*This Offering Document (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.*

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

<u>New Issue</u> **June 19, 2025**

VOLATUS AEROSPACE INC.
(the "**Issuer**" or "**we**")

SUBSCRIPTION PRICE $0.20 PER UNIT

PART 1 SUMMARY OF OFFERING

What are we offering?

Offering:	Units ("**Units**") of the Issuer, with each Unit being comprised of one common voting share of the Issuer (an "**Offered Share**") and one-half of one common voting share purchase warrant (each whole common voting share purchase warrant, a "**Warrant**"). Each Warrant will be exercisable to acquire an additional common voting share of the Issuer (each a "**Warrant Share**", and together with the Units, Offered Shares and Warrants, the "**Securities**") at an exercise price of $0.30 for a period of 36 months from the date of closing**.**
Offering Price:	$0.20 per Unit.
Offering Amount:	Up to 20,000,000 Units, for gross proceeds of up to approximately $4,000,000 (the "**Offering**"). There is no minimum offering size.
Closing Date:	In one or more closings and is expected to close on or before June 26, 2025, or such other date as may be determined by the Issuer (the "**Closing Date**"). At the Closing Date, Units will be issued against receipt of funds.
Exchange:	The common voting shares ("**Common Voting Shares**") and the variable voting shares ("**Variable Voting Shares**", together with the Common Voting Shares, the "**Shares**") of the Issuer are listed on the TSX Venture Exchange (the "**TSXV**") under the symbol "FLT", on the OTCQX under the symbol "TAKOF" and on the Frankfurt Stock Exchange ("**FSE**") under the symbol "A2JEQU". The Warrants are not currently expected to be listed on the TSXV.
Last Closing Price:	The closing price of the Shares on the TSXV, OTCQX and FSE on June 19, 2025, the last trading date prior to the date of this Offering Document, was $0.20, US$0.165 and €0.149, respectively.

Description of Offered Shares:	The holders of Common Voting Shares are entitled to: (i) receive notice of, and to attend and vote at, all meetings of shareholders on the basis of one vote per Common Voting Share; (ii) receive any dividends declared by the board of directors of the Issuer and will rank equally with the Variable Voting Shares as to dividends on a share-for-share basis; and (iii) upon liquidation, dissolution or winding-up of the Issuer, to participate equally with the Variable Voting Shares in the remaining property and assets of the Issuer available for distribution to holders of Shares. Additionally, each Common Voting Share may only be held, beneficially owned and controlled, directly or indirectly, by Canadians. An issued and outstanding Common Voting Share shall be converted into one Variable Voting Share, automatically and without any further act of the Issuer or the holder, if such Common Voting Share becomes held, beneficially owned or controlled, directly or indirectly, other than by way of security only, by a person who is not a Canadian within the meaning of the Canadian Transport Agency. Holders of Variable Voting Shares are entitled to: (i) receive notice of, and to attend at, all meetings of shareholders; (ii) receive any dividends declared by the board of directors of the Issuer and will rank equally with the Common Voting Shares as to dividends on a share-for-share basis; and (iii) upon liquidation, dissolution or winding-up of the Issuer, to participate equally with the Common Voting Shares in the remaining property and assets of the Issuer available for distribution to holders of Shares. Variable Voting Shares carry one vote per share held, unless any of the thresholds set forth below would otherwise be surpassed at any time, in which case the vote attached to a Variable Voting Share will decrease as described below. *Single Non-Canadian Holder* If at any time: (i) a single non-Canadian holder of Variable Voting Shares, either individually or in affiliation with any other person, holds a number of Variable Voting Shares outstanding that, as a percentage of the total number of all voting shares outstanding, exceeds 25%; or (ii) the total number of votes that would be cast by or on behalf of a single non-Canadian holder, either individually or in affiliation with any other person, at any meeting would exceed 25% of the total number of votes cast at such meeting, then the vote attached to each Variable Voting Share held by such single non-Canadian holder, will decrease proportionately and automatically without further act or formality only to such extent that, as a result (A) the Variable Voting Shares held by such single non-Canadian holder do not carry in the aggregate more than 25% of the aggregate votes attached to all issued and outstanding voting shares of the Issuer, and (B) the total number of votes cast by or on behalf of such single non-Canadian holder at the meeting do not exceed in the aggregate 25% of the total number of votes cast at such meeting. *Non-Canadian Holder Authorized to Provide Air Service* If at any time: (a) one or more non-Canadians authorized to provide an air service in any jurisdiction, collectively hold, either individually or in affiliation with any other person, a number of Variable Voting Shares outstanding that, as a percentage of the total number of all voting shares outstanding, after the application of the automatic proportionate decrease to the votes attached to all of the Variable Voting Shares held by any single non-Canadian holder as set out above under the Variable Voting Shares held by any single non-Canadian holder as set out above under "Single Non-Canadian Holder" (if any, as the case may be) exceeds 25%; or (b) the total number of votes that would be cast by or on behalf of non-Canadian holders authorized to provide air service, after the application of the automatic proportionate decrease to the votes attached to all of the Variable Voting Shares held by any single non-Canadian holder as set out above under "Single Non-Canadian Holder" (if any, as the case may be), exceed 25% of the total number of votes cast at such meeting, then the vote attached to each Variable Voting Share held by all non-Canadian holders authorized to provide air service will decrease proportionately and automatically without

	further act or formality only to such extent that, as a result (i) the Variable Voting Shares held by all non-Canadian holders authorized to provide air service do not carry in the aggregate more than 25% of the aggregate votes attached to all issued and outstanding voting shares of the Issuer, and (ii) the total number of votes cast by or on behalf of all non-Canadian holders authorized to provide air service and by persons in affiliation with any non-Canadian holders authorized to provide air service at any meeting do not exceed in the aggregate 25% of the total number of votes cast at such meeting. *General – All Holders of Variable Voting Shares* If at any time: (a) the number of Variable Voting Shares outstanding as a percentage of the total number of all voting shares outstanding, after the application of the automatic proportionate decrease to the votes attached to all of the Variable Voting Shares held by any single non-Canadian holder under "Single Non-Canadian Holder" and after the application of the automatic proportionate decrease to the votes attached to all of the Variable Voting Shares held by non-Canadian holders authorized to provide air service as set out above under "Non-Canadian Holder Authorized to Provide Air Service" (in each case, if any, as may be required), exceeds 49% (or any different percentage that may be prescribed by law or regulation of Canada and approved or adopted by the Board); or (b) the total number of votes that would be cast by or on behalf of holders of Variable Voting Shares at any meeting would, after the application of the automatic proportionate decrease to the votes attached to all of the Variable Voting Shares held by any single non-Canadian holder as set out above under "Single Non-Canadian Holder" and after the application of the automatic proportionate decrease to the votes attached to all of the Variable Voting Shares held by non-Canadian holders authorized to provide air service as set out above under "Non-Canadian Holder Authorized to Provide Air Service" (in each case, if any, as may be required), exceed 49% (or any different percentage that may be prescribed by law or regulation of Canada and approved or adopted by the Board) of the total number of votes cast at such meeting, then the vote attached to each Variable Voting Share will decrease proportionately and automatically without further act or formality only to such extent that, as a result (i) the Variable Voting Shares do not carry more than 49% (or any different percentage that may be prescribed by law or regulation of Canada and approved or adopted by the Board) of the aggregate votes attached to all issued and outstanding voting shares of the Issuer, and (ii) the total number of votes cast by or on behalf of holders of Variable Voting Shares at any meeting do not exceed 49% (or any different percentage that may be prescribed by law or regulation of Canada and approved or adopted by the Board) of the total number of votes cast at such meeting.
Description of Warrants:	Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Warrant Share at an exercise price of $0.30 until 5:00 p.m. (Toronto time) on the date that is 36 months following the date of closing. The Warrants will be created and issued pursuant to the terms of a warrant certificate representing each Warrant (the "**Warrant Certificate**"). 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 Issuer 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. The Warrant Certificate 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. The Warrant Certificate will also contain provisions designed to protect holders of the Warrants against dilution upon the happening of certain events.

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.

Investors who participate in this Offering are deemed to have acknowledged certain facts and agreements on which the Issuer is relying. Please review the Appendix to the Investor Questionnaire to ensure you agree with these acknowledgements and have provided the Issuer with any required information. NOTHING IN SUCH APPENDIX MODIFIES ANY DISCLOSURE MADE BY THE ISSUER IN THIS OFFERING DOCUMENT.

All references in this Offering Document to "dollars" or "$" are to Canadian dollars, unless otherwise stated.

General Information

The Issuer 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.**
- **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 $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.**

Cautionary Note Regarding Forward-Looking Statements

This Offering Document contains "forward-looking statements" or "forward-looking information" within the meaning of applicable securities legislation (collectively referred to herein as "**forward-looking statements**" or "**forward-looking information**"). Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "will", "proposes", "expects", "estimates", "intends", "anticipates" or "believes", or variations (including negative and grammatical variations) of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. All statements, other than statements of historical fact, that address activities, events or developments that the Issuer believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding any objectives and strategies of the Issuer) are forward-looking statements. Examples of such forward-looking statements in this Offering Document include the Issuer's business plans and strategies; the Issuer's product, channel and program launches and development; the Issuer's intention to grow its business and operations; the Issuer's working capital and anticipated future revenue, costs and expenses; the Issuer's research and development activities; the completion of the Offering and the timing thereof; obtaining all of the required stock exchange and other approvals in connection with the Offering; use of available funds, including the proceeds of the Offering and the costs of the Offering; the completion of the Non-Convertible Debt Settlement and the Convertible Debt Settlement and the timing thereof obtaining all required stock exchange and other approvals in connection with the Non-Convertible Debt Settlement and the Convertible Debt Settlement; business objectives and milestones; expansion into global markets; and adequacy of financial resources. These forward-looking statements reflect the current expectations, assumptions or beliefs of the Issuer based on information currently available to the Issuer.

Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. The material factors and assumptions used to develop the forward-looking statements contained in this Offering Document include, without limitation, the completion and realization of the anticipated benefits of the Offering; the timing for completion, settlement and closing of the Offering, the Non-Convertible Debt Settlement and the Convertible Debt Settlement; the speculative nature of an investment in the Issuer's securities; the satisfaction of the conditions to closing of each of the Offering, the Non-Convertible Debt Settlement and the Convertible Debt Settlement, including receipt in a timely manner of regulatory and other required approvals and clearances, including the approval of the TSXV; the use of proceeds of the Offering; potential adverse effects on the market price of the Issuer's securities resulting from a sale of a substantial amount of the Issuer's securities; price volatility of the Issuer's securities; availability of additional financing as and when required; treatment under domestic and international governmental regulatory regimes; general business, economic, competitive, political and social uncertainties; product and service development and sales; anticipated and unanticipated costs; the market price and liquidity of the Shares; exposure to increased credit and liquidity risk; third party contractual performance; customer demand; competition from other content providers; competition and the risks posed by potential technological advances; fluctuations in currency exchange rates; dependence on key personnel; conflicts of interest; and difficulty in enforcing judgements and effecting service of process on director and officers.

There can be no assurance that forward-looking statements will prove to be accurate, as actual results, performance or developments could differ materially from those anticipated in such statements. Although the Issuer believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein. The factors identified above are not intended to represent a complete list of the factors that could affect the Issuer.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Issuer's actual results, performance or developments to be materially different from any future results, performance or developments expressed or implied by the forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Issuer. Prospective investors should carefully consider all information contained in this Offering Document including information contained in the section entitled "Cautionary Note Regarding Forward-Looking Statements", before deciding to purchase the Units. Additionally, purchasers should consider the risk factors set forth below, as well as risks described in other public filings that are available on the Issuer's SEDAR+ profile at www.sedarplus.ca. Risks which may impact the forward-looking information contained in this Offering Document include but are not limited to, the Issuer's securities may experience price volatility and investors may lose all or part of their investment; failure to obtain required approvals for the Offering or the final approvals for the Non-Convertible Debt Settlement and the Convertible Debt Settlement; the Issuer's growth is subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources, and lack of significant revenues; there is no assurance that the Issuer will be successful in achieving a return on shareholder's investment and the likelihood of success must be considered in light of the early stage of operations; as a manufacturer and service provider in the unmanned aerial vehicle sector, and with aircraft and aviation sector companies under increased scrutiny, claims could be brought against the Issuer if use or misuse of one of its products causes, or merely appears to have caused, personal injury or death; defects in the Issuer's products may lead to other potential life, health and property risks; any claims against the Issuer, regardless of their merit, could severely harm the financial condition of the Issuer and strain management and other resources; the Issuer is unable to predict if it will be able to obtain or maintain product liability insurance for any products that may be approved for marketing; the intellectual property used by the Issuer in its business is not protected by patents or registered design rights, which means that the Issuer cannot preclude or inhibit competitors from entering the same market if they develop the same or similar technology independently; the Issuer is reliant on copyright, trade secret protection and confidentiality and license agreements with its employees, suppliers, consultants and others to protect its intellectual property rights, and although the Issuer has taken steps it believes to be consistent with industry practice to reduce these risks, such steps may be inadequate; if the Issuer fails to register, renew or enforce intellectual property rights, or there is any unauthorized use or significant impairment of its intellectual property rights, the value of its products and services could be diminished, the Issuer's competitive position could be adversely affected and its business may suffer; third parties may independently discover the Issuer's trade secrets or access proprietary information or systems and, in such cases, the Issuer may not be able to rely on any intellectual property rights to prevent the use of such trade secrets, information or systems by such parties; the Issuer's ability to serve its customers in a timely manner depends on the ability of its strategic suppliers and resellers to perform their obligations and deliver their products and/or services in a timely manner and in accordance with contractual requirements; the Issuer relies to a substantial extent on supplier and reseller contracts and agreements and any delay in delivery of parts and materials by original equipment manufacturers ("**OEMs**") will entail a hindrance in the Issuer's ability to fulfil its contractual obligations; supply of certain products and components is highly concentrated with a small number of suppliers and such suppliers and subcontractors may not be committed or obligated to sell products to the Issuer; delays in supply may significantly hurt the Issuer's ability to fulfill our contractual obligations and may significantly hurt its business and results of operations; the Issuer's products and services are in new and rapidly evolving markets, including the commercial drone market which is in early stages of customer adoption, and as such, the Issuer's business and future prospects may be difficult to evaluate; due to the evolving markets in which the Issuer conducts business, it must rely largely on its own market research to forecast sales, as detailed forecasts are not generally obtainable from other sources at this preliminary stage of the industry; a failure in the demand for its products or services to materialize as a result of competition, technological change or other factors could have a material adverse effect on the businesses, results of operations and financial condition of the Issuer; there can be no assurance that the Issuer's targeted vertical and geographic markets will grow, or that they will be successful in establishing new vertical and geographic markets; an accident involving a drone or unmanned aerial vehicle ("**UAV**") provided by the Issuer or another manufacturer could cause regulatory agencies around the world to tighten restrictions on the use of drones and UAVs, particularly overpopulated areas, and could cause the public to lose confidence in the Issuer's products; there are risks associated with unmanned systems and services, flight control, communications and/or other advanced technologies, and there may be accidents associated with these technologies, including crashes with or without personal injury; the Issuer has incurred net losses since its inception; the Issuer cannot assure that it can become profitable or avoid net losses in the future or that there will be any earnings or revenues in any future quarterly or other periods; the regulations of drones and UAVs may not evolve as expected and thus impact the future operations of the Issuer; the Issuer may fail to obtain required regulatory approvals impacting its ability to operate; the Issuer believes that a significant amount of its business opportunities lie outside of Canada, particularly in the United States; many of the third-party products sold by the Issuer and a majority of the components needed to build the products that the Issuer expects to manufacture are made and purchased from countries outside of Canada, particularly in Asia, and operating in foreign countries and relying on suppliers in foreign countries exposes the Issuer to political risks, country risks, currency risks and tariff risks in many forms; there can be no assurance that any market for the Issuer's products will develop; the Issuer may face new or unexpected risks or significantly increase its exposure to one or more existing risk factors, including economic instability, changes in laws and regulations, and the effects of competition, which may limit the Issuer's ability to successfully expand its operations into such jurisdictions, may interfere with its supply chains and may have a material adverse effect on the Issuer's business, financial condition and results of operations; the industry in which the Issuer operates, and in which the Issuer will operate, is very competitive; the Issuer engages in transactions and activities in currencies other than its functional currency and the applicable currency exchange rates may positively or negatively impact the Issuer; forecasting the Issuer's revenues and profitability for new business models is inherently uncertain and volatile; the Issuer could be subject to interest rate risks, which is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates; theft of data for competitive purposes, particularly user and partner lists, is an ongoing risk whether perpetrated via employee collusion or negligence or through deliberate cyber-attack and any such theft or privacy breach could have a material adverse effect on the Issuer's businesses, financial condition or results of operations; the Issuer and its customers are subject to cyber-attacks from cybercriminals and the rapid changes in attack vectors makes it difficult to stop attacks and adapt to new threats and the increased social hacking creates a cyber-threat risk for the Issuer; failure to obtain additional funding could prevent the Issuer from making expenditures that may be required to implement the Issuer's growth strategy and grow or maintain the Issuer's operations; changes in market conditions may increase insurance premiums, which could adversely affect the Issuer's financial conditions, results of operations, cash flow and/or prospects; the loss of one or more key personnel may have a significant adverse effect on the Issuer's sales, operations and profits; the Issuer may become party to litigation from time to time in the ordinary course of business which could adversely affect its business; an extremely high fuel cost could adversely affect customer volumes as other cheaper modes of transportation are sought; and events beyond the control of the Issuer may damage its ability to accept customers' orders, maintain its production and sales or perform its services.

PART 2 SUMMARY DESCRIPTION OF BUSINESS

What Is Our Business?

The Issuer was incorporated as "Asher Resources Corporation" under the *Business Corporations Act* (British Columbia) ("**BCBCA**") on February 2, 2011. Effective June 6, 2016, the Issuer completed a business combination transaction whereby: (i) it changed its name to "Drone Delivery Canada Corp."; (ii) it consolidated its common shares on a 4:1 basis; and (iii) its wholly-owned subsidiary 2500527 Ontario Ltd. amalgamated with Drone Delivery Canada Inc. to form the amalgamated wholly-owned subsidiary of the Issuer named Drone Delivery Canada Inc. ("**Drone Inc.**"). Effective December 2, 2021, Drone Inc. was continued from Ontario to British Columbia as 1336099 B.C. Ltd. and effective January 1, 2022, by way of articles of amalgamation, 1336099 B.C. Ltd. amalgamated with the Issuer.

On June 15, 2022, the Issuer filed an amendment to its notice of articles and articles in order to implement a variable voting system by creating two new classes of shares, the Common Voting Shares and the Variable Voting Shares, in accordance with the BCBCA, and to address various matters relating to the new variable voting system.

On August 30, 2024, in connection with the business combination transaction with Volatus Aerospace Corp., the Issuer changed its name from "Drone Delivery Canada Corp." to "Volatus Aerospace Inc.".

The address of the Issuer's corporate office and its principal place of business is 6221, Unit 7, Highway 7, Vaughan, Ontario. The Common Voting Shares and the Variable Voting Shares trade on the TSXV under the symbol "FLT", on the OTCQX under the symbol "TAKOF" and on the FSE under the symbol "A2JEQU". The Issuer is a reporting issuer in the provinces of British Columbia, Alberta, Ontario, Québec, Saskatchewan, Newfoundland and Labrador, New Brunswick, Prince Edward Island, Nova Scotia and Manitoba.

The Issuer is a Canadian-based leader in drone technology and services, offering a wide range of solutions in aerial intelligence, remote operations, and logistics. The Issuer specializes in providing drone-based services to multiple industries, including public safety, transportation, energy, and agriculture. It focuses on improving operational efficiency and sustainability through the use of cutting-edge drone technologies.

Recent Developments

The most material recent developments in our business are:

On June 19, 2025, the Issuer announced the closing of a $3,000,000 financing with Investissement Québec pursuant to which the Issuer entered into an amended and restated secured convertible debenture increasing the principal amount of the IQ Debenture (as defined herein) to $10.5M (the "**Amended IQ Debenture**"). The Amended IQ Debenture bears interest at a rate of 12.5% per annum until its maturity date on October 21, 2029 (the "**IQ Debenture Maturity Date**"). The principal under the Amended IQ Debenture is convertible at the option of Investissement Québec into Common Voting Shares at a conversion price of $0.202 per share (the "**IQ Debenture Conversion Price**"). Interest for the first three-year period will be non-cash interest, and capitalized semi-annually, and convertible, at the holder's option at the then market price of the Common Voting Shares as permissible by securities regulations and the rules of the TSXV, while interest for the last two years will be payable, semi-annually, in cash until the IQ Debenture Maturity Date, unless the IQ Debenture is otherwise converted at the IQ Debenture Conversion Price, at any time and at the holder's option before the IQ Debenture Maturity Date.

On May 22, 2025, the Issuer announced that it entered into agreements with holders of unsecured non-convertible debentures of the Issuer to settled outstanding aggregate principal and accrued and unpaid interest in the amount of $446,400.00 owing under such unsecured non-convertible debentures (the "**Non-Convertible Debt Settlement**"). On June 19, 2025, the Issuer announced that it completed the Non-Convertible Debt Settlement by issuing a total of 3,720,000 units of the Issuer (the "**Settlement Units**") at a deemed price of $0.12 per Settlement Unit, settling the principal and accrued and unpaid interest in the amount of $446,400.00 owing to holders of unsecured non-convertible debentures of the Issuer. Each Settlement Unit is comprised of one Common Voting Share and one Common Voting Share purchase warrant of the

Issuer (a “**Settlement Warrant**”). Each Settlement Warrant is exercisable to purchase one Common Voting Share at an exercise price of $0.20 per Common Voting Share for a period of 36 months from the date of issuance.

On May 12, 2025, the Issuer issued a total of 20,174,280 Common Voting Shares and on May 13, 2025, the Issuer issued a total of 17,640,000 Common Voting Share purchase warrants (the “**Debenture Warrants**”) settling an aggregate debt of $3,026,142.00 owing to holders of convertible debentures of the Issuer issued pursuant to a debenture indenture dated May 11, 2023 between the Issuer and TSX Trust Company as trustee (the “**Convertible Debt Settlement**”). The Common Voting Shares were issued at a deemed price of $0.15 per Common Voting Share. Each Debenture Warrant is exercisable into one Common Voting Share at an exercise price of $0.20 per Common Voting Share for a period of 36 months from the date of issuance, subject to acceleration if, at any time following the date that is 4 months and one day following the date of issuance, the daily volume weighted average trading price of the Common Voting Shares on the TSXV is greater than $0.35 per share for the preceding 10 consecutive trading days on the TSXV. The Debenture Warrants are governed by the terms of a warrant indenture between the Company and TSX Trust Company, as warrant agent. The Common Voting Shares and Debenture Warrants issued pursuant to the Convertible Debt Settlement are subject to a statutory hold period expiring four months and one day from the date of issuance.

On May 1, 2025, the Issuer announced the closing of a non-brokered private placement of 25,000,000 units of the Issuer (“**2025 LIFE Units**”) at a price of $0.12 per unit for aggregate gross proceeds of $3,000,000 (the “**2025 LIFE Offering**”). Each 2025 LIFE Unit was comprised of one Common Voting Share and one Common Voting Share purchase warrant exercisable into one Common Voting Share at a price of $0.20 per share for a period of 36 months.

On November 7, 2024, the Issuer announced the appointment of Omar Mourad as a director of the Issuer and Greg Colacitti as Chief Operating Officer of the Issuer.

On November 6, 2024, the Issuer announced the closing of a brokered private placement of 19,766,000 units of the Issuer (“**LIFE Units**”) at a price of $0.14 per unit for aggregate gross proceeds of $2,767,240 (the “**2024 LIFE Offering**”). Each LIFE Unit was comprised of one Common Voting Share and one Common Voting Share purchase warrant exercisable into one Common Voting Share at a price of $0.20 per share for a period of 24 months.

On October 21, 2024, the Issuer announced the closing of a $15M financing with Investissement Québec and Economic Development Canada (“**EDC**”) comprising of a $7.5M secured convertible debenture of the Issuer issued to Investissement Québec (the “**IQ Debenture**”) and a $7.5M secured term loan (the “**EDC Loan**”) between EDC and Volatus Aerospace Corp. (“**Volatus Corp.**”), a wholly-owned subsidiary of the Issuer. The EDC Loan is non-convertible, bears interest at a rate of the prime lending rate set by Royal Bank of Canada plus 8% and has a term of four years with a balloon payment of up to $4.5M at the end of the fourth year on October 21, 2028.

On September 10, 2024, the Issuer announced that it received approval from Transport Canada to conduct drone cargo operations beyond a visual line of sight of the pilot (“**BVLOS**”) in respect of its DroneCare project.

On September 3, 2024, the Issuer launched Volatus Aerospace Europe AS, a wholly-owned subsidiary of the Issuer, in Norway to accelerate its expansion into the European and African markets.

On August 30, 2024, the Issuer completed the merger of equals with Volatus Corp. (the “**Merger**”), pursuant to which, among other things, the Issuer acquired all of the outstanding common shares of Volatus Corp. by way of a plan of arrangement under the *Business Corporations Act* (Ontario) resulting in Volatus Corp. becoming a wholly-owned subsidiary of the Issuer. On August 30, 2024, in connection with the completion of the Merger, the Issuer changed its name from “Drone Delivery Canada Corp.” to “Volatus Aerospace Inc.” and, on September 5, 2024, the Issuer began trading on the TSXV under its new name. For further information about the Merger, see the Issuer’s news releases dated May 21, 2024, August 12, 2024, August 19, 2024, August 26, 2024 and August 30, 2024 and the joint management information circular of the Issuer and Volatus Corp. dated July 12, 2024, as well as the definitive agreements with respect to the Merger, all of which are filed on the Issuer’s profile on SEDAR+ at www.sedarplus.ca.

Material Facts

The Offering is being conducted as a non-brokered private placement.

There are no material facts about the securities being distributed hereunder that have not been disclosed either in this Offering Document or in another document filed by the Issuer over the 12 months preceding the date of this Offering Document on the Issuer's profile at www.sedarplus.ca. You should read these documents prior to investing.

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

The following table sets out: (i) the business objectives the Issuer expects to accomplish using its available funds following the Offering; (ii) the significant event(s) that must occur for each business objective to be accomplished; and (iii) the anticipated time period for completion and estimated cost for each such event.

The Corporation intends to use the available funds for expenses associated with its growth trajectory. Funds required are based on the Corporation's current budget and a one-year forecast.

Business Objectives	Preceding Significant Event(s) (each, an "Event")	Expected Time Period for Event	Cost of Event
Expansion into global markets	Allocation of resources to enter into recently announced initiatives by the federal government of Canada and international opportunities related to supplying drone systems and services.	12 months	$1,100,000
Investment into the Arctic and remote operations infrastructure	Investment in the Issuer's ability to supply remote operations infrastructure following commitments to increase defense spending in the Artic by the federal government of Canada.	12 months	$1,000,000
Inventory and general working capital purposes	Increase inventory of drone systems to fulfill increased demand in the United States, Canada, and internationally, and general working capital to scale service contracts.	12 months	$1,900,000
		TOTAL:	**$4,000,000**

PART 3 USE OF AVAILABLE FUNDS

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

		Assuming 100% of the Offering
A	Amounts to be raised by the Offering	$4,000,000
B	Selling commissions and fees(1)	$240,000
C	Estimated Offering costs (e.g., legal, accounting, audit)	$50,000
D	Net proceeds of Offering: D = A – (B+C)	$3,710,000
E	Working capital as at most recent months end (deficiency)(2)	$1,000,000
F	Additional sources of funding(3)	$1,050,000
G	**Total available funds: G = D+E+F**	**$5,760,000**

(1) See *Part 4 "Fees and Commissions" below*.
(2) The working capital as of May 31, 2025 is an estimate of management and actual results may differ. See "*Cautionary Note Regarding Forward-Looking Statements*" section above.
(3) Certain proceeds from the Amended IQ Debenture and the 2025 LIFE Offering. See *Part 2 "Recent Developments"* above.

How will we use the available funds?

The Issuer intends to use the available funds as follows:

Description of intended use of available funds listed in order of priority	Assuming 100% of the Offering
Capital Expenditure in respect of expansion into global markets and investment	$1,050,000
Inventory	$2,000,000
Working Capital	$2,050,000
General Corporate Purpose	$660,000
Total: Equal to "G" Total Available Funds in Chart Above	$5,760,000

The above-noted allocation of capital and anticipated timing represents the Issuer'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 Issuer intends to spend 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 Issuer's ability to execute on its business plan. The Issuer has had a history of negative cash flow from operating activities and, if necessary, certain of the net proceeds from this Offering may be used to fund such negative cash flow from operating activities in future periods. The Issuer anticipates that it will continue to have negative cash flow from operating activities in future periods. The Issuer cannot guarantee that it will attain or maintain positive cash flow status in the future. See the "*Cautionary Note Regarding Forward-Looking Information*" section above.

The most recent unaudited interim financial statements of the Issuer for the three months ended March 31, 2025 included a going-concern note. The Issuer has not yet achieved profitable operations, has an accumulated deficit and the Issuer has not yet generated positive cash flows from its operating activities, which may cast doubt on the Issuer's ability to continue as a going concern. The Offering is intended to permit the Issuer to continue to develop its business operations, and is not expected to affect the decision to include a going concern note in the next interim financial statements of the Issuer.

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

Date of Financing	Gross Proceeds of Financing	Intended Use of Funds	Variance
June 19, 2025	$3,000,000 from the Amended IQ Debenture	The net proceeds of the Amended IQ Debenture are to be used for financing inventory, capital expenditures, working capital and general corporate purposes.	No variance as of the date hereof or impact on business objectives and milestones.
May 1, 2025	$3,000,000 from the 2025 LIFE Offering	The net proceeds of the 2025 LIFE Offering were used for capital expenditures, inventory and general corporate and working capital purposes.	No variance as of the date hereof or impact on business objectives and milestones.

Date of Financing	Gross Proceeds of Financing	Intended Use of Funds	Variance
November 6, 2024	$2,767,240 from the 2024 LIFE Offering	The net proceeds of the 2024 LIFE Offering were used for research and development, capital expenditures, inventory and general corporate and working capital purposes	No variance as of the date hereof or impact on business objectives and milestones.
October 21, 2024	$7,500,000 from the IQ Debenture	The net proceeds of the IQ Debenture were used to expand the Issuer's operations and accelerate the development of its aerial solutions across key core industries, such as oil and gas, energy utilities, public safety, and infrastructure, and to relocate the Issuer's principal place of business and operations to Québec.	No variance as of the date hereof or impact on business objectives and milestones.
October 21, 2024	$7,500,000 from the EDC Loan	The net proceeds of the EDC Loan were used for the repayment of existing debt, financing inventory, capital expenditures, working capital needs of the Issuer directly associated with its export contracts, and general corporate purposes.	No variance as of the date hereof or impact on business objectives and milestones.

PART 4 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 Offering is non-brokered, however the Issuer may compensate certain finders in connection with the sale of Units to purchasers introduced to the Issuer. The Issuer may compensate certain finders with a cash finder's fee of up to 6% of the aggregate gross proceeds of the Offering.

PART 5 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 Issuer; or**

b) **to damages against the Issuer 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.

PART 6 ADDITIONAL INFORMATION ABOUT THE ISSUER

Where can you find more information about us?

You can access the Issuer's continuous disclosure under its SEDAR+ profile at www.sedarplus.ca. Additional information regarding the Issuer is also available on the Issuer's website at www.volatusaerospace.com.

PART 7 DATE AND CERTIFICATE

Dated: June 19, 2025

This Offering Document, together with any document filed under Canadian securities legislation on or after June 19, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

(signed) "Glen Lynch"	*(signed) "Abhinav Singhvi"*
Glen Lynch	Abhinav Singhvi
Chief Executive Officer	Chief Financial Officer