

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 (as defined herein) 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.

*This amended and restated offering document made pursuant to the listed issuer financing exemption under section 5A.2 of National Instrument 45-106 – Prospectus Exemptions, as amended and supplemented by Coordinated Blanket Order 45-935 – Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the “**Offering Document**”) constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons to whom they may be lawfully offered for sale. This Offering Document is not, and under no circumstances is to be construed as, a prospectus or advertisement or a public offering of these securities.*

*These securities have not been registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. This Offering Document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. “United States” and “U.S. person” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.*

December 24, 2025

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

(Amending and Restating the Offering Document dated December 19, 2025)



**Ocumetics Technology Corp.
(the “Corporation” or “OTC”)**

SUMMARY OF OFFERING

What are we offering?

Offering:	<p>Brokered private placement (the “Offering”) of units of the Corporation (“Units”) on a ‘best efforts’ private placement basis, with each Unit consisting of one common share of the Corporation (a “Common Share”) and one Common Share purchase warrant (a “Warrant”). Each Warrant will entitle the holder thereof to acquire one Common Share at an exercise price of \$0.75 per Common Share for a period of three years following the Closing Date (as defined herein).</p> <p>Each Common Share carries one vote at all meetings of shareholders of the Corporation, is entitled to receive dividends as and when declared by the board of directors of the Corporation and is entitled to participate in the remaining property and assets of the Corporation upon dissolution or winding-up. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights.</p> <p>Additional terms and conditions of the Warrants will be set out in the warrant certificates to be dated on or about the Closing Date, in form and substance to be agreed to by the Corporation and Centurion One Capital Corp. (the “Lead Agent”).</p>
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Offering Price:	\$0.60 per Unit (the “ Issue Price ”).
Offering Amount:	<p>4,166,666 Units, for gross proceeds of up to \$2,500,000. There is no minimum amount for the Offering.</p> <p>The Corporation will grant to the Agents (as defined herein) the option (the “Over-allotment Option”), exercisable in whole or in part at any time up to two business days prior to the Closing Date, to purchase for resale an additional 625,000 Units, for additional gross proceeds of up to \$375,000. If the Over-Allotment Option is exercised in full, the aggregate gross proceeds of the Offering will be approximately \$2,875,000.</p>
Jurisdictions:	<p>The Units that may be sold pursuant to the Offering will be offered to purchasers resident in each of the provinces of Alberta, British Columbia and Ontario and other qualifying jurisdictions pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – Prospectus Exemptions (“NI 45-106”), as amended and supplemented by Coordinated Blanket Order 45-935 – Exemptions From Certain Conditions of the Listed Issuer Financing Exemption (the “Listed Issuer Financing Exemption”) and other available exemptions under NI 45-106.</p> <p>The Units may also be offered in the United States pursuant to an exemption from the registration requirements of the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), and applicable U.S. state securities laws and in certain offshore foreign jurisdictions, pursuant to applicable regulatory requirements and in accordance with Alberta Securities Commission Rule 72-501 – Distributions to Purchasers Outside Alberta (“ASC Rule 72-501”).</p>
Closing Date:	On or about December 29, 2025, or such other date(s) as may be determined by the Corporation and the Lead Agent (the “ Closing Date ”).
Exchange:	The Common Shares are listed on the TSX Venture Exchange (“ TSXV ”) under the trading symbol “ OTC ”, on the OTCQB Venture Market (“ OTCQB ”) under the trading symbol “ OTCFF ”, and on the Frankfurt Stock Exchange (“ FSE ”) under the symbol “ 2QB0 ”.
Last Closing Price:	The last closing price of the Common Shares on the TSXV, OTCQB and on the FSE on December 23, 2025 were \$0.62, US\$0.449 and €0.346 respectively.

OTC is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 – *Prospectus Exemptions*. In connection with this Offering, the issuer represents the following is true:

- The issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The issuer has filed all periodic and timely disclosure documents that it is required to have filed.
- OTC 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 issuer will not close this Offering unless the issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the

distribution.

- **The issuer 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.**

ABOUT THIS OFFERING DOCUMENT

Readers should rely only on the information contained in this Offering Document in respect of the Corporation. We have not authorized any other person to provide additional or different information. If anyone provides additional or different information, including information or statements in media articles about the Corporation, prospective purchasers should not rely on it.

MEANING OF CERTAIN REFERENCES

Unless otherwise noted or the context otherwise requires, references to “we”, “us”, “our” and similar words refers to the Corporation.

References to “management” in this Offering Document refers to the management of the Corporation. Any statements in this Offering Document made by or on behalf of management are made in such persons’ capacities as officers of the Corporation, and not in their personal capacities.

Words importing the singular number include the plural, and vice versa, and words importing any gender includes all genders.

All references in this Offering Document to “dollars” and “\$” are to Canadian dollars, unless otherwise stated. References to “US\$” in this Offering Document refer to United States dollars.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Offering Document contains “forward-looking information” within the meaning of applicable Canadian securities laws, which is based upon the Corporation’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this Offering Document is 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 Corporation’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; raising the maximum proceeds of the Offering; the exercise of the Over-Allotment Option, in whole or in part; the expected Closing Date; the terms of the transactions and definitive agreements described herein, and the timing and completion thereof; and completion of the Corporation’s business objectives, and the timing, costs, and benefits thereof. 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 Corporation. 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 from those reflected in such forward-looking statements and forward-looking information, including, without limitation, risks with respect to: risks of the Offering not closing as anticipated, or that funds raised are insufficient to complete the Corporation’s planned objectives, risk that funds will require reallocation, actual results of the Corporation’s activities being different than those expected by management, the ability to obtain adequate financing to conduct its planned research and development programs, general economic conditions, interest rates, commodity markets and those risk factors referred to in the Corporation’s filings available at www.sedarplus.ca. This list is not exhaustive of the factors that may affect any of the Corporation’s forward-looking

statements or forward-looking information. Forward-looking information includes statements about the future and are inherently uncertain, and the Corporation's actual achievements or other future events or conditions may differ materially from those reflected in the forward-looking information due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in the management's discussion and analysis of the Corporation for the year ended December 31, 2024 and other filings available at www.sedarplus.ca.

The Corporation 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 Corporation 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?

The Corporation is a Canadian research and product development company that is dedicated to developing advanced vision correction solutions that enhance the quality of life for patients. Through innovative research and development, the Corporation aims to transform the field of ophthalmology with state-of-the-art intraocular lenses and other vision-enhancing technologies.

The Corporation is in the first-in-human early feasibility study phase of a game-changing technology for the ophthalmic industry. The Corporation has developed an intraocular lens that fits within the natural lens compartment of the eye, potentially to eliminate the need for corrective lenses. It is designed to allow the eye's natural muscle activity to shift focus from distance to near, providing clear vision at all distances without the help of glasses or contact lenses.

Recent developments

In October 2021 the Corporation commenced the first phase of its preclinical trials related to the Ocumetics lens technology. Since then, Ocumetics has completed all required studies, including cadaver studies, biocompatibility and animal studies and bench testing of the optical technologies, required to proceed with first-in-human ("**first-in-human**") surgeries. On August 18, 2025 and September 26, 2025, the Corporation reported the successful implantation of its lens in human subjects. On October 8, 2025 and November 5, 2025, the Corporation reported encouraging results from the first group of patients.

The following sets out a detailed list of the Corporation's recent significant milestones related to the development of the Ocumetics lens:

Achievement	Completion date
Commenced Ocumetics lens design enhancements	November 22, 2024
Successfully achieved accommodative power target in lab testing	May 8, 2025
Announced Ocumetics lens design freeze	May 12, 2025
Completed manufacturing of Ocumetics lenses for use in its first-in-human study	May 14, 2025
Submitted first-in-human clinical study protocol for approval	May 22, 2024
Confirmed Mexico City as site for first-in-human study	June 2, 2024
Completed virtual site initiation for first-in-human study	June 26, 2025

Achievement	Completion date
Completed surgeon and staff training for first-in-human surgeries	July 9, 2025
Received ethics committee approval to proceed with first-in-human surgeries	July 30, 2025
Commenced patient recruitment for first-in-human clinical study	August 5, 2025
Successful implantation of Ocumetics lens in human subjects	August 18, 2025 and September 26, 2025
Reported one-month patient results	October 8, 2025 and November 5, 2025

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 Corporation 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?

Proceeds of the Offering will be used to continue the Corporation's first-in-human clinical study, which is estimated to cost the Corporation \$1,061,000. The Corporation expects that the first-in-human study to involve approximately 30 patients, segmented into three patient groups. Surgeries will occur at a facility in Mexico City. The Corporation completed its Group 1 first-in-human surgeries during Q3 2025. The Group 2 and Group 3 surgeries are expected to be completed by June 30, 2026.

OTC will conduct extensive post-operative analysis for each patient group as part of the regulatory process:

- Twelve-month follow-up: OTC medical team will monitor each group of patients over a 12-month period to evaluate safety, efficacy and optical performance.
- Clinical trial reporting: Interim and final results will be compiled into comprehensive reports and submitted to regulatory bodies for review.

USE OF AVAILABLE FUNDS

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

		Assuming 100% of LIFE Offering	Assuming 100% Exercise of Over-Allotment Option⁽¹⁾
A	Amount to be raised by this Offering	\$2,500,000	\$2,875,000
B	Selling commissions and fees	\$200,000	\$230,000
C	Estimated Offering costs (e.g., legal, accounting, audit)	\$200,000	\$200,000
D	Net proceeds of Offering: D=A-(B+C)	\$2,100,000	\$2,445,000
E	Working capital as at most recent month end (November 30, 2025) ⁽²⁾	\$140,000	\$140,000
F	Additional sources of funding ⁽³⁾	\$317,000	\$317,000

		Assuming 100% of LIFE Offering	Assuming 100% Exercise of Over-Allotment Option ⁽¹⁾
G	Total available funds: G = D+E+F	\$2,557,000	\$2,902,000

Notes:

- (1) Assumes the Over-Allotment Option is exercised in full.
- (2) Reflects the extension of the maturity dates of secured convertible debentures of the Corporation (the “**Debentures**”) from two years to three years pursuant to a definitive agreement entered into by the Corporation with the holders of the Debentures. The Debentures have an aggregate face value principal amount of up to \$4,000,000 (the “**Principal**”). The Debentures bear interest at rate of 18% per annum, compounded annually. The Debentures will mature, and Principal and interest will be payable by the Corporation, on the date which is three years from the date of issue. The Corporation may prepay the indebtedness under the Debentures at any time upon ninety (90) days prior written notice, without penalty.
- (3) Represents funds available from the exercise of incentive stock options issued to certain directors and officers of the Corporation. The Corporation has obtained signed agreements that the options will be exercised prior to their date of expiry August 27, 2026, regardless of the share price of the Issuer.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of LIFE Offering	Assuming 100% Exercise of Over-Allotment Option ⁽¹⁾
Completion of first-in-human study and related activities ⁽²⁾⁽³⁾⁽⁴⁾	\$1,061,000	\$1,061,000
Compensation of medical, clinical and administrative service providers	\$655,000	\$655,000
General and Administrative Expenses and Working Capital (expenses, payables and excess) ⁽⁵⁾	\$841,000	\$1,186,000
Total: Equal to G in the Available Funds table above	\$2,557,000	\$2,902,000

Notes:

- (1) Assumes the Over-Allotment Option is exercised in full.
- (2) Proceeds of the Offering will be used to fund the Corporation’s first-in-human clinical study up to the submission of results to regulatory bodies for review. Subsequent to submission of first-in-human study results, the Corporation expects to receive regulatory approval to proceed with clinical trials. Phase 1 of the Corporation’s clinical trials is currently projected to commence in early 2027. The Phase 1 through 3 clinical trials is planned to occur in approximately 16 different locations, including Canada, the United States, Europe and South America. Approximately 300 patients will have the Ocumetics lens implanted. Clinical studies are expected to take approximately 36 months to complete.
- (3) The Corporation’s intraocular lens prototype development and manufacturing, and regulatory affairs have been outsourced to a third parties and are monitored by the Corporation’s Chief Medical Officer, Chief Scientific Officer and Chief Executive Officer.
- (4) Additional funding of approximately \$22.5 million is required to complete the Corporation’s three-year clinical trial program and commercialization launch.
- (5) These figures represent the Corporation’s expected general and administrative expenses, the payment of current and expected short-term liabilities and payables over the coming 12-month period, and excess capital that will remain available to the Corporation for future use.

The above noted allocation of capital and anticipated timing represents the Corporation’s current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Corporation 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 Corporation’s ability to execute on its business plan. See the “*Cautionary Statement Regarding Forward-Looking Information*” section above.

The Corporation's most recent audited financial statements and unaudited condensed interim financial statements included a going concern note. As the Corporation is in the research and development stage, the Corporation's ability to continue as a going concern is dependent upon its ability to generate future cash flows and/or obtain additional financing to fund its research and development activities. The Offering is not expected to affect the Corporation's decision to include a going concern note in the next annual financial statements of the Corporation.

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

Previous Financing	Intended Use of Funds	Actual Use of Funds	Explanation of Variance
July 2025 - \$1,124,362 offering of units	Research and development	Research and development	None

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?

Agents:	Centurion One Capital Corp., as Lead Agent and sole bookrunner on its behalf and, if applicable, on behalf of a syndicate of agents (collectively, the "Agents").
Compensation Type:	Cash Commission (as defined below), Broker Warrants (as defined below) and Corporate Finance Fee (as defined below).
Cash Commission:	Cash fee equal to 8.0% of the gross proceeds of the Offering (the "Cash Commission").
Broker Warrants:	Such number of broker warrants (the "Broker Warrants") as is equal to 8.0% of the Units sold under the Offering. Each Broker Warrant will entitle the holder to acquire one Unit at the Issue Price for a period of three years following the Closing Date. Each Warrant underlying the Units acquired upon exercise of the Broker Warrants will entitle the holder thereof to acquire one Common Share at an exercise price of \$0.75 per Common Share for a period of three years following the date of issuance of such Warrant.
Corporate Finance Fee:	Corporate finance fee equal to 6.0% of the gross proceeds of the Offering, payable in Units (the "Corporate Finance Fee").

Does the Agent have a conflict of interest?

To the knowledge of the Corporation, it is not a "related issuer" or "connected issuer" of or to the Agent, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

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 Corporation, or
- b) to damages against the Corporation 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 Corporation's continuous disclosure filings on SEDAR+ at www.sedarplus.ca under the Corporation's profile.

For further information regarding the Corporation, visit our website at www.ocumetics.com.

Investors should read this Offering Document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of Units.

CERTIFICATE OF THE CORPORATION

Date: December 24, 2025

This Offering Document, together with any document filed under Canadian securities legislation on or after December 24, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

(Signed) *“Dean Burns”*

DEAN BURNS
Chief Executive Officer

(Signed) *“Roger Jewett”*

ROGER JEWETT
Chief Financial Officer