

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.

The securities offered under this Offering Document under the Listed Issuer Financing Exemption (the “Offering Document”) have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws, and may not be offered or sold within the United States or to, 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 applicable state securities laws. This Offering Document does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States or to, or for the 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.

Offering Document under the Listed Issuer Financing Exemption

October 27, 2025



GEEKCO TECHNOLOGIES CORPORATION
(“Geekco”, the “Company” or the “Issuer”)

Minimum \$735,000
Maximum \$850,000

Minimum 14,700,000 UNITS (“Units”)
Maximum 17,000,000 UNITS

SUBSCRIPTION PRICE:
\$0.05 PER UNIT

PART 1: SUMMARY OF OFFERING

What are we offering?

Offering	Minimum of 14,700,000 Units and maximum of 17,000,000 Units of the Issuer (the “ Offering ”). Each Unit shall be comprised of one class A share of the Issuer (a “ Common Share ”) and one Common Share purchase warrant (each whole warrant, a “ Warrant ”). Each Warrant shall be exercisable into one Common Share at a price of \$0.08 per Warrant (the “ Exercise Price ”) for a period of three (3) years from the date of issuance of such Warrant.
	Subject to compliance with applicable regulatory requirements and in accordance with <i>Regulation 45-106 respecting Prospectus Exemptions</i> (“ Regulation 45-106 ”), the Offering is being made pursuant to the listed issuer financing exemption under Part 5A of Regulation 45-106 (the “ Listed Issuer Financing Exemption ”). The securities offered under the Listed Issuer Financing Exemption to investors resident in Canada will not be subject to a “hold period” pursuant to applicable Canadian securities laws.
Offering Price	\$0.05 per Unit
Offering amount	From 14,700,000 Units to 17,000,000 Units pursuant to the Listed Issuer Financing Exemption for gross proceeds of a minimum of \$735,000 and a maximum of \$850,000.
Commission	Subject to compliance with applicable securities laws and the approval of the TSX Venture Exchange, the Issuer may pay to any finder a cash commission of up to 7% of the aggregate gross proceeds of subscriptions for the Offering submitted by this finder (namely up to \$51,450 in the case of the Minimum Placement and \$59,500 in the case of the Maximum Placement) and a commission in the form of finder warrants (the “ Finder Warrants ”) for an equivalent number of up to 7% of the number of Units issued under the Offering from subscriptions submitted by this finder (namely up to 1,029,000 Finder Warrants in the case of the Minimum Placement and 1,190,000 Finder Warrants in the case of the Maximum Placement). Each Finder Warrant will have the same terms as the Warrants included in the Units.
Closing date	The Offering will close in one or more tranches, as the Company may decide, on or before December 8, 2025 (the date of closing of each tranche being a “ Closing Date ”).
Exchange	The Company’s Common shares are listed and trade on the TSX Venture Exchange (the “ TSXV ”) under the symbol “GKO”.
Last Closing Price	On October 24, 2025, the last trading day prior to the date of this Offering Document, on which the Company’s shares traded the closing price of the Common Shares on the TSXV was \$0.055 per share.

Description of Shares	The holders of Common Shares are entitled to dividends, if, as and when declared by the Board of Directors, subject to the prior rights of the holders of Class “B” Shares, and one vote per share at meetings of the shareholders of the Company and, subject to the rights of the holders of any other class of shares of the Company, upon liquidation, dissolution or winding-up of the Company, to receive such assets of the Company as are distributable to the holders of Common Shares.
Description of Warrants	<p>Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Common Share at an exercise price of \$0.08 per share until 5:00 p.m. (Montréal time) on the date that is 36 months following the Closing Date, after which time the Warrants will be void and of no value.</p> <p>No fractional Common 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 applicable warrant certificate. Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Common Shares.</p>

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The Company is conducting a listed issuer financing under section 5A.2 of *Regulation 45-106 respecting Prospectus Exemptions* (the “Listed Issuer Financing Exemption”). 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 Company is relying on the exemptions in the Canadian Securities Administrators *Coordinated Blanket Order 45-935 – Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* and the *Décision générale coordonnée 45-935 relative à la dispense de certaines conditions de la dispense pour financement de l’émetteur coté* (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 the greater of \$25,000,000 and the amount that is equal to 20% of the aggregate market value of the issuer’s listed securities as calculated in accordance with the Order, to a maximum of \$50,000,000.
- 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.
- 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 issuer seeks security holder approval.

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This offering document contains certain forward-looking information and statements within the meaning of applicable securities laws. The use of any of the words “expect”, “anticipate”, “budget”, “forecast”, “continue”, “estimate”, “objective”, “ongoing”, “may”, “will”, “project”, “should”, “believe”, “plans”, “intends”, “strategy” and similar expressions are intended to identify forward-looking information or statements. In particular, but without limiting the foregoing, this offering document contains forward-looking information and statements pertaining to anticipated future expenses, the Company’s business objectives and plans, and the use of financing proceeds, details of planned activities, the timing and amount of future expenditures, and other similar matters. By its nature, forward-looking information involves known and unknown risks and uncertainties, many of which are beyond the Company’s ability to control or predict, that may cause the actual results of the Company to differ materially from those discussed in the forward-looking statements. Factors that could cause actual results or events to differ materially from current expectations include, among other things, price risk associated with stock exchanges, credit risk management, liquidity risk and interest rate risk. In addition, forward-looking information is based on various assumptions including, without limitation, the expectations and beliefs of management, including that the Company can access financing and the ability of the Company to implement its business plan as intended. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described and accordingly, readers should not place undue reliance on forward-looking statements. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. The Company does not intend, and does not assume any obligation, to update these forward-looking statements except as otherwise required by applicable law. The forward-looking information and statements contained in this offering document speak only as of the date of this offering document, and the Company does not assume any obligation to publicly update or revise them to reflect new events or circumstances, except as may be required pursuant to applicable laws.

CURRENCY

Unless otherwise indicated, all references to “\$”, “C\$” or “dollars” in this Offering Document refer to Canadian dollars, which is the Company’s functional currency.

PART 2: SUMMARY DESCRIPTION OF BUSINESS

What is our Business?

Geekco is a TSX-V listed company based in Montreal. It is at the forefront of technological solutions that are driving the evolution of marketing. Its TellMe application is a new way to reach consumers, to make them interact and engage them with merchants like never before. An everyday tool for consumers and a unique showcase for merchants. TellMe allows users to discover businesses around them in real time thanks to an interactive map and a geo-localized notification system, access weekly deals, discounts, promotions, product launches, events, new location openings, exclusivity and even find a job.

Our users are students, young professionals, families and all connected consumers. They are always just one click away from accessing exclusive offers and one click away from finding a job, no matter where they are. We offer merchants from the main sectors of activity (Restaurants, Retail, Convenience Stores, Hospitality, Health and Beauty, Banking and Insurance, Telecommunications, Professional Services, Shopping Centers and Superstores) a unique ecosystem to position their brand and each of their establishments at the heart of the social and economic life of each city and neighborhood.

What TellMe does for retailers: increases visibility, generates traffic, recruits their future employees, provides new ambassadors for their brand, enables the deployment of national, local and location-based strategies, fills their less busy periods and offers measurable results and statistics. And all this in the same app. We position ourselves as an innovative and affordable visibility alternative for businesses.

Recent Developments

Following the rebranding and the development of new features, we carried out several projects: Launch of the Laval University Rouge et Or student athlete season, Eastern Canada University business games, Montreal Carabins games and HEC students' back-to-school season. These projects allowed us to collect data and information that allowed us to continue our development and better understand the expectations of consumers and users. TellMe is now ready to be deployed and marketed on a large scale.

During the current financial year, the Company has closed several private placements of units for an aggregate gross proceeds of \$681,500. Each unit consisted of one (1) Common Share and one (1) Common Share warrant. Each such warrant entitles the holder to acquire one (1) additional Common Share at a price of \$0.08 until three (3) years from their issuance date.

Moreover, on July 2, 2025, Geecko agreed to issue (i) 1,724,133 Common Shares as settlement of payments of interest at a rate of 10% per year on an aggregate principal amount of \$1,000,000 of its first tranche debentures units issued in 2021 (the “**First Tranche Debentures Units 2021**”) and equal to \$100,000; (ii) 500,000 Common Shares as settlement of payments of interest at a rate of 10% per year on an aggregate principal amount of \$250,000 of its second tranche debentures units issued in 2021 (the “**Second Tranche Debentures Units 2021**”) and equal to \$25,000; and (iii) 1,293,103 Common Shares as settlement of payments of interest at a rate of 15% per year on an aggregate principal amount of \$500,000 of its debentures units issued in 2023 (the “**Debentures Units 2023**”) and equal to \$75,000. Those Common Shares were issued at the price of \$0.058 per Common Share with respect to the First Tranche Debentures Units 2021 and its Debentures Units 2023. The Common Shares were issued at the price of \$0.05 per Common Share with respect to its Second Tranche Debentures Units 2021.

On the same date, Geekco also announced modifications to the outstanding First Tranche Debentures Units 2021, Second Tranche Debentures Units 2021 and Debenture Units 2023, representing an aggregate principal amount of \$1,720,000. The modifications consisted of an extension of their respective maturity dates by 24 months from the current maturity date of March 1, 2025, with respect to the First Tranche Debentures Units 2021 and the Debentures Units 2023 (together representing an aggregate principal amount of \$1,470,000), and April 14, 2025, for the Second Tranche Debenture Units (representing an aggregate principal amount of \$250,000) (the “**Current Maturity Date**”). During this extended period, (i) the minimum conversion price of the principal amount in Common Shares by the Company will be of \$0.15 during the first 12 months from the Current Maturity Date and of \$0.30 thereafter; (ii) the VWAP of the Common Shares for the last 20 days on the TSXV which triggers the option by the Company to accelerate the conversion is of \$0.225 during the first 12 months from the Current Maturity Date and of \$0.30 thereafter; and (iii) the conversion rate of the principal amount in Common Shares by the debentures units holders will be of 6,666 Common Shares per \$1,000 of principal amount if converted during the first 12-month period from the issue date and of 3,333 Common Shares thereafter. All other terms of the debenture units remain unchanged, including those of the attached warrants, which have not been extended and have thus expired at maturity, as well as the respective interest rates of 10% for the 2021 Debenture Units and 15% for the 2023 Debenture Units, except that interests for the latter with respect to its third anniversary year and going forward are now payable at the maturity date (uncompounded and not capitalized).

Material Facts

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

Business Objectives and Milestones

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

The net proceeds of the Offering are intended to meet the following near- and medium-term business objectives:

Business Objectives and Milestones	Target Completion Date	Projected Cost	
		Minimum Offering	Maximum Offering
Recruitment of employees in sales, marketing and operations	Last quarter of 2025	\$160,000	\$160,000
Technological development of new features	Second half of 2026	\$250,000	\$250,000
Deployment of the visibility plan (Development of marketing content and multi-channel distribution)	First half of 2026	\$300,000	\$300,000
Total		\$710,000	\$710,000

There has been no significant decline in working capital since the most recently audited annual financial statements.

PART 3 USE OF AVAILABLE FUNDS

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

Based on the Company's existing working capital, the Company's expected availability of funds following closing of the Offering is as follow:

		Assuming Minimum Offering	Assuming 100% of Offering
A	Amount to be raised by this Offering	\$735,000	\$850,000
B	Selling commissions and fees	\$51,450	\$59,500
C	Estimated offering costs (e.g., legal, accounting, audit)	\$17,500	\$17,500
D	Net proceeds of offering: $D = A - (B+C)$	\$666,050	\$773,000
E	Working capital as at most recent month end (deficiency)	(\$750,000)	(\$750,000)
F	Additional sources of funding ⁽¹⁾	\$1,227,500	\$1,227,500
G	Total available funds: $G = D+E+F$	\$1,143,550	\$1,250,500

Note:

- (1) This represents cash flows from operating activities, which is estimated based on management's current expectations for anticipated revenue over the next 12 months. The purpose of this estimate is to provide the reader with an estimate of the funds the Company anticipates receiving in the course of its ordinary course operations, and may not be appropriate for other purposes.

The allocation set forth above represents the Company's current intentions regarding the use of proceeds based on the current knowledge, planning and expectations of the Company's management. Although the Company intends to use the proceeds of this Offering as set forth above, events may occur that would cause a reallocation of funds to be deemed prudent or necessary for sound business reasons, which would result in the proceeds being used materially different from the allocation set forth above, as the amounts actually allocated and expended will depend on various factors, including the Company's ability to execute its business plan and meet its financing objectives.

The Company's most recent audited financial statements for the period ended December 31, 2024 included a going concern note. The Company is in the development stage and requires capital investment to achieve its objectives. These matters represent uncertainty and cast doubt on the Company's ability to continue as a going concern if the financing plan does not occur as planned. The Company's ability to continue as a going concern depends on the development of its applications, achieving profitable operations and obtaining additional financing. The Offering will enable TellMe to launch its commercialization phase, supported by human resources and a marketing campaign. The Offering will materialize the efforts and development made to date with the objective of generating revenues that will support the Company's growth. Nevertheless, the Offering is not expected to affect the decision to include a going concern note in the next annual financial statements of the Issuer because the conditions cited therein still apply. The available funds will not be paid to an insider, associate, or affiliate of the Company, except for normal course salaries or consulting fees that are currently or may be paid by the Issuer to its officers and/or director.

How will we use the available funds?

The Company intends to use the net proceeds from this Offering as follow:

Intended Use of Available Funds (listed in order of priority)	Assuming Minimum Offering	Assuming 100% of Offering
Marketing campaign	\$300,000	\$300,000
Development and continuous improvement of the application	\$250,000	\$250,000
Cash flow from operations less changes in working capital	\$593,550	\$700,500
Total	\$1,143,550	\$1,250,500

Notes:

- (1) Of the available funds, \$180,000 is allocated for the Chief Executive Officer's salary and \$10,000 for the Chief Financial Officer's fees.
- (2) The allocation set forth above represents the Company's current intentions regarding the use of proceeds based on the current knowledge, planning and expectations of the Company's management. Although the Company intends to use the proceeds of this Offering as set forth above, events may occur that would cause a reallocation of funds to be deemed prudent or necessary for sound business reasons, which would result in the proceeds being used materially different from the allocation set forth above, as the amounts actually allocated and expended will depend on various factors, including the Company's ability to execute its business plan and meet its financing objectives.

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

In the past 12 months the Company has closed several private placements of units for an aggregate gross proceeds of \$681,500. The purposes were the following and there were no variances from the disclosure the Company previously made in the way the proceeds from this financing were used.

Use of funds	Amount
Development and continuous improvement of the application	\$108,000
Working capital	\$573,500

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?

Finders :	As at the date of this Offering Document, no dealer, agent or finder has been engaged in connection with the Offering. Nevertheless, the Company anticipates that arm's length finders may intervene in connection with the Offering before the closing.
Compensation Type:	Subject to compliance with applicable securities laws and the approval of the TSX Venture Exchange, the Issuer may pay to any finder a cash commission of up to 7% of the aggregate gross proceeds of subscriptions for the Offering submitted by this finder (namely up to \$51,450 in the case of the Minimum Placement and \$59,500 in the case of the Maximum Placement) and a commission in the form of finder warrants (the " Finder Warrants ") for an equivalent number of up to 7% of the number of Units issued under the Offering from subscriptions submitted by this finder (namely up to 1,029,000 Finder Warrants in the case of the Minimum Placement and 1,190,000 Finder Warrants in the case of the Maximum Placement). Each Finder Warrant will have the same terms as the Warrants included in the Units.

Does the Agent have a conflict of interest?

As at the date of this Offering Document, no dealer, agent or finder has been engaged in connection with the Offering. Nevertheless, the Company anticipates that arm's length finders may intervene in connection with the Offering. In such scenario, the Company expects not be a "related issuer" or "connected issuer" of or to any of the finders, as such terms are defined in *Regulation 33-105 respecting Underwriting Conflicts*.

PART 5 PURCHASER'S 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 offered 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

Where can you find more information about us?

The Company's continuous disclosure filings with applicable securities regulatory authorities in the provinces and territories of Canada are available electronically under the Company's profile on the System for Electronic Document Analysis and Retrieval Plus (SEDAR) at www.sedarplus.ca.

For further information regarding Geekco Technologies Corporation, visit our website at: www.geekcotechnologies.com.

U.S. Securities Law Matters

The Units to be offered by the Company in the Offering have not been and will not be registered under the U.S. Securities Act or the securities laws of states in the United States and, subject to certain exemptions from registration under the U.S. Securities Act and applicable U.S. state securities laws, may not be offered or sold in the United States.

[Signature page follows]

CERTIFICATE

This Offering Document, together with any document filed under Canadian securities legislation on or after October 27, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

GEEKCO TECHNOLOGIES CORPORATION

Signed the 27th day of October, 2025

(Signed) Mario Beaulieu

Mario Beaulieu,
Chef de la direction

(Signed) Fayçal Salek

Fayçal Salek,
Chef de la direction financière