

**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.**

These securities have not been registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. “United States” and “U.S. person” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

## OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

May 11, 2026

**ARBOR METALS CORP.**  
(the “Company”)



### PART 1: SUMMARY OF OFFERING

#### What are we offering?

|                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p><b>Type and Number of Securities Offered:</b></p> | <p>A non-brokered private placement (the “<b>Offering</b>”) of up to 3,000,000 units (each, a “<b>Unit</b>”) of the Company, with each Unit comprised of one common share (each, a “<b>Common Share</b>”) and one share purchase warrant (each, a “<b>Warrant</b>”) pursuant to the listed issuer financing exemption under Part 5A.2 of National Instrument 45-106 – <i>Prospectus Exemptions</i> (“<b>NI 45-106</b>”). Each Warrant is exercisable to acquire an additional Common Share at a price of \$0.22 for a period of thirty-six months from the Closing Date (as defined below).</p> <p>The Warrants will be exercisable commencing on the date that is 60 days following the Closing Date.</p> <p>The holders of the Common Shares will be entitled to receive notice of and attend all meetings of the shareholders of the Company and will be entitled to one vote in respect of each Common Share held at such meetings. In the event of liquidation, dissolution or winding-up of the Company, the holders of the Common Shares will be entitled to share <i>rateably</i> in the remaining property or assets of the Company.</p> |
| <p><b>Offering Price:</b></p>                        | <p>\$0.14 per Unit.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

|                            |                                                                                                                                                                                             |
|----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Offering Amount:</b>    | Gross proceeds of up to \$420,000.                                                                                                                                                          |
| <b>Closing Date:</b>       | Closing of the Offering will occur on or about May 18, 2026 (the “ <b>Closing Date</b> ”), or such other date(s) to be determined by the Company.                                           |
| <b>Exchange:</b>           | The Common Shares are listed on the TSX Venture Exchange (“ <b>TSXV</b> ”) under the symbol “ <b>ABR</b> ” and on the Frankfurt Stock Exchange (the “ <b>FWB</b> ”) under the symbol “432”. |
| <b>Last Closing Price:</b> | On May 8, 2026, the last trading day prior to the date of this offering document, the closing price of the Common Shares on the TSXV and the FWB were C\$0.18 and €0.0936, respectively.    |

The Company is conducting a listed issuer financing under section 5A.2 of NI 45-106, as amended by Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the “Listed Issuer Financing Exemption”). In connection with the Offering, the Company represents the following is true:

- The Company has active operations, and its principal asset is not cash, cash equivalents or its exchange listing;
- The Company has filed all periodic and timely disclosure documents that it is required to have filed;
- The Company 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 the Offering, in combination with the dollar amount of all other offerings made under the Listed Issuer Financing Exemption in the 12 months immediately before the date of this offering document, will not exceed \$25,000,000;
- The Company will not close the Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution; and
- The Company will not allocate the available funds from the Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.

#### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

This offering document contains “forward-looking information” within the meaning of applicable Canadian securities laws (referred to herein as “forward-looking information”). Forward-looking information includes statements that use forward-looking terminology such as “may”, “could”, “would”, “should”, “will”, “intend”, “plan”, “expect”, “budget”, “estimate”, “anticipate”, “believe”, “continue”, “potential” or the negative or grammatical variations thereof or other variations thereof or comparable terminology. Such forward-looking information includes, without limitation,

statements with respect to the expected closing date of the Offering, the availability of the proceeds from the Offering, the intended use of the proceeds from the Offering and the allocation and anticipated timing thereof, and the Company's plans with respect to the continued exploration and development of the Jarnet lithium project, the Ernest rare earth elements (REE) project and the Kemlee Lake lithium project.

Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management, in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, as of the date of this offering document including, without limitation, assumptions about: favourable equity and debt capital markets; the ability to raise any necessary capital on reasonable terms to advance the exploration and development of the Jarnet lithium project, the Ernest REE project and the Kemlee Lake lithium project; future currency exchange rates and interest rates; operating conditions being favourable, including whereby the Company is able to operate in a safe, efficient and effective manner; political and regulatory stability; the receipt of governmental and third party approvals, and licenses on favourable terms; obtaining required renewals for existing permits; sustained labour stability; and stability in financial and capital markets. While the Company considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual actions, events, conditions, results, performance or achievements to be materially different from those projected in the forward-looking information. Many assumptions are based on factors and events that are not within the control of the Company and there is no assurance they will prove to be correct.

Forward-looking information also involves known and unknown risks and uncertainties and other factors, which may cause actual results, performances and achievements of the Company to differ materially from any projections of results, performances and achievements of the Company expressed or implied by such forward-looking information. These factors include the failure to complete the Offering; reliance on key management and other personnel; potential downturns in economic conditions; competition from others; market factors, including future demand products developed by the Company; the policies and actions of foreign governments, which could impact the ability of the Company to successfully market its products; the Company's expectations in connection with the exploration and development of the Jarnet lithium project, the Ernest REE project and the Kemlee Lake lithium project; changes in national and local government legislation, taxation, controls or regulations and/or changes in the administration or laws, policies and practices; risks associated with mineral exploration and mining; the impact of general business and economic conditions; currency exchange rates; the impact of inflation; as well as those risk factors discussed or referred to herein in the Company's filings made with the securities regulatory authorities available under the Company's profile on the System for Electronic Data Analysis and Retrieval+ ("**SEDAR+**") at [www.sedarplus.ca](http://www.sedarplus.ca). The lists of risk factors set out in this offering document or in the Company's other public disclosure documents are not exhaustive of the factors that may affect any forward-looking information of the Company.

Actual results could differ materially from those projected in the forward-looking information as a result of the matters set out in this offering document generally and certain economic and business factors, some of which may be beyond the control of the Company. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those contained in the forward-looking information or implied by forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate,

as actual results and future events could differ materially from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information. Any forward-looking information speaks only as of the date on which it is made. The Company undertakes no obligation to update or reissue forward-looking information as a result of new information or events except as required by applicable securities laws.

For more information on the Company and the risks and challenges of its business, investors should review the Company's continuous disclosure documents that are available under the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

## **Currency**

Unless otherwise indicated, all references to "\$", "C\$" or "dollars" in this offering document refer to Canadian dollars, which is the Company's functional currency.

## **PART 2: SUMMARY DESCRIPTION OF BUSINESS**

### **What is our business?**

The Company is engaged in the business of mineral resource exploration focused on developing high-value, geographically significant mineral projects. The Jarnet, Corvee Lake and St. Pierre lithium projects, located in the James Bay region of Quebec, comprises 83 map-designated claims, covering an area of approximately 5,606 hectares. The Kemlee Lake lithium project is strategically located three kilometers east of Rock Tech Lithium Inc.'s Aumacho claim blocks and twelve kilometers south of the Georgia Lake Project. The project shares many geological similarities with the prolific Georgia Lake deposit, including bedrock geology and the presence of massive intrusive dykes. The primary target at the project will be spodumene-bearing pegmatites hosted in metasediments. Finally, The Ernest REE project consists of 34 claims covering approximately 1,844 hectares in the Manicouagan region of Québec, located 20 km southwest of the René Levasseur (Manicouagan) crater.

### **Recent developments**

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

- On June 2, 2025, the Company announced inaugural assay drilling results from its 2025 phase 1 drilling program at the Jarnet lithium project.
- On June 9, 2025, the Company announced the commencement of its 2025 phase 2 exploration program at the Kemlee Lake lithium project.
- On July 17, 2025, the Company announced the completion of its 2025 prospecting program at the Kemlee Lake lithium project.
- On July 21, 2025, the Company announced the completion of its 2025 phase 3 diamond drilling program at the Jarnet lithium project.
- On August 8, 2025, the Company announced the appointment of Inez Ho as the Chief Financial Officer and Corporate Secretary of the Company and to the board of directors of the Company (the "Board"). The Company also announced the resignation of Richard Ko.

- On August 29, 2025, the Company announced it had identified three zones of lithium enrichment from the results of the 2025 prospecting program at the Kemlee Lake lithium project.
- On September 12, 2025, the Company announced the appointment of WDM Chartered Professional Accountants as the Company's auditors.
- On October 22, 2025, the Company completed a non-brokered private placement offering of 3,000,000 units at a price of \$0.15 per unit for gross proceeds of \$450,000.
- On October 27, 2025, the Company entered into an agreement with an arms-length party to exchange its St. Pierre claim block in the Jarnet camp for the Ernest REE project.
- On November 19, 2025, the Company completed a non-brokered private placement offering of 5,000,000 flow-through units at a price of \$0.20 per flow-through unit for gross proceeds of \$1,000,000.
- On December 31, 2025, the Company completed a non-brokered private placement offering of 3,000,000 flow-through shares at a price of \$0.17 per flow-through share for gross proceeds of \$510,000.
- On January 15, 2026, the Company announced assay results from its 2025 phase 3 diamond drilling program at the Jarnet lithium project.
- On April 13, 2026, the Company announced the completion of its 2026 phase 1 diamond drilling program at the Jarnet lithium project.

### **Material facts**

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the twelve months preceding the date of this offering document and the date the Company's most recent audited annual financial statements were filed.

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

The Company intends to advance exploration at the Company's Jarnet lithium project using the net proceeds from the Offering.

For more details regarding the breakdown of budgeted expenses related to the foregoing business objectives, see the table under the heading "*Use of Available Funds – How will we use the Available Funds?*" and the additional disclosures below such table.

### PART 3: USE OF AVAILABLE FUNDS

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

Based on the Company's existing working capital, as at April 30, 2026, of \$801,412, the Company expects to have available funds of approximately \$1,164,612 upon completion of the Offering, as set forth in the table below:

|   |                                                                            | <b>Assuming 100%<br/>of the Offering</b> |
|---|----------------------------------------------------------------------------|------------------------------------------|
| A | Amount to be raised by this Offering                                       | \$420,000                                |
| B | Selling commissions and fees <sup>(1)</sup>                                | \$16,800                                 |
| C | Estimated Offering costs (e.g., legal, accounting, regulatory filing fees) | \$40,000                                 |
| D | Net proceeds of Offering: $D = A - (B+C)$                                  | \$363,200                                |
| E | Working capital as at most recent month end (April 30, 2026)               | \$801,412                                |
| F | Additional sources of funding                                              | Nil                                      |
| G | Total available funds: $G = D+E+F$                                         | \$1,164,612                              |

Notes:

- (1) The estimated selling commission and fees assumes certain subscribers to the Offering were introduced by a finder. For additional details, see "Fees and Commissions" below.

#### How will we use the Available Funds?

| <b>Description of intended use of available funds listed in order of<br/>priority</b> | <b>Assuming 100% of<br/>the Offering</b> |
|---------------------------------------------------------------------------------------|------------------------------------------|
| Exploration at the Company's Jarnet lithium project <sup>(1)</sup>                    | \$500,000                                |
| Working capital purposes <sup>(2)</sup>                                               | \$313,000                                |
| Unallocated working capital                                                           | \$351,612                                |
| <b>Total</b>                                                                          | <b>\$1,164,612</b>                       |

Notes:

- (1) The Company may elect to reduce the budget for planned exploration expenditures in the event the full proceeds from the Offering are not realized.
- (2) Comprised of regulatory filing fees, audit fees, legal fees, transfer agent, shareholder meeting costs, technical and consulting fees and other office expenses for a twelve-month period.

The above noted allocation of capital and anticipated timing represents the Company'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 Company intends to spend 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 Company's ability to execute on its business plan. See the "Cautionary Statement Regarding Forward-Looking Information" section above.

The most recent audited annual financial statements and interim financial statements of the Company included a going concern note. The Company is still in the development stage and has not yet generated positive cash flows therefrom, which may cast doubt on the Company’s ability to continue as a going concern. The Offering is intended to permit the Company to continue exploration and development activities on its mineral properties and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

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

| <b>Previous Financings</b>                                                                                                               | <b>Intended Use of Funds</b>                                                                           | <b>Use of Funds to Date</b> | <b>Variance and Impact on Business Objectives and Milestones</b>                                                                                                                    |
|------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <u>October 22, 2025:</u><br>private placement of 3,000,000 units for aggregate gross proceeds of \$450,000.                              | For working capital purposes.                                                                          | \$450,000                   | Used approximately \$311,000 on working capital and \$139,000 on exploration expenditures at the Company’s Jarnet lithium project. No impact on business objectives and milestones. |
| <u>November 19, 2025:</u><br>private placement of 5,000,000 flow-through units for aggregate gross proceeds of \$1,000,000.              | For exploration of the Jarnet lithium project and the Ernest REE project and working capital purposes. | \$1,000,000                 | No variance.                                                                                                                                                                        |
| <u>December 31, 2025:</u><br>Third tranche private placement of 3,000,000 flow-through shares for aggregate gross proceeds of \$510,000. | For exploration of the Jarnet lithium project and the Ernest REE project and working capital purposes. | Nil                         | The Company anticipates using proceeds as previously disclosed and does not anticipate a variance or impact on business objectives and milestones.                                  |

**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 Company anticipates entering into a finder’s fee agreement with GloRes Securities Inc. (“**GloRes**”), pursuant to which the Company will agree to pay GloRes a fee representing 6% of the aggregate gross proceeds from subscribers introduced by GloRes to the Offering (the “**Cash Commission**”) and issue share purchase warrants (each, a “**Finder Warrant**”) equal to 6% of the number of Units purchased subscribers introduced by GloRes to the Offering, with each Finder Warrant exercisable to acquire a Common Share at a price of \$0.22 for a period of thirty-six months from the Closing Date.

The Company may elect to pay additional finders' fees to eligible parties who have introduced subscribers to the Offering and will determine the amount of such fees in negotiation with the eligible parties.

#### **Does GloRes have a conflict of interest?**

To the knowledge of the Company, it is not a "related issuer" or "connected issuer" of or to GloRes, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

### **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 Company, or
- (b) to damages against the Company 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**

#### **Where can you find more information about us?**

Security holders can access the continuous disclosure filings for the Company on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) under the Company's profile.

For further information regarding the Company, visit our website at [www.arbormetalscorp.com](http://www.arbormetalscorp.com).

The scientific and technical information contained in this offering document has been reviewed and approved by Francis R. Newton, PGeo, (OGQ No. 2129), a consultant to the Company and a "qualified person" as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

***Investors should read this offering document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment in the Units.***

**PART 7: DATE AND CERTIFICATE**

Dated: May 11, 2026

This offering document, together with any document filed under Canadian securities legislation on or after May 11, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

*/signed/ "Mark Ferguson"*

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Mark Ferguson  
Chief Executive Officer

*/signed/ "Inez Ho"*

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Inez Ho  
Chief Financial Officer

## APPENDIX A

### Acknowledgements, Covenants, Representations and Warranties of the Purchaser

Each purchaser of the Units (the “Purchaser”) makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Company, as at the date hereof, and as of the closing date of the Offering:

- (a) the Purchaser is resident in the jurisdiction disclosed to the Company and the Purchaser was solicited to purchase in such jurisdiction;
- (b) the Purchaser has not received, nor has the Purchaser requested, nor does the Purchaser have any need to receive, any prospectus, sales or advertising literature, offering memorandum or any other document (other than an annual or interim report, financial statements or any other document, other than an offering memorandum, the content of which is prescribed by statute or regulation) describing or purporting to describe the business and affairs of the Company which has been prepared for delivery to, and review by, prospective purchasers in order to assist them in making an investment decision in respect of the purchase of the Units pursuant to the Offering;
- (c) the Purchaser has relied only upon publicly available information relating to the Company and not upon any verbal or written representation as to fact, and the Purchaser acknowledges that the Company has not made any written representations, warranties or covenants in respect of such publicly available information except as set forth in this Offering Document. Without limiting the generality of the foregoing, except as may be provided herein, no person has made any written or oral representation to the Purchaser that any person will re- sell or re-purchase the Units or refund any of the purchase price of the Units, or that the Units will be listed on any exchange or quoted on any quotation and trade reporting system, or that application has been or will be made to list any such security on any exchange or quote the security on any quotation and trade reporting system, and no person has given any undertaking to the Purchaser relating to the future value or price of the Units;
- (d) legal counsel retained by the Company is acting as counsel to the Company and not as counsel to the Purchaser and the Purchaser may not rely upon such counsel. The Purchaser should obtain independent 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 Purchaser is not relying on legal or tax advice provided by the Company or its counsel;
- (e) the Purchaser acknowledges that:
  - (i) no securities commission or similar regulatory authority has reviewed or passed on the merits of the Offering;
  - (ii) there is no government or other insurance covering the Offering;
  - (iii) there are risks associated with the purchase of the Offering;
- (f) the Company has advised the Purchaser that the Company is relying on an exemption from the requirements to provide the Purchaser with a prospectus and to sell the Units through a person or company registered to sell securities under applicable securities laws and, as a consequence of acquiring the Units pursuant to this exemption, certain protections, rights and remedies provided by the applicable securities laws, including statutory rights of rescission or damages, will not be available to the Purchaser and the Purchaser may not receive information that would otherwise be required to be given;

- (g) the Purchaser either (A) is not an “insider” of the Company or a “registrant” (each as defined under applicable securities laws of British Columbia) or (B) has identified itself to the Company as either an “insider” or a “registrant” (each as defined under applicable securities laws of British Columbia);
- (h) if the Purchaser is:
  - (i) a corporation, the Purchaser is duly incorporated and is validly subsisting under the laws of its jurisdiction of incorporation and has all requisite legal and corporate power and authority to subscribe for the Units pursuant to the terms set out in this Offering Document;
  - (ii) a partnership, syndicate or other form of unincorporated organization, the Purchaser has the necessary legal capacity and authority to subscribe for the Units pursuant to the terms set out in this Offering Document and has obtained all necessary approvals in respect thereof; or
  - (iii) an individual, the Purchaser is of the full age of majority and is legally competent to subscribe for the Units pursuant to the terms set out in this Offering Document;
- (i) the subscription for the Units and the completion of the transactions described herein by the Purchaser will not result in any material breach of, or be in conflict with or constitute a material default under, or create a state of facts which, after notice or lapse of time, or both, would constitute a material default under any term or provision of the constating documents, bylaws or resolutions of the Purchaser if the Purchaser is not an individual, the applicable securities laws or any other laws applicable to the Purchaser, any agreement to which the Purchaser is a party, or any judgment, decree, order, statute, rule or regulation applicable to the Purchaser;
- (j) the Purchaser is not purchasing the Units with knowledge of any material fact or material change about the Company that has not been generally disclosed and the decision of the Purchaser, to acquire Units has not been made as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Company or any other person and is based entirely upon the Offering Document;
- (k) the Purchaser is aware that the Units have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or the securities laws of any state of the United States and that the Units 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 Company 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 Units;
- (l) the funds representing the aggregate subscription funds which will be advanced by the Purchaser to the Company 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 Purchaser acknowledges that the Company may in the future be required by law to disclose the Purchaser’s name and other information relating to the Purchaser’s subscription of the Units, 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 Purchaser (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 Purchaser; and (ii) it will promptly notify the Company if the Purchaser discovers that any of such representations ceases to be true, and to provide the Company with appropriate information in connection therewith;

- (m) neither the Company, nor any of their respective directors, employees, officers, affiliates or agents has made any written or oral representations to the Purchaser: (i) that any person will resell or repurchase the Units; (ii) that any person will refund all or any part of the purchase price of the shares acquired by the Purchaser; or (iii) as to the future price or value of the Units;
- (n) if required by applicable securities laws or the Company, the Purchaser will execute, deliver and file or assist the Company in filing such reports, undertakings and other documents with respect to the issue and/or sale of the Units as may be required by any securities commission, stock exchange or other regulatory authority;
- (o) the Purchaser has obtained all necessary consents and authorities to enable it to agree to subscribe for the Units pursuant to the terms set out in this Offering Document and the Purchaser has otherwise observed all applicable laws, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in any territory in connection with the purchase of the Units and the Purchaser has not taken any action which will or may result in the Company acting in breach of any regulatory or legal requirements of any territory in connection with the Offering or the Purchaser's subscription;
- (p) the Purchaser is purchasing the Units for investment purposes only and not with a view to resale or distribution; and
- (q) the Purchaser acknowledges that certain fees and commissions may be payable by the Company in connection with the Offering.

## APPENDIX B Indirect Collection of Personal Information

By purchasing the Units, the Purchaser acknowledges that the Company and their respective agents and advisers may each collect, use and disclose the Purchaser's name and other specified personally identifiable information (including his, her or its name, jurisdiction of residence, address, telephone number, email address and aggregate value of the Units 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 Units to be issued to the Purchaser. The Information may also be disclosed by the Company 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 the Units 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 Units, 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: 403-297-2082  
Public official contact regarding indirect collection of information: 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: 604-899-6581  
Email: FOI-privacy@bcsc.bc.ca  
Public official contact regarding indirect collection of information: FOI Inquiries

**The Manitoba Securities Commission**

500 – 400 St. Mary Avenue  
Winnipeg, Manitoba R3C 4K5  
Telephone: 204-945-2561  
Toll free in Manitoba: 1-800-655-5244  
Facsimile: 204-945-0330  
Public official contact regarding indirect collection of information: 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  
Email: info@fcnb.ca  
Public official contact regarding indirect

collection of information: Chief Executive

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

P.O. Box 8700  
Confederation Building  
2nd Floor, West Block  
Prince Philip Drive  
St. John's, Newfoundland and Labrador A1B 4J6

Attention: Director of Securities  
Telephone: 709-729-4189  
Facsimile: 709-729-6187  
Public official contact regarding indirect collection of information: 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 regarding indirect collection of information: Executive Director

**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 regarding indirect collection of information: 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: 902-368-4569  
Facsimile: 902-368-5283  
Public official contact regarding indirect collection of information: Superintendent of Securities

**Financial and Consumer Affairs Authority of Saskatchewan**

Suite 601 - 1919 Saskatchewan Drive  
Regina, Saskatchewan S4P 4H2  
Telephone: 306-787-5842  
Facsimile: 306-787-5899  
Public official contact regarding indirect collection of information: Director

**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  
Facsimile: 514 864-6381  
Public official contact regarding indirect collection of information: Secrétaire Générale

