

This Offering Document (the “Offering Document”), constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons to whom they may be lawfully offered for sale. This Offering Document is not, and under no circumstances is to be construed as a prospectus or advertisement or a public offering of these securities.

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

May 29, 2025



NORDIQUE RESOURCES INC.
(the “Issuer”, “Nordique” or “we”)

SUBSCRIPTION PRICE \$0.15 PER SHARE

PART 1 SUMMARY OF OFFERING

What are we offering?

Offering:	The Issuer is hereby offering for sale to eligible investors common shares of the Issuer (“Shares”) pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 <i>Prospectus Exemptions</i> (“NI 45-106”).
Offering Price:	\$0.15 per Share.
Offering Amount:	Up to 10,000,000 Shares for gross proceeds of up to \$1,500,000 (the “Offering”). Completion of the Offering is subject to the Issuer raising minimum gross proceeds of at least \$1,000,000. In the event that the Issuer does not raise the minimum gross proceeds of \$1,000,000 pursuant to the Offering, the Offering will not be completed and no securities will be issued thereunder.
Closing Date:	In one or more closings and is expected to close the first tranche in June 2025, or such earlier or later date(s) that the Issuer may determine.
Exchange:	The Shares of the Issuer are listed on the Canadian Securities Exchange (the “Exchange”), under the symbol “NORD”.
Last Closing Price:	The closing price of the Shares on the Exchange on May 28, 2025, was \$0.175.
Description of Shares:	The holders of Shares are entitled to: (i) receive dividends as and when declared by the board of directors of the Issuer, out of the moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine; (ii) in the event of the dissolution, liquidation or winding-up of the Issuer, whether voluntary or involuntary, or any other distribution of the assets of the Issuer among its shareholders for the purpose of winding-up its affairs, receive the remaining property and assets of the Issuer; and (iii) receive notice of and to attend all meeting of the shareholders of the Issuer and to have one vote for each Share held at all meetings of the shareholders of the Issuer, except for meeting at which only holders of another specified class or series of shares of the Issuer are entitled to vote separately as a class or series.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering may not be suitable for you and you

should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

The Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, any U.S. person or any person in the United States, absent an exemption from the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. Securities issued to, or for the account or benefit of, a U.S. person or a person in the United States pursuant to exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws will be "restricted securities" within the meaning of Rule 144 under the U.S. Securities Act subject to certain restrictions on transfer set forth therein, and may be represented by definitive certificates or other instruments bearing a legend regarding such restrictions.

Investors who participate in this Offering are deemed to have acknowledged certain facts and agreements on which the Issuer is relying. Please review the Appendix to ensure you agree with these acknowledgements and have provided the Issuer with any required information. NOTHING IN THE APPENDIX MODIFIES ANY DISCLOSURE MADE BY THE ISSUER IN THIS OFFERING DOCUMENT.

All references in this Offering Document to "dollars" or "\$" are to Canadian dollars, unless otherwise stated.

General Information

The Issuer is conducting a listed issuer financing under section 5A.2 of NI 45-106. In connection with this Offering, the Issuer represents the following is true:

- The Issuer has active operations, and its principal asset is not cash, cash equivalents or its exchange listing.
- The Issuer has filed all periodic and timely disclosure documents that it is required to have filed.
- The Issuer is relying on the exemptions in Coordinated Blanket Order 45-935 Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the "Order") and is qualified to distribute securities in reliance on the exemptions included in the Order.
- The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months immediately preceding the date of the news release announcing this Offering, will not exceed \$25,000,000.
- The Issuer will not close this Offering unless the Issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The Issuer will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Issuer seeks security holder approval.

Cautionary Note Regarding Forward-Looking Statements

This Offering Document contains forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "will", "proposes", "expects", "estimates", "intends", "anticipates" or "believes", or variations (including negative and grammatical variations) of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. All statements, other than statements of historical fact, that address activities, events or developments

that the Issuer believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding any objectives and strategies of the Issuer) are forward-looking statements. Examples of such forward-looking statements in this Offering Document include the Issuer's ability to complete its proposed transaction with Gemdale Gold Inc. ("**Gemdale**"), including the potential to acquire an option for a 100% interest in the Isoneva Property; the Issuer's business plans focused on the exploration and development of the Issuer's mineral properties; the proposed work program on the Issuer's mineral properties; costs and timing of future exploration and development activities; the timing and completion of mineral property payments; timing and receipt of approvals, consents and permits under applicable legislation; use of available funds, including the proceeds of the Offering and the costs of the Offering; business objectives and milestones; and adequacy of financial resources. These forward-looking statements reflect the current expectations, assumptions or beliefs of the Issuer based on information currently available to the Issuer.

Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. The material factors and assumptions used to develop the forward-looking statements contained in this Offering Document include, without limitation, the availability and final receipt of required approvals, licenses and permits, sufficient working capital, access to adequate services and supplies, economic conditions, commodity prices, foreign currency exchange rates, interest rates, access to equity and debt markets and associated costs of funds, availability of a qualified work force, that the Issuer is able to procure equipment and supplies in sufficient quantities and on a timely basis, that engineering and exploration timetables and capital costs for the Issuer's exploration plans are not incorrectly estimated or affected by unforeseen circumstances or adverse weather conditions, that any environmental and other proceedings or disputes are satisfactorily resolved, and that the Issuer maintains its ongoing relations with its business partners and governmental authorities.

There can be no assurance that forward-looking statements will prove to be accurate, as actual results, performance or developments could differ materially from those anticipated in such statements. Although the Issuer believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein. The factors identified above are not intended to represent a complete list of the factors that could affect the Issuer.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Issuer's actual results, performance or developments to be materially different from any future results, performance or developments expressed or implied by the forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Issuer. Prospective investors should carefully consider all information contained in this Offering Document including information contained in the section entitled "*Cautionary Note Regarding Forward-Looking Statements*", before deciding to purchase the Shares. Additionally, purchasers should consider the risk factors set forth below, as well as risks described in the Issuer's filings that are available on the Issuer's SEDAR+ profile at www.sedarplus.ca. Risks which may impact the forward-looking information contained in this Offering Document include but are not limited to, the Issuer's ability to complete its proposed transaction with Gemdale is uncertain and may be affected by various factors beyond its control; the Issuer may be unable to complete due diligence or finalize definitive agreements required to advance the transaction with Gemdale; the Issuer's ability to complete the transaction with Gemdale may be delayed or prevented if required regulatory or third-party approvals are not obtained in a timely manner; the Issuer's ability to complete the transaction with Gemdale may be impacted by changes in market conditions or the financial position of the Issuer or Gemdale; the Issuer may be unable to meet the conditions necessary to exercise the option to acquire the Isoneva Property; fluctuations in mineral and commodity prices; risks and hazards associated with the business of mineral exploration and development (including environmental hazards, potential unintended releases of contaminants, accidents, unusual or unexpected geological or structural formations); the speculative nature of mineral exploration and development; the Issuer's ability to obtain additional funding; the absence of known resources; environmental risks and remediation measures, including evolving

environmental regulations and legislation; changes in laws and regulations impacting exploration and mining activities; the Issuer's mineral properties being subject to prior unregistered agreements, transfers or claims and other defects in title; legal and litigation risks; statutory and regulatory compliance; insurance and uninsurable risks; the Issuer's history of losses and negative cashflow, which will continue into the foreseeable future; the Issuer's inability to pay dividends; volatility in the Issuer's share price, the continuation of the Issuer's management team and the Issuer's ability to secure the specialized skill and knowledge; relations with and claims by local communities and non-governmental organizations; actual and perceived political risks in local jurisdictions; the effectiveness of the Issuer's internal control over financial reporting; cybersecurity risks; general business, economic, competitive, political and social uncertainties; and public health crises such as the COVID-19 pandemic and other uninsurable risks.

PART 2 SUMMARY DESCRIPTION OF BUSINESS

What Is Our Business?

The Issuer was incorporated under the laws of the Province of British Columbia and under the *Business Corporations Act* (British Columbia) on July 6, 2018, under the name "Brascan Gold Inc.". On September 21, 2023, the Issuer changed its name to "Nordique Resources Inc.". The registered address of the Issuer is Suite 1600 - 409 Granville St., Vancouver, British Columbia, V6C 1T2.

The Shares trade on the Exchange under the symbol "NORD". The Issuer is a reporting issuer in the provinces of British Columbia, Alberta and Ontario.

The Issuer is a Canadian mineral exploration company focused on advancing high-potential gold projects, with a strategic mandate to build a diversified portfolio across prospective mineral belts. The Issuer currently holds a 100% interest in the Fairview Project in British Columbia and, subject to the completion of its proposed transaction with Gemdale (including the execution of a definitive agreement), expects to obtain an option to acquire a 100% interest in the Isonvea Project in Finland.

Recent Developments

The following is a brief summary of the recent developments involving or affecting the Issuer:

- On May 29, 2024, Nordique appointed Geoff Balderson as Chief Executive Officer, and appointed Tyler Lewis to the board of directors of the Issuer.
- On July 31, 2024, Nordique appointed Clayton Fisher to the board of directors of the Issuer, and Tyler Lewis resigned from the board of directors of the Issuer.
- On September 3, 2024, Nordique appointed Jeremy Woodgate to the board of directors of the Issuer.
- On September 20, 2024, the Issuer completed a non-brokered private placement of 2,500,000 units at a price of \$0.05 per unit for gross proceeds of \$125,000 (the "**September 2024 Private Placement**"). Each unit consisted of one common share of the Issuer and one warrant. Each warrant entitles the holder to purchase one additional common share of the Issuer for a period of five (5) years from issuance at a price of \$0.06. The Issuer did not pay any finder's fees in connection with the September 2024 Private Placement.
- On October 31, 2024, the Issuer completed a non-brokered private placement of 2,500,000 units at a price of \$0.05 per unit for gross proceeds of \$125,000 (the "**October 2024 Private Placement**"). Each unit consisted of one common share of the Issuer and one warrant. Each warrant entitles the holder to purchase one additional common share of the Issuer for a period of five (5) years from issuance at a price of \$0.06. The Issuer did not pay any finder's fees in connection with the October 2024 Private Placement.

- On October 31, 2024, Nordique granted 500,000 restricted share units to a director of the Issuer, pursuant to the Issuer's equity incentive plan. The restricted share units will vest and convert into common shares of the Issuer after four (4) months.
- On November 29, 2024, the Issuer completed a non-brokered private placement of 2,000,000 units at a price of \$0.06 per unit for gross proceeds of \$120,000 (the "**November 2024 Private Placement**"). Each unit consisted of one common share of the Issuer and one warrant. Each warrant entitles the holder to purchase one additional common share of the Issuer for a period of five (5) years from issuance at a price of \$0.07. The Issuer did not pay any finder's fees in connection with the November 2024 Private Placement.
- On December 13, 2024, Nordique appointed Damion Carruel to the board of directors of the Issuer and as Chief Executive Officer of the Issuer. The Issuer granted 500,000 incentive stock options to Mr. Carruel, pursuant to the Issuer's equity incentive plan. The options are exercisable on or before December 13, 2029, at an exercise price of \$0.06 per common share.
- On December 20, 2024, Nordique entered into a purchase and sale agreement with certain arm's length vendors, pursuant to which the Issuer agreed to acquire a 100% interest in and to the Fairview Project located in south-central (the "**Fairview Project**"), British Columbia (the "**Fairview Acquisition**").
- On January 21, 2025, Nordique announced the appointment of Steven Nguyen as Corporate Secretary of the Issuer.
- February 7, 2025, Nordique completed the Fairview Acquisition, acquiring a 100% interest in the Fairview Project. In connection with the Fairview Acquisition, the Issuer issued an aggregate of 4,800,000 units of the Issuer to the vendors. Each unit consisted of one common share of the Issuer and one warrant. Each warrant is exercisable for one additional common share of the Issuer at an exercise price of \$0.07 per share for a period of five (5) years from the date of issuance.
- On March 24, 2025, Nordique appointed Sharyn Alexander as the new Chief Executive Officer of the Issuer, and David Hladky as Technical Advisor of the Issuer.
- On March 24, 2025, Nordique granted an aggregate of 1,250,000 options and 1,110,000 restricted share units to officers, certain directors and consultants of the Issuer, pursuant to the Issuer's equity incentive plan.
- On April 3, 2025, Nordique granted 1,000,000 restricted share units to a consultant of the Issuer in accordance with its equity incentive plan. The restricted share units will vest and convert into common shares of the Issuer after a period of four (4) months.
- April 21, 2025, Nordique completed a split of its common shares on the basis of two (2) post-split common shares for each one (1) issued and outstanding pre-split common share. The Issuer's common shares commenced trading on a post-split basis at the opening of business on April 21, 2025, under the existing trading symbol "NORD".
- On May 22, 2025, Nordique entered into a letter of intent with Gemdale, pursuant to which, subject the entering into of a definitive agreement and the completion of the transaction, the Issuer will receive an option to acquire a 100% interest in the Isonova Property, comprising certain mineral claims situated in Finland.

Material Facts

There are no material facts about the securities being distributed hereunder that have not been disclosed either in this Offering Document or in another document filed by the Issuer over the 12 months preceding the date of this Offering Document on the Issuer's profile at www.sedarplus.ca. You should read these documents prior to investing.

What are the business objectives that we expect to accomplish using the available funds?

The following table sets out: (i) the business objectives the Issuer expects to accomplish using its available funds following the Offering; (ii) the significant event(s) that must occur for each business objective to be accomplished; and (iii) the anticipated time period for completion and estimated cost for each such event.

Business Objectives	Preceding Significant Event(s) (each, an "Event")	Expected Time Period for Event	Cost Related to Event
Ongoing exploration of the Fairview Project	Exploration and/or drill program	3-12 months	\$100,000
TOTAL:			\$100,000

PART 3 USE OF AVAILABLE FUNDS

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

		Assuming Minimum Aggregate Offering
A	Minimum Amount to be raised by the Offering ⁽¹⁾	\$1,000,000
B	Selling commissions and fees	\$70,000 ⁽²⁾
C	Estimated Offering costs (e.g., legal, accounting)	\$30,000
D	Net proceeds of Offering: $D = A - (B+C)$	\$900,000
E	Working capital as at April 30, 2025	\$172,000
F	Additional sources of funding	\$nil
G	Total available funds: $G = D+E+F$	\$1,072,000

Notes:

(1) Completion of the Offering is subject to the Issuer raising minimum gross proceeds of at least \$1,000,000. In the event that the Issuer does not raise the minimum gross proceeds of \$1,000,000 pursuant to the Offering, the Offering will not be completed and no securities will be issued thereunder.

(2) Assumes payment of approximately 7.0% cash commissions to eligible finders.

How will we use the available funds?

The Issuer intends to use the available funds as follows:

Description of intended use of available funds listed in order of priority	Assuming Minimum Aggregate Offering
Exploration – Fairview Project	\$100,000
General and administrative	\$120,000
Marketing	\$252,000
Unallocated working capital	\$600,000 ⁽¹⁾
Total: Equal to G in the Use of Available Funds table	\$1,072,000

Notes:

(1) If the Issuer enters into a definitive agreement with Gemdale, a portion of the unallocated working capital may be allocated to the exploration of the Isonova Project.

The above-noted allocation of capital and anticipated timing represents the Issuer's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Issuer intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Issuer's ability to execute on its business plan. The Issuer has generated negative cash flows from operating activities since inception and anticipates that it will continue to have negative operating cash flow beyond the 12 months after the Closing Date of the Offering. As a result, certain of the net proceeds from this Offering may be used to fund such negative cash flow from operating activities in future periods. See the "Cautionary Note Regarding Forward-Looking Information" section above.

The most recent audited annual financial statements and unaudited interim financial statements of the Issuer included a going concern note. The Issuer is still in the exploration stage and the Issuer has not yet generated positive cash flows from its operating activities, which may cast doubt on the Issuer's ability to continue as a going concern. The Offering is intended to permit the Issuer to continue to explore its properties, and is not expected to affect the decision to include a going concern note in the next financial statements of the Issuer. The available funds will not be paid to an insider, associate, or affiliate of the Issuer, except for normal course salaries or consulting fees that are currently or may be paid by the Issuer to its officers and/or directors.

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

On September 20, 2024 the Issuer closed the September 2024 Private Placement, raising total gross proceeds of \$125,000. The following table sets out the particulars of how the Issuer used proceeds from the September 2024 Private Placement, as well as an explanation of the variances, if any, from the Issuer's anticipated use of proceeds as disclosed in documents previously filed with securities commissions or similar authorities in Canada, and the impact of any variances on the Issuer's ability to achieve its business objectives and milestones.

Intended Use of Proceeds of the September 2024 Private Placement	Actual Use of Proceeds from the September 2024 Private Placement
Exploration expenditures and general working capital	The Issuer has spent \$Nil in exploration expenditures and \$125,000 in general working capital. There have been no variances between the intended and actual use of proceeds.

On October 31, 2024 the Issuer closed the October 2024 Private Placement, raising total gross proceeds of \$125,000. The following table sets out the particulars of how the Issuer used proceeds from the October 2024 Private Placement, as well as an explanation of the variances, if any, from the Issuer's anticipated use of proceeds as disclosed in documents previously filed with securities commissions or similar authorities in Canada, and the impact of any variances on the Issuer's ability to achieve its business objectives and milestones.

Intended Use of Proceeds of the October 2024 Private Placement	Actual Use of Proceeds from the October 2024 Private Placement
Exploration expenditures and general working capital	The Issuer has spent \$11,421 in exploration expenditures and \$89,064 in general working capital, with the remaining \$24,515 to be spent towards exploration expenditures. There have been no variances between the intended and actual use of proceeds.

On November 29, 2024 the Issuer closed the November 2024 Private Placement, raising total gross proceeds of \$120,000. The following table sets out the particulars of how the Issuer used proceeds from the November 2024 Private Placement, as well as an explanation of the variances, if any, from the Issuer's anticipated use of proceeds as disclosed in documents previously filed with securities commissions or similar authorities in Canada, and the impact of any variances on the Issuer's ability to achieve its business objectives and milestones.

Intended Use of Proceeds of the November 2024 Private Placement	Actual Use of Proceeds from the November 2024 Private Placement
Exploration expenditures and general working capital	The Issuer has spent \$Nil in exploration expenditures and \$Nil in general working capital, with the remaining \$120,000 to be spent towards exploration expenditures and general working capital. There have been no variances between the intended and actual use of proceeds.

PART 4 FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this Offering, if any, and what are their fees?

The Issuer intends to pay a cash finders' fee of up to 7.0% of the gross proceeds raised by the Issuer from the sale of Shares to the subscribers directly introduced to the Issuer by eligible finders. At this time, the names of such finders and the amount compensation to be paid are unknown.

PART 5 PURCHASERS' RIGHTS

Rights of action in the Event of a Misrepresentation.

If there is a misrepresentation in this Offering Document, you have a right

- a) to rescind your purchase of these securities with the Issuer, or
- b) to damages against the Issuer and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6 ADDITIONAL INFORMATION ABOUT THE ISSUER

Where can you find more information about us?

You can access the Issuer's continuous disclosure under its profile at www.sedarplus.ca.

PART 7 DATE AND CERTIFICATE

Dated: May 29, 2025

This Offering Document, together with any document filed under Canadian securities legislation on or after May 29, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

"Sharyn Alexander"

Sharyn Alexander
Chief Executive Officer

"Steven Nguyen"

Steven Nguyen
Chief Financial Officer

APPENDIX TO OFFERING DOCUMENT

APPENDIX A

ACKNOWLEDGEMENTS OF THE INVESTOR

Each purchaser of the Shares (the “Investor”) makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Issuer, as at the date hereof, and as of the Closing Date:

- a) The Investor acknowledges that this Offering is a private placement and accordingly is exempt from the prospectus filing requirements of applicable securities laws. The Investor has received a copy of the Offering Document, has had an opportunity to read it and understands that it does not contain all the information about the Issuer that would be contained in a prospectus;
- b) Unless the Investor has otherwise confirmed or agreed in writing to the Issuer, the Investor hereby confirms that:
 - i. the Investor does not own any other securities of the Issuer;
 - ii. the Investor is not an “insider” (as that term is defined in the *Securities Act* (British Columbia)) of the Issuer;
 - iii. the Investor is not a Related Person (as that term is defined in the policies of the Canadian Securities Exchange) of the Issuer; and
 - iv. the Investor is not a “registrant” (as that term is defined in the *Securities Act* (British Columbia));
- c) the Investor confirms that it (i) has such knowledge and experience in financial and business affairs as to be capable of evaluating the merits and risks of its investment in the Shares (including the potential loss of its entire investment); (ii) is aware of the characteristics of the Shares and understands the risks relating to an investment therein; and (iii) is able to bear the economic risk of loss of its investment in the Shares and understands that it may lose its entire investment in the Shares;
- d) the Investor is resident in the jurisdiction disclosed to the Issuer and the Investor was solicited to purchase only in such jurisdiction;
- e) to the Investor’s knowledge and belief, the subscription for Shares by the Investor does not contravene any of the applicable securities legislation of the jurisdiction in which the Investor resides and does not give rise to any obligation of the Issuer to prepare and file a prospectus, registration statement or similar document to register the Shares;
- f) the Investor confirms that it (i) has such knowledge and experience in financial and business affairs as to be capable of evaluating the merits and risks of its investment in the Shares (including the potential loss of its entire investment); (ii) is aware of the characteristics of the Shares and understands the risks relating to an investment therein; and (iii) is able to bear the economic risk of loss of its investment in the Shares and understands that it may lose its entire investment in the Shares;
- g) the funds representing the aggregate subscription funds which will be advanced by the Investor to the Issuer hereunder, as applicable, will not represent proceeds of crime for the purposes of the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada) (the “PCMLTFA”) or for the purposes of the United States Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act, as may be amended from time to time (the “PATRIOT Act”) and the Investor acknowledges that the Issuer may in the future be required by law to disclose the Investor’s name and other

information relating to the Investor's subscription of the Shares, on a confidential basis, pursuant to the PCMLTFA and the PATRIOT Act, and that, to the best of its knowledge: (i) none of the subscription funds to be provided by the Investor (A) have been or will be derived from or related to any activity that is deemed criminal under the laws of Canada, the United States or any other jurisdiction; or (B) are being tendered on behalf of a person who has not been identified to the Investor; and (ii) it will promptly notify the Issuer if the Investor discovers that any of such representations ceases to be true, and to provide the Issuer with appropriate information in connection therewith;

- h) neither the Issuer nor any of its respective directors, employees, officers, affiliates or agents has made any written or oral representations to the Investor: (i) that any person will resell or repurchase the Shares; (ii) that any person will refund all or any part of the subscription amount; or (iii) as to the future price or value of the Shares;
- i) the Investor is not purchasing the Shares with knowledge of any material information concerning the Issuer that has not been generally disclosed. The Investor's Shares are not being purchased by the Investor as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Issuer or any other person and is based entirely upon the Offering Document and the Issuer's continuous disclosure record at www.sedarplus.ca;
- j) no securities commission, agency, governmental authority, regulatory body, stock exchange or other regulatory body has reviewed or passed on the investment merits of the Shares and there is no government or other insurance covering the Shares;
- k) if the Investor is:
 - i. a corporation, it is duly incorporated and is validly subsisting under the laws of the jurisdiction where it has provided a business address to the Issuer and has all requisite legal and corporate power and authority to subscribe for the Shares;
 - ii. a partnership, syndicate or other form of unincorporated organization, the Investor has the necessary legal capacity and authority to observe and perform its covenants and obligations under this Offering Document and has obtained all necessary approvals in respect thereof; or
 - iii. an individual, the Investor is of the full age of majority and is legally competent to observe and perform his or her covenants and obligations under this Offering Document;
- l) the Investor is responsible for obtaining such legal and tax advice as it considers appropriate in connection with the performance of this Offering Document and the transactions contemplated under this Offering Document, and that the Investor is not relying on legal or tax advice provided by the Issuer or its counsel;
- m) the purchase of the Shares will not breach any third-party agreement or court order to which the Investor is subject;
- n) where required by law, the Investor is either purchasing the Shares as principal for its own account and not as agent or trustee for the benefit of another or is deemed to be purchasing the Shares as principal for its own account in accordance with applicable securities laws;
- o) all capitalized terms used herein without definition have the respective meanings ascribed to them in the accompanying Offering Document;

United States Investors - Additional Acknowledgements

- p) unless the Investor has separately delivered to the Issuer a U.S. Representation Letter (in which case the Investor makes the representations, warranties and covenants set forth therein), the Investor (i) is not in the United States, its territories or possessions, any State of the United States or the District of Columbia (collectively, the “**United States**”), (ii) was outside of the United States at the time the buy order for the Shares was originated, (iii) is not subscribing for the Shares for the account of a person in the United States, (iv) is not subscribing for the Shares for resale in the United States, and (v) was not offered the Shares in the United States;
- q) the Investor is aware that the Shares have not been and will not be registered under the *United States Securities Act of 1933* (the “**U.S. Securities Act**”) or the securities laws of any state of the United States and that the Shares may not be offered, sold or otherwise disposed of, directly or indirectly, in the United States, any state or territory of the United States or the District of Columbia, without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an exemption from such registration and it acknowledges that the Issuer has no obligation or present intention of filing a registration statement under the U.S. Securities Act in respect of the sale or resale of the Shares;
- r) (i) Neither the Investor, nor any beneficial purchaser, if any, nor any Subscriber Beneficial Owner (as defined below) has been subject to or experienced any event or circumstance described in Rule 506(d)(1)(i) through (viii) of Regulation D (“**Regulation D**”) under the U.S. Securities Act, (ii) neither the Investor, nor any beneficial purchaser, if any, nor any Subscriber Beneficial Owner has been subject to any order, judgment, or decree of any court of competent jurisdiction temporarily, preliminary or permanently enjoining such person for failure to comply with Rule 503 of Regulation D, and (iii) if at any time the Investor, any beneficial purchaser, if any, or any Subscriber Beneficial Owner is deemed, directly or indirectly, to be the beneficial owner of ten percent (10%) or more of the Issuer’s outstanding voting equity securities as calculated under Rule 13d-3 under the *United States Securities Exchange Act of 1934*, as amended, the Investor or the beneficial purchaser (as applicable) will immediately notify the Issuer if the Investor, any beneficial purchaser, or a Subscriber Beneficial Owner becomes subject to or experiences any of the events or circumstances listed in Rule 506(d)(1)(i) through (viii) of Regulation D (or any successor thereto or expansion thereof) or becomes subject to any order, judgment, or decree of any court of competent jurisdiction temporarily, preliminary or permanently enjoining such person for failure to comply with Rule 503 of Regulation D. The Investor has exercised, and will exercise, reasonable care to determine whether any beneficial purchaser and Subscriber Beneficial Owner is subject to any of the events or circumstances described in this paragraph. For these purposes, “**Subscriber Beneficial Owner**” means any person who through the Investor or the beneficial purchaser (if applicable) would be deemed, directly or indirectly, to be the beneficial owner of ten percent (10%) or more of the Issuer’s outstanding voting equity securities as calculated under Rule 13d-3 under the *United States Securities Exchange Act of 1934*, as amended.

APPENDIX B

INDIRECT COLLECTION OF PERSONAL INFORMATION

By purchasing Shares, the purchaser (each a “**Purchaser**”) acknowledges that the Issuer and its respective agents and advisers may each collect, use and disclose its name and other specified personally identifiable information (including its name, jurisdiction of residence, address, telephone number, email address and aggregate value of the Shares that it has purchased) (the “**Information**”), for purposes of (i) meeting legal, regulatory, stock exchange and audit requirements and as otherwise permitted or required by law or regulation, and (ii) issuing ownership statements issued under a direct registration system or other electronic book-entry system, or certificates that may be issued, as applicable, representing the Securities to be issued to the Purchaser. The Information may also be disclosed by the Issuer to: (i) stock exchanges, (ii) revenue or taxing authorities and (iii) any of the other parties involved in the Offering, including legal counsel, and may be included in record books in connection with the Offering. The Purchaser is deemed to be consenting to the disclosure of the Information.

By purchasing Shares the Purchaser acknowledges (A) that Information concerning the Purchaser will be disclosed to the relevant Canadian securities regulatory authorities, and may become available to the public in accordance with the requirements of applicable securities and freedom of information laws and the Purchaser consents to the disclosure of the Information; (B) the Information is being collected indirectly by the applicable Canadian securities regulatory authorities under the authority granted to them in securities legislation; and (C) the Information is being collected for the purposes of the administration and enforcement of the applicable Canadian securities legislation; and by purchasing the Shares, the Purchaser shall be deemed to have authorized such indirect collection of personal information by the relevant Canadian securities regulatory authorities.

The Purchaser may contact the following public official in the applicable province with respect to questions about the commission’s indirect collection of such Information at the following address, telephone number and email address (if any):

Alberta Securities Commission

Suite 600, 250 – 5th Street SW
Calgary, Alberta T2P 0R4
Telephone: (403) 297-6454
Toll free in Canada: 1-877-355-0585
Facsimile: (403) 297-6156
Public official contact: FOIP Coordinator

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Inquiries: (604) 899-6854
Toll free in Canada: 1-800-373-6393
Facsimile: (604) 899-6506
Email: FOI-privacy@bcsc.bc.ca
Public official contact: FOI Inquiries

The Manitoba Securities Commission

500 – 400 St. Mary Avenue
Winnipeg, Manitoba R3C 4K5
Telephone: (204) 945-2548
Toll free in Manitoba 1-800-655-5244
Facsimile: (204) 945-0330
Public official contact: Director

Financial and Consumer Services Commission (New Brunswick)

85 Charlotte Street, Suite 300
Saint John, New Brunswick E2L 2J2
Telephone: (506) 658-3060
Toll free in Canada: 1-866-933-2222
Facsimile: (506) 658-3059

Government of Nunavut

Department of Justice
Legal Registries Division
P.O. Box 1000, Station 570
1st Floor, Brown Building
Iqaluit, Nunavut X0A 0H0
Telephone: (867) 975-6170
Facsimile: (867) 975-6195
Public official contact: Superintendent of Securities

Ontario Securities Commission

20 Queen Street West, 22nd Floor
Toronto, Ontario M5H 3S8
Telephone: (416) 593- 8314
Toll free in Canada: 1-877-785-1555
Facsimile: (416) 593-8122
Email: exemptmarketfilings@osc.gov.on.ca
Public official contact: Inquiries Officer

Prince Edward Island Securities Office

95 Rochford Street, 4th Floor Shaw Building
P.O. Box 2000
Charlottetown, Prince Edward Island C1A 7N8
Telephone: (902) 620-3870
Facsimile: (902) 368-5283
Public official contact: Superintendent of Securities

Autorité des marchés financiers

800, Square Victoria, 22e étage
C.P. 246, Tour de la Bourse
Montréal, Québec H4Z 1G3
Telephone: (514) 395-0337 or 1-877-525-0337

Email: info@fcnb.ca

Public official contact: Chief Executive Officer and Privacy Officer

**Government of Newfoundland and Labrador
Financial Services Regulation Division**

P.O. Box 8700, 1 Prince Philip Drive
2nd Floor, West Block, Confederation Building
St. John's, Newfoundland and Labrador A1B 4J6
Attention: Director of Securities
Telephone: (709) 729-4189
Facsimile: (709) 729-6187
Public official contact: Superintendent of Securities

**Government of the Northwest Territories
Office of the Superintendent of Securities**

P.O. Box 1320
1st Floor Stuart Hodgson Building, 5009 49th Street
Yellowknife, Northwest Territories X1A 2L9
Attention: Deputy Superintendent, Legal & Enforcement
Telephone: (867) 767-9305
Facsimile: (867) 873-0243
Public official contact: Superintendent of Securities

Nova Scotia Securities Commission

Suite 400, 5251 Duke Street
Duke Tower
P.O. Box 458
Halifax, Nova Scotia B3J 2P8
Telephone: (902) 424-7768
Facsimile: (902) 424-4625
Public official contact: Executive Director

Facsimile: (514) 873-6155 (For filing purposes only)

Facsimile: (514) 864-6381 (For privacy requests only)

Email: financementdessocietes@lautorite.qc.ca (For corporate
finance issuers); fonds_dinvestissement@lautorite.qc.ca (For
investment fund issuers)

Public official contact: Secrétaire générale

Financial and Consumer Affairs Authority of Saskatchewan

Suite 601 - 1919 Saskatchewan Drive
Regina, Saskatchewan S4P 4H2
Telephone: (306) 787-5645
Facsimile: (306) 787-5899
Public official contact: Director

**Government of Yukon
Department of Community Services**

Office of the Superintendent of Securities
307 Black Street
Whitehorse, Yukon Y1A 2N1
Telephone: (867) 667-5466
Facsimile: (867) 393-6251
Email: securities@gov.yk.ca
Public official contact: Superintendent of Securities