

Form 45-106F2
Offering Memorandum for Non-Qualifying Issuers

Date: October 24th, 2025

The Issuer

Name: Imperium Ventures Ltd.
Head office: 600 Annette St., Lower Level, Toronto, Ontario M6S 2C4, Canada
Phone Number: (+55) 11-99264-1963

Currently listed or quoted: These securities do not trade on any exchange or market.
Reporting issuer: No
SEDAR filer: No

The Offering

Securities offered: Common Class "A"
Price per security: \$13,730.00 USD
Minimum/Maximum offering: No Minimum or Maximum Offering
Minimum subscription amount: No Minimum Subscription Amount
Payment terms: No Payment Terms
Proposed closing date(s): No Proposed Closing Date
Selling agent: No

Resale restrictions

You will be restricted from selling your securities for 4 months and a day.

Purchaser's rights

You have 2 business days to cancel your agreement to purchase these securities. If there is a misrepresentation in this offering memorandum, you have the right to sue either for damages or to cancel the agreement. See item 12.

No securities regulatory authority has assessed the merits of these securities or reviewed this offering memorandum. Any representation to the contrary is an offence. This is a risky investment. See item 9."

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Item 1: Use of Available Funds

1.1 Funds

No current Minimum or Maximum offering regarding the funds.

1.2 Working Capital Deficiency

No working Capital Deficiency

Item 2: Business of Imperium Ventures Ltd.

2.1 Structure

Imperium Ventures Ltd. (the “Issuer”) was Incorporated under the Business Corporation Act (Ontario) on October 15th, 2025 with a Corporation Number of: 1001385860

2.2 Our Business & Development

Imperium Ventures is a global financial engineering and asset structuring firm that transforms complex capital needs into strategic investments in banking and trade finance, private equity, infrastructure, energy, logistics, agribusiness, technology services, public equity, Mining & Minerals, and real estate.

With a global presence, we seek to deliver attractive and consistent returns from long-term investment opportunities while creating sustainable value for the regions in which we operate.

2.3 Short & Long-Term Objectives

Short-Term Objectives

Our approach combines institutional-grade financial architecture with operational expertise and managing investments in mature commodity and infrastructure assets to generate income and recurring operating cash flow, thus ensuring a stable return for investors. We also offer the most lucrative trade finance and private equity opportunities in the regions where we operate through a proprietary investment approach, leveraging the team's strong relationships with managers in the United Arab Emirates, Europe, and the United States.

Long-Term Objectives

Strategic presence in key financial centers enables local market expertise and structure a fund dedicated to investments in multi-sector structured credit, focusing on the sectors we operate in and proprietary origination, with the support of major sovereign wealth funds, institutional investors, development banks, pension funds, and other highly relevant institutions in the market, providing different levels of return for each investor profile.

Consolidate investments in Real Estate through real estate funds in all regions, primarily in Latin America, with stable, high-quality assets and high added value, aiming to maintain them over the long term with active and strategic management, publicly traded on the stock exchanges of the markets where we operate.

2.4 Insufficient Funds

The proceeds of the Offering may not be sufficient to accomplish the Issuer's proposed objectives and there is no assurance that alternative financing will be available. If unforeseen events take place, there is no assurance that alternative financing will be available or, if available, may be obtained by the Issuer on reasonable terms.

2.5 Material Agreements

No Material Agreements Available at This Time

Item 3: Interests of Directors, Management, Promoters and Principal Holders

3.1 Compensation and Securities Held

Name and municipality of principal residence	Positions held (e.g., director, officer, promoter and/or principal holder) and the date of obtaining that position	Compensation paid by issuer or related party in the most recently completed financial year and the compensation anticipated to be paid in the current financial year	Number, type and percentage of securities of the issuer held after completion of min. offering	Number, type and percentage of securities of the issuer held after completion of max. offering

Valter Ricardo Vieira Leite	Principal Holder	No compensation paid	100,000 Shares (100%)	100,000 Shares (100%)
Sao Paulo, Sao Paulo, Brazil				

3.2 Management Experience

Name	Principal occupation and related experience
Valter Ricardo Vieira Leite Director & CEO	Mr. Valter Ricardo Vieira Leite is the Co-Founder and Senior Partner at Global Exim Group located in Brazil, he has over two decades of experience in Sales, Management and Executive positions within various companies.

3.3 Penalties, Sanctions and Bankruptcy

There are no Penalties, Sanctions or Bankruptcies that have been filed to date, nor does the company expect any in the future.

Item 4: Capital Structure

4.1 Share Capital

Description of security	Number authorized to be issued	Price per security	Number outstanding as at October 24 th , 2025	Number outstanding after min. offering	Number outstanding after max. offering
Common Class "A" Shares	100,000	\$13,730.00 USD	100,000	N/A	N/A

4.2 Long-Term Debt

The Issuer has no outstanding long-term debt as of the time of this offering

4.3 Prior Sales

Date of issuance	Type of security issued	Number of securities issued	Price per security	Total funds received
October 15 th , 2025	Common Class “A” Shares	100,000	\$13,730.00 (USD)	Securities Issued as Founder Shares

Item 5: Securities Offered

5.1 Terms of Securities

- Common Class “A”
 - Maximum of 100,000 Shares
 - Par Value of \$13,730.00 USD
 - Without Special Rights or Restrictions Attached

5.2 Subscription Procedure

How to subscribe and the Methods of payments accepted for the above securities:

- From the Company directly or through a designated Broker.
- Money Draft, Check, Wire Transfer, Credit Card.

Funds received will be held on behalf of the Subscriber for a minimum two (2) day “cooling off” period during which time the Subscriber can cancel their subscription and receive a full refund without interest or deduction.

Subscriber Eligibility Restrictions According to Jurisdiction of Residence

Subscribers should note that dollar investment limitations have been imposed by the regulatory authorities in certain provinces in which the Offering will occur.

In **British Columbia**, there are no dollar limitations if this Offering Memorandum is provided to Subscribers.

In **Alberta, Saskatchewan, Manitoba, Ontario, Nova Scotia and New Brunswick** there are no dollar limitations on non-individual Subscribers.

In **Alberta, Manitoba, Saskatchewan, Ontario, Nova Scotia and New Brunswick**, if the Subscriber is an individual and is not an “Eligible Investor”, purchases of Shares in any 12-month period are restricted to \$10,000.

In **Alberta, Saskatchewan, Ontario, Nova Scotia and New Brunswick**, if the Subscriber is an individual and is an Eligible Investor, purchases of Shares in any 12-month period are restricted to \$30,000; however, if the Eligible Investor/Subscriber has received advice from a portfolio manager, investment dealer or exempt market dealer that the investment is suitable, the 12-month limitation is raised to \$100,000.

Distribution

The Offering is being conducted in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick and Nova Scotia (the “Offering Jurisdictions”) pursuant to certain statutory exemptions from the prospectus requirements set out in Section 2.9 of National Instrument 45-106 – Prospectus Exemptions. The foregoing exemptions relieve the Issuer from provisions of the application securities laws of each of the Offering Jurisdictions which otherwise would require the Issuer to file and obtain a receipt for a prospectus.

Accordingly, prospective Subscribers for Shares will not receive the benefits associated with a subscription for securities issued pursuant to a filed prospectus, including the review of material by securities regulatory authorities.

The exemptions from the registration requirements contained in the applicable securities laws of each of the Offering Jurisdictions allow the Issuer to offer the Shares for sale directly to the Subscribers.

Each Subscriber is urged to consult with their own legal adviser as to the details of the statutory exemption being relied upon and the consequences of purchasing securities pursuant to such exemption.

At the discretion of the Issuer, subscriptions that comply with other available exemptions from prospectus requirements under applicable securities legislation may be accepted.

Conditions of Closing

The closing of the Offering is not subject to a minimum offering.

The Issuer reserves the right to accept or reject subscriptions in whole or in part at its discretion and to close the Offering at any time without notice. Any subscription funds for subscriptions that the Issuer does not accept will be returned promptly after the Issuer has determined not to accept the funds.

5.3 Transfer Agent & Registrar

No Transfer Agent & Registrar have been appointed at this time.

Item 6: Income Tax Consequences and RRSP Eligibility

You should consult your own professional advisers to obtain advice on the income tax consequences that apply to you.

Not all securities are eligible for investment in a registered retirement savings plan (RRSP). You should consult your own professional advisers to obtain advice on the RRSP eligibility of these securities.

Item 7: Compensation Paid to Sellers and Finders

No compensation will be paid to sellers and finders.

Item 8: Other Material Facts

No other material facts

Item 9: Risk Factors

- a) Investment Risk - risks that are specific to the securities being offered.
 - arbitrary determination of price,
 - no market or an illiquid market for the securities,
 - resale restrictions, and
 - subordination of debt securities.
- b) Issuer Risk - risks that are specific to the issuer.
 - insufficient funds to accomplish the issuer's business objectives,

- no history or a limited history of sales or profits,
 - lack of specific management or technical expertise,
 - management's regulatory and business track record,
 - dependence on key employees, suppliers or agreements,
 - dependence on financial viability of guarantor,
 - pending and outstanding litigation, and
 - political risk factors.
- c) Industry Risk - risks faced by the issuer because of the industry in which it operates.
- environmental and industry regulation,
 - product obsolescence, and
 - competition.
- d) General Risks
- Local and international stock markets
 - Exchange rates
 - Prevailing economic conditions
 - Interest rates
 - Levels of tax, taxation law and accounting practice
 - Government legislation or intervention
 - Inflation or inflationary expectations
 - Natural disasters, social upheaval or war

Item 10: Reporting Obligations

The Issuer is a private company and is not subject to continuous reporting and disclosure obligations which the securities legislation in Canada would require of a “reporting issuer”. Accordingly, there is no requirement that the Issuer make disclosure of its affairs, including, without limitation, the notification of material changes by way of press releases and formal filings.

In New Brunswick, Nova Scotia and Ontario, the Issuer must also make available to Subscribers a notice of certain key events, within 10 days of the occurrence of the event. These events are considered to be significant changes in the business of the issuer of which purchasers should be notified and include a discontinuation of the Issuer’s business, a change of business or a change of control.

Item 11: Resale Restrictions

For trades in Alberta, British Columbia, New Brunswick, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Nunavut, Prince Edward Island, Québec and Saskatchewan, the following applies:

- These securities will be subject to a number of resale restrictions, including a restriction on trading. Until the restriction on trading expires, you will not be able to trade the securities unless you comply with an exemption from the prospectus and registration requirements under securities legislation.

Manitoba Resale Restrictions

- Unless permitted under securities legislation, you must not trade the securities without the prior written consent of the regulator in Manitoba unless
 - a) Imperium Ventures Ltd. has filed a prospectus with the regulator in Manitoba with respect to the securities you have purchased and the regulator in Manitoba has issued a receipt for that prospectus, or
 - b) you have held the securities for at least 12 months.
- The regulator in Manitoba will consent to your trade if the regulator is of the opinion that to do so is not prejudicial to the public interest.

The foregoing is not intended to be exhaustive and all Subscribers under this Offering should consult with their own professional advisers to determine the resale restrictions, availability of further exemptions or the possibility of obtaining a discretionary order with respect to the Shares offered hereunder.

Item 12: Purchasers' Rights

If you purchase these securities you will have certain rights, some of which are described below. For information about your rights you should consult a lawyer.

The securities laws in your jurisdiction may provide you with the right, in certain circumstances, to seek damages or to cancel your agreement to buy Shares. Most often, these rights are available if the Issuer makes a misrepresentation in this Offering Memorandum or any amendment thereto, but in some jurisdictions, you may have these rights in other circumstances including if the Issuer fails to deliver the Offering Memorandum to you within the required time, or if the Issuer makes a misrepresentation in any advertisements or literature regarding the Shares.

Generally, a “misrepresentation” means an untrue statement about a material fact, or the failure to disclose a material fact, that is required to be stated, or that is necessary to make a statement not misleading considering the circumstances in which it was made. The meaning of misrepresentation may differ slightly depending on the law in your jurisdiction. In most jurisdictions, there are defenses available to the persons or companies that you may have a right to sue. In many jurisdictions, the

person or Issuer that you sue will not be liable if you knew, or ought to have known, of the misrepresentation when you purchased the Shares.

The following summaries are subject to any express provisions of the legislation of each selling jurisdiction and the regulations, rules and policy statements thereunder and reference is made thereto for the complete text of such provisions.

The rights of action described herein are in addition to and without derogation from any other right or remedy that a purchaser may have at law.

- 1) Two Day Cancellation Right - You can cancel your agreement to purchase these securities. To do so, you must send a notice to us by midnight on the 2nd business day after you sign the agreement to buy the securities.
- 2) Contractual Rights of Action in the Event of a Misrepresentation

The applicable securities legislation in certain jurisdictions of Canada provides purchasers, or requires purchasers be provided, with remedies for rescission (meaning a right to cancel the agreement to purchase Shares) or damages if this Offering Memorandum or any amendment to it contains a misrepresentation. However, these remedies must be exercised within the time limits prescribed. Subscribers should refer to the applicable legislative provisions of their province or territory for the complete text of these rights and/or consult with a legal advisor.

In **British Columbia, Alberta, Manitoba and Nova Scotia** if there is a misrepresentation in this Offering Memorandum, a Subscriber has a statutory right to sue:

- a) the Issuer to cancel an agreement to buy the Shares; or
- b) for damages against the Issuer, every person who was a director of the Issuer at the date of this Offering Memorandum and every other person who signed this Offering Memorandum.

In **Ontario and New Brunswick** if there is a misrepresentation in this Offering Memorandum, a purchaser has a statutory right to sue

- a) the Issuer to cancel an agreement to buy the Shares; or
- b) for damages against the Issuer.

In **Saskatchewan** if there is a misrepresentation in this Offering Memorandum, a purchaser has a statutory right to sue:

- a) the Issuer to cancel an agreement to buy the Shares; or
- b) for damages against:

- i. the Issuer and every promoter or director of the Issuer at the time this Offering Memorandum or the amendment to this Offering Memorandum was sent or delivered;
- ii. every person or company whose consent has been filed respecting the Offering, but only with respect to reports, opinions or statements that have been made by them;
- iii. every person who or company that, in addition to the persons or companies mentioned in clauses (i) and (ii), signed this Offering Memorandum or an amendment to this Offering Memorandum; and
- iv. every person who or company that sells securities on behalf of the Issuer under this Offering Memorandum or an amendment to this Offering Memorandum.

If you intend to rely on the rights described above, you must do so within strict time limitations.

Rescission

In all you must commence your action to cancel the agreement within 180 days from the day of the transaction that gave rise to the cause of action.

If you elect to exercise your right of rescission, you will not have the right of action for damages.

Damages

In **Ontario, British Columbia and Alberta**, you must commence your action for damages within the earlier of 180 days after learning of the misrepresentation and 3 years from the day of the transaction that gave rise to the cause of action.

In **Saskatchewan and New Brunswick**, you must commence your action for damages within the earlier of one year after learning of the misrepresentation and 6 years from the day of the transaction that gave rise to the cause of action.

In **Manitoba**, you must commence your action for damages within the earlier of 180 days after learning of the misrepresentation and 2 years from the day of the transaction that gave rise to the cause of action.

In **Nova Scotia** you must commence your action for damages no later than 120 days after the date on which payment was made for the securities or after the date on which the initial payment for the securities was made.

In the case of an action for damages, the Issuer will not be liable for all or any part of the damages that it proves does not represent the depreciation in value of the securities resulting from the misrepresentation and in no case will the amount of damages exceed the price at which the Shares were issued to you under this Offering Memorandum.

THE FOREGOING IS A SUMMARY ONLY AND SUBJECT TO INTERPRETATION. REFERENCE SHOULD BE MADE TO THE APPLICABLE SECURITIES LEGISLATION, THE REGULATIONS AND THE RULES FOR THE COMPLETE TEXT OF THE PROVISIONS UNDER WHICH THE FOREGOING RIGHTS ARE CONFERRED.

Item 13: Financial Statements

No financial statements available at this time

Item 14: Date and Certificate

This offering memorandum does not contain a misrepresentation.

Dated October 24th, 2025

Valter Ricardo Vieira Leite
Sole Director