

## TERMS

### The Offering

<b>Issue:</b>	Up to 3,000,000 Common Shares (the “Shares”) of Hookflash Inc. (the “ <b>Corporation</b> ” or “ <b>Hookflash</b> ”)
<b>Issue Price:</b>	CAD \$1.00 per Share.
<b>Amount:</b>	Gross Proceeds of up to CAD \$3,000,000.
<b>Use of Proceeds:</b>	General corporate purposes.
<b>Hold Period:</b>	Indefinite while the Corporation is not a reporting issuer in Canada in accordance with National Instrument 45-102.
<b>Offering Jurisdictions:</b>	<p>Alberta and such other Provinces of Canada as may be determined by the Corporation (collectively, the “Offering Jurisdictions”).</p> <p>The Shares will be sold pursuant to the “accredited investor” exemption set forth in National Instrument 45-106, or other applicable legislation or regulatory instruments, and similar exemptions in other jurisdictions.</p>
<b>Closing Time and Date:</b>	The closing may take place in one or more tranches with dates and times as determined by the Corporation, at its sole discretion (the “ <b>Closing Date</b> ”).
<b>Stock Exchange Listings:</b>	Securities of the Corporation are not listed on the Exchange, or any other prescribed stock exchange.
<b>Resale Restrictions and Legends:</b>	<p>The Corporation is not a reporting issuer in any jurisdiction. Accordingly, there is no market for the securities of the Corporation nor any assurance that one will develop.</p> <p>The Purchaser acknowledges that the certificates representing the Shares will bear the following legends:</p> <p><i>“Unless permitted under securities legislation, the holder of this security must not trade the security before the date that is four months and a day after the later of (i) the Closing Date, and (ii) the date the issuer became a reporting issuer in any province or territory”.</i></p> <p>The Corporation agrees that certificates representing the Shares will bear no legends other than those set out herein.</p> <p>Purchasers are advised to consult with their own legal counsel or advisors to determine the resale restrictions that may be applicable to them.</p>
<b>Finder’s Fees:</b>	The Corporation has engaged Waverley Corporate Financial Services Ltd. (“Waverley”) as its non-exclusive selling agent under the Offering and has agreed to pay Waverley cash commissions equal to five and a half (5.5%) of the aggregate subscriptions under the Offering that are sourced through its website platform, <a href="http://www.ecncap.com">www.ecncap.com</a> and accepted by the Corporation, plus certain fees and expenses of Waverley, plus applicable taxes in connection with the sale of the Shares.

### End of Terms