

**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.*

**AMENDED AND RESTATED OFFERING DOCUMENT UNDER THE LISTED ISSUER  
FINANCING EXEMPTION**

**February 11, 2026**

**QUESTCORP MINING INC.  
(the “Company”)**



**QUESTCORP**  
MINING INC.

**PART 1: SUMMARY OF OFFERING**

**What are we offering?**

<b>Type and Number of Securities Offered:</b>	<p>A non-brokered private placement (the “<b>Offering</b>”) of up to 15,00,000 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 half of one share purchase warrant (each whole share purchase warrant, 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 \$0.30 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</p>
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	<p>holders of the Common Shares will be entitled to share <i>rateably</i> 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>
<b>Offering Price:</b>	\$0.20 per Unit.
<b>Offering Amount:</b>	Gross proceeds of up to \$3,000,000.
<b>Closing Date:</b>	Closing of the Offering will occur on or about March 15, 2026 (the “ <b>Closing Date</b> ”), or such other date(s) within 45 days from the date hereof to be determined by the Company.
<b>Exchange:</b>	The Common Shares are listed on the Canadian Securities Exchange (“ <b>CSE</b> ”) under the symbol “ <b>QQQ</b> ”, on the OTCQB Venture Market (the “ <b>OTCQB</b> ”) under the symbol “ <b>QQCMF</b> ” and on the Frankfurt Stock Exchange (the “ <b>FSE</b> ”) under the symbol “ <b>D910</b> ”.
<b>Last Closing Price:</b>	On February 10, 2026, 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\$0.205, US\$0.1613 and €0.118, 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 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 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 this 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 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 continued exploration and development of the La Union Gold and Silver Project and the North Island Copper 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 La Union Gold and Silver Project and the North Island Copper 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 or statements. 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 La Union Gold and Silver Project and North Island Copper 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 in Mexico; 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 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](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 with a focus on precious and base metals projects. The Company holds an option to acquire an undivided 100% interest in and to mineral claims totaling 1,168.09 hectares comprising the North Island Copper Project, on Vancouver Island, British Columbia, subject to a royalty obligation. The Company also holds an option to acquire an undivided 100% interest in and to mineral claims totaling 2,520.2 hectares comprising the La Union Gold and Silver Project located in Sonora, Mexico, subject to a royalty obligation.

### **Recent developments**

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

- On January 24, 2025, the Company successfully completed a listing of its common shares on the OTCQB.
- On March 19, 2025, the Company completed a non-brokered private placement offering of 45,832,539 units at a price of \$0.06 per unit for gross proceeds of \$2,749,952.

- On March 25, 2025, the Company announced the commencement of permitting for survey work to be conducted at the North Island Copper Project.
- On May 5, 2025, the Company entered into a definitive option agreement to acquire the La Union Gold and Silver Project from Riverside Resources Inc.
- On May 20, 2025, the Company completed the initial payment and share issuance to Riverside Resources Inc. in connection with the acquisition of the La Union Gold and Silver Project.
- On June 11, 2025, the Company announced the formation of an advisory board, and the appointment of Paul Larkin as its inaugural advisor.
- On June 24, 2025, the Company announced the commencement of the first-phase work program at the La Union Gold and Silver Project.
- August 6, 2025, the Company announced the commencement of drilling at the La Union Gold and Silver Project.
- On October 16, 2025, the Company announced completion of two-thirds of the planned drilling at the La Union Gold and Silver Project.
- On October 24, 2025, the Company completed a non-brokered private placement offering of 14,000,334 units at a price of \$0.15 per unit for gross proceeds of \$2,100,050 (the “**October 2025 LIFE Offering**”). The Company concurrently announced a portion of the units issued under October 2025 LIFE Offering, representing \$2,000,000, will be held pursuant to a sharing agreement entered into with an institutional investor, Sorbie Bornholm LP (“**Sorbie**”) and the Company (the “**Sharing Agreement**”).
- On November 10, 2025, the Company provided initial clarification on the October 2025 LIFE Offering investment by Sorbie.
- On November 12, 2025, the Company announced completion of the first phase of drilling at the La Union Gold and Silver Project.
- On December 8, 2025, the Company completed a non-brokered private placement offering of 1,266,667 units at a price of \$0.15 per share for gross proceeds of \$190,000.
- On December 17, 2025, the Company completed a non-brokered private placement offering of 6,023,077 flow-through units at a price of \$0.13 per flow-through unit for gross proceeds of \$783,000.
- On January 13, 2026, the Company announced the initial drill results from the first phase of drilling at the Luis Hill, Famosa and Famosa Mag targets at the La Union Gold and Silver Project.
- On January 22, 2026, the Company announced further results of the first phase of drilling and chip channel sampling a La Union Gold and Silver Project.
- On January 26, 2026, the Company announced the appointment of Amandip Singh as an adviser to the board of directors of the Company.

- On January 30, 2026, the Company provided clarification on the Sharing Agreement with Sorbie. The Company disclosed that the Sharing Agreement provides that the Company will receive an initial release of \$85,000, after which the Company's total payoff will be determined through twenty-four monthly settlement tranches, measured against the benchmark price (as defined by the Company in its November 10, 2025 news release). As a result, the Company may ultimately receive more or materially less than the original proceeds of \$2,000,000. The final amount received will depend on the Company's future share price, which is subject to market fluctuations and may vary over time. Accordingly, there is no assurance as to the total amount the Company will receive under the Sharing Agreement. The Company also clarified that no funds under the Sharing Agreement are held in escrow or otherwise secured. Accordingly, if Sorbie were to experience adverse financial circumstances, the Company may be exposed to significant risk, as shares have been issued and there can be no assurance that the anticipated payments under the Sharing Agreement will be fully received.
- On February 3, 2026, the Company announced engagement of Peter W. Walcott and Associates for commencement of the North Island Copper Project induced polarization survey.
- On February 10, 2026, the Company announced a non-brokered private placement of up to 10,000,000 Units at a price of \$0.20 per Unit for gross proceeds of up to \$2,000,000, with each Unit comprised of one Common Share and one half of one Warrant pursuant to the Listed Issuer Financing Exemption.

#### **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 expects to utilize the proceeds of the Offering for (a) exploration work at the La Union Gold and Silver Project, (b) exploration work at the North Island Copper Project, and (c) general working capital 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?

Based on the Company's existing working capital, as at January 31, 2026, of \$642,000, the Company expects to have available funds of approximately \$3,382,000 upon completion of the Offering.

		<b>Assuming 100% of the Offering</b>
A	Amount to be raised by this Offering	\$3,000,000
B	Selling commissions and fees <sup>(1)</sup>	\$210,000
C	Estimated offering costs (e.g., legal, accounting, regulatory filing fees)	\$50,000
D	Net proceeds of offering: $D = A - (B+C)$	\$2,740,000
E	Working capital as at most recent month end (January 31, 2026)	\$642,000
F	Additional sources of funding	Nil
G	Total available funds: $G = D+E+F$	\$3,382,000

**Notes:**

(1) The estimated selling commission and fees assumes that all subscribers to the Offering were introduced by a Finder (as defined below). 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 priority</b>	<b>Assuming 100% of the Offering</b>
Exploration expenditures for La Union Gold and Silver Project <sup>(1)</sup>	\$1,549,000
Exploration expenditures for North Island Copper Project <sup>(1)</sup>	\$783,000
Working capital purposes <sup>(2)</sup>	\$750,000
Unallocated working capital	\$300,000
<b>Total</b>	<b>\$3,382,000</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 exploration stage and 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 Offering is intended to permit the Company to continue research and development activities 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?**

- On March 19, 2025, the Company raised gross proceeds of \$2,749,952 through a non-brokered private placement. The net proceeds from the placement were intended to be utilized to complete the ongoing transaction involving the La Union Gold and Silver Project, to continue exploration at the North Island Copper Project, to retire existing payables and for general working capital purposes. As of the date of this offering document, the Company has used the majority of the net proceeds from this financing.
- On October 24, 2025, the Company closed on the October 2025 LIFE Offering. The net proceeds from the October 2025 LIFE Offering were intended for advancement of ongoing exploration and drill work at the La Union Gold and Silver Project, upcoming exploration work at the North Island Copper Project, and for general working capital purposes as noted in the below table. As of the date of this offering document, the Company has received a total of \$341,391 of the net proceeds of the October 2025 LIFE Offering. Accordingly, the Company has yet to utilize a majority of the net proceeds from the October 2025 LIFE Offering.

	<b>Intended Use of Funds</b>	<b>Actual Use of Funds</b>	<b>Amounts of Variance</b>
Exploration expenditures for La Union Gold and Silver Project	\$2,240,000	\$200,000	(\$2,040,000)
Exploration expenditures for North Island Copper Project	\$600,000	\$10,000	(\$590,000)
Working capital and general corporate purposes	\$360,000	\$131,391	(\$228,609)

- On December 8, 2025, the Company raised gross proceeds of \$190,000 through a non-brokered private placement. The net proceeds from the placement were intended for advancement of ongoing exploration and drill work at the La Union Gold and Silver Project, upcoming exploration work at the North Island Copper Project, and for 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 financing.
- On December 17, 2025, the Company raised gross proceeds of \$783,000 through a flow-through non-brokered private placement. The net proceeds from the placement were intended to be used to conduct exploration of the Company's North Island Copper Project. As of the date of this offering document, the Company has yet to utilize a majority of the net proceeds from the financing.

## **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 not engaged any dealers or finders in connection with the Offering. The Company may elect to pay 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.

## **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.questcorpmining.ca](http://www.questcorpmining.ca).

***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: February 11, 2026

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

*/signed/ "Saf Dhillon"*  
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Saf Dhillon  
Chief Executive Officer

*/signed/ "Scott Davis"*  
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Scott Davis  
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@fncb.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

