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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 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.

**OFFERING DOCUMENT
UNDER THE LISTED ISSUER FINANCING EXEMPTION
JUNE 15, 2026**



SUPERQ QUANTUM COMPUTING INC.
(the “Company”)

SUMMARY OF OFFERING

What are we offering?

<p>Offering:</p>	<p>A brokered private placement (the “Base Offering”) of units of the Company (each, a “Unit”) pursuant to and in accordance with the Listed Issuer Financing Exemption (defined below).</p> <p>Each Unit is comprised of one common share in the capital of the Company (each, a “Unit Share”) and one common share purchase warrant of the Company (each, a “Warrant”). Each Warrant will be exercisable to acquire one common share of the Company (each, a “Warrant Share”) at a price of \$1.00 per Warrant Share for a period of 24 months following the Closing Date (defined below), provided, however, that the Warrants are not exercisable for a period of 60 days following the Closing Date.</p> <p>The Units will be eligible as qualified investment for RRSPs, RRIFs, RESPs, DPSPs, RDSPs, TFSA and FHSAs.</p> <p>The “Offering” (as defined below) is being conducted on a commercially reasonable efforts agency basis pursuant to an agency agreement to be entered into between the Company and Canaccord Genuity Corp. (the “Lead Agent”), as lead agent and, if applicable, for and on behalf of a syndicate of agents (“Agents”), appointed at the discretion of the Lead Agent.</p>
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Agents' Option:	The Company has agreed to grant the Agents an option (the " Agents' Option ") to sell up to that number of additional Units equal to 15% of the number of Units issuable under the Base Offering, exercisable in whole or in part by notice in writing to the Company up to 48 hours prior to the Closing Date. The Base Offering and the Agents' Option shall be collectively referred to herein as the " Offering ".
Offering Price:	\$0.78 per Unit (the " Offering Price ").
Offering Amount:	A minimum of 3,205,128 Units for aggregate gross proceeds of \$2,499,999.84 and a maximum of 5,898,350 Units for aggregate gross proceeds of up to \$4,600,713, assuming exercise in full of the Agents' Option.
Jurisdictions:	Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - <i>Prospectus Exemptions</i> (" NI 45-106 "), the Offering is being made to purchasers resident in each of the provinces and territories of Canada, excluding the Province of Québec, pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 (the " Listed Issuer Financing Exemption "). The Offering may also be conducted on a private placement basis in the United States and certain offshore foreign jurisdictions pursuant to applicable securities laws.
Resale Restrictions:	<p>The Units sold 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.</p> <p>The Units, and all Unit Shares and Warrants comprising the Units, issued under the Offering, as well as the Warrant Shares (collectively, the "Offered Securities"), have not been and will not be registered under the United States <i>Securities Act of 1933</i>, as amended, (the "U.S. Securities Act"), or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, any U.S. person or any person in the United States, absent an exemption from the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. The Warrants will not be exercisable by, or on behalf of, a person in the United States or a U.S. person unless exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws are available at the time of exercise. Offered Securities issued to, or for the account or benefit of, a U.S. person or a person in the United States pursuant to exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws will be "restricted securities" within the meaning of Rule 144 under the U.S. Securities Act subject to certain restrictions on transfer set forth therein, and may be represented by definitive certificates or other instruments bearing a legend regarding such restrictions.</p>

Closing Date:	The closing of the Offering is expected to occur on or about June 30, 2026, or such other date as may be determined by the Company and the Lead Agent (the “ Closing Date ”). The Offering may close in one or more tranches and is subject to receipt of all necessary regulatory approvals.
Exchange:	The common shares of the Company (the “ Shares ”) are listed and posted for trading on the Canadian Securities Exchange (the “ CSE ”) under the symbol “ QBTQ ”, on the Frankfurt Stock Exchange (the “ FSE ”) under the symbol “ 25X ” and on the OTCQB® Market (the “ OTCQB ”) under the symbol “ QBTQF ”.
Last Closing Price:	On June 12, 2026, the last trading day prior to the date of this offering document, the closing price of the Shares on the CSE was \$0.87, on the FSE was €0.488 and on the OTCQB was US\$0.6382
Description of Shares:	Holders of Shares are entitled to receive notice of and to attend all meetings of the shareholders of the Company and shall have one vote for each Share held at all meetings of the shareholders of the Company, except for meetings at which only holders of another specified class or series of shares are entitled to vote separately as a class or series. Subject to the prior rights of the holders of any shares ranking senior to the Shares, holders of Shares are entitled to (a) receive any dividends as and when declared by the board of directors of the Company, out of the assets of the Company properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine, and (b) receive the remaining property of the Company in the event of any liquidation, dissolution or winding-up of the Company. The Shares carry no pre-emptive or conversion rights.
Description of Warrants:	<p>Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Warrant Share at an exercise price of \$1.00 until 5:00 p.m. (Toronto time) on the date that is 24 months following the Closing Date (after which time the Warrants will be void and of no value), provided, however, that the Warrants shall not be exercisable prior to the date that is 60 days following the Closing Date. The Warrants will be governed by the terms and conditions set out in a warrant indenture (the “Warrant Indenture”) to be entered into between the Company and Odyssey Trust Company, as warrant agent, to be dated on or about the Closing Date, in a form and substance to be agreed upon by the Company and the Lead Agent, acting reasonably, a copy of which will be made available on SEDAR+ at www.sedarplus.ca under the Company’s profile. The Warrant Indenture 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.</p> <p>No fractional Warrant 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 Company or entitle such holder</p>

	to any right or interest in respect of the Warrants except as expressly provided in the Warrant Indenture. Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Shares.
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The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 — *Prospectus Exemptions*, as amended by Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the “Order”). 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 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 in the 12 months immediately before the date of this offering document, will not exceed \$25,000,000;**
- **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; and**
- **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 Company seeks security holder approval.**

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This offering document contains certain forward-looking information, as defined in applicable securities laws. This forward-looking information relates to future events or the Company’s future performance. All information other than statements of historical fact is forward-looking information. Often, but not always, forward-looking information can be identified by the use of words such as “plans”, “anticipates”, “believes”, “estimates”, “expects” and similar expressions, or the negatives of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might”, or “will” be taken, occur or be achieved. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking information. The forward-looking information in this offering document speaks only as of the date of this offering document or as of the date specified in such statement. Specifically, this offering document includes, but is not limited to, forward-looking information regarding: the Company’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; the expected Closing Date; and completion of the Company’s business objectives, and the timing, costs and benefits thereof.

Inherent in forward-looking information are risks, uncertainties and other factors beyond the ability of the Company to predict or control. These risks, uncertainties and other factors include, but are not limited to, price volatility, changes in debt and equity markets, timing and availability of external financing on

acceptable terms, the uncertainties involved in interpreting technological results, the possibility that future results will not be consistent with the Company's expectations, increases in costs, the ability of the Company to implement its business strategy, interest rate and exchange rate fluctuations, changes in economic and political conditions and other risks and uncertainties. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking information. Actual results and developments are likely to differ, and may differ materially from those expressed or implied by the forward-looking information contained in the offering document. Such information is based on a number of assumptions about the following: the availability of financing for the Company's activities; operating costs; the Company's ability to retain and attract skilled staff; market competition; and general business and economic conditions.

Forward-looking information may be affected by known and unknown risks, uncertainties and other factors including without limitation, those referred to in this offering document that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking information. All forward-looking information herein is qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to update publicly or otherwise any forward-looking information, whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more statements of forward-looking information, no inference should be drawn that it will make additional updates with respect to those or other forward-looking information, unless required by law.

Investors are cautioned against placing undue reliance on forward-looking statements. Prospective investors should carefully consider all information contained in this offering document including information contained in the section entitled "Cautionary Statement on Forward-Looking Information", before deciding to purchase the Units. Additionally, purchasers should consider the risk factors set forth herein and if purchasers would like additional information related to such risks, the Company recommends they review the risk factors set out in the Company's other public filings made by the Company with Canadian securities regulatory authorities, available on the Company's profile on SEDAR+ at www.sedarplus.ca.

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.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

SuperQ Quantum Computing Inc.'s patent-pending Super™ platform autonomously builds solutions for complex industrial optimization and cybersecurity problems by combining classical high-performance computing, optimization solvers and quantum computers. SuperQ also has a mobile app called ChatQLM which specializes in daily decision optimization. The Company's platform is a holistic operating system for classical and quantum hardware. The Company also specializes in Quantum Security through its SuperPQC suite, specializing in implementation of Post Quantum Cryptography algorithms in sensitive sectors.

Recent developments

There are no material recent developments in respect of the Company that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

The following is a brief summary of key recent developments involving or affecting the Company.

During the month of December 2025, members of the Company announced that it would be exhibiting at the Consumer Electronics Show (CES) on January 6-9, 2026 in Las Vegas, Nevada, and hosted a series of press conferences and launched the ChatQLM app.

On January 6, 2026, the Company announced that it signed a non-binding Memorandum of Understanding (MOU) with Aegis Critical Energy Defence Corp to explore a collaborative framework in strategic energy and digital integration optimization.

On January 8, 2026, the Company announced that it settled \$294,000 in outstanding debt through the issuance of 210,000 common shares at a deemed price of \$1.40 per share.

On January 20, 2026, the Company announced a strategic partnership with 01 Quantum Inc. to integrate its patent-protected IronCAP™ Post-Quantum Cryptography (PQC) into SuperPQC™.

On January 22, 2026, the Company appointed Brian Beveridge as Director of Post-Quantum Cybersecurity and Partnerships, and Mr. Beveridge subsequently attended the Qubits 2026 conference in Boca Raton, Florida.

In January 2026, the Company launched ChatQLM, which uses a proprietary Quantum Leveraged Model (“QLM”) to route optimization tasks to quantum backends via a user-friendly interface.

On February 11, 2026, the Company announced the formal launch of its Sovereign Hybrid-Cloud Infrastructure and a shifting enterprise focus toward localized, high-security compute nodes designed for the defence, energy, financial and health sectors.

On February 23, 2026, the Company announced a strategic MoU with the Fraunhofer Institute for Industrial Mathematics ITWM focused on joint technical evaluation and research-oriented cooperation in the area of quantum and hybrid optimization.

On March 20, 2026, the Company announced the acceleration of its agricultural research vertical through key Canadian and global engagements aimed at enhancing international food resilience, including an engagement with federal researchers from Agriculture and Agri-Food Canada (AAFC) at the world's first Quantum Super Hub and a collaboration with the Alliance Biodiversity International and CIAT.

On March 25, 2026, the Company announced that it had signed a Memorandum of Understanding (MOU) with Quanfluence, a leading photonic quantum technology company, targeting the integration of Quanfluence's quantum random number generator (QRNG) and quantum computing into the Super™ platform, as well as joint global commercialization.

On April 7, 2026, the Company announced that it has joined forces with Quantum Security Defence (QSECDEF), integrating SuperQ into an elite ecosystem dedicated to addressing the rapidly escalating threats to global data sovereignty and national security.

On April 30, 2026, the Company announced that its CEO and Board Chair, Dr. Muhammad Khan, has been invited by the Canadian Securities Exchange (CSE) to deliver a featured presentation at the CSE Capital Tech Connect in Vancouver on May 12, 2026.

On May 7, 2026, the Company announced that it has secured a commercial agreement of significant size with AI Financial Corporation (“AiFi”, formerly ALT5 Sigma Corporation) (NASDAQ: AIFC), a world

leader in B2B and AI agent-to-agent digital finance, to implement post-quantum security and compute tokenization.

On May 26, 2026, the Company announced that it has been accepted into the Canadian Association of Defence and Security Industries (CADSI) as a corporate member and is actively participating in CANSEC 2026 in Ottawa from May 27–28, 2026.

Material facts

There are no material facts about the Company and the securities being distributed hereunder that have not been disclosed either in this offering document or in another document filed by the Company in the 12 months preceding the date of this offering document and the date the Company’s most recent audited financial statements were filed on the Company’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 Company has developed and commercialized the Super platform which is a software platform enabling productization of quantum and supercomputing. The Company is actively progressing its core technology to establish the Super platform as the definitive operating system for High-Performance Computing (HPC), SuperComputing, and Quantum Computing. The Company has made the strategic decision to expand into quantum hardware. This is anticipated to allow the Company to grow its market opportunity and deliver an end-to-end platform combining hardware and software stacks. The Company intends to use the net proceeds from the Offering to obtain resources for quantum hardware development, including human resources, lab facilities, software and equipment, conduct research and product development and for the general working capital needs of the Company.

The Company believes the following significant events are required to occur within the following time frames and with the following costs for the business objectives described herein to be accomplished:

Significant Events	Time Frame	Anticipated Costs
On-Premises Deployment of Super Platform	December 2026	\$500,000
Quantum – HPC Hardware Research and Prototyping	H1 2027	\$1,500,000
Commercial Deployment of Super Platform in Supply Chain, Financial Services, Aviation and Biotechnology Sectors	H2 2027	\$500,000
	Total:	\$2,500,000

USE OF AVAILABLE FUNDS

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

	Source	Assuming Completion of Minimum Offering	Assuming Completion of Maximum Offering (Agents' Option not exercised)	Assuming Completion of Maximum Offering (Agents' Option exercised in full))
A	Amounts to be raised by the Offering	\$2,500,000	\$4,000,620	\$4,600,713
B	Selling commissions and fees	\$175,000	\$280,043	\$322,050
C	Estimated Offering costs (e.g., legal, accounting, audit)	\$165,000	\$165,000	\$165,000
D	Net proceeds of Offering: $D = A - (B+C)$	\$2,160,000	\$3,555,577	\$4,113,663
E	Working capital as at May 31, 2026	\$1,317,708	\$1,317,708	\$1,317,708
F	Additional sources of funding	Nil	Nil	Nil
G	Total available funds: $G = D+E+F$	\$3,477,708	\$4,873,285	\$5,431,371

How will we use the available funds?

The Company intends to use the available funds as follows:

Description of intended use of available funds listed in order of priority	Assuming Completion of Minimum Offering	Assuming Completion of Maximum Offering (Agents' Option not exercised)	Assuming Completion of Maximum Offering (Agents' Option exercised in full))
On-Premises Deployment of Super Platform	\$500,000	\$500,000	\$500,000
Quantum – HPC Hardware Research and Prototyping	\$1,000,000	\$1,500,000	\$1,500,000
Commercial Deployment of Super Platform in Supply Chain and Aviation	\$500,000	\$500,000	\$500,000
General Working Capital for Operational Expenses	\$1,477,708	\$2,373,285	\$2,931,371
Total:	\$3,477,708	\$4,873,285	\$5,431,371

The above noted allocation represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from this 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 Company's ability to execute on its business plan and financing objectives. See the "Cautionary Statement on Forward-Looking Information" section above.

The Company had negative cash flow from operating activities and reported a net loss for the three-month period ended March 31, 2026. The Company anticipates that negative operating cash flows may result as long as it remains in the growth stage, and to the extent that the Company has negative cash flows from operating activities in future periods, the net proceeds from this Offering will be used to fund such negative cash flow from operating activities in future periods.

As at December 31, 2025, the Company had working capital of \$2,244,975. As at May 31, 2026, the Company had working capital of \$1,317,708. The reason for the decline in the Company's working capital is the Company, given its stage of development, has incurred expenses in Research and Development of the product and Go-to Market strategies in the ordinary course of carrying out the Company's activities.

The Company's most recent audited and interim financial statements included a going concern note. As the Company is in the growth stage, the Company's ability to continue as a going concern is dependent upon its ability to generate future cash flows and/or obtain additional financing to generate recurring positive free cash flow from operations. The Offering is intended to permit the Company to continue its growth objectives to achieve its strategic plan and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

Research & Development Use of Proceeds

The Company expects to devote well over 10% of available funds to R&D and infrastructure deployment activities supporting (i) the rollout of secure platform nodes, (ii) proprietary Quantum Hardware architecture development, and (iii) the integration of these systems into a unified computing ecosystem.

(a) Anticipated Timing and Stage of R&D and Deployment with Available Funds

- **December 2026 (On-Premises Deployment):** Execute secure, localized platform rollouts to establish dedicated data compute nodes across critical enterprise sectors.
- **H1 2027 (Quantum Hardware Research and Prototyping):** Progress core engineering, architectural designs, fabrication test lots, and hardware-software orchestration loops.
- **H2 2027 (Commercial Vertical Deployment):** Scale platform deployment to achieve commercial penetration within specialized supply chain, financial services, aviation, and biotechnology environments.

(b) Major Program Components and Capital Allocation Priorities

- **On-Premises Deployment of Super Platform:** Allocating infrastructure resources to establish localized, high-security data compute nodes.
- **Quantum – HPC Hardware Research and Prototyping:** Accelerating architectural engineering, low-level device control configurations, and hardware-software orchestration loops.
- **Commercial Deployment of Super Platform:** Funding vertical platform expansion, interface deployment, and custom enterprise software integrations across targeted industrial sectors.
- **General Working Capital for Operational Expenses:** Supporting day-to-day administrative liquidity, legal, audit, continuous regulatory disclosure, and exchange compliance.

(c) R&D Execution Model (In-House vs. Subcontracting)

The Company utilizes a combination model for R&D execution. Core systems architecture, software optimization, and platform orchestration are managed by the Company's specialized in-house team, while capital-intensive processing, specialized hardware component fabrication, and environmental testing workflows are subcontracted to external manufacturing partners and laboratory facilities to optimize capital efficiency.

(d) Additional Steps to Reach Commercial Production

To transition Quantum Hardware modules from prototyping to commercial production, the Company must complete: (1) general hardware refinement for design-for-manufacturability and protective enclosure hardening; (2) standard product safety and security compliance certifications required for enterprise infrastructure networks; and (3) vendor supply agreements for long-lead subcomponents alongside releasing production-grade hardware interfaces.

(e) Business Scaling and Expansion Strategy The proceeds will also be used for regional expansion into new markets, expansion of the business team, brand building exercises, partnerships, and general corporate expenses to systematically scale capabilities and drive long-term value creation.

Regulatory Note: No funds will be used to reduce or retire short-term indebtedness incurred over the preceding two years. General working capital paid to insiders is limited strictly to pre-approved executive compensation and director fees.

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

In October 2025, the Company completed a private placement financing under the Listed Issuer Financing Exemption which involved the issuance by the Company of 3,285,713 units of the Company at a price of \$1.05 per unit for aggregate gross proceeds of \$3,449,999. Over the past 12 months, the Company strategically leveraged these funds to reach several major commercial and technical milestones ahead of schedule. Most notably, the proceeds successfully funded the final production, optimization, and formal commercial deployment of the ChatQLM application and the SuperPQC™ post-quantum cryptography suite.

By prioritizing these scalable software layers, the Company successfully expanded its baseline research into immediate enterprise opportunities, realizing significant market traction on the PQC side. This commercial momentum is highlighted by a significant monetary engagement with AI Financial Corporation (“AiFi”) to implement post-quantum security architecture and compute tokenization workflows. This milestone, alongside aggressive go-to-market activities, has successfully translated the Company's R&D investment into visible, high-value commercial validation and industrial scale.

Comparison Variance and Impact Table

Intended Use of Funds (Previous Disclosure)	Actual Use of Funds	Explanation of Variances	Impact of Variances on Business Objectives and Milestones
1. Research & Product Development: Conduct general software and hardware R&D.	Finalized engineering and launched ChatQLM and SuperPQC™ platforms.	Focused spending on high-priority enterprise software streams to capture market windows.	Positive Impact: Launched scalable, market-ready software products ahead of schedule.
2. Go-To-Market Activities: Marketing, branding, and ecosystem growth.	Funded participation in global tech events (NVIDIA GTC, Web Summit, CANSEC, IEEE).	Targeted top-tier forums to accelerate enterprise and defence sector awareness.	Positive Impact: Expanded pipeline visibility and positioned Company as an infrastructure provider.

Intended Use of Funds (Previous Disclosure)	Actual Use of Funds	Explanation of Variances	Impact of Variances on Business Objectives and Milestones
3. Commercial Traction: Corporate growth and milestone execution.	Operationalized integrations, highlighted by a major contract with AI Financial Corporation (AiFi).	Allocated capital directly to support integration frameworks for commercial accounts.	Positive Impact: Validated software stack and converted technical IP into active revenue pipelines.
4. General Working Capital: Operational overhead, compliance, and administration.	Maintained day-to-day operations, legal, audit, and regulatory compliance.	Funds were deployed exactly in line with baseline corporate budgets.	No Impact: Maintained full regulatory compliance and stable operational reserves.

In September 2025, the Company settled debt of \$165,375 by the issuance of 137,812 Shares. During the three months ended March 31, 2026, the Company settled debt of \$147,000 with a company controlled by an employee of the Company through the issuance of 105,000 Shares.

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 Company has engaged the Agents (with Canaccord Genuity Corp. acting as Lead Agent) in connection with the Offering. On the Closing Date, the Company will:

- (a) pay to the Agents a cash fee in an amount equal to 7% of the gross proceeds of the Offering (the “**Cash Fee**”);
- (b) issue to the Agents non-transferrable compensation warrants entitling the Agents to purchase, at the Offering Price, that number of Shares as is equal to 7% of the aggregate number of Units issued by the Company under the Offering (the “**Compensation Options**”). The Compensation Options shall have a term of 24 months from the Closing Date; and
- (c) pay to the Lead Agent a corporate finance fee of \$100,000, comprised of such number of Shares as is equal to \$100,000 divided by the Offering Price.

Do the Agents have a conflict of interest?

To the knowledge of the Company, it is not a “related issuer” or a “connected issuer” of or to any of the Agents, 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 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 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?

A security holder of the Company can access the Company's continuous disclosure filings with applicable securities regulatory authorities in the provinces of Canada electronically under the Company's profile at www.sedarplus.ca.

For further information regarding the Company, visit the Company's website at: <https://superq.co>.

DATE AND CERTIFICATE

Dated: June 15, 2026

This offering document, together with any document filed under Canadian securities legislation on or after April 30, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

SUPERQ QUANTUM COMPUTING INC.

By: /signed/ "Muhammad Ali Khan"
Name: Dr. Muhammad Ali Khan
Title: Chief Executive Officer

By: /signed/ "Brian Shin"
Name: Brian Shin
Title: Chief Financial Officer