

AMENDED OFFERING DOCUMENT
Extension to the original offering of April 1, 2023

Item 1.1

SES SOLAR CO-OPERATIVE LTD.

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Item 1.2

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Secretary
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Item 1.3

The Financial and Consumer Affairs Authority of Saskatchewan has not reviewed or approved the merits of these securities. Any representation to the contrary is an offence.

This is a risky investment. See Item #8 RISK FACTORS.

Item 1.4

Amended Offering Date: April 1, 2024

Information disclosed in the Amended Offering Document is current as of February 8, 2024

Item 1.5

Type of Security Offered and Price per share:
Class A Common Shares at \$50 each
Class B Preferred Shares at \$950 each

Funds available under the offering may not be sufficient to accomplish our proposed objectives.

Item 1.6

There may not be a market through which these securities may be sold. Therefore, purchasers may not be able to resell their securities.

Transfer or sale of these securities is subject to transfer or resale restrictions as set out in the co-operative's Articles of Incorporation or Corporate Bylaws.

You should consider the advice of a professional before investing.

Item 2. **BUSINESS OVERVIEW – EXECUTIVE SUMMARY**

Objectives:

The purpose of the SES Solar Co-operative Ltd. (Solar Co-op) is to facilitate the production and use of solar and other forms of renewable energy, including:

1. Produce solar power and other forms of renewable electricity in an environmentally sound and socially just way,
2. Find beneficial institutional and technical practices that will help in the production of solar power and other renewable forms of electricity,
3. Reduce greenhouse gas emissions, and
4. Promote energy conservation, solar power and other beneficial renewable energy practices via public education.

The co-op will achieve these objectives by installing photovoltaic (PV) electrical generation facilities in and around Saskatoon. The owners of the sites where installations are located will become partners under contract with the co-op and will consume the electricity produced by the equipment. The co-op will solely, or in various partnership arrangements, own the solar power generating equipment producing electricity consumed by our partner, who will pay the Solar Co-op an equipment lease amount.

Date of incorporation: February 13, 2015

Type of co-operative: Consumer Co-operative

The idea of a solar co-operative was initiated by the Entrepreneurial Committee of the Saskatchewan Environmental Society Inc. (SES) in June of 2014. In the fall of that year SES was invited to participate in the *Business for Good Social Venture Challenge*, a project of Affinity Credit Union. After receiving the support of the community in the crowd funding campaign that was launched, SES was declared the winner of the challenge and awarded \$50,000 to assist in the Solar Co-op venture. Part of the crowd funding campaign included buying a solar panel in the proposed co-op and the initial 45 prospective members contributed \$1,000 each. The Affinity grant was presented to SES and was spent by SES for the specific purpose of supporting the Solar Co-op by assisting with start-up costs to organize the co-op and to provide funding for a demonstration solar installation that is continuing to provide useful data for the study of solar electrical production.

As of February 8, 2024 membership has increased to 277 members owning a total of 1590 Class B preferred shares. As of the same date, the Solar Co-op owns eight solar installations with a total of 2300 solar panels generating 975 kilowatts of peak capacity.

Previously, in addition to the Affinity Credit Union \$50,000 startup award, a total of \$997,500.00 was raised from two prior FCAA-approved distributions; \$285,000 in the first offering dated May 1, 2016, and \$712,500 in the second offering dated March 1, 2020.

The purpose of the extension to this third share offering, originally dated April 1, 2023, is to raise additional funds to finance solar installations. As the original offering does not close until March 31, 2024, there could be additional securities sold before the Amended Offering Date of April 1, 2024. The maximum amount that may be raised under this offering is \$1,000,000. As of February 8, 2024, new and existing members of the Solar Co-op have purchased 446 Class B preferred shares providing capital in the amount of \$423,700; there remain 594 Class B shares available for purchase.

Initially, proceeds from operations have been invested in further solar installations. Once the Solar Co-op had eliminated its deficit, and established a general reserve equal to a minimum of 1% of the total assets of the co-op as required by the Solar Co-op's Bylaws, it began to also allocate a portion of profits to Class B preferred shareholders by way of a patronage dividend. Patronage dividends are declared at the discretion of the Solar Co-op's Board of Directors, provided that the requirement

for an annual allocation of 5% of surplus revenue to the general reserve has been met (Details on required allocations to reserve are provided in the section on Dividends in Item 4.1 on page 7.) The Board has thus far declared dividends as of August 25, 2021 and August 31, 2022. No dividend was declared for 2023 in order to enable the co-op to focus on investing in a significant expansion of installed solar energy infrastructure and consequent revenue-generating capacity.

Of the eight solar projects developed thus far, five installations operate under net metering agreements with SaskPower (SP) and Saskatoon Light & Power (SL&P) in partnership with installation site owners, while a sixth installation operates under the SL&P Small Power Producers Program. The Solar Co-op's seventh and eighth projects, developed in two phases in partnership with CNH Industrial Canada Ltd. (CNHi), an industrial energy consumer, are situated on their property and operate together as an expanded "behind the meter" installation, with the electricity consumed on site and none fed onto the grid.

A more detailed description of the co-operative's business is provided in Item #4.

Item 3. DISTRIBUTION INFORMATION

A detailed description of the specific rights of each class of securities is described in the Appendix in Item A - 2 ARTICLES OF INCORPORATION AND CORPORATE BYLAWS.

Item 3.1

Type of securities being distributed	Class A Common - "Member Shares"	Class B Preferred - "Panel Shares"
Price per security	Class A - \$50	Class B - \$950
Minimum subscription per purchaser	\$50 (1 Class A)	\$950 (1 Class B)
Start date of the original distribution period	April 1, 2023	April 1, 2023
End date of the original distribution period	March 31, 2024	March 31, 2024
Start date of the extension to the original distribution period	April 1, 2024	April 1, 2024
End date of the extension to the original distribution period	October 31, 2024	October 31, 2024
Expected maximum proceeds of this distribution	\$12,000 (240 shares)	\$988,000 (1040 shares)
Proceeds raised Apr. 1, 2023 to Feb. 8, 2024	\$1,050 (21 shares)	\$423,700 (446 shares)
Expected proceeds to be raised under the extension of the distribution	\$10,950 (219 shares)	\$564,300 (594 shares)

Item 3.2

The eligible securities offered provide the following rights for each class:

- Class A Common Shares:
 - Voting rights
 - Rights on dissolution
 - Redemption rights
- Class B Preferred Shares:
 - Eligible for dividends when declared by Solar Co-op Board and in accordance with the co-operative's Articles of Incorporation and Corporate Bylaws
 - Rights on dissolution
 - Redemption rights

Item 3.3

The following material restrictions or conditions apply:

Shares may only be transferred, sold or withdrawn with the approval of the Board of Directors and in accordance with the bylaws and articles of the co-operative. To date there have been shares sold back to Solar Co-op by the estates of deceased members, and by other members who have redeemed shares held in and outside of an RRSP. It is the position of the board that any member that desires to sell their shares can request to do so and that if the co-op is in the financial position to make the purchase it will be granted.

Each member is required to own one Class A Common Share, referred to as a "Member Share" as a condition of ownership of a Class B Preferred Share. Each member must own one and only one Class A Share. Members must own one and may own more than one Class B Share(s).

As such, the purchase of either Class should be considered long-term in nature.

Item 3.4

	Total Amount	Total number of 'member' securities issuable	Total number of 'panel' securities issuable
Raised under this offering as of February 8, 2024	\$423,700		
Minimum offering amount	\$228,000	0	240
Maximum offering amount	\$1,000,000	240	1040
Price per security		\$50	\$950

The minimum offering amount has been achieved with 446 Class B Preferred ('panel') shares having been sold as of February 8, 2024. The total offering amount, including the extension, cannot exceed the maximum of \$1,000,000.

Item 4. CO-OPERATIVE'S BUSINESS

Item 4.1

Objective

The product or service of the co-operative is electrical energy with low greenhouse gas emissions produced by the co-op's renewable energy assets, comprised of photovoltaic electrical generation equipment. The equipment is leased to the Solar Co-op location partners. Revenue for the Solar Co-op is realized through leases with installation location partners based on the solar assets producing clean electricity. The objective is to enable co-op members to invest in renewable energy production. This is important for individuals that do not have the opportunity to install similar equipment on their own property due to shading, design standards, available space or financial constraints.

Saskatchewan has high solar resources (lots of sunshine hours) suitable for photovoltaic production. There are many residents in Saskatchewan concerned about our province's significant greenhouse gas emissions that lead to climate change who want to participate in green energy production.

Co-operative Goals

The Solar Co-op is the first renewable energy co-op in Saskatchewan. The co-op is providing services to the Solar Co-op members. There are currently 277 memberships. Each can purchase multiple Class B shares. Memberships can be owned individually or by two or more persons, each

with a minimum age of 18, or by a corporation, with the principle of one membership one vote.

All members must be Saskatchewan residents.

The Solar Co-op currently has eight solar installations operative. The installations have been selected by the volunteer board of directors based on the compatibility of the owner of the location of the installation and the suitability of the site. Each PV system is leased to a consumer that pays for the productive capacity of the installation. The return on investment for each installation varies due to design, location and sunlight conditions. The intent of the co-op is that the proceeds from the energy production of the systems will be used for further investment in renewable energy systems and to provide a return on investment for shareholders. Details of financial results of the Solar Co-op can be seen in the financial statements of the co-op.

Locations for further installations with suitable partners will be pursued when share capital becomes available.

Photovoltaic production equipment has proven to be dependable, durable and cost effective. Costs range by installation type and location. The Solar Co-op board is finding that contractors are adopting the use of superior quality equipment that meet standards demanded by the co-op and the price of installations is decreasing with advances in installation techniques and component cost reductions being realized. Online monitoring is simplifying tracking of production and system maintenance. The electrical production equipment requires very little maintenance. Installation contractors provide the expertise for the installation and technical maintenance. Panels are warranted to maintain expected production for 25 years. Routine maintenance such as cleaning and snow removal is minimal and administration is being provided by member volunteers.

Partnership Agreements

The Solar Co-op has primarily been partnering with electrical consumers to produce renewable electricity using the utility net metering programs where installations are located. The co-op owns solar power generating equipment installed at the partners' locations that produce electricity to be consumed by our partner, who then pay the Solar Co-op an equipment lease on a quarterly or monthly basis. As an added benefit, for every one thousand kilowatt hours (kWh) of electricity produced by a Solar Co-op solar system, the estimated greenhouse gas emission savings are 0.58 tonnes (CO₂ equivalent) as compared to if this electricity had been obtained from the SP grid.

The SP and SL&P Net Metering Programs (NMP) allow electrical utility customers in Saskatchewan to install renewable energy production equipment tied to the electrical power grid where energy not used at the point of production is fed onto the grid and credited to the owner of the system without storage requirement. The Solar Co-op partners' net metering agreements are for a minimum of 10 years at predefined rates. Installations of solar panels will not be considered with any partner without a net metering agreement or other contract that ensures a long-term commitment to permissibility of production and consumption by the partner.

Further similar agreements will be pursued with partners who are eligible for the program through SP and SL&P. The installations will typically be in the 30 to 45 kilowatt size range. SPNMP allows electrical utility customers in Saskatchewan to install renewable energy production equipment tied to the electrical power grid where energy not used at the point of production is fed onto the grid and credited to the customer by the utility. The revised NMP provides participants with up to three years to use their banked kWh credits. Contracts with the utility are for 10 years with the option to renew for an additional 10 years. The Government of Saskatchewan and SP have recently made significant changes to the NMP that will impact new solar projects, particularly those in the SP district. The changes result in lower rates of compensation being credited for solar-generated electricity that is fed onto the power grid. Therefore, to the degree that we undertake new net meter projects in the SP district, it will be with partners who consume the bulk of their solar-generated electricity on site, so as to minimize feeding electricity onto the grid. In this way, the changes made to SP's NMP will not

significantly influence the attractiveness of our projects.

The SP larger projects initiative, known as the Power Generation Partner Program (PGPP), does not at this time appear to be economically viable for the Solar Co-op.

The SL&P Small Power Producers Program (SPPP) is designed for customers in the City of Saskatoon with grid-tied renewable energy installations where electricity generated in excess of the customers' needs are fed to the grid and compensated at a fixed rate. The Solar Co-op has entered into such an agreement with SL&P for the installation located at Radiance Cohousing.

The focus of the Solar Co-op in the past year has been on expansion of the installation at CNHi. This is a 'behind the meter' solar project rather than a 'net metered' project, so solar-generated electricity is not fed onto the grid but is completely consumed on site. The Solar Co-op reached a formal agreement with CNHi in May of 2020 for a 400 kilowatt Phase 1 solar system at their facility on 71st Street East in Saskatoon. Phase 1 has been operational since September 25, 2020. The intention is to raise funds through this third share offering to add up to 720 kilowatts additional capacity in further phases. The addition of a 391.3 kilowatt Phase 2 expansion was completed during May to September of 2023. A potential 220 kW Phase 3 addition is under consideration and may be completed by end of 2024

As large-scale renewable energy installations are in early stages of development in Saskatchewan there are numerous hurdles to overcome so that all parties involved are fully aware of the ramifications of these types of projects. Aside from the tremendous benefits of greenhouse gas reductions and the other benefits of renewable energy, due to reduction in fossil fuel consumption, there are important infrastructure considerations to be addressed. The Solar Co-op board is committed to ensuring that the projects it pursues are fully compliant in all respects and meet the goals of the co-operative.

The Solar Co-op continues to investigate the possibility of a larger scale or multiple small scale installations with the City of Saskatoon. Based on the excellent relationship formed with the City and SL&P on previous projects it is felt that further solar installations with the City as a partner are desirable.

Renewable Rides - This 3-year project was a demonstration of providing solar power for use in electric vehicles in five different locations using virtual net metering; it was one of the first demonstrations of its kind in Canada. SES, with financial assistance from Western Economic Diversification Canada (WD), oversaw the project. There were partners who provided the vehicles, the charging stations, the electrical network and the Solar Co-op installed the renewable energy equipment at Radiance Cohousing on Avenue L South in Saskatoon. The Solar Co-op invested \$50,000 in the Renewable Rides project, the value of half the cost of the \$100,000 solar installation. WD provided project funding to support many aspects of the Renewable Rides project including the solar installation. The income from the installation has been generated through the electricity consumed by the vehicles via a virtual net metering agreement with SL&P. This arrangement is the first of its kind in Saskatchewan. As agreed, the Solar Co-op has taken ownership of the solar installation at the end of the Renewable Rides demonstration period on March 31, 2020 so that the Solar Co-op now owns the solar installation at Radiance Cohousing effective April 1, 2020.

Net Metering - Renewable energy produced in Saskatchewan and connected to the electrical grid can be facilitated through net metering programs supported by SP and SL&P. Any customer of the utilities is eligible for a net metering agreement. This allows the utility customers to consume electricity in the traditional way, as it is required, to produce electricity that can be used at the source of production and to allow surplus energy to flow onto the grid to be used elsewhere and credited to the producer. This system allows for installations without the need for on-site storage facilities. The Solar Co-op has partnerships with three building owners that have net metering agreements with SP. The Solar Co-op has partnerships with two building owners that have net metering agreements with SL&P. Further details are provided in section 4.6.

Virtual Net Metering - Net metering is allowed for customers producing and consuming electricity from their own renewable energy facility. Virtual net metering allows for energy produced at a single location to be consumed by multiple customers at other locations on the same grid. As an example, a PV installation could be owned by a group of home owners, situated along a road side, connected to the utility grid at a single site and consumed by those neighbourhood homes. The credit for energy produced would be shown on the utility bill of each of the shareholders. The advantage of a virtual net metering system is that the renewable energy installation could be located at the most effective site and used by various consumers. The virtual net metering agreement that SL&P had in place for the Renewable Rides demonstration project allowed the electrical production to be located at Radiance Cohousing and to then be credited to car charging stations at five different locations in Saskatoon. The car charging stations were operated by Saskatoon Car Share Co-op. There was a formal agreement between the Solar Co-op and the Saskatoon Car Share Co-op under which the Car Share Co-op paid the Solar Co-op a lease fee.

Dividends - As of the date of this Amended Offering Document there have been dividends declared by the Solar Co-op in 2021 and 2022. No dividend was declared for 2023 in order to enable the co-op to focus, via expansion of the CNHi installation, on investing in a significant expansion of installed solar energy infrastructure and consequent revenue-generating capacity. In accordance with the co-op's Bylaws, before the co-op is able to declare and pay out patronage dividends, the co-op must have enough accumulated retained earnings to set aside a general reserve that is equal to a minimum of 1% of the co-op's total assets. In accordance with section 241(1) of The Co-operatives Act, 1996, the co-op is also required to set aside no less than 5% of any surplus in a reserve each year before paying a dividend or interest on share capital or allocating a patronage dividend. Once the reserve is equal to or more than 10% of the total assets of the co-op as shown in its audited annual financial statements, the co-op will no longer be required to set aside any portion of its surplus. Patronage dividends will continue to be declared at the discretion of the Solar Co-op's Board of Directors.

The COVID-19 pandemic made a significant impact on many Canadian businesses and organizations. The Solar Co-op has not experienced financial impact on the existing leased equipment in operation, although there were some material delivery delays during construction of the Phase 1 project at CNHi. Some effects were also felt in terms of slower sale of shares during our second approved share offering, however, with an amendment approved by FCAA, all 750 Class B shares were successfully sold during the approved offering extension.

Other Relevant Information

Topic	Comment
Originality of the products and services.	The Solar Co-op was the first solar co-op to form in Saskatchewan, and is the only solar co-op serving the Saskatoon region.
Description of any research and development activities.	Photovoltaic electricity production is a well proven technology. Monitoring of installations will provide further information for the use of the co-op. The Solar Co-op has partnered with the City of Saskatoon, SES and Sask Polytechnic in a solar research project in Saskatoon.
List of legislation that must be complied with and legal authorizations that must be obtained.	The Solar Co-op is subject to The Co-operatives Act, 1996 (the Act) and The Co-operatives Regulations, 1998. Many installations require a building permit and a net metering agreement with the SL&P or SP.

All revenue for the first five years ending March 31, 2020 from leases of PV systems.	Energy produced was used by our partners where installations are located with total revenue of \$44,625.
Revenue for the one year ending March 31, 2021 from leases of PV systems.	Energy produced was used by our partners where installations are located with total revenue of \$67,280.
Revenue for the one year ending March 31, 2022 from leases of PV systems.	Energy produced was used by our partners where installations are located with total revenue of \$102,189.
Revenue for the one year ending March 31, 2023 from leases of PV systems.	Energy produced was used by our partners where installations are located with total revenue of \$92,641
Estimated revenue for the three-year period following March 31, 2023 to March 31, 2026 from leases of PV systems.	Energy produced will be used by our partners where installations are located. Revenue is estimated over the three-year period at \$460,000. Changes to the Net Metering program will not have any impact on 5 of the existing projects since they are subject to long term net metering agreements that will remain unchanged. The 6th project, Radiance Cohousing is operating under a Small Power Producers Agreement with SL&P. The CNHi installation is 'behind the meter', so not connected to the SP grid, and with the Phase 2 expansion completed in late 2023, can now operate at nearly double its previous capacity. This estimate assumes that this offering is fully subscribed, material costs do not increase, and all projects continue to produce at minimum the same volumes of electricity as experienced in the previous three years.

Item 4.2

The co-operative's short term objectives are:

- to continue leasing existing renewable energy production systems to generate revenue;
- to raise capital as outlined in this offering document to expand production facilities;
- to enter into additional lease agreements and construct additional PV systems as will be possible based on funds available.

Item 4.3

The legal structure of the co-operative is that of a consumer co-operative incorporated in Saskatchewan in accordance with the Co-operatives Act, 1996.

Item 4.4

See Appendix A-2 for copies of the Articles of Incorporation and Corporate Bylaws of the SES Solar Co-operative Ltd.

Item 4.5

The Solar Co-op is in the early development stage and has engaged in renewable energy production operations. At present, eight solar photo voltaic power production arrays are currently operating at seven installation sites.

Item 4.6

The key terms of all material agreements and contracts to which the co-operative is currently a party are related to the eight renewable energy installations in operation and are summarized as follows:

1. SL&P co-owns a PV installation with the Solar Co-op at the Landfill Gas Generation Station (LGGS) in Saskatoon.

The Solar Co-op entered into a Memorandum of Agreement with the City of Saskatoon (CoS) effective January 14, 2016 to design, construct and commission a photovoltaic co-generation system at the LGGS. The Solar Co-op owns 13.8 kW of solar electric generator costing \$33,577, being part of an installation providing electricity to the SL&P LGGS at Dundonald Ave. & Valley Rd. in Saskatoon. A similar array is owned by SL&P and a further tracking array is owned by Saskatchewan Polytechnic. The installation was created in partnership as a demonstration site and data derived from the operations is available for use by the partners and others for analysis of PV efficiencies. Revenue is provided to the Solar Co-op from CoS for the electricity produced by the Solar Co-op portion of the installation at the site.

2. Shift Development Inc. hosts a solar installation at 220-20th St. W., Saskatoon.

An agreement was signed with Shift on September 21, 2015 for the Solar Co-op to design, install, insure, maintain and repair a 28 kW solar generator on the rooftop of 220-20th St. W., Saskatoon. The 27.45 kW solar generator was installed on the roof of the office building known as The Two Twenty at a cost of \$64,254.

3. Calvados Holdings Inc. (formerly Montgomery Agencies Ltd.), a company owned by Jeff Montgomery, a former Solar Co-op director, hosts a solar installation at 615 Haskamp St., Saskatoon. An agreement was signed with Montgomery Agencies (now Calvados Holdings Inc.) on December 21, 2016 for the Solar Co-op to design, install, insure, maintain and repair a 22 kW solar generator on the rooftop of 615 Haskamp St., Saskatoon. The four-bay warehouse had a 22.4 kW solar generator roof mounted at a total cost of \$53,937. As with all of our partners hosting a solar installation, this material agreement is in the form of a lease which requires Calvados Holdings Inc. to remit regular lease payments to the Solar Co-op based on the productive capacity of the installed solar array. No payments are made to the host partner by the Solar Co-op.

4. Radiance Cohousing hosts a solar installation at 475 Ave. L S. in Saskatoon.

An agreement was signed with Saskatchewan Environmental Society Inc. on February 1, 2018 for the Solar Co-op to design, install, insure, maintain and repair a 38.7 kW solar electric generator, with installed cost not to exceed \$100,000, on the rooftop of Radiance Cohousing located at 475 Avenue L S., Saskatoon. This demonstration project, funded in part by the federal government through Western Economic Diversification Canada, involved 9 organizations coordinated by SES. It was used to produce electricity distributed by a pilot virtual net metering arrangement with SL&P to power electric vehicles. SES was the owner and project manager of the entire project. The Solar Co-op had a participant's agreement with SES that included the acquisition by the Solar Co-op of the PV assets following completion of the demonstration project on March 31, 2020. The Solar Co-op originally invested \$50,000 in the Renewable Rides Project. After receipt of a net metering rebate, the net cost of this project to the Solar Co-op was \$30,000 plus \$2,331 for a rooftop bird screen. Since the termination of the demonstration project the Solar Co-op has continued use of the solar installation under a lease agreement with Radiance Cohousing based on the productive capacity of the installed solar array.

5. Ness Core Ventures Inc. hosts a solar installation at the festival site at Ness Creek, SK.

An agreement was signed with Ness on May 17, 2018 for the Solar Co-op to design, install, insure, maintain and repair a 40 kW solar generator at the recreation site located at SE 33-56-6 W3rd in the RM of Big River No. 555, Saskatchewan. A 44.88 kW solar array was installed in the months that followed with full operation by October 2018 at a cost of \$81,500.

6. Wolf Willow Cohousing hosts a solar installation at 920-17th St. W., Saskatoon.

An agreement was signed with Wolf Willow on September 24, 2018 for the Solar Co-op to design, install, insure, maintain and repair a 30 kW solar electric generator at the cohousing complex at 920-17th St. W., Saskatoon. After consultation with Wolf Willow, a 36 kilowatt solar system was installed. Final commissioning at Wolf Willow was completed August 30, 2019 at a cost of \$100,110. The SPNMP grant of \$20,000 for which the project qualified was received bringing the net cost to the Solar Co-op for the project to \$80,110.

7. & 8. CNH Industrial Canada, Ltd. (CNHi) hosts a two-phase solar installation at 1000 – 71 Street East Saskatoon. A lease agreement was first completed on April 27, 2020 for a Phase 1 system of 400 kilowatts to be constructed and leased to CNHi wherein the entire electrical production is utilized at the CNHi manufacturing facility. The Phase 1 installation, at a cost of \$654,600, has been operating since September 25, 2020. Under an amended lease, the Phase 2 installation, at a cost of \$816,644, has been operating since November 3, 2023. The revised lease payments for the expanded system are due monthly, to be calculated and paid in accordance with the provisions set forth in the lease and include the sum of:

- a monthly charge for the rental of the system;
- a monthly charge of electrical production capacity; and
- a monthly carbon reduction charge, which the parties agree to be a genuine pre-estimate of the social, economic, and personal benefit and value accruing to CNHi.

Notwithstanding the foregoing, the cost incurred by the CNHi will not exceed the total cost which CNHi would have incurred for that same amount of electrical energy if it had not had access to the electrical energy it acquired from the system.

The obligations of the Solar Co-op for ongoing maintenance and repair are the same for all installations, being the regular cleaning of panels to maximize efficiency as seen fit and the repair or replacement of any defective components of the system. Cleaning will be conducted by volunteers and repairs will be arranged with contractors. Warranties and insurance are expected to cover most repairs required. In each project's financial analysis 10% of revenue is allotted to repair costs.

Each of the agreements signed with Shift Developments Inc., Calvados Holdings Inc., Ness Core Ventures Ltd., Wolf Willow Cohousing, Radiance Cohousing and CNHi are agreements to lease solar equipment for a term of 25 years. The lessees have the ability to renew the agreement at the end of the lease term or purchase the equipment. Lease payments will be due on a regular basis and are variable.

The costs of installations stated do not include GST.

9. The Solar Co-op was successful in receiving the Western Economic Diversification Canada Regional Relief and Recovery Fund (RRRF) interest free loan of \$40,000. The agreement was finalized August 17, 2020. The funds were used in the operations of the Solar Co-op by March 31, 2021, to assist in financing of the initial (i.e., Phase 1) CNHi project. The loan agreement provided that 25% (\$10,000) was forgivable if 75% (\$30,000) was repaid by a specified deadline that was, ultimately, extended by the federal government to March 28, 2024. The Solar Co-op has confirmed with Western Economic Diversification Canada its commitment to repay the entire non-forgivable \$30,000 prior to the deadline and has set up the banking arrangements for the payment to occur on March 15, 2024.

10. The Solar Co-op currently has a contractual agreement with Exa Energy Consulting (Exa), a company owned by Jason Praski, a former director of the Solar Co-op, to provide project operational monitoring and maintenance coordination services for all our solar installations on a fee-for-service basis. The annually renewable contract, effective January 1, 2024, is based on monthly invoicing for service hours provided, to an annual maximum of \$11,760.

Item A-4 OTHER INFORMATION.

Information with respect to access to copies of available material agreements and contracts can be found in the Appendix under Item A-4.

Item 4.7

Fiscal year end: March 31

The co-operative's financial statements are included in the Appendix A-3 FINANCIAL STATEMENTS.

You should also consider seeking advice from an accountant about the information in the financial statements.

Item 5. USE OF FUNDS

Item 5.1 - Source and use of funds to March 31, 2023

The original source of funds accumulated by the Solar Co-op came through the initial crowd funding campaign where 45 individuals provided \$1,000 each, with another 45 contributors providing \$1,000 each for a total of \$90,000 and the provision of funds by Saskatchewan Environmental Society in the amount of \$50,000 that was provided to SES by Affinity Credit Union as prize money for the success in the crowd funding campaign "Business for Good Social Venture Challenge". The first share offering of the Solar Co-op raised \$285,000, while the second share offering raised \$712,500. Total revenues, from April 1, 2016, up to March 31, 2023, from operating PV systems have provided lease income to the co-op in the amount of \$306,735. Revenue received by the co-op is used toward covering the costs of purchasing PV systems installed in Saskatchewan, and for the general operations of the co-op. Another source of funds was a rebate on net metering contracts provided by SP whereby a grant in the amount of 20% of installed cost to a limit of \$20,000 was provided. As of November 1, 2019 the grant has been discontinued so will not be receivable on future net metering projects. These grants are accounted for as reductions in cost of installations and not as revenue. The projects have each been selected by the board of directors based on suitability of location, property owner partner and occupant power consumption to ensure that a long-term successful agreement is possible. The projects were pursued by the board members and at times overlapped. Following is a list of the first eight Solar Co-op installations, including partner, location, cost, capacity, current price of electricity and estimated annual future production based on actual past production.

#	Partner	Location	Cost	Energy Capacity	Date Active	Current Price \$ / kWh	Estimated Annual Production
1	Saskatoon Light & Power (SL&P)	Landfill Gas Generation Station	\$33,577	13.8 kW	17-02-01	.144	17,845 kWh
2	Shift Development Inc.	220-20 th St.W. Saskatoon	\$64,254	27.5 kW	16-06-26	.15	30,584 kWh
3	Calvados Holdings Inc.	615 Haskamp St. Saskatoon	\$53,937	22.4 kW	18-04-01	.15	23,645 kWh
4	Radiance Cohousing	475 Ave. L S. Saskatoon	\$30,000	38.7 kW	18-11-09	.115	41,500 kWh
5	Ness Core Ventures	Ness Creek by Big River, SK	\$81,500	44.9 kW	18-11-27	.137	44,667 kWh
6	Wolf Willow Cohousing	920-17 th St.W. Saskatoon	\$80,110	36 kW	19-08-30	.15	39,524 kWh
7	CNH Industrial Ltd (Phase 1)	1000-71 st St.E. Saskatoon	\$654,600	400 kW	20-09-25	.156	516,000 kWh
8	CNH Industrial Ltd (Phase 2)	1000-71 st St.E. Saskatoon	\$815,644	391.3 kW	23-11-03	.156	415,000* kWh

* Estimate only for installation # 8, as it was commissioned in November, 2023.

The Solar Co-op in 2020 applied for and was successful in receiving the Western Economic Diversification Canada Regional Relief and Recovery Fund (RRRF) interest free loan of \$40,000 with \$10,000 being forgivable by repayment of \$30,000 prior to the deadline of March 28, 2024.

In 2022, the Solar Co-op was successful in receiving a grant of \$10,000, from the Co-operatives Development Program of the Co-operators Group Limited, to assist the Solar Co-op with developing capacity through feasibility studies, market research, and business planning. Co-operators Group Ltd. provided an additional \$5100 grant in 2023, to be expended in 2024, to assist the Solar Co-op with enhancing the capacity and functionality of its website.

Item 5.2 – Use of funds from this distribution

	Minimum Offering Amount	Maximum Offering Amount
Class B Shares	\$228,000	\$1,000,000
Total funds from this distribution	\$228,000	\$1,000,000

All of the funds of the Solar Co-op, now on hand or to be raised through share offering, will be used for the purchase of renewable energy production equipment to be installed for the generation of electricity and to pay general and administrative expenses, as well as marketing and offering expenses to be incurred. To date the operation and management of the Solar Co-op have been provided by volunteers, predominantly the board of directors. In the future, as the co-op grows, there will be a need for other costs to be incurred for required services and these will be paid by revenue. The proceeds of the productive capacity may be distributed to the co-op members by way of dividends as determined by the board of directors in accordance with the Solar Co-op bylaws.

All Solar Co-op directors and officers serve as volunteers and therefore are not paid for carrying out their responsibilities as board members. Contracted services outside of the realm of director responsibilities may be paid to members of the board of directors for those services. Funds may be used to pay debt costs. Such debt will have been incurred on a short-term basis to finance installations that are proceeding. Any debt that has been incurred is supported by cash on hand or by payment for installations ongoing.

Item 6. **PREVIOUS DISTRIBUTIONS**

There have been two previous distributions in which the co-operative or each promoter, director or officer of the co-operative has been involved in Saskatchewan in the past 8 years. The first distribution was the initial offering by the Solar Co-op dated May 1, 2016, whereby 300 Class B shares were sold to raise \$285,000. The second distribution was dated March 1, 2020, whereby 750 Class B shares were sold to raise \$712,500.

Item 7. **COMPENSATION PAID**

There are no commissions, fees or any other amounts related to sale of shares expected to be paid by the co-operative to any promoter, director or officer under this distribution.

Item 8. **RISK FACTORS**

Item 8.1 - There are risk factors inherent in investing in the co-operative's business.

Risk	Impact
Business Risk	
We have a limited operating history and our early stage and evolving business make it difficult to evaluate future business prospects, including whether we will maintain profitability in the future, and the risks and	

challenges we may encounter;	
The co-operative may not raise enough funds under this offering to accomplish their objectives;	
There is no market for the securities. Investors may not be able to transfer, sell or withdraw the shares;	
There is no guarantee that the securities will maintain their value. Investors could lose all their money;	
The co-operative is in the early development stage. If we are not able to establish marketing capabilities or enter into agreements with third parties to provide our services, we may not be able to generate revenue;	
We rely on third party distributors to complete our projects, and those distributors may not perform their obligations;	
We may not be able to attract or retain key personnel with sufficient expertise, and we may be unable to attract, develop and retain additional employees required for the development and future success of the co-operative;	
Key positions in the co-op are held by volunteers. There is a risk of unreliability of volunteer resources;	
We may be subject to risks related to our information technology systems, including the risk that we may be the subject of cyber-attack, the risk of privacy breach of stored data and the risk that we may be non-compliant with applicable privacy laws; and,	
We may be subject to growth-related risks including capacity constraints and pressure on our internal systems and controls.	
The financial viability of the Solar Co-op is dependent on key agreements with utilities that purchase power produced.	If there are substantial changes to terms of agreements or if those agreements are terminated other sources of revenue would have to be sought.
Industry Risk	
Industry regulation could alter.	This could require the Solar Co-op to modify purchase agreements.
Regulatory approval and permit are required.	These approvals and permits may not be able to be received by the Solar Co-op to complete projects.
Product obsolescence is possible due to potential advancements in technology.	The Solar Co-op may have to adopt new technologies as they become available.
Competition in power production fuel supply may affect rates paid for electricity.	This would affect revenue earned by the Solar Co-op leasing of electricity generating equipment.
Investment Risk	
Arbitrary determination of price of power produced due to unforeseen competition.	This would affect revenue earned by the Solar Co-op.
Sale restrictions of power produced.	This could force the Solar Co-op to seek other sources of revenue or means of distribution.

Item 9. REPORTING OBLIGATIONS

Item 9.1

Financial information of the Solar Co-op operations has been in the past and will be in the future made available. The audited annual financial statements are required to be provided to members upon request or made available to members at the co-op annual general meeting. Interim reports may be provided for information purposes to update members on installation progress and production reporting.

Item 10. **RESTRICTIONS ON RESALE**

The securities you are purchasing are subject to resale restrictions. You may never be able to resell the securities. For details on these restrictions see Appendix A-2 BYLAWS, Section 6. No transfer of a membership, membership share, or Class B Preferred Share is valid unless it is completed in accordance with the Articles and Bylaws.

If a member desires to dispose of their Class B Preferred Shares it is required that they do so by way of approval by the Solar Co-op Board of Directors for the sale of the shares to the co-op, upon which the co-op will have the shares available for sale to another member.

The following excerpt from Section 6 of the Solar Co-op Bylaws describes how shareholders may withdraw their membership and sell their shares.

Withdrawal of Membership

6.06 A member may withdraw their membership in the co-operative by giving the co-operative thirty (30) days' notice of their intention to withdraw. The board or a person authorized by the board may, in writing, accept the member's withdrawal on shorter notice. A member may dispose of their share(s) by donating those share(s) to any person or approved corporation as per 6.01 Membership Qualification but shall not be permitted to sell their share(s) to any other person, and shall not dispose of the same by any other means unless such disposition is approved by the directors. At the discretion of the Board, the co-operative may buy a share, including purchasing a member's share upon withdrawal, at any time.

Automatic Withdrawal – Death or Dissolution

6.07 An individual's membership in the co-operative is deemed to be withdrawn on their date of death. By ordinary resolution, the board may deem a body corporate's membership in the co-operative to be withdrawn if that body corporate has commenced dissolution proceedings or is dissolved by its corporate regulator.

Item 11. **DATE AND CERTIFICATE**

Item 11.1

On behalf of the co-operative, I certify that the statements made in this offering document are true.

Item 11.2

The authorized individual of the co-operative certifying this amended offering document.

Bertram J. Weichel
Secretary of the Board of Directors
SES Solar Co-operative Ltd.



Date: April 1, 2024