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These securities offered hereby 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 applicable securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act). Accordingly, these securities may not be offered, sold or delivered, directly or indirectly, within the United States unless registered under the U.S. Securities Act and any applicable securities laws of any state of the United States or unless an exemption from such registration requirements is available. This offering document does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States.

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

October 15, 2025

American Critical Minerals Corp.
(the “Company”)



PART 1: SUMMARY OF OFFERING

What are we offering?

Type and Number of Securities Offered:	<p>The Company will conduct a “bought-deal” private placement (the “Brokered Offering”) of up to 11,429,000 units (each, a “Unit”) of the Company pursuant to the listed issuer financing exemption under Part 5A of National Instrument – <i>Prospectus Exemptions</i> (“NI 45-106”) for gross proceeds up to \$4,000,150.</p> <p>Each Unit is comprised of one common share (each, a “Common Share”) of the Company and one-half of one Common Share purchase warrant (each whole Common Share purchase warrant, a “Warrant”). Each Warrant is exercisable to acquire an additional Common Share at a price of \$0.45 for a period of thirty-six months following the Closing Date of the Offering (as defined herein). The Warrants will be exercisable commencing on the date that is 60 days following the Closing Date of the Offering.</p> <p>The Company will also conduct a concurrent non-brokered private placement of Units (the “Non-Brokered Offering”) together with the Brokered Offering, the “Offering”) pursuant to the listed issuer financing</p>
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	<p>exemption under Part 5A of NI 45-106 for gross proceeds up to \$2,000,000.</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 rateably in the remaining property or assets of the Company.</p> <p>The Units will be offered for sale by way of private placement in each of the provinces of Canada, other than Québec, pursuant to the Listed Issuer Financing Exemption (as defined herein), and otherwise in those jurisdictions where the Offering can lawfully be made including the United States under applicable private placement exemptions. Such sales to investors in the United States will be subject to applicable United States securities laws and restrictions on its securities purchased.</p>
Underwriter's Option:	The Company will grant the Underwriter (as defined herein) an option (the " Underwriter's Option ") to increase the size of the Brokered Offering by up to 15% in Units by giving written notice of the exercise of the Underwriter's Option, or a part thereof, to the Company exercisable at any time up to 48 hours prior to the closing of the Brokered Offering.
Offering Price:	\$0.35 per Unit (the " Issue Price ").
Offering Amount:	Gross proceeds of up to \$6,000,150 (\$6,600,172.50 in the event that the Underwriter's Option is exercised in full).
Closing Date:	The closing of the Brokered Offering is expected to occur on or about the week of October 27, 2025, but not later than 45 days following the date hereof, or such later or earlier date as the Underwriter may determine (the " Closing Date "). The closing of the Non-Brokered Offering is expected to occur concurrently with the closing of the Brokered Offering.
Exchange:	The Common Shares are listed on the Canadian Securities Exchange (the " CSE ") under the symbol "KCLI", on the OTCQB Venture Market (the " OTCQB ") under the symbol "APCOF" and on the Frankfurt Stock Exchange (the " FSE ") under the symbol "2P3".
Last Closing Price:	On October 14, 2025, the last trading day prior to the date of this offering document, the closing price of the Common Shares on the CSE, the OTCQB and the FSE were C\$0.46, US\$0.332. and €0.248, respectively.

The Company is conducting a listed issuer financing under section 5A.2 of NI 45-106, as amended and supplemented by by Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the "Order") (the "Listed Issuer Financing Exemption"). In connection with this 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 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 the Offering, will not exceed \$50,000,000;**
- **the Company will not close this 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 this 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 variation 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 exploration and development of the Green River Potash and 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 development of the Green River Potash and Lithium Project and pursue planned exploration; expectations about the ability to acquire mineral resources and/or mineral reserves through acquisition and/or development; future commodity prices; the timing and results of exploration and drilling programs; the accuracy of budgeted exploration and development costs and expenditures; expectations regarding inflation; 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, licences and permits on favourable terms; obtaining required renewals for existing approvals, licences and permits and obtaining all other required approvals, licences and permits on favourable terms; sustained labour stability; stability in financial and capital goods markets; the absence of any material adverse effects arising as a result of terrorism, sabotage, natural disasters, public health concerns, equipment failure and the availability of drilling and other mining equipment, energy and supplies. 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 or statements. These factors include the failure to complete the Offering; reliance on key management and other personnel; potential downturns in economic conditions; actual results of exploration activities being different than anticipated; competition from others; market factors, including future demand for and prices realized from the sale of minerals; government actions that could restrict or eliminate the ability to mine on public lands, such as through the creation or expansion of national monuments or through mineral withdrawals; the policies and actions of foreign governments, which could impact the competitive supply of and global markets for minerals; the Company's expectations in connection with the production and exploration, development and expansion plans at the projects discussed herein being met; changes in national and local government legislation, taxation, controls or regulations and/or changes in the administration or laws, policies and practices; the impact of general business and economic conditions; fluctuating metal prices; currency exchange rates; the impact of inflation; general risks of the mining industry; failure of plant, equipment or processes to operate as anticipated; unanticipated results of future studies; seasonality and unanticipated weather changes; success of exploration activities, permitting timelines, government regulation; environmental risks; unanticipated reclamation expenses; title disputes or claims; 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. 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 and statements 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 statements or 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.

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 a publicly traded junior resource company involved in the exploration and development of critical minerals projects in the United States. The Company’s principal focus is currently on the exploration and development of the Green River Potash and Lithium Project, which consists of a series of state mineral and mineral salts leases, federal lithium brine claims and federal potash prospecting permits all located in the Paradox Basin in the State of Utah.

Further information about the Company can be found in the Company’s regulatory filings available on SEDAR+ at www.sedarplus.ca and on the Company’s website at www.acmineralscorp.com.

Recent developments

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

- On September 9, 2024, the Company announced the appointment of Simon Clarke as its President and Chief Executive Officer.
- On September 16, 2024, the Company closed the final tranche of a non-brokered private placement. Together with the first tranche of the placement, the Company raised a total of \$1,023,000 through the issuance of 20,460,000 units at a price of \$0.05 per unit.
- On October 2, 2024, the Company announced it had received approval of the United States Department of the Interior, Bureau of Land Management (BLM) for its plan of operations at the Green River Potash and Lithium Project and was issued eleven prospecting permits and authorization for four exploratory drill holes.
- On October 17, 2024, the Company announced the appointment of Eric Miller and Steve Vanry to its board of directors.
- On December 19, 2024, the Company closed a non-brokered private placement and raised a total of \$1,076,400 through the issuance of 13,455,000 units at a price of \$0.08 per unit. Following completion of the placement, the Company changed its name from “American Potash Corp.” to “American Critical Minerals Corp.” and consolidated its outstanding Common Share capital at a ratio of one post-consolidation Common Share for every 2.5 pre-consolidation Common Shares.
- On March 17, 2025, the Common Shares of the Company commenced trading on the OTCQB Venture Market under the ticker symbol “APCOF”.
- On July 22, 2025, the Company announced the appointment of Kenneth Taylor as a strategic advisor and implemented an incentive program (the “**Incentive Program**”) to encourage the early exercise of up to 4,620,800 Common Share purchase warrants.

- On July 29, 2025, the Company announced the engagement of Agapito Associates LLC (“**Agapito**”) to define an exploration target for lithium at the Green River Potash and Lithium Project and to update the Company’s National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“**NI 43-101**”) technical report accordingly.
- On August 22, 2025, the Company announced completion of the Incentive Program through which it received gross proceeds of \$523,500 from the early exercise of 2,840,000 Common Share purchase warrants.
- On September 16, 2025, the Company closed a non-brokered private placement under the Listed Issuer Financing Exemption through the issuance of 5,000,000 units at a price of \$0.20 per unit for gross proceeds of \$1,000,000. Each unit consisted of one Common Share of the Company and one-half-of-one Common Share purchase warrant, exercisable at a price of \$0.30 until September 16, 2027.
- On September 29, 2025, the Company confirmed that it had made the required annual payments to renew its 100% interest in 11 State of Utah (SITLA) Mineral and Minerals Salt Leases covering approximately 7,050 acres, 1,094 Federal Lithium Brine Claims (BLM Placer Claims) covering approximately 21,150 acres, and 11 Federal (BLM) Potash Prospecting Permits covering approximately 25,480 acres. Through these leases, permits and claims, the Company has the ability to explore for, and develop, potash and lithium and associated by-products (including Bromine and Boron) across the entire Green River Potash and Lithium Project (approximately 32,530 acres).
- On October 3, 2025, the Company announced that all matters presented at its annual general and special meeting of shareholders (the “**Meeting**”), held on October 3, 2025 were approved. At the Meeting, shareholders re-elected the current board of directors, approved the continued appointment of the auditor and ratified the adoption of a new omnibus equity incentive plan.
- On October 6, 2025, the Company announced that Agapito completed the work announced on July 29, 2025 and defined a NI 43-101 exploration target at the Green River Potash and Lithium Project for both lithium and bromine.
- On October 15, 2025, the Company provided an update on seismic interpretation for its Green River Potash and 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 use the net proceeds from the Offering to: (a) to advance exploration at the Green River Potash and Lithium Project; (b) for corporate marketing; and (c) for general corporate and administrative purposes.

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?

The following table discloses what the Company’s available funds are expected to be after the Offering.

		Assuming 100% of the Offering and the Underwriter’s Option is not Exercised	Assuming 100% of the Offering and the Underwriter’s Option is Exercised in Full
A	Amount to be raised by this Offering	\$6,000,150	\$6,600,172.50
B	Selling commissions and fees	\$420,011	\$462,012
C	Estimated offering costs (e.g., legal, accounting, regulatory filing fees)	\$200,000	\$200,000
D	Net proceeds of offering: D = A – (B+C)	\$5,380,140	\$5,938,160.42
E	Working capital as at most recent month end (September 30, 2025)	\$1,170,000	\$1,170,000
F	Additional sources of funding	\$Nil	\$Nil
G	Total available funds: G = D+E+F	\$6,550,140	\$7,108,160.42

How will we use the Available Funds?

The following table provides a detailed breakdown of how the Company expects to use the available funds.

Description of intended use of available funds listed in order of priority	Assuming 100% of the Offering and the Underwriter’s Option is not Exercised	Assuming 100% of the Offering and the Underwriter’s Option is Exercised in Full
Advance exploration of the Green River Potash and Lithium Project	\$4,000,150	\$4,000,150
Corporate marketing	\$500,000	\$500,000
General corporate and administrative purposes ⁽¹⁾	\$1,000,000	\$1,000,000
Unallocated working capital	\$1,049,990	\$1,608,010.42

Description of intended use of available funds listed in order of priority	Assuming 100% of the Offering and the Underwriter's Option is not Exercised	Assuming 100% of the Offering and the Underwriter's Option is Exercised in Full
Total	\$6,550,140	\$7,108,160.42

Notes:

1) 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 exploration stage and the Company has not yet generated positive cash flows from its operating activities, which may cast doubt on the Company's ability to continue as a going concern. The Company is in the exploration stage and, as such, the recoverability of amounts for exploration and evaluation of assets is dependent upon its ability to generate future cash flows and/or obtain additional financing to complete its development and upon future profitable production or proceeds from the disposition thereof. The Offering is intended to permit the Company to continue to explore 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?

The Company has used the funds it has raised in the past 12 months as follows:

- On September 16, 2024, the Company raised gross proceeds of \$1,023,000 through a non-brokered private placement. The net proceeds from the placement were intended to be utilized to pay annual sustaining fees and costs related to the Company's properties, to position the Company for a planned drill program and for general working capital purposes. As of the date of this offering document, all of the net proceeds from the placement have been utilized to pay sustaining fees and for general working capital purposes.
- On December 19, 2024, the Company raised gross proceeds of \$1,076,400 through a non-brokered private placement. The net proceeds from the placement were intended to be utilized to advance development of the Green River Potash and Lithium Project and for general working capital purposes. As of the date of this offering document, all of the net proceeds from the placement have been utilized to advance development of the Green River Potash and Lithium Project and for general working capital purposes.

- On August 22, 2025, the Company received gross proceeds of \$523,500 from the Incentive Program. The net proceeds from the Incentive Program were intended to be used to advance development of the Green River Potash and Lithium Project and for general working capital purposes. As of the date of this offering document, the Company has utilized the majority of the net proceeds from the Incentive Program.
- On September 16, 2025, the Company raised gross proceeds of \$1,000,000 through a non-brokered private placement. The net proceeds from the placement were intended to be utilized to advance development of the Green River Potash and Lithium Project, including technical work to finalize exploration targets for lithium and bromine and to update the Company's existing technical report accordingly and for concession and regulatory fees, as well as for corporate marketing and general working capital purposes. As of the date of this offering document, the Company has yet to utilize a majority of the net proceeds from the placement.

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 has engaged Research Capital Corporation (the "**Underwriter**") to act as the sole underwriter and sole bookrunner, in connection with the Brokered Offering. The Company has agreed to, on the Closing Date: (a) pay the Underwriter a cash fee equal to 7.0% of the gross proceeds of the Brokered Offering; and (b) issue the Underwriter non-transferable warrants (the "**Broker Warrants**") in an amount equal to 7.0% of the number of Units issued pursuant to the Brokered Offering. Each Broker Warrant shall entitle the holder thereof to purchase one Unit at an exercise price equal to the Issue Price for a period of 36 months from the date of issuance.

The Company may pay registrants and eligible finders (each, a "**Finder**") who introduce investors that participate in the Non-Brokered Offering a finder's fee comprised of either or a combination of any of: (i) a cash commission of 7.0% of gross proceeds raised from investors introduced by such Finders; and (ii) a number of finder's warrants (each, a "**Finder's Warrant**") equal to 7.0% of the number of Units sold to investors introduced by such Finders. Each Finder's Warrant shall entitle the holder thereof to purchase one Unit at an exercise price equal to the Issue Price for a period of 36 months from the date of issuance.

Does the Underwriter have a conflict of interest?

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

Do the Finders have a conflict of interest?

The Company may pay fees to eligible Finders with respect to the closing of the Non-Brokered Offering in accordance with applicable securities laws and policies of the CSE and to the knowledge of the Company, the Company will not be a "related issuer" or "connected issuer" of any such Finder, 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 under the Company's profile.

For further information regarding the Company, visit our website at www.acmineralscorp.com.

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 of securities.

PART 7: DATE AND CERTIFICATE

Dated: October 15, 2025

This offering document, together with any document filed under Canadian securities legislation on or after October 15, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

 /signed/ "Simon Clarke"
 Simon Clarke
President & Chief Executive Officer

 /signed/ "Lawrence Cheung"
 Lawrence Cheung
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 and the Underwriter, as at the date hereof, and as of the closing date of the Offering:

- (a) the Purchaser 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 Units (including the potential loss of his, her or its entire investment); (ii) is aware of the characteristics of the Units 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 Units and understands that it may lose its entire investment in the Units;
- (b) the Purchaser is resident in the jurisdiction disclosed to the Company and the Purchaser was solicited to purchase in such jurisdiction;
- (c) 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;
- (d) 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 and the Underwriter have 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;
- (e) legal counsel retained by the Company and the Underwriter is acting as counsel to the Company and the Underwriter, respectively, 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, the Underwriter or their counsel;
- (f) 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;
- (g) 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;

- (h) 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);
- (i) 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;
- (j) 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;
- (k) 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;
- (l) 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;
- (m) 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;

- (n) 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;
- (o) 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;
- (p) 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;
- (q) the Purchaser is purchasing the Units for investment purposes only and not with a view to resale or distribution; and
- (r) 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, the Underwriter 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

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

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

Facsimile: 204-945-0330
Public official contact regarding
indirect collection of information:
Director

Facsimile: 902-424-4625
Public official contact regarding
indirect collection of information:
Executive Director

Public official contact regarding
indirect collection of information:
Director