

## PRIVATE PLACEMENT

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Issuer:	Cantest Funding Corp. (“ <b>Cantest Fundco</b> ” or the “ <b>Issuer</b> ”), a corporation that was created for the purpose of financing Cantest Solutions Inc.
Offering:	Private placement of: - 12.00% unsecured debentures of Cantest Fundco (the “ <b>Debentures</b> ”).
Offering Size:	Minimum gross proceeds of C\$1,000,000.00 and maximum gross proceeds of C\$5,000,000.00.
Subscription Price:	C\$1.00 per Debenture.
Selling Jurisdictions:	All of the provinces of Canada and the United States of America.
Prospectus Exemptions:	<p>The Issuer will distribute the Debentures to purchasers in Canada under section 73.3 [Accredited Investor Exemption] of the <i>Securities Act</i> (Ontario), section 2.3 [Accredited Investor], and sections 2.5, 2.6 and 2.6.1 [Family, Friends and Business Associates], of National Instrument 45-106 <i>Prospectus Exemptions</i>.</p> <p>The Issuer will distribute the Debentures to purchasers in the United States of America in reliance on section 2.3 [Accredited Investor] of National Instrument 45-106 <i>Prospectus Exemptions</i> and Rule 506 of Regulation D under the Securities Act of 1933, as amended.</p>
Selling Agents:	[None.]
Selling Fees and Commissions:	[None.]
Listing:	The Issuer does not presently intend to list the Debentures on any stock exchange or quote the Debentures on any quotation and trade reporting system.
Canadian Resale Restrictions:	Unless permitted under Canadian securities legislation, the holders of the Debentures must not trade the Debentures in Canada 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.
Closing Date:	On or about November 1, 2017.

Use of Net Proceeds: Proceeds from the issuance of the Debentures will be loaned to one or more of Cantest Solutions Inc., its subsidiaries, and 1709959 Alberta Ltd., which is an affiliate of Cantest Solutions Inc., for the expansion of business into the United States, development of proprietary technology, working capital and potential acquisitions.

### Debentures

Interest Rate: The Debentures will bear interest of 12.00% per annum. The interest on the Debentures will be payable quarterly in arrears on January 31, April 30, July 31 and October 31 of each year. The first interest payment will be on January 31, 2018, and will include interest accrued from and including the closing date.

Maturity Date: October 31, 2020.