailing risk that cannot be insured against or that may not be covered by insurance; risks related to the COVID-19 outbreak; the Company operating at a loss and may never generate a profit; the Company being exposed to security risks related to information technology, network, and data security that could have an adverse effect on operations; the Company operating in an environment with significant environmental and safety regulations and risks; regulatory requirements; consumer adoption of electric vehicles; the Company being reliant on third-party manufacturers and suppliers; the Company facing significant competition; the Company’s ability to expand its sales and marketing capabilities; the Company’s industry being subject to rapidly evolving technologies; there being no consistent international standards applicable to electric vehicles; the Company becoming subject to third-party intellectual property claims; the Company not being able to adequately protect its own intellectual property; and the availability of rebates, tax credits and other financial incentives related to electric vehicles changing. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company’s annual filings that are available at [www.sedar.com](http://www.sedar.com), including the Company’s final long form prospectus dated September 23, 2022. The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

## SUMMARY DESCRIPTION OF BUSINESS

### What is our Business?

Hypercharge is a leading provider of smart electric vehicle (EV) charging solutions that offers turnkey technology to multi-unit residential and commercial buildings, fleet operations, and other rapidly growing sectors. Driven by its mission to accelerate EV adoption and enable the shift towards a carbon neutral economy, Hypercharge is committed to providing seamless, simple charging solutions by offering industry-leading equipment and a robust network of public and private charging stations.

### Recent Developments

The following is a brief summary of key recent developments involving or affecting the Company:

- in May 2023, Hypercharge was selected by the Alberta Motor Association to provide six Level 2 charging stations to two of its locations, Edmonton Contact Centre and Calgary Blackfoot, with installation due to be completed in Q2 2023;
- in May 2023, Hypercharge completed installation of a total of 21 Level 2 EV charging stations into the Alder Bay Place multi-unit residential building in Vancouver;
- in April 2023, Hypercharge was selected by Granite Real Estate Investment Trust to install a total of six dual-port Level 2 EV chargers across three of its industrial properties in Texas: NorthPoint 90 Building 1 and NorthPoint 90 Building 2, both in Houston, and Village Creek in Fort Worth, with installation due to be completed in Q2 2023;
- in April 2023, Hypercharge began retrofitting a total of 58 Level 2 EV charging stations into the existing parking lot of the multi-unit residential building, Icon 2, in Vancouver.
- in April 2023, Hypercharge was selected by the Kapawe'no First Nation, a band government headquartered at Grouard, AB, to provide and install a total of one 50kW Level 3 DC Fast Charger and ten Level 2 charging stations at several of its properties, with installation planned for Q2 2023;
- in March 2023, Hypercharge was selected by the Lark Group of Companies to provide 128 Level 2 EV chargers to its City Centre 4 development, a new premium office & retail building located in Surrey, British Columbia, with installation due to be completed in Q1 2024;
- in March 2023, Hypercharge was selected by PCI Developments to provide 748 Level 2 charging stations to King George Hub, a mixed-use development that will provide over 760,000 sq. ft. of LEED Gold, transit oriented office and retail space in multiple phases, as well as approximately 1.2 million sq. ft. of residential space situated at the junction of up to three rapid transit lines;
- in March 2023, the Company supplied CHEK Media group with six Level 2 charging stations at the CHEK television station located at 780 Kings road, Victoria, British Columbia;
- in March 2023, the Company entered into a deal to supply six Level 2 EV chargers to Ovare Group properties in Vancouver and Whistler, British Columbia, and Egremont, Massachusetts, furthering the Company's plans for U.S. expansion;
- in March 2023, the Company entered into a roaming agreement with Electric Circuit. This partnership enables Hypercharge members to access Electric Circuit's 4,000+ public charging stations, and reciprocally allows Electric Circuit members to access Hypercharge's rapidly growing network of public charging stations;

- on February 24, 2023, Hypercharge's Shares commenced trading on the OTCQB Venture Market under the symbol "HCNWF". Additionally, the Company's Shares became eligible for book-entry and depository services at the Depository Trust Company, which will facilitate electronic clearing and settlement of transfers in the United States;
- in February 2023, Hypercharge was selected by Cressey Development Group to provide 110 Level 2 EV chargers to Format, a new residential building located at 1503 Kingsway, Vancouver, with installation due to be completed in Spring 2023;
- in February 2023, Hypercharge was selected by British Columbia School District 52 to provide level 3 DC Fast Charging stations to two of its properties, a high school and a district maintenance shop;
- in February 2023, Hypercharge was selected by Provincial Credit Union to supply a total of 11 dual-port Level 2 EV charging stations to its branches, with installations due to commence within Q2 2023;
- in January 2023, Hypercharge was selected by the Town of Devon, Alberta, to provide EV charging to multiple municipal properties. In total, one Level 3 DC Fast Charger and ten Level 2 charging stations were to be installed;
- in January 2023, Hypercharge began the process of deploying the first U.S. chargers under the agreement signed with Target Park;
- in January 2023, Hypercharge was selected to provide 20 Level 2 EV charging stations to Inferno Solar locations throughout western Canada;
- in December 2022, Hypercharge was selected by Quay Pacific Property Management to provide nine Level 2 EV charging ports to Spaces City Link, an 8-story, state-of-the-art office building situated on West 8<sup>th</sup> Avenue in Vancouver's Cambie Corridor;
- in December 2022, Hypercharge signed an agreement with Tricon Residential Inc. to provide nine EV charging ports to two of its mixed-use commercial and residential properties;
- in December 2022, Hypercharge was selected to provide solutions to Charger Logistics Inc.;
- in December 2022, the Company appointed Trent Kitsch as an independent member of the Board of Directors;
- in December 2022, the Shares began trading on the Frankfurt Stock Exchange under the symbol "PB7";
- in December 2022, Hypercharge established a new partnership with ParkCo, pursuant to which Hypercharge will convert 26 existing Lite-On chargers onto the Hypercharge EV charging network, install six new Level 2 charging stations in a ParkCo Managed development, and develop integrations between the Hypercharge and ParkCo platforms;
- in November 2022, Hypercharge was selected by Diamond Kilmer Developments to deploy 39 Level 2 chargers in the new residential development, Reunion Crossing, in Toronto, Ontario; and
- on November 16, 2022, the Shares began trading on the NEO Exchange under the symbol "HC".

For more information on recent developments affecting the Company, please refer to the Company's public disclosures, available on [www.sedar.com](http://www.sedar.com), and the Company's Management Discussion & Analysis for the four months ended December 31, 2022.

## Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

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

The following table sets out the business objectives the Company expects to accomplish using its available funds following the Offering and lists the milestone event(s) for each business objective, anticipated time period for completion and estimated cost.

<b>Business Objective</b>	<b>Milestone(s) that must occur to Achieve Business Objective</b>	<b>Anticipated Timing to Complete Business Objective</b>	<b>Estimated Cost to Complete Business Objective</b>
Achieve revenue objectives for calendar year 2023	Accelerate Ontario and East coast expansion through recruiting additional salespeople and further incentivize current sales team; and grow partner channels, including with electrical contractors, affiliates and resellers	End of 2023	\$2,477,786
U.S. Expansion	Continue expansion efforts in the U.S. market through development of identified key markets	Q2 2023	\$1,204,787
Government Incentives	Research and execute opportunities to participate in government incentives in Canada and the U.S.	Q2 2023	\$25,000
Carbon Credits	Research and execute opportunities to participate in the aggregation, distribution, and/or monetization of carbon credits from EV charging stations in relevant jurisdictions, including British Columbia pursuant to the Transportation Fuels Reporting System	Q3 2023	\$41,000
Technology Innovation	Rollout of proprietary Plug and Charge Cloud Platform and establish integration with third party apps	Q3 2023	\$935,288
Product Expansion	Sign an additional supplier agreement with a major charging manufacturer of Level 3 chargers	Q3 2023	\$25,000

## USE OF AVAILABLE FUNDS

### What will our available funds be upon the closing of the offering?

Following the closing of the Offering, the Company expects to have funds available as set out in the following table:

		Assuming 100% of Offering
A	Amount to be raised by this offering	\$5,000,000
B	Estimated selling commissions and fees <sup>(1)</sup>	\$350,000
C	Estimated offering costs (e.g. legal, accounting, audit)	\$15,000
D	Net proceeds of offering: $D = A - (B + C)$	\$4,635,000
E	Working capital as at most recent month end (deficiency)	\$5,134,077
F	Additional sources of funding	\$nil
G	Total available funds: $G = D + E + F$	<b>\$9,769,077</b>

**Note:**

(1) See "Fees and Commission" below. Assuming finder's fees are payable on all subscriptions.

### Decline in Working Capital

The Company's working capital as at March 31, 2023 (\$5,134,077) has decreased from the Company's working capital as at August 31, 2022 (\$7,702,246). This decline was primarily attributed to the use of cash for operating expenses as related to salaries and consulting fees, the initial public offering including the associated professional fees (audit and legal), investor relations and ongoing marketing efforts.

### How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of Offering
Achievement of business objectives identified above	\$4,708,861
General and administrative costs for the next 12 months <sup>(1)</sup>	\$1,457,090
Investor Relations	\$1,000,000
Business advertising and marketing <sup>(1)</sup>	\$414,653
Capital expenditures <sup>(1)</sup>	\$287,500
Unallocated working capital	\$1,900,973
Total:	<b>\$9,769,077</b>

**Note:**

(1) Excluding uses of funds captured under "achievement of business objectives identified above".

The above noted allocation and anticipated timing 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 the 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.

The most recent audited annual financial statements and interim financial report of the Company included a going-concern note. The Company has not achieved profitable operations, has accumulated losses since inception and expects to incur further losses in the development of its business, 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 business operations, 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?**

Date of Financing	Funds Raised	Previous description of intended use of funds	Actual use of funds to date
June 1, 2022	Net Proceeds of \$5,426,648	To pay for salary and consulting fees; management fees; technology and innovation/research and development; capital expenditures; business advertising and marketing; investor relations; general and administrative costs; and for general working capital purposes.	<p>The net proceeds from the June 1, 2022 financing were released from escrow in late September 2022. To date, \$4,649,663 has been used in connection with the uses previously disclosed.</p> <p>The intended use of the net proceeds was expected over the 12-month period after release from escrow. Over the 7-month period since the funds have been available for use, variances from the disclosed uses are attributed primarily to timing.</p> <p>More specifically, the variability in the anticipated timing required to achieve certain business objectives related to technology and innovation / research and development initiatives, U.S. expansion and investment in capital expenditures are project driven in nature resulting in timing differences. To date, the intended use of funds in these areas deviate from the actual use by approximately 25-50%.</p>



## 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 expects to pay registrants and eligible finders who introduce investors that participate in the Offering a finder's fee comprised of a cash commission of up to 7% of gross proceeds raised from investors introduced by such registrants or finders.

## 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 securities.

**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.**

## ADDITIONAL INFORMATION

**Where can you find more information about us?**

Security holders can access the Company's continuous disclosure at [www.sedar.com](http://www.sedar.com) and on the Company's website [www.Hypercharge.com](http://www.Hypercharge.com).

## DATE AND CERTIFICATE

This offering document, together with any document filed under Canadian securities legislation on or after May 15, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated: May 15, 2023

*/s/ "David Bibby"*

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**DAVID BIBBY**  
Chief Executive Officer

*/s/ "Navraj Dosanjh"*

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**NAVRAJ DOSANJH**  
Chief Financial Officer