VIDA CARBON

Corporate Presentation

August 2022

Cautionary Note

GENERAL

This corporate presentation is intended to provide an overview of the business of Vida Carbon Corp. (the "Company", "Vida Carbon" or "Vida"). It has been prepared for informational purposes only and does not purport to be complete. The information in this presentation is not intended to be relied upon as advice to investors or potential investors and does not take into account the investment objectives, financial situation or needs of any particular investor. This presentation should not be construed as legal, financial or tax advice to any individual, as each individual's circumstances are different. Readers should consult with their own professional advisors regarding their particular circumstances. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained on this presentation. This presentation does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of securities of the Company in any jurisdiction in which an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. The securities of the Company described herein have not been and will not be registered under the United States federal or state securities laws and may not be offered or sold in the United States, or to, or for the account or benefit of, "U.S. Persons" as such term is defined in Regulation S under the United States Securities Act of 1933, as amended, unless an exemption from registration is available. This corporate presentation has been approved by management of the Company as at April 9, 2022. Unless otherwise noted, all information or statements herein are effective as at such date. All dollar amounts in CAD unless otherwise noted.

CONFIDENTIALITY

This presentation and its contents are confidential and are being supplied to you solely for your information and may not be reproduced, forwarded, further distributed or published in whole or in part by any other person. Your acceptance of this presentation constitutes your agreement to (i) keep confidential all the information contained in this presentation, as well as any information derived by you from the information contained in this document (collectively, the "Confidential Information") and not disclose any such Confidential Information to any other person, (ii) not use any of the Confidential Information for any purpose other than to evaluate the Company and its business, (iii) not copy this document without the Company's prior consent, and (iv) promptly return this document and any copies thereof to the Company upon the Company's request.

FORWARD-LOOKING STATEMENTS

This presentation contains "forward looking statements" regarding the Company within the meaning of applicable securities legislation, including statements as to future events, results and plans. Forward-looking statements are sometimes but not always identified by such words as "targeted", "can", "will", "anticipates", "projects", "expects", "intends", "likely", "plans", "should", "could" or "may" or grammatical variations thereof. These include, without limitation, statements with respect to: anticipated business activities; impact of strategic partnerships; general market outlook; viability of the Company's projects and investments; completion of proposed transactions and the terms of such transactions; the acquisition of additional rights; possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action; and the strategic plans, timing, costs and expectations for the Company's future business activities. These forward-looking statements reflect the Company's current beliefs and are based on information currently available to the Company and assumptions the Company believes are reasonable. The Company has made various assumptions, including, among others, that: the Company's operations and the operations of the Company's investees are not disrupted or delayed by unusual problems; the Company and its investees have the ability to develop projects; the Company will be able to raise any necessary additional capital on reasonable terms to execute its business plan; the Company's current corporate activities will proceed as expected; general business and economic conditions will not change in a material adverse manner; budgeted costs and expenditures are and will continue to be accurate; and the effects of by COVID-19 on the operations of the Company will remain consistent with the Company's expectations.

Actual results and developments may differ materially from results and developments discussed in the forward-looking statements as they are subject to a number of significant risks and uncertainties, including, among others, those set out on slides 25-30 of this corporate presentation. Although the Company has attempted to identify significant risks and uncertainties that could cause actual results to differ materially, there may be other risks that cause results not to be as anticipated, estimated or intended. Certain of these risks and uncertainties are beyond the Company's control. Consequently, all of the forward looking statements are qualified by these cautionary statements, and there can be no assurances that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences or benefits to, or effect on, the Company.

The forward-looking statements and information in this presentation speak only as of the date of this presentation and the Company assumes no obligation to update or revise such information to reflect new events or circumstances, except as may be required by applicable law. Although the Company believes that the expectations reflected in the forward-looking statements and information are reasonable, there can be no assurance that such expectations will prove to be correct. Because of the risks, uncertainties and assumptions contained herein, prospective investors should not read forward-looking information as guarantees of future performance or results and should not place undue reliance on forward-looking information. Nothing in this presentation is, or should be relied upon as, a promise or representation as to the future.

FUTURE ORIENTED FINANCIAL INFORMATION

To the extent any forward-looking statement in this presentation constitutes "future-oriented financial information" or "financial outlooks" within the meaning of applicable Canadian securities laws, such information is being provided to demonstrate the anticipated market penetration and the reader is cautioned that this information may not be appropriate for any other purpose and the reader should not place undue reliance on such future-oriented financial information and financial outlooks. Future-oriented financial information and financial outlooks, as with forward-looking statements generally, are, without limitation, based on the assumptions and subject to the risks set out above. The Company's actual financial position and results of operations may differ materially from management's current expectations and, as a result, the Company's revenue and expenses. The Company's financial projections were not prepared with a view toward compliance with published guidelines of International Financial Reporting Standards and have not been examined, reviewed or compiled by the Company's accountants or auditors. The Company's financial projections represent management's estimates as of the dates indicated thereon.

MARKET AND INDUSTRY DATA

The information contained in this presentation is derived from management of the Company and otherwise from publicly available information and does not purport to contain all of the information that an investor may desire to have in evaluating the Company. The information has not been independently verified, may prove to be imprecise, and is subject to material updating, revision and further amendment. While management is not aware of any misstatements regarding any industry data presented herein, no representation or warranty, express or implied, is made or given by or on behalf of the Company as to the accuracy, completeness or fairness of the information or opinions contained in this presentation and no responsibility or liability is accepted by any person for such information or opinions.

NON-IFRS MEASURES

This presentation refers to certain non-IFRS measures including certain metrics specific to the industry in which we operate. These measures are not recognized measures under International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"); the measures do not have a standardized meaning prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further information regarding the Company's results of operations from management's perspective. Accordingly, these measures are not intended to represent, and should not be considered as alternatives to, net income (loss) or other performance measures derived in accordance with IFRS as measures of operating performance or operating cash flows or as a measure of liquidity. In addition to our results determined in accordance with IFRS, we use non-IFRS measures including "EBITDA", which is defined as net income (loss) before interest expense, income taxes expense (recovery) and depreciation and amortization. The IFRS measurement most directly comparable to EBITDA is net income (loss). We believe this non-IFRS measure provides useful information to both management and investors in measuring our financial performance and condition and highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS measures.

VIDA CARBON

Life Changing.

Our Vision

Establish carbon credits as an indispensable tool to combat climate change globally.

Our Mission

Vida Carbon is investing in some of the best carbon projects around the world. Our accomplished team of experts are unlocking the potential of high-quality carbon offsets that create shareholder value and change the world. We believe that a responsible, scalable future is possible.

Vida Carbon. Life Changing.

What Makes Vida Carbon Unique?

DIRECT EXPOSURE TO CARBON MARKETS

Vida Carbon is an investment company designed to bring direct exposure to the carbon markets to shareholders.

PROVEN BUSINESS MODEL

The royalty and streaming model is a proven investment strategy commonly used in commodity sectors.

STRONG MARKET FUNDAMENTALS

20x growth increase is expected by 2030 in the voluntary carbon market[1], prices must increase to meet market demand.

GROWTH & DEFINED USE OF PROCEEDS

$30 M can be deployed into quality streams and royalties across a range of projects and jurisdictions.

HIGH QUALITY PORTFOLIO OF CARBON OFFSETS

Vida Carbon has four assets in its current portfolio and is building a diversified, high-quality portfolio of carbon projects via streams and royalties.

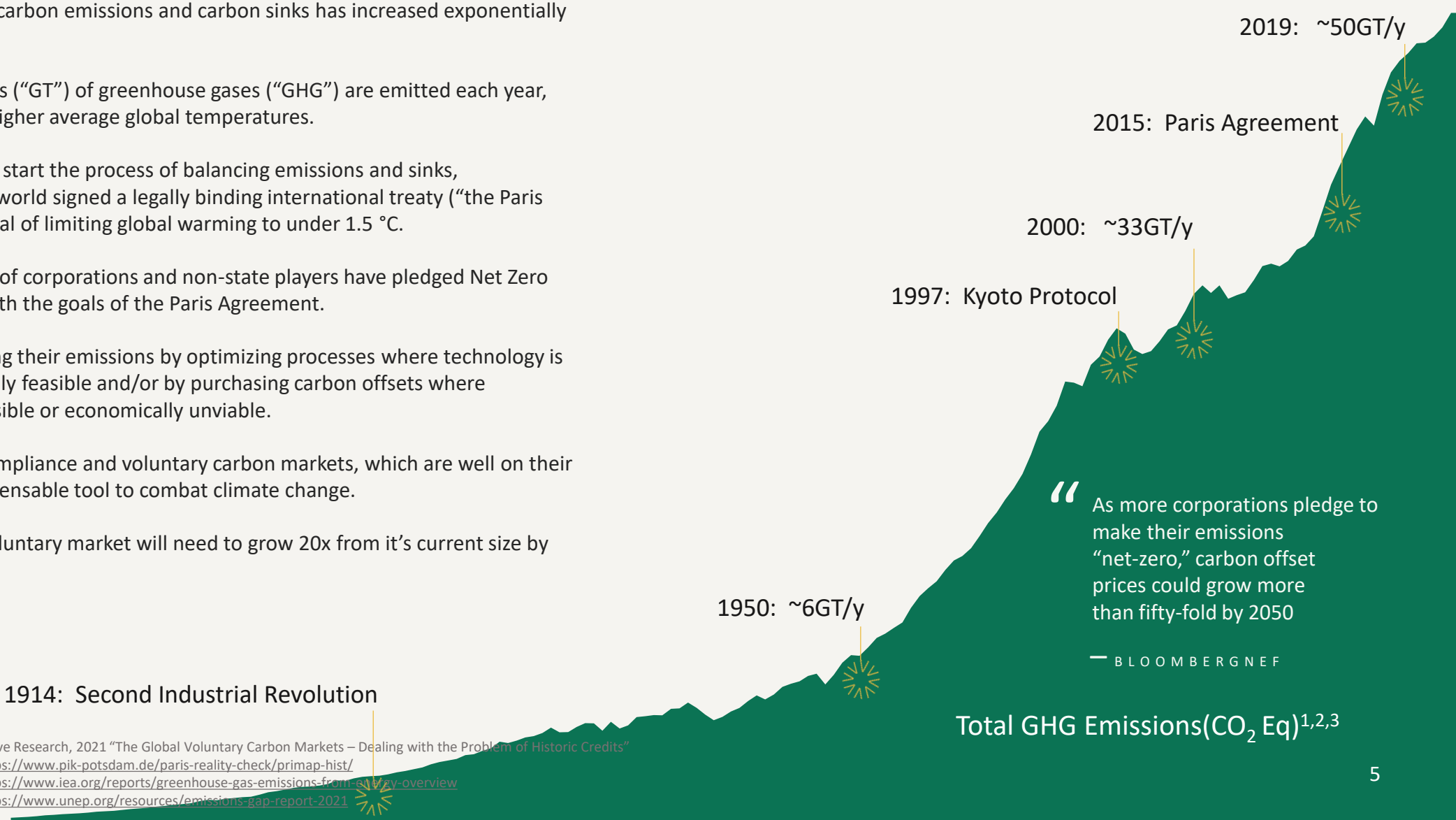
WORLD-CLASS PARTNERSHIPS

Partnered with ClearBlue Markets, an established global carbon consulting firm and Vida Carbon's largest shareholder.

1. Trove Research, 2021 "The Global Voluntary Carbon Markets – Dealing with the Problem of Historic Credits"

Decarbonization and carbon markets

- The imbalance between carbon emissions and carbon sinks has increased exponentially over the last 100 years.
- Today, over 50 gigatonnes ("GT") of greenhouse gases ("GHG") are emitted each year, creating a direct link to higher average global temperatures.
- To reverse this trend and start the process of balancing emissions and sinks, governments across the world signed a legally binding international treaty ("the Paris Agreement") with the goal of limiting global warming to under 1.5 °C.
- Furthermore, thousands of corporations and non-state players have pledged Net Zero commitments to align with the goals of the Paris Agreement.
- These groups are reducing their emissions by optimizing processes where technology is available and economically feasible and/or by purchasing carbon offsets where technologies are not feasible or economically unviable.
- These offsets trade in compliance and voluntary carbon markets, which are well on their way to become an indispensable tool to combat climate change.
- It is expected that the voluntary market will need to grow 20x from it's current size by 2030 and 250x by 2050[1]



> "As more corporations pledge to make their emissions "net-zero," carbon offset prices could grow more than fifty-fold by 2050
>
> — BLOOMBERGNEF

1: Trove Research, 2021 "The Global Voluntary Carbon Markets – Dealing with the Problem of Historic Credits"
2: https://www.pik-potsdam.de/paris-reality-check/primap-hist/
3: https://www.iea.org/reports/greenhouse-gas-emissions-from-energy-overview
4: https://www.unep.org/resources/emissions-gap-report-2021

VIDA CARBON

Carbon offsets and the Voluntary Markets

- A carbon offset represents one tonne of CO2 equivalent reduced, avoided, or removed. An offset must be generated by an eligible activity (known as a methodology) where the emission reductions are additional, permanent and have low leakage.

ADDITIONALITY	PERMANENCE	LEAKAGE
The Project is not mandated by law and requires the economic proceeds from the sale of carbon offsets to operate. All projects must be additional to generate offsets.	Projects must keep emissions out of the atmosphere beyond the length of the project. Strong permanence is needed for high quality offsets.	Project activities are causing an increase of emissions in another location due to a shift in the social, economic, or environmental conditions of a community.

- Carbon offsets are verified and serialized by reputable independent carbon registries. The four most established and respected registries are:

Gold Standard | VERRA | American Carbon Registry | CLIMATE ACTION RESERVE

- High-quality carbon projects create co-benefits that strengthen communities and preserve ecosystems. These co-benefits are aligned to the United Nations Sustainable Development Goals.

EXAMPLES OF CARBON PROJECTS	
Forestry and Land Use	Agroforestry and reforestation programs REDD+
Renewable Energy	Wind energy Solar
Household & Community	Clean water distribution Clean cookstoves distribution
Chemical / Industrial	Carbon capture and storage natural refrigerant-based system
Energy Efficiency	Fuel switching Energy efficiency projects
Waste Disposal	Recycling Waste gas avoidance
Agriculture	Sustainable agriculture practices Livestock methane
Transport	Public transportation development Shipping emissions reductions

VIDA CARBON

The Vida Carbon Team

Capital markets, financial and technical expertise

MANAGEMENT TEAM

Jamie Keech
EXECUTIVE CHAIRMAN

Veljko Brcic
CEO and DIRECTOR

Mahesh Liyanage
CFO

Felicia de la Paz
VP FINANCE

Kate Ellis
VP COMMERCIAL STRATEGY

BOARD OF DIRECTORS

David Cobbold
DIRECTOR

Craig Parry
DIRECTOR

Michael Konnert
DIRECTOR

CARBON ADVISORY TEAM

Michael Berends
SENIOR ADVISOR

Michiel ten Hoopen
ADVISOR – OFFSETS

Nicolas Girod
ADVISOR – MARKETS AND TRADING

Nina Zetsche
ADVISOR – PROJECT DEVELOPMENT AND MONITORING

Alejandro Alarcon
ADVISOR – PROJECT EVALUATION

Partnered With Industry Experts

- ClearBlue is a global leader in carbon markets advisory and market analysis with over 100 years of cumulative experience in carbon markets.
- Strategic Partnership Agreement provides Vida Carbon:
  - Access to high-quality carbon projects
  - Accurate and timely assessment of carbon projects viability and crediting potential
  - Downstream project monitoring
  - Optimization of carbon offset sales
- ClearBlue is Vida Carbon's largest shareholder (17.2%)

TOP INDUSTRY AWARD WINNER

Environmental Finance Annual Market Rankings 2021 Winner

Best Advisory 2021
North America (CA)
China

Environmental Finance Annual Market Rankings 2020 Winner

Best Advisory 2020
North America (CA)
China

Environmental Finance 20th Annual Market Rankings 2019 Winner

Best Advisory 2019
North America (All)
North America (CA)
EU Emissions Trading System

Environmental Finance Annual Market Rankings 2018 Winner

Best Advisory 2018
North America (All)
North America (CA)

CLEARBLUE'S PAST EXPERIENCE

FORTIS BANK
Solid partners, flexible solutions

ECO SECURITIES

VATTENFALL

Eneco

ICL

BARCLAYS

CLEARBLUE'S ACHIEVEMENTS

Over 1 billion allowances transacted in compliance markets with a total value of over $5.8 billion.

66 offset methodologies developed.

Over 500 million offsets developed and transacted in voluntary markets with a total value of over $1.0 billion.

450 offset projects developed in removal, avoidance and reduction projects.

Over 350 million tCO_2e in managed compliance program positions.

Investment Strategy

BALANCED PORTFOLIO

Portfolio crafted to include a diversity of:

- Methodologies
- Registries
- Geographies
- Project stages

MORE THAN JUST AN INVESTOR

Support of project developers and operators during:

- Development
- Implementation
- Monitoring
- Commercialization of offsets

TRUSTED EXPERTISE

Disciplined decision making:

- Detailed and Effective Due Diligence
- Technical Analysis
- Investment structuring
- Offset commercialization analysis

PRICED TO WIN

Accurately priced investments on project-by-project basis:

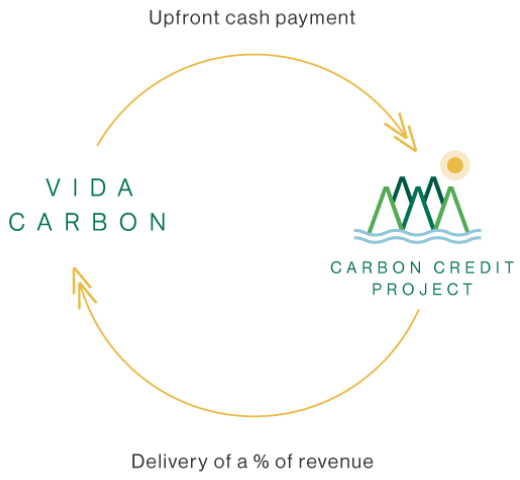
- Real-time-data allows for proper valuation and pricing
- Built-in upside and scalability

Vida Carbon's Investment Strategy

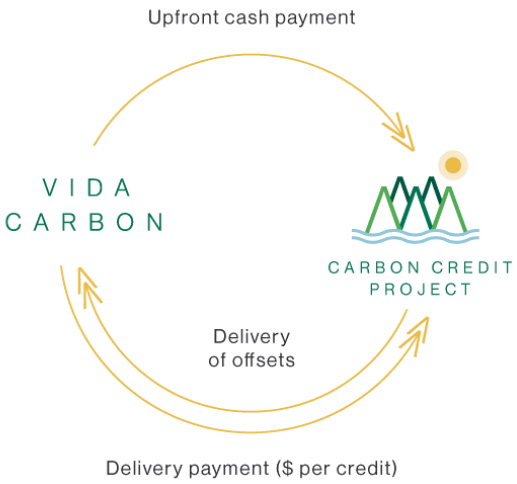
Vida Carbon's primary objective is to build a portfolio of high-quality, long-life carbon offset projects that provide both robust climate mitigation and positive environmental, social and economic outcomes.

INVESTMENT STRUCTURES

ROYALTIES
Percentage of future revenues



STREAMS
Percentage of future offset production



INVESTMENT MANDATE

Every investment is defined by three principles:

1. Vida Carbon invests in long-term yielding assets that provide direct leverage to carbon prices.
2. Vida Carbon minimizes operating risk by reducing exposure to projects' operating costs.
3. Vida Carbon's portfolio includes royalties and streams diversified across project types, geographies and development stages.

Vida Carbon is More than Just an Investment Company

We build relationships with project developers throughout the entire life-cycle of a project

Vida Carbon spends considerable time researching the specific needs of each project developer. Our investments are tailored to meet those specific needs.

We understand that carbon offset projects require a long-term relationship between two or more parties, and therefore align our success to the success of developers and communities.

Vida Carbon works with developers to optimize the project at each stage, working to maximize offset volumes, price and speed of issuance.

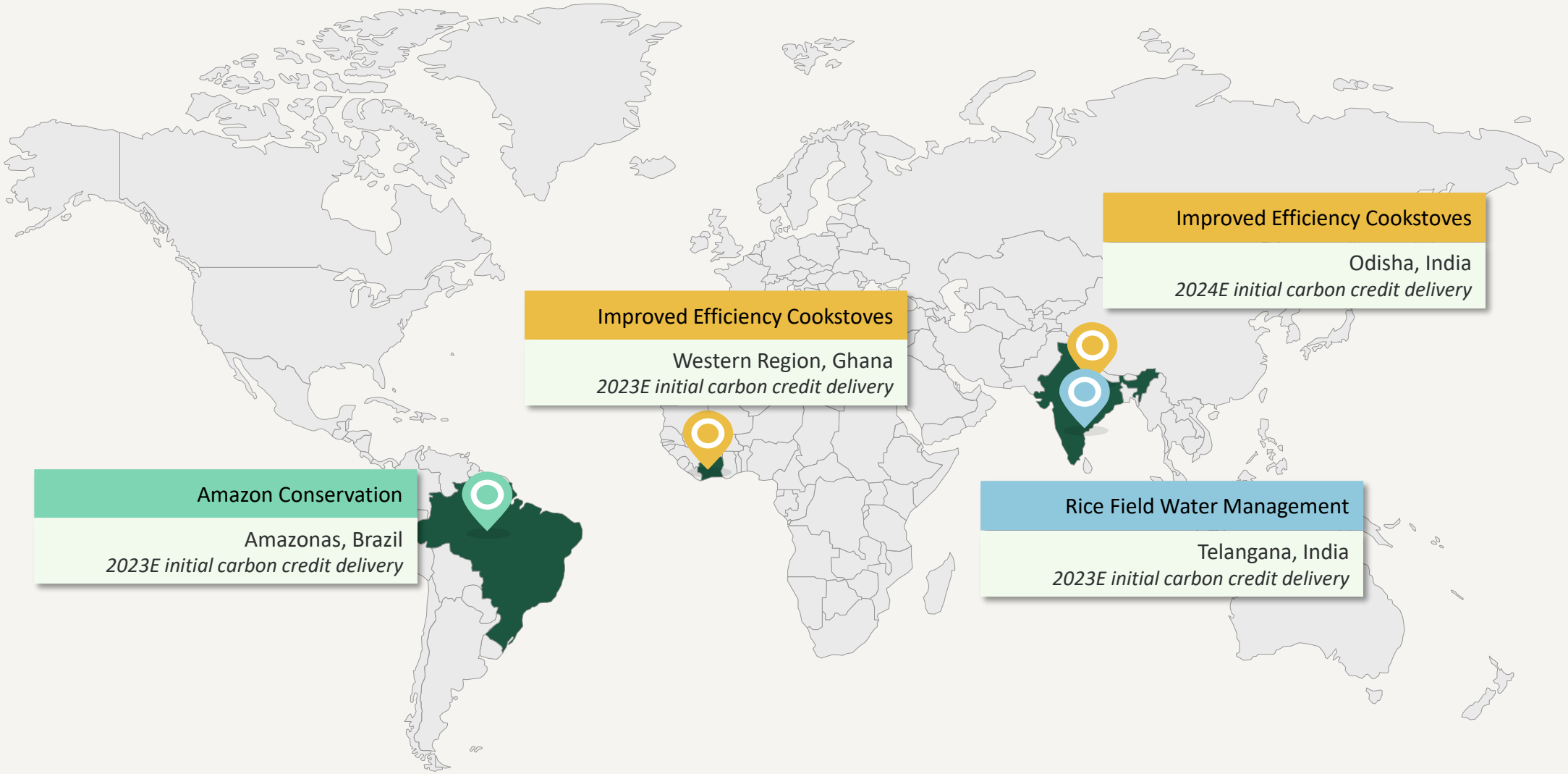
Other Companies

VIDA CARBON

Transaction	Origination	Vida Carbon utilizes extensive networks to identify high quality carbon offsets across geographies and methodologies. Vida Carbon's in-house multilingual team is constantly scanning for new opportunities globally.
	Due Diligence	Vida Carbon's due diligence includes a detailed understanding of expected volumes and pricing based on the specific technical and geographical aspects of each project.
	Documentation and Closing	Vida Carbon's Environmental Reduction Purchase Agreements ("ERPAs") are custom made for the geography and methodology of each project, ensuring risks are understood on a project-by-project basis.
Implementation	Project Development	During and after closing, Vida Carbon and our operating partners develop a joint plan to ensure project development is optimized. Plan includes detailed budgeting, project design, project documentation support, among others.
	Project Monitoring and verification	Vida Carbon supports projects throughout the operating life by developing monitoring tools that ensure carbon offsets volumes are maximized.
Commercialization	Commercialization	Vida supports operating partners in the commercialization of offsets by finding the best potential end users and maximizing the sale value of each carbon offset.
	Hedging and Portfolio Management	In addition to maximizing spot sales, Vida Carbon supports operators by helping them secure long term agreements with suitable partners.

VIDA CARBON

Current Vida Carbon Portfolio



VIDA CARBON

Rainforest Conservation – Amazon Rio

THE PROJECT

Amazon Rio is a forest conservation project that protects 18,559 hectares (ha) of rainforest in the state of Amazonas, Brazil. The project is located in a former authorized logging concession that was reclassified as the largest private reserve in Brazil. A total of 5,429 ha of rainforest were deforested before logging operations ceased.

Verified Carbon Standard

Climate, Community & Biodiversity Standards

THE DEVELOPER

EBCF is a conservation company with a mission to preserve the Amazon rainforest, protect biodiversity, promote the sustainable development of traditional and riverside communities, and fight climate change. EBCF is part of the AmaGroup.

EBCF Brazilian rainforest conservation company

amagroup

THE INVESTMENT

Vida Carbon has acquired 20% of the future production of Amazon Rio I (Phase 1) and is currently finalizing terms and land area for Amazon Rio II (Phase 2).

Project Snapshot

Operator	▪ Empresa Brasileira de Conservação de Florestas (“EBCF”)
Project Type	▪ Conservation of Amazon Rainforest (REDD+)
Location	▪ Manicoré, Amazonas, Brazil
Current Phase	▪ 20,000 ha of protected land in Amazonian Basin
Methodology	▪ VM0011 (Verra 1147)
Total Expected Production Current Phase	▪ ~2 million
Next Phase	▪ Additional 25-100k hectares of protected land
Total Expected Production Next Phase	▪ ~6-12.5 million
Partnership Goal	▪ Secure, in the next 5 years, the protection of 500k hectares of tropical rainforest land in Brazil
Status	▪ Phase 1 In production, Phase 2 in development
UN SDGs	

VIDA CARBON

Improved Efficiency Cookstoves – Ghana

THE PROJECT

This project is distributing improved energy efficiency cookstoves to families in 10 administrative regions of Ghana. Almost three-quarters of households in Ghana employ traditional open fire stoves for cooking, which produce significant greenhouse gas emissions and expose families to high concentrations of toxic fumes. The improved cookstoves provided by Vida Carbon and Aera reduce energy loss and generate heat more efficiently.

Gold Standard

THE DEVELOPER

Based in France, AERA is the largest independent carbon financing group in Africa. Since founding in 2015, AERA has achieved a strong track record of successful project implementation driven by their mission to facilitate and accelerate the climate transition in Africa through carbon offsets. They are a world leader in the development of carbon offsets with a €550m portfolio.

aera

THE INVESTMENT

Vida Carbon has acquired the right to purchase the first 1 million offsets generated from this project.

Project Snapshot

Operator	▪ AERA
Project Type	▪ Improved Energy Efficiency
Location	▪ Western region, Ghana
Current Phase	▪ 100,000 improved efficiency cookstoves (“ICS”)
Methodology	▪ AMS-II.G (GS 1385)
Total Expected Production	▪ ~1 million
Status	▪ Operation
UN SDGs	1 NO POVERTY; 3 GOOD HEALTH AND WELL-BEING; 7 AFFORDABLE AND CLEAN ENERGY; 8 DECENT WORK AND ECONOMIC GROWTH; 13 CLIMATE ACTION





VIDA CARBON

Improved Efficiency Cookstoves – The Core Carbon

THE PROJECT

This project is distributing 300,000 improved energy efficiency cookstoves to families in rural villages in Odisha, India. Cooking in this region is traditionally done on open fire stoves that expose families to high concentrations of toxic fumes while producing significant greenhouse gas emissions. The improved cookstoves reduce energy loss and generate heat more efficiently.

Verified Carbon Standard

Sustainable Development Verified Impact Standard

THE DEVELOPER

Core CarbonX (CCX) is a climate and sustainability consulting firm involved in implementing, advising, and marketing dozens of emission reduction projects across Asia and Africa, including renewables, habitat restoration, afforestation, methane reduction in rice plantations, and improved energy efficiency cookstove distribution.

CCX

THE INVESTMENT

Vida Carbon will receive 50% of offsets generated until a fixed number of offsets is reached, then reducing to 25% of subsequent offsets generated.

Project Snapshot

Operator	▪ Core CarbonX Pvt. Ltd. (CCX)
Project Type	▪ Improved Energy Efficiency
Location	▪ Odisha, India
Current Phase	▪ 300,000 ICS
Methodology	▪ VMR0006 (Verra 3240)
Total Expected Production	▪ ~4.6 million
Partnership Goal	▪ CCX and Vida Carbon aim to distribute 1 million improved efficiency cookstoves, among other projects
Status	▪ Community engagement and cookstove deployment
UN SDGs	

VIDA CARBON

Improved Water Management of Rice Fields in Telangana

THE PROJECT

Rice cultivation is responsible for 8-12% of methane generated by human activity. This project will train farmers in sustainable water management best practices and equip them with the tools necessary to optimize water usage in their fields. Reducing the days when fields remain flooded lowers the rate of decomposition of organic material, significantly reducing methane emissions.

Verified Carbon Standard

THE DEVELOPER

Core CarbonX (CCX) is a climate and sustainability consulting firm involved in implementing, advising, and marketing dozens of emission reduction projects across Asia and Africa, including renewables, habitat restoration, afforestation, methane reduction in rice plantations, and improved energy efficiency cookstove distribution.

CCX

THE INVESTMENT

Vida Carbon will receive between 25% and 35% of the carbon offsets generated from the project subject to market prices at time of serialization.




Project Snapshot

Operator	▪ Core CarbonX Pvt. Ltd. (CCX)
Project Type	▪ Improved Agricultural Practices
Location	▪ Telangana, India
Current Phase	▪ 40,000 hectares of rice fields
Methodology	▪ AMS III.AU. (Verra 3243)
Total Expected Production Current Phase	▪ ~2.2 million
Next Phase	▪ Additional 60k hectares of rice fields
Total Expected Production Next Phase	▪ ~3.2 million
Partnership Goal	▪ Reduce methane emissions from 1 million hectares of land across India
Status	▪ Phase 1 currently in community engagement, Phase 2 to start as soon as Phase 1 operations begin
UN SDGs	1 NO POVERTY; 2 ZERO HUNGER; 8 DECENT WORK AND ECONOMIC GROWTH; 13 CLIMATE ACTION; 17 PARTNERSHIPS FOR THE GOALS; 12 RESPONSIBLE CONSUMPTION AND PRODUCTION

VIDA CARBON

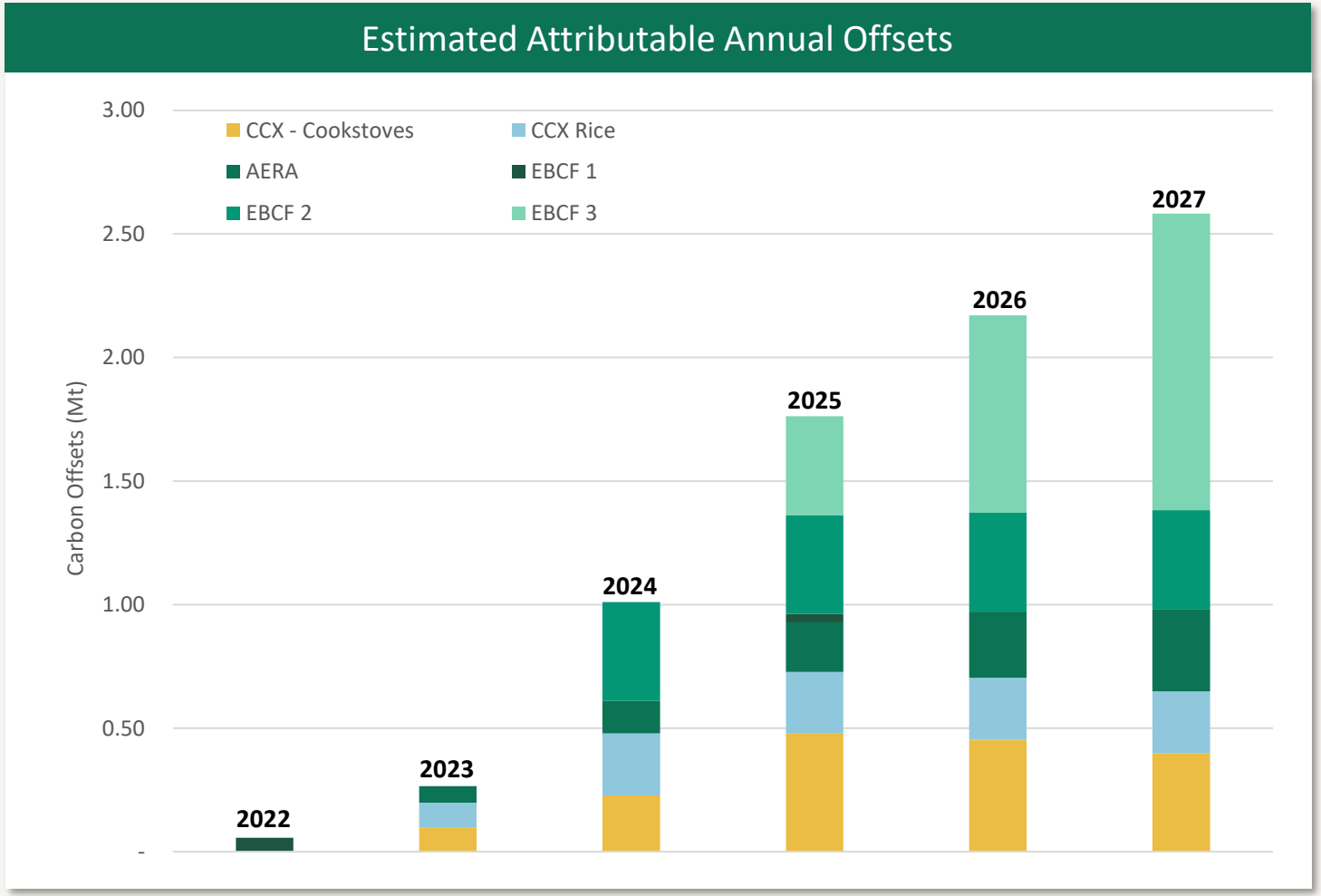
Expected Retained Offsets

Vida Carbon's current portfolio provides a strong foundation to rapidly scale offset cashflows and provide value to investors

Vida Carbon will receive the first issuance of credits in Q4 2022 and expects three additional projects to begin production in 2023.

At full production, Vida Carbon's portfolio will generate approximately 2M high-quality carbon offsets per year.

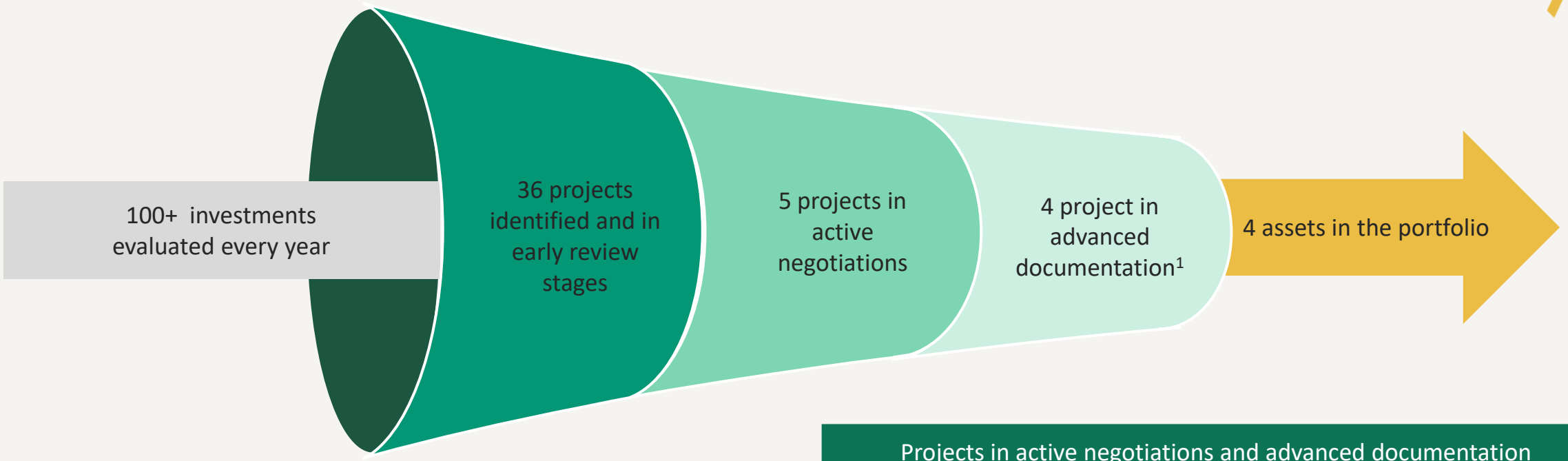
The current portfolio is expected to generate ~50M carbon offsets throughout the life of the projects.



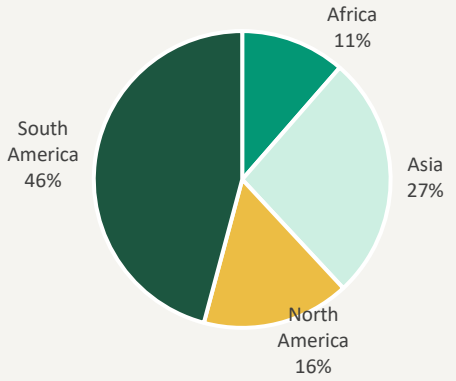
1. Only portfolio projects. Excludes any projects in the pipeline. Estimated Attributable Annual Offsets offsets exclude all credits going back to operator after issuance

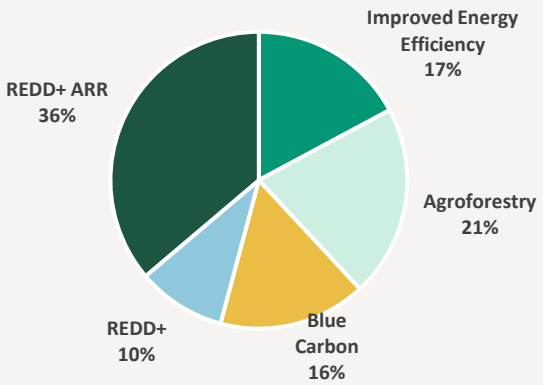
Our Investment Pipeline

Vida Carbon has a near-term pipeline of nine projects that would bring >25m carbon offsets



Projects in active negotiations and advanced documentation





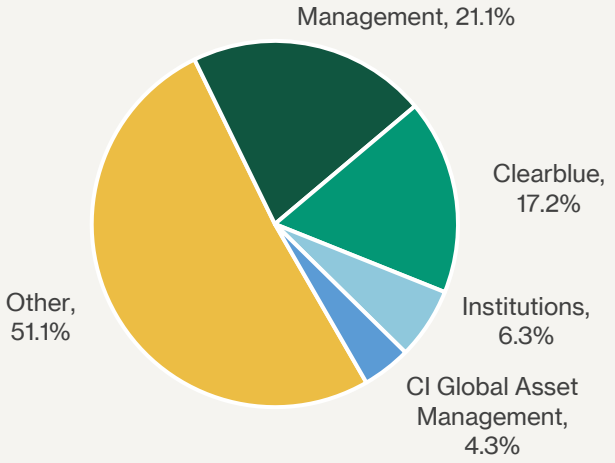
1: Advanced documentation include projects with an MOU or LOI in place

Capitalization and Company History

Company Snapshot

Shares Outstanding	*mm*	63.8
Share Price	*$*	$1.00
Market Cap.	*$m*	$63.8
Cash Balance	*$m*	$14.5
Options	*mm*	3.7
Option Price	*$*	$0.75
Warrants	*mm*	2.9
Warrants Price	*$*	$2.00

Current Ownership



Key Shareholders

INVENTA CAPITAL
ClearBlue Markets
CI GLOBAL ASSET MANAGEMENT
SANDSTORM GOLD ROYALTIES

Key Milestones

July 2021
Vida Carbon is incorporated in Canada

November 2021
Vida Carbon and Clearblue Markets sign a strategic alliance agreement

December 2021
Vida Signs investment agreement with AERA for cookstoves project in Ghana

March 2022
Vida signs second definitive agreement with EBCF for their REDD+ project in Brazil

April 2022
Vida Signs two definitive agreements with Core CarbonX (cookstoves project and a ricefields project)

July 2022:
Vida Carbon establishes JV with BioCarbono to develop Blue Carbon projects in Mexico

August 2022:
Vida signs long term sales agreement with Shell Energy

VIDA CARBON

1. Calculated as market capitalization less cumulative cash raised from private placements

Why Vida Carbon?

Market	Exposure to a market poised to grow several orders of magnitude from its current size.
Team	A dedicated and experienced team with expertise in carbon, capital markets and finance.
Assets	Access to a high-quality portfolio with clear use of proceeds and a strong advanced pipeline to swiftly deploy capital into high yield assets.

VIDA CARBON

INFO@VIDACARBON.COM

1090 WEST GEORGIA STREET,
SUITE 700
VANCOUVER, BC V6E 3V7
CANADA

Forward Looking Statements

This presentation contains “forward looking statements” regarding the Company within the meaning of applicable securities legislation, including statements as to future events, results and plans. Forward-looking statements are sometimes but not always identified by such words as “targeted”, “can”, “will”, “anticipates”, “projects”, “expects”, “intends”, “likely”, “plans”, “should”, “could” or “may” or grammatical variations thereof. These include, without limitation, statements with respect to: anticipated business activities; viability of the Company’s projects and investments; completion of proposed transactions and the terms of such transactions; the acquisition of additional rights; possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action; and the strategic plans, timing, costs and expectations for the Company’s future business activities. These forward-looking statements reflect the Company’s current beliefs and are based on information currently available to the Company and assumptions the Company believes are reasonable. The Company has made various assumptions, including, among others, that: the Company’s operations and the operations of the Company’s investees are not disrupted or delayed by unusual problems; the Company and its investees have the ability to develop projects; the Company will be able to raise any necessary additional capital on reasonable terms to execute its business plan; the Company’s current corporate activities will proceed as expected; general business and economic conditions will not change in a material adverse manner; budgeted costs and expenditures are and will continue to be accurate; and the effects of by COVID-19 on the operations of the Company will remain consistent with the Company’s expectations.

The information contained in this presentation is derived from management of the Company and otherwise from publicly available information and does not purport to contain all of the information that an investor may desire to have in evaluating the Company. The information has not been independently verified, may prove to be imprecise, and is subject to material updating, revision and further amendment. While management is not aware of any misstatements regarding any industry data presented herein, no representation or warranty, express or implied, is made or given by or on behalf of the Company as to the accuracy, completeness or fairness of the information or opinions contained in this presentation and no responsibility or liability is accepted by any person for such information or opinions. The forward-looking statements and information in this presentation speak only as of the date of this presentation and the Company assumes no obligation to update or revise such information to reflect new events or circumstances, except as may be required by applicable law. Although the Company believes that the expectations reflected in the forward-looking statements and information are reasonable, there can be no assurance that such expectations will prove to be correct. Because of the risks, uncertainties and assumptions contained herein, prospective investors should not read forward-looking information as guarantees of future performance or results and should not place undue reliance on forward-looking information. Nothing in this presentation is, or should be relied upon as, a promise or representation as to the future.

To the extent any forward-looking statement in this presentation constitutes “future-oriented financial information” or “financial outlooks” within the meaning of applicable Canadian securities laws, such information is being provided to demonstrate the anticipated market penetration and the reader is cautioned that this information may not be appropriate for any other purpose and the reader should not place undue reliance on such future-oriented financial information and financial outlooks. Future-oriented financial information and financial outlooks, as with forward-looking statements generally, are, without limitation, based on the assumptions and subject to the risks set out above. The Company’s actual financial position and results of operations may differ materially from management’s current expectations and, as a result, the Company’s revenue and expenses. The Company’s financial projections were not prepared with a view toward compliance with published guidelines of International Financial Reporting Standards and have not been examined, reviewed or compiled by the Company’s accountants or auditors. The Company’s financial projections represent management’s estimates as of the dates indicated thereon.

Statutory Rights

In certain circumstances, purchasers resident in certain provinces of Canada, are provided with a remedy for rescission or damages, or both, in addition to any other right they may have at law, where an offering memorandum (such as this presentation) and any amendment to it contains a misrepresentation. Where used herein, “misrepresentation” means an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make any statement not misleading in light of the circumstances in which it was made. These remedies, or notice with respect to these remedies, must be exercised or delivered, as the case may be, by the purchaser within the time limits prescribed by applicable securities legislation.

The following summary is subject to the express provisions of the applicable securities laws, regulations and rules, and reference is made thereto to the complete text of such provisions. Such provisions may contain limitations and statutory defenses not described here on which the Company and other applicable parties may rely. Purchasers should refer to the applicable provisions of the securities legislation of their province for the particulars of these rights or consult with a legal adviser.

The following is a summary of rights of rescission or damages, or both, available to purchasers resident in the province of Ontario, New Brunswick, Nova Scotia and Saskatchewan. If there is a misrepresentation herein and you are a purchaser under securities legislation in Ontario, New Brunswick, Nova Scotia and Saskatchewan you have, without regard to whether you relied upon the misrepresentation, a statutory right of action for damages, or while still the owner of the securities, for rescission against the Company. This statutory right of action is subject to the following: (a) if you elect to exercise the right of action for rescission, you will have no right of action for damages against the Company; (b) except with respect to purchasers resident in Nova Scotia, no action shall be commenced to enforce a right of action for rescission after 180 days from the date of the transaction that gave rise to the cause of action; (c) except with respect to purchasers resident in Nova Scotia, no action shall be commenced to enforce a right of action for damages after the earlier of (i) 180 days (with respect to purchasers resident in Ontario) or one year (with respect to purchasers resident in Saskatchewan and New Brunswick) after you first had knowledge of the facts giving rise to the cause of action and (ii) three years (with respect to purchasers resident in Ontario) or six years (with respect to purchasers resident in Saskatchewan and New Brunswick) after the date of the transaction that gave rise to the cause of action; (d) with respect to purchasers resident in Nova Scotia, no action shall be commenced to enforce a right of action for rescission or damages after 120 days from the date on which payment for the securities was made by you; (e) the Company will not be liable if it proves that you purchased the securities with knowledge of the misrepresentation; (f) in the case of an action for damages, the Company will not be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the securities as a result of the misrepresentations; and (g) in no case will the amount recoverable in such action exceed the price at which the securities were sold to you.

The foregoing is a summary only and is subject to the express provisions of the Securities Act (Ontario), the Securities Act (New Brunswick), the Securities Act (Nova Scotia) and the Securities Act (Saskatchewan), and the rules, regulations and other instruments thereunder, and reference is made to the complete text of such provisions contained therein. Such provisions may contain limitations and statutory defenses on which the Company may rely.

In Manitoba, the Securities Act (Manitoba), in Newfoundland and Labrador the Securities Act (Newfoundland and Labrador), in Prince Edward Island the Securities Act (PEI), in Yukon, the Securities Act (Yukon), in Nunavut, the Securities Act (Nunavut) and in the Northwest Territories, the Securities Act (Northwest Territories) provide a statutory right of action for damages or rescission to purchasers resident in Manitoba, Newfoundland, PEI, Yukon, Nunavut and Northwest Territories respectively, in circumstances where this presentation or an amendment hereto contains a misrepresentation, which rights are similar, but not identical, to the rights available to Ontario purchasers.

By purchasing securities offered in connection with this presentation, purchasers in Alberta, British Columbia and Quebec are not entitled to the statutory rights described above. In consideration of their purchase of the securities offered in connection with this presentation and upon accepting a purchase confirmation in respect thereof, these purchasers are hereby granted a contractual right of action for damages or rescission that is substantially the same as the statutory right of action provided to residents of Ontario who purchase the securities offered in connection with this presentation.

The statutory right of action described above is in addition to and without derogation from any other right or remedy which purchasers may have at law.

Risk Factors

In evaluating the proposed investment in the Company, investors should carefully consider the information included in this presentation as well as the following risk factors relating to the offering and the business of the Company. These risk factors are not a definitive list of all risk factors associated with the offering and the business of the Company. Additional risks and uncertainties, including those currently unknown or considered immaterial by the Company, may also adversely affect the securities and/or the business of the Company. The following are risk factors which investors should carefully consider before making an investment decision.

The acquisition of any of the securities of the Company is speculative, involving a high degree of risk and should be undertaken only by persons whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities of the Company should not constitute a major portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment.

Risks relating to the Company's Business, Industry and Operating Environment

Dependence on Key Management and Business Partners

The Company is dependent on the availability/commitment of its key management and business partners, whose contributions to immediate and future operations of the Company are of significant importance. From time to time, the Company will also need to identify and retain additional skilled management and specialized technical personnel to efficiently operate its business. The number of persons experienced in carbon markets is limited and competition for such persons can be intense. Recruiting and retaining qualified personnel is critical to the Company's success and there can be no assurance of such success. If the Company is not successful in attracting, training and retaining qualified personnel or continuing its business partnerships, the Company's ability to execute its business model and growth strategy could be affected.

Strategic Risks

The success of the Company's activities will depend on management's ability to implement its strategy and on the availability of opportunities related to carbon offsets. Although management is optimistic about the Company's prospects, there is no certainty that anticipated outcomes and sustainable revenue streams will be achieved and there is no certainty that the Company will successfully make profitable acquisitions of carbon credits, streams, royalties, or other interests. In particular, its future growth and prospects will depend on its ability to expand its portfolio of investments while at the same time maintaining effective cost controls. The Company has sought and will continue to seek to invest in businesses or investments related to carbon credits. In pursuit of such opportunities, the Company may fail to identify or select appropriate investment targets, or negotiate acceptable definitive arrangements, including arrangements to finance the investments. The Company may be unable to identify or select appropriate investment targets in the numbers or at the pace it currently expects for a variety of reasons. In addition, market opportunity estimates and growth strategies are subject to uncertainty and are based on assumptions and estimates that may not prove to be accurate, and as such the estimates of growth included in this presentation may prove to be inaccurate and may not be indicative of future growth.

Concentration Risk

Given the concentration of the Company's exposure to carbon credits, the Company's investment portfolio will be susceptible to adverse economic or regulatory occurrences affecting carbon credits and carbon markets. While the Company's intention is to enter into stream and/or royalty arrangements and other investments with exposure to a wide variety of projects and business opportunities relating to carbon credits, it will take significant time to attain such diversification. Until diversification is achieved, the Company will continue to have a significant portion of its assets dedicated to a small number of carbon credit projects, and businesses or investments related to carbon credits.

Fluctuation in Price and Demand of Carbon Credits

Carbon credit prices depend on a variety of external factors that are out of the Company's control. There can be no assurance that continual fluctuations in the price of carbon credits will not occur. In addition, carbon credits are traded in both the compliance and voluntary markets and the price for a carbon credit varies according to not only the market on which it is traded, but also according to its type, location, vintage, accreditation and additional social and environmental attributes. It is likely that the market price for the Company's carbon credits will be subject to market trends generally.

The demand for, and the market price of, carbon credits can be adversely affected by any number of factors, including: social factors; regulatory regimes; implementation of lower greenhouse gas emitting infrastructure; increase in projects generating carbon credits; technological advancements; use of alternative fuels; decrease in the price of conventional fossil fuels; increased use of renewable energy; and the implementation and operation of carbon pricing initiatives. There can be no assurance that carbon pricing initiatives carbon markets will continue to exist. Carbon pricing initiatives may be subject to policy and political changes and, may otherwise be diminished, terminated or may not be renewed upon their expiration.

Lack of Liquidity and High Volatility of Carbon Markets

Carbon markets are still evolving and there are no assurances that the carbon credits purchased or generated by the Company will find a market. The carbon credit markets have experienced a high level of price and volume volatility. There may be a lack of liquidity for the purchase or sale of carbon credits and the Company may not be able to purchase or sell the volume of carbon credits it desires in a timely manner or at an attractive price.

Risks associated with Carbon Credits and Markets

In seeking to acquire and grow a diversified and high-quality portfolio of streams, royalties and other investments in projects that generate carbon credits over the long term, the Company's intention is to have all such project(s) validated through a compliance market or by an internationally recognized carbon credits standards body in the voluntary market. Any actual or proposed changes to international carbon standards or verification requirements and/or the implementation of any national or international laws, treaties or regulations by governmental entities and/or any adverse changes to existing governmental policies with respect to carbon credits may result in a material and adverse effect on the Company's profitability, results of operation and financial condition.

Regulatory risk related to changes in regulation and enforcement can adversely affect market behavior. If fines or other penalties for non-compliance are not enforced, incentives to purchase carbon credits will deteriorate, which can result in a fall in the price of carbon credits and a drop in the value of the Company's assets.

Environmental Risks relating to Carbon Projects

The projects that the Company enters into streaming and/or royalty agreements over and/or otherwise invests in to generate carbon credits are subject to risks associated with natural disasters, which natural disasters could result in temporary or permanent damage to, or destruction of, projects that generate carbon credits. Any such natural disasters could impact the ability of the Company's counterparties to deliver carbon credits to the Company and therefore adversely affect the viability of any of the Company's investments in such projects, and may result in a material and adverse effect on our profitability, results of operations and financial condition.

Underlying Scientific Principles are Subject to Debate

Carbon pricing initiatives and carbon credits have arisen primarily due to scientific evidence indicating a correlative relationship between the rise in global temperatures and extreme weather events, on the one hand, and the rise in greenhouse gas emissions in the atmosphere, on the other hand. Failure to maintain scientific consensus, may negatively affect the value of carbon credits.

Technological Advancements

New technologies may arise that may diminish or eliminate the need for carbon markets. Ultimately, the price of carbon credits is determined by the cost of actually reducing emissions levels. If the price of credits becomes too high, it will be more economical for companies to develop or invest in lower emission technologies, thereby suppressing the demand and adversely affecting the price.

Carbon Trading may Become Obsolete

Carbon trading is regulated by specific jurisdictions pursuant to regional legislation or can be voluntary. When regulated, governments compel emitters to reduce their greenhouse gas emissions through technological improvements or through the purchase of carbon credits. It is an identified risk factor that new legislation may arise in certain jurisdictions that may render the Company's business plan and knowledge obsolete with respect to carbon credits. With respect to the voluntary trade of carbon credits, there is a significant risk that certain voluntary purchasers of carbon credits may elect to cease the purchase of carbon credits for various reasons that are inherent to their business plans, or because of changing economic, political contexts or other conditions that cannot be controlled by the management of the Company.

Impact of the COVID-19 Pandemic

The COVID-19 pandemic and the measures attempting to contain and mitigate the effects of the virus (including travel bans and restrictions, quarantines, shelter-in-place orders, shutdowns and restrictions on trade) have caused heightened uncertainty in the global economy. In particular, travel restrictions have impacted, and continue to impact, the timing of validation and verification deadlines for certifying organizations, which could delay the timing of delivery of carbon credits to the Company. In addition, the COVID-19 pandemic has had and may continue to have impacts on our ability to source, evaluate, and visit investment opportunities, and on the development, management and operation of carbon credit projects by third parties. It is difficult to predict how significant the longer-term impacts of the COVID-19 pandemic, including any responses to it, will be on the global economy and our business. Since the impact of COVID-19 is ongoing, the effect of the COVID-19 pandemic and the related impact on the global economy may not be fully reflected in our results of operations until future periods. To the extent that the COVID-19 pandemic harms our business and results of operations, many of the other risks described in this "Risk Factors" section may also be heightened.

Risk Factors (continued)

Foreign Operation and Political Risk

The Company's investments may be focused in a particular country, countries, or region and therefore may be susceptible to adverse market, political, regulatory, and geographic events affecting that country, countries or region. Risks the Company may face with respect to any country where current or future streams or investments of the Company may be located, include: unforeseen government actions; acts of god; terrorism; hostage taking; military repression; general economic fluctuation; labour unrest; the risks of war or civil unrest; expropriation and nationalization; renegotiation or nullification of existing concessions, licenses, permits and contracts; changes in taxation policies; restrictions on foreign exchange and repatriation; and changing political conditions, currency controls, export controls, and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction or other events.

Competition

There are many organizations that are buyers of carbon credits, or rights to or interest in carbon credits, and there is currently a limited supply of carbon credits, projects to generate future carbon credits and investment opportunities in carbon credits. Many competitors are larger, more established companies with substantial financial resources, operational capabilities and long track-records in carbon markets. The Company may be at a competitive disadvantage in investing in carbon projects, acquiring carbon credits or interests in carbon credits, whether by way of purchases in carbon markets, streams, royalties or other forms of investment, as many competitors have greater financial resources and technical staffs. Accordingly, there can be no assurance that we will be able to compete successfully against other companies in building a portfolio of carbon credits and carbon credit related investments.

Due Diligence Risks

Before making any decision, the Company will conduct, or have independent consultants or business partners conduct, due diligence investigations that it deems reasonable and appropriate based on the facts and circumstances applicable to each acquisition, investment or streaming/royalty arrangement. When conducting due diligence investigations, the Company may be required to evaluate important and complex business, environmental, financial, tax, accounting, regulatory, technical and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence investigations and making an assessment regarding an acquisition, investment or streaming/royalty arrangement, the Company relies on resources available, including information provided by the target of the acquisition or investment, the party(ies) to the streaming/royalty arrangement and, in some circumstances, third party investigations. The due diligence process undertaken by the Company in connection with acquisitions, investments or streaming/royalty arrangements that it undertakes or wishes to undertake, may not reveal all relevant facts in connection with an acquisition, investment or streaming/royalty arrangement. The inability of the Company or third parties to identify business risks relating to investments of the Company may have a material adverse effect on the Company's profitability, results of operation and financial condition.

Rights of and Dependence on Third Parties

The Company is party to various contracts related to the purchase, production and sale of carbon credits. Carbon credits received by the Company are derived from projects that are operated by third parties. These third parties will be responsible for determining the manner in which the relevant properties are developed, operated and managed, including decisions that could expand, continue or reduce the number of carbon credits generated from a property or an asset. As a holder of streams, royalties or other interests, the Company may have little or no input on such matters. The interests of third parties and those of the Company on the relevant properties or assets may not always be aligned. The inability of the Company to control the operations for the properties or assets in which it has a stream, royalty or other interest may have a material adverse effect on the Company's profitability, results of operation and financial condition.

Title Risk

To the extent that the Company acquires direct interests in real property or assets, the Company will be subject to risks associated with ownership to title of any such or asset(s). Although title reviews will be done according to industry standards prior to the purchase of or investment in any property or asset, such reviews do not guarantee or certify that an unforeseen defect in the chain of title will not arise to defeat a claim of the Company. Clear title to carbon credits may also be difficult to establish with absolute certainty in all cases. In addition, agreements may contain terms regarding ongoing obligations and commitments that, if not fulfilled by the Company, can result in the forfeiture of the agreement with the property or asset owners or the payment of compensation.

Insurance Risk

In light of the novelty of the carbon credit industry, the Company cannot give any assurances that insurance coverage for some or all of the risks of loss in the carbon credit industry will be available on commercially reasonable terms or at all. To the extent such insurance is available, the Company can give no assurances that it will continue to be available on commercially reasonable terms, that all events that could give rise to a loss or liability are insured or reasonably insurable or that its insurers would be capable of honouring their commitments if an unusually high number of claims were made against their policies. Certain losses, including certain environmental liabilities and business interruption losses, are not ordinarily covered by insurance.

Permits and Licenses

The Company may acquire a property or an interest in a property with the intent to generate carbon credits from activities on that property. These future activities of the Company may require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain or maintain all necessary licenses and permits that may be required to carry out development of its carbon offset projects on any future properties.

General Economic Conditions

Adverse events in global financial markets can have profound impacts on the global economy. Many industries and markets, including the carbon markets, are impacted by these market conditions. Some of the key impacts of financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and carbon markets and a lack of market liquidity. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect our growth and valuation. Specifically, a global credit/liquidity crisis could impact the cost and availability of financing and our overall liquidity; the volatility of carbon credit prices would impact our revenues, profits, losses, cash flow and the value of our carbon credit holdings; and continued recessionary pressures could adversely impact demand for carbon credits and related investments. These factors could have a material adverse effect on our financial condition and operating results.

Foreign Exchange Rates

Carbon credits are typically purchased in U.S. currency. Fluctuation in the U.S. currency exchange rate relative to the Canadian currency could negatively impact the value of the Company's securities. Investment in carbon credits and/or equity securities denominated in a currency other than Canadian currency will be affected by the changes in the value of the Canadian dollar in relation to the value of the currency in which the carbon credit or security is denominated. Because exchange rate fluctuations are beyond the Company's control, there can be no assurance that such fluctuations will not have an adverse effect on the Company's operations or on the trading value of its securities.

Future Acquisitions

As part of our business strategy, we may seek to grow by acquiring companies and/or assets or establishing joint ventures that we believe will complement our current or future business. Acquisition transactions involve inherent risks, including but not limited to: accurately assessing the value, strengths, weaknesses, contingent and other liabilities and potential profitability of acquisition candidates; ability to achieve identified and anticipated operating and financial synergies; unanticipated costs; diversion of management attention from existing business; potential loss of our key employees or key employees of any business acquired; unanticipated changes in business, industry or general economic conditions that affect the assumptions underlying the acquisition; and decline in the value of acquired assets, companies or securities. Any one or more of these factors or other risks could cause us not to realize the anticipated benefits of an acquisition of assets or companies and could have a material adverse effect on our financial condition. We may not effectively select acquisition candidates or negotiate or finance acquisitions or integrate the acquired businesses and their personnel or acquire assets for our business. We cannot guarantee that we can complete any acquisition we pursue on favourable terms, or that any acquisitions completed will ultimately benefit our business.

Risk Factors (continued)

Regulatory Changes

We may be affected by changes in regulatory requirements, customs, duties or other taxes in the jurisdictions in which we operate. Such changes could, depending on their nature, benefit or adversely affect the Company. The costs associated with legal compliance may be substantial. In addition, possible future laws and regulations, changes to existing laws and regulations (including the imposition of higher taxes which have been, or may be, implemented or threatened) or more stringent enforcement of current laws and regulations by governmental authorities, could cause additional expense, capital expenditures, restrictions on or suspension of projects generating carbon credits and planned operations and delays in the development of projects generating carbon credits. Moreover, these laws and regulations may allow governmental authorities and private parties to bring lawsuits based upon damages to property and injury to persons resulting from the environmental, health and safety impacts of the operations of the projects generating carbon credits. Failure to comply with laws and regulations by the Company or by the operators of projects in which it invests could lead to financial restatements, fines, penalties, loss, reduction or expropriation of entitlements, the imposition of additional local or foreign parties as joint venture partners with carried or other interests and other material negative impacts.

Litigation

The Company may from time to time be involved in various claims, legal proceedings and disputes arising in the ordinary course of business. Parties to contracts do not always honour contractual terms and contracts themselves may be subject to interpretation or technical defects. To the extent grantors of streams, royalties and other interests do not abide by their contractual obligations, the Company may be forced to take legal action to enforce its contractual rights. Such litigation may be time consuming and costly, and as with all litigation, no guarantee of success can be made. If such disputes arise and we are unable to resolve these disputes favorably, it may have a material and adverse effect on the Company's profitability, results of operations and financial condition.

Conflicts of Interest

Certain of the Company's directors may also serve as directors or officers, or have significant shareholdings in, other companies involved in carbon credits or the carbon markets and, to the extent that such other companies may participate in ventures or markets in which the Company may participate in, or in ventures or markets which the Company may seek to participate in, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In all cases where directors and officers have an interest in other companies, such other companies may also compete with us for the acquisition of carbon credits, streams, royalties or other investments. Such conflicts of the directors and officers may result in a material adverse effect on our profitability, results of operation and financial condition.

Risks Related to the Securities of the Company

Loss of Entire Investment

An investment in the securities of the Company is speculative and may result in the loss of an investor's entire investment. Only potential investors who are experienced in high risk investments and who can afford to lose their entire investment should consider an investment in the Company.

Resale of Securities and Liquidity

There is currently no market through which the securities of the Company may be sold and purchasers may not be able to resell those securities. There can be no assurance that an active and liquid market for securities of the Company will develop or be maintained.

Dilution

The Company may find it necessary in the future to obtain additional debt or equity financing to support ongoing operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. There can be no assurance that additional financing will be available to the Company when needed or on terms acceptable to the Company. The Company's inability to raise financing to support ongoing operations or to fund capital expenditures or acquisitions could limit the Company's growth and could have a material adverse effect on the Company's business, financial condition, results of operations and cash flows, as well as the value of the securities of the Company. If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of common shares.

Dilution

The Company may find it necessary in the future to obtain additional debt or equity financing to support ongoing operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. There can be no assurance that additional financing will be available to the Company when needed or on terms acceptable to the Company. The Company's inability to raise financing to support ongoing operations or to fund capital expenditures or acquisitions could limit the Company's growth and could have a material adverse effect on the Company's business, financial condition, results of operations and cash flows, as well as the value of the securities of the Company. If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of common shares.

Dividends

Holders of shares of the Company will not have a right to dividends on such shares unless declared by the Company's board of directors. The Company has not paid dividends in the past, and it is not anticipated that the Company will pay any dividends in the foreseeable future. Dividends paid by the Company would be subject to tax and, potentially, withholdings. The declaration of dividends is at the discretion of the board of directors, even if the Company has sufficient funds, net of its liabilities, to pay such dividends, and the declaration of any dividend will depend on the Company's financial results, cash requirements, future prospects and other factors deemed relevant by the Board.

Discretion in the Use of Proceeds

Management of the Company will have discretion concerning the use of the net proceeds of any sale of securities of the Company. Therefore, an investor will be relying on the judgment of management for the application of the net proceeds from such sales of the securities of the Company. Management has discretion to use the net proceeds in their discretion if they believe it would be in the Company's best interest to do so and in ways that an investor may not consider desirable. If the Company does not apply these funds efficiently it may adversely affect the operational results.

VIDA CARBON

INFO@VIDACARBON.COM

1090 WEST GEORGIA STREET,
SUITE 700
VANCOUVER, BC V6E 3V7
CANADA