

**Sagittarius Capital Corp.**  
**(To be renamed Water Ways Technologies Inc.)**  
**December 27, 2018**

**TERM SHEET**

*A final prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in the Provinces of Ontario, Alberta and British Columbia. Copies of the final prospectus may be obtained from Leede Jones Gable Inc. A copy of the final prospectus, and any amendment, is required to be delivered with this document. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final prospectus, and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.*

*The securities of the Corporation have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws. Unless they are registered, the securities may be offered only in transactions exempt from or not subject to registration under the U.S. Securities Act, or any other state securities laws. This document does not constitute an offer to sell or a solicitation of an offer to buy any of the Company's securities in the United States.*

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.*

**Issuer:** Sagittarius Capital Corporation ("**Sagittarius**" or the "**Company**"), a Capital Pool Company.

**Offering:** Commercially reasonable efforts offering of between CAD \$2,000,000 (the "**Minimum Offering**") and CAD \$4,000,000 (the "**Maximum Offering**").

**Units:** Each Unit is comprised of one (1) common share in the capital of the Company ("**Common Share**") and one-half of one (1/2) common share purchase warrant ("**Warrant**").

**Amount:** Minimum Offering, 8,000,000 Units.  
Maximum Offering, 16,000,000 Units.

**Issue Price:** CAD \$0.25 per Unit ("**Offering Price**").

**Gross Proceeds:** Minimum Offering, CAD \$2,000,000  
Maximum Offering, CAD \$4,000,000

**Over-Allotment Option:** The Company has granted to the Agent (as hereinafter defined) an option (the "**Over-Allotment Option**") to offer up to an additional 2,400,000 Units (the "**Additional Units**") at the Offering Price exercisable at the Agent's sole option and without obligation, in whole or in part, at any time up to 48 hours prior to the Closing Date (as hereinafter defined) or any time up to 30 days after the Closing Date, to cover over-allotments, if any.

**Warrants:** Each whole Warrant is exercisable into one common share (a "**Warrant Share**") at an exercise price of CAD \$0.40, with such Warrants being exercisable for a period of 24 months from the Closing Date (as hereinafter defined). If, following the Closing Date, the closing price of the Common Shares on the TSX Venture Exchange is equal to or greater than CAD \$0.75 for any 20 consecutive trading days, the Company may, upon providing written notice to the holders of the Warrants, accelerate the expiry date of the Warrants to the date that is 30 days following the date of such written notice.

**Agent:** Leede Jones Gable Inc. (the "**Agent**").



**Selling Agent's Fees:** Commission of 8% of the gross proceeds raised under the Offering, payable in cash on the Closing Date, and a number of broker warrants (the "**Broker Warrants**") equal to 8% of the number of Units sold under the Offering. Each Broker Warrant will entitle the holder to purchase one Common Share at a price of \$0.25, exercisable for a period of 24 months from the Closing Date.

**Closing Date:** On or before January 28, 2019 or such other date as may be mutually agreed to by the Company and the Agent (the "**Closing Date**").

**Qualifying Jurisdictions:** The Offering may be sold in the provinces of British Columbia, Alberta, and Ontario.

**Eligibility:** Eligible for RRSPs, RESPs, RDSPs, RRIFs, TFSAs and DPSPs.

**Use of Proceeds:** The net proceeds of the Offering will be used by the Company to open marketing offices, project financing, development of the precise irritation system and general working capital purposes.