

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any U.S. state securities laws. Accordingly, these securities may not be offered or sold within the United States or to a U.S. Person (as such term is defined in Regulation S under the U.S. Securities Act) except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States of America. See "Plan of Distribution".

**Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada.** Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Red Pine Exploration Inc. by sending a written request to 1001-145 Wellington Street West, Toronto, Ontario, M5J 1H8 telephone:(416) 644-7375, and are also available electronically at [www.sedar.com](http://www.sedar.com).

## SHORT FORM PROSPECTUS

New Issue

September 22, 2022



**RED PINE EXPLORATION INC.**

**\$5,000,180**

**7,693,000 COMMON SHARES**

**10,000,000 FLOW-THROUGH COMMON SHARES**

This short form prospectus (the "**Prospectus**") has been filed by Red Pine Exploration Inc. ("**Red Pine**" or the "**Corporation**") to qualify the distribution (the "**Offering**") of: (i) 7,693,000 common shares of the Corporation (the "**HD Shares**") at a price of \$0.26 per HD Share (the "**HD Offering Price**"); and (ii) 10,000,000 common shares of the Corporation issued as "flow-through shares" (the "**Flow-Through Shares**") within the meaning of the *Income Tax Act* (Canada) (the "**Tax Act**") at a price of \$0.30 per Flow-Through Share (the "**FT Offering Price**", and together with the HD Offering Price, the "**Offering Prices**"). Unless otherwise noted, references to "**Offered Shares**" in this Prospectus shall mean the HD Shares, the Flow-Through Shares and the Over-Allotment Shares (as defined herein), as applicable.

The Offered Shares are being issued and sold pursuant to an underwriting agreement dated September 13, 2022 (the "**Underwriting Agreement**") among the Corporation, Haywood Securities Inc. (the "**Lead Underwriter**") as the lead underwriter and sole bookrunner, together with Canaccord Genuity Corp. and Laurentian Bank Securities Inc. (collectively with the Lead Underwriter, the "**Underwriters**"). The Offering Prices were determined based on arm's length negotiations between the Corporation and the Lead Underwriter, on behalf of the Underwriters, with reference to the prevailing market prices of the issued and outstanding common shares of the Corporation (the "**Common Shares**"). See "*Description of Securities Being Distributed*" and "*Plan of Distribution*".

The Corporation will incur (or be deemed to incur) sufficient "Canadian exploration expenses" ("**CEE**") as defined in the Tax Act, on or before December 31, 2023, so as to enable the Corporation to renounce, on or before December 31, 2022, in favour of the purchasers of Flow-Through Shares, an amount equal to the gross proceeds raised from the issuance of Flow-Through Shares. See "*Flow-Through Shares – Renunciation of CEE*" and "*Certain Canadian Federal Income Tax Considerations*".

The Common Shares are listed and posted for trading on the TSX Venture Exchange (the "**TSXV**") under the trading symbol "RPX" and on the OTCQB Venture Market (the "**OTCQB**") under the trading symbol "RDEXF". On September 6, 2022, the last full trading day prior to the announcement of the Offering, the closing price of the Common Shares on the TSXV was

\$0.31 and on the OTCQB was USD\$0.249. On September 21, 2022, the last full trading day prior to the date of this Prospectus the closing price of the Common Shares on the TSXV was \$0.23 and on the OTCQB was USD\$0.171.

**\$0.26 per HD Share**  
**\$0.30 per Flow-Through Share**

	Price to the Public	Underwriters' Fee <sup>(1)(2)</sup>	Net Proceeds to Red Pine <sup>(2)(3)</sup>
Per HD Share	\$2,000,180	\$120,010.80	\$1,880,169.20
Per Flow-Through Share	\$3,000,000	\$180,000.00	\$2,820,000.00
<b>Total Offering<sup>(2)</sup></b>	<b>\$5,000,180</b>	<b>\$300,010.80</b>	<b>\$4,700,169.20</b>

**Notes:**

- (1) In consideration for the services rendered by the Underwriters in connection with the Offering, the Corporation has agreed to pay the Underwriters a cash commission equal to 6.0% (the "**Underwriters' Fee**") of the gross proceeds of the Offering (including, for greater certainty, on any exercise of the Over-Allotment Option (as defined herein)). The Corporation has also agreed to issue to the Underwriters as additional consideration, that number of non-transferable broker warrants (the "**Broker Warrants**") as is equal to 6.0% of the Offered Shares sold pursuant to the Offering (including, for greater certainty, on any exercise of the Over-Allotment Option). Each Broker Warrant is exercisable to purchase one Common Share (each a "**Broker Share**") at the HD Offering Price for a period of 24 months from the Closing Date. This Prospectus also qualifies the distribution of the Broker Warrants. See "*Plan of Distribution*".
- (2) The Corporation has granted the Underwriters an over-allotment option (the "**Over-Allotment Option**"), exercisable in whole or in part in the sole discretion of the Underwriters at any time up to 30 days from and including the Closing Date (as defined herein), to purchase up to an additional 2,653,950 Offered Shares at the applicable Offering Prices (the "**Over-Allotment Shares**") for additional gross proceeds of up to \$750,027.00, to cover over-allocations, if any, and for market stabilization purposes. The grant of the Over-Allotment Option is qualified by this Prospectus. A person who acquires securities forming part of the Underwriters' over-allocation position acquires those securities under this Prospectus regardless of whether the Underwriters' over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. If the Over-Allotment Option is exercised in full for aggregate gross proceeds of \$750,027.00, the total "*Price to the Public*", "*Underwriters' Fee*" and "*Net Proceeds to Red Pine*" (before payment of the expenses of the Offering) will be \$5,750,207.00, \$345,012.42 and \$5,405,194.58, respectively. See "*Plan of Distribution*" and the table below.
- (3) After deducting the Underwriters' Fee, but before deducting expenses relating to the Offering, estimated to be \$310,000, which, together with the Underwriters' Fee, will be paid by the Corporation. See "*Plan of Distribution*".

The following table sets out the maximum number of securities under option that may be issued by the Corporation in connection with the Offering:

Underwriters' Position	Maximum Size or Number of Securities Available	Exercise Period	Price
Over-Allotment Option	2,653,950 Offered Shares	At any time up to 30 days from and including the Closing Date	\$0.26 per HD Share \$0.30 per Flow-Through Share
Broker Warrants	1,061,580 Broker Warrants exercisable for up to 1,061,580 Broker Shares <sup>(1)</sup>	24 months following the Closing Date	\$0.26 per Broker Share

**Notes:**

- (1) Assumes no exercise of the Over-Allotment Option. If the Over-Allotment Option is exercised in full, the Corporation will issue an additional 159,237 Broker Warrants to the Underwriters.

Unless the context otherwise requires, all references to the "**Offering**", the "**HD Shares**", the "**Flow-Through Shares**", the "**Offered Shares**", the "**Broker Warrants**" and the "**Broker Shares**", in this Prospectus shall assume the exercise of the Over-Allotment Option and include the Over-Allotment Shares, the additional Broker Warrants and the additional Broker Shares issuable in connection with the Over-Allotment Option, respectively.

Subject to applicable laws and in connection with the Offering, the Underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time. See "*Plan of Distribution*".

**An investment in the Common Shares, including the Offered Shares, is highly speculative and involves a high degree of risk, and should only be made by persons who can afford the total loss of their investment. The risk factors included or incorporated by reference in this Prospectus should be carefully reviewed and considered by purchasers in connection with an investment in the Common Shares, including the Offered Shares. See "Notice to Investors – Forward-Looking Information" and "Risk Factors" in this Prospectus and in the AIF (as defined herein), which is available electronically on SEDAR at [www.sedar.com](http://www.sedar.com) and is incorporated by reference herein.**

The Underwriters, as principals in respect of the HD Shares and as agents in respect of the Flow-Through Shares, conditionally offer the Offered Shares, subject to prior sale, if, as and when issued by the Corporation and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under "*Plan of Distribution*" and subject to the approval of certain legal matters on behalf of the Corporation by Cassels Brock & Blackwell LLP and on behalf of the Underwriters by McCarthy Tétrault LLP.

The TSXV has conditionally approved the listing of the Offered Shares and Broker Shares issuable in connection with Offering. Listing is subject to the Corporation fulfilling all of the listing requirements of the TSXV.

**The Underwriters may offer the HD Shares at a lower price than the HD Offering Price stated above. See "*Plan of Distribution*".**

Subscriptions for the Offered Shares will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is anticipated that the Offered Shares will be delivered under the book based system through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee and deposited in registered or electronic form with CDS on the closing of the Offering, which is expected to be on September 29, 2022 or such other date as may be agreed upon by the Corporation and the Underwriters, but in any event not later than 42 days following the date of the receipt for the final short form prospectus (the "**Closing Date**"). Except in limited circumstances, a purchaser of Offered Shares will receive only a customer confirmation from the registered dealer through which the Offered Shares are purchased.

The Corporation's head office and registered office is located at 1001-145 Wellington Street West, Toronto, Ontario, M5J 1H8.

## TABLE OF CONTENTS

<b>GENERAL MATTERS .....</b>	<b>2</b>
<b>TECHNICAL INFORMATION .....</b>	<b>4</b>
<b>DOCUMENTS INCORPORATED BY REFERENCE .....</b>	<b>6</b>
<b>MARKETING MATERIALS .....</b>	<b>7</b>
<b>ELIGIBILITY FOR INVESTMENT .....</b>	<b>7</b>
<b>DESCRIPTION OF THE BUSINESS .....</b>	<b>8</b>
<b>CONSOLIDATED CAPITALIZATION .....</b>	<b>9</b>
<b>USE OF PROCEEDS .....</b>	<b>9</b>
<b>PLAN OF DISTRIBUTION .....</b>	<b>11</b>
<b>DESCRIPTION OF SECURITIES BEING DISTRIBUTED .....</b>	<b>13</b>
<b>CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS.....</b>	<b>14</b>
<b>PRIOR SALES .....</b>	<b>19</b>
<b>TRADING PRICE AND VOLUME .....</b>	<b>20</b>
<b>RISK FACTORS .....</b>	<b>20</b>
<b>AUDITORS, TRANSFER AGENT AND REGISTRAR.....</b>	<b>22</b>
<b>LEGAL MATTERS .....</b>	<b>22</b>
<b>INTERESTS OF EXPERTS.....</b>	<b>22</b>
<b>LEGAL PROCEEDINGS.....</b>	<b>23</b>
<b>PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION .....</b>	<b>23</b>
<b>CERTIFICATE OF THE CORPORATION .....</b>	<b>C-1</b>
<b>CERTIFICATE OF THE UNDERWRITERS .....</b>	<b>C-2</b>

## GENERAL MATTERS

### About this Short Form Prospectus

Readers should rely only on the information contained in this Prospectus (including the documents incorporated by reference) and should not rely on some parts of the Prospectus to the exclusion of others. The Corporation has not, and the Underwriters have not, authorized any other person to provide investors with additional or different information. If anyone provides the reader with additional, different or inconsistent information, including information or statements in articles about the Corporation or through other forms of media, readers should not rely on it. The Corporation is not, and the Underwriters are not, offering the securities in any jurisdiction in which the Offering is not permitted. Investors should assume that the information contained in this Prospectus is accurate only as of the date on the front of this Prospectus and that information contained in any document incorporated by reference is accurate only as of the date of that document, regardless of the time of delivery of this Prospectus or of any sale of the securities pursuant thereto. The Corporation's business, financial condition, results of operations and prospects may have changed since the date on the front of this Prospectus.

**Information contained in this Prospectus should not be construed as legal, tax or financial advice and readers are urged to consult their own professional advisors in connection therewith.**

### Forward-Looking Information

This Prospectus and the documents incorporated by reference herein contain “forward-looking information” within the meaning of applicable Canadian securities legislation or “forward-looking statements” within the meaning of applicable United States securities legislation (collectively, “**forward-looking statements**”). The forward-looking statements herein reflect management’s expectations regarding the future growth, results of operations, performance and business prospects and opportunities of Red Pine. Such forward-looking statements may include, but are not limited to, statements with respect to the Offering, the use of proceeds from the Offering, future outlook of the Corporation; business plans and strategies; proposed exploration and drilling plans; future commodity prices; success of exploration activities; upgrading categories of mineral resources, results of the Updated Technical Report (as defined herein); the characteristics and potential of the Wawa Gold Project (as defined herein); completion of any recommended work programs or expansions, and any timing thereof; and working capital.

Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative and grammatical variations) of such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements including (but not limited to) the risk factors referred to under the heading “*Risk Factors*” in this Prospectus and the documents incorporated by reference herein. Such risks relate to, among others:

- The Corporation’s Ability to Continue as a Going Concern;
- Uncertainty Relating to Mineral Resources;
- Exploration Stage Corporation;
- Exploration, Mining Operations and Insurance;
- Commodity Prices;
- Additional Capital Requirements;
- Aboriginal Land Claims;
- COVID-19 Coronavirus Outbreak;
- Government Regulation, Permits and Licenses;
- Environmental Risks and Hazards and Permitting;
- Title to Property;
- Price Volatility;
- Competition;
- Information Technology and Social Media;

- Military Conflict in Ukraine;
- Climate Change;
- Legal and Accounting Requirements and Risk of Non-Compliance;
- Expense of Compliance with Changing Corporate Governance Regulations;
- Reliance on Management and Consultants;
- Dependence on Good Relations with Employees;
- Litigation;
- Dividend Policy;
- Conflicts of Interest;
- Accounting Policies and Internal Controls; and
- Other Risks Related to the Offering.

The forward-looking statements made herein are based upon a number of expectations and assumptions, many of which are beyond the Corporation's control, that could cause actual results to differ materially. With respect to the forward-looking statements, the Corporation has made assumptions regarding, among other things:

- General economic and political conditions (including but not limited to the impact of the continuance or escalation of the military conflict between Russia and Ukraine, and economic sanctions in relation thereto);
- Stable and supportive legislative, regulatory and community environment in the jurisdictions where the Corporation operates;
- Anticipated trends and effects in respect of the COVID-19 pandemic and post-pandemic.
- Demand for gold and other precious metals;
- Estimates of, and changes to, the market prices for gold and other precious metals;
- The Corporation's market position and future financial and operating performance;
- The Corporation's estimates of mineral resources, including whether mineral resources will ever be developed into mineral reserves;
- Anticipated timing and results of exploration, drilling, and development activities;
- Reliability of technical data;
- The Corporation's ability to obtain financing on satisfactory terms to develop the Wawa Gold Project and other mineral properties of the Corporation;
- The Corporation's ability to retain and attract key personnel with the abilities to develop and execute plans for exploring mineral properties, developing the Corporation and financing its activities;
- The Corporation's ability to compete with other mining businesses for the supply and services required to conduct its exploration and operating plans;
- The Corporation's ability to obtain and maintain mining, exploration, environmental and other permits, authorizations and approvals for the Wawa Gold Project and the other mineral properties of the Corporation;
- The timing and outcome of regulatory and permitting matters;
- The exploration, drilling and operational costs;
- The accuracy of budget and drilling estimates;
- Successful negotiation of definitive commercial and other service agreements; and
- The Corporation's ability to operate in a safe and effective manner.

Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this Prospectus and the applicable date of the documents incorporated by reference herein and the Corporation disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by applicable laws. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Additional information about these assumptions, risks and uncertainties is contained in the Corporation's filings with securities regulators, including the AIF, the Annual MD&A and Interim MD&A (each as defined herein), which are available on SEDAR at [www.sedar.com](http://www.sedar.com).

**Readers should read this Prospectus and consult their own professional advisors to ascertain and assess the income tax and legal risks and other aspects of their investment in the Offered Shares.**

## Currency Presentation

Unless otherwise indicated, all references to "\$", "C\$" and "dollars" in this Prospectus refer to Canadian dollars.

## TECHNICAL INFORMATION

### General

Scientific and technical information relating to the Wawa Gold Project and the other mineral projects held by Red Pine is supported by the technical information contained within the AIF incorporated by reference herein. See "*Documents Incorporated by Reference*".

In respect of the Wawa Gold Project, the Corporation filed a updated technical report on the Wawa Gold Project entitled "National Instrument 43-101 Technical Report for the Wawa Gold Project", with an effective date of August 6, 2021 (mineral resource effective date of May 31, 2019) (the "**Updated Technical Report**") on August 18, 2021, which is incorporated by reference into the AIF. The Updated Technical Report was prepared by Golder Associates Ltd. The "qualified persons" (as such term is defined under NI 43-101, each, a "**QP**") for the Updated Technical Report are Mr. Brian Thomas, P.Geo., Ms. Jennifer Simper, P.Geo. and Mr. Steve Haggarty, P.Eng., all of whom are "independent" QPs as defined under NI 43-101. The technical report summary for the Wawa Gold Project included in the AIF is subject to certain assumptions, qualifications and procedures described therein. Reference should be made to the full text of the Updated Technical Report, which has been filed with Canadian securities regulatory authorities pursuant to National Instrument 43-101 – *Standards of Disclosure for Mineral Projects of the Canadian Securities Administrators* ("**NI 43-101**") and is available for review on SEDAR under the issuer profile of Red Pine at [www.sedar.com](http://www.sedar.com).

### Additional Disclosures Relating to Data Verification

In 2015, the Corporation engaged SRK Consulting ("**SRK**") and Ronacher McKenzie Geoscience to prepare a technical report for the Wawa Gold Project. As part of the preparation of such technical report, the following data verification processes were undertaken, which remain applicable to the analysis provided in the Updated Technical Report.

#### *Data Verification by Red Pine*

The exploration work completed by Red Pine was conducted using documented procedures and involved extensive verifications and validation of exploration data. During drilling, experienced Red Pine geologists implement industry standard measures designed to ensure the reliability and trustworthiness of the exploration data. Red Pine monitored the analytical quality control data on a real-time basis. Failures of quality control samples were investigated and appropriate actions taken, including potentially requesting re-assaying of certain batches of samples, though this was not required for the 2014-2015 drilling program. Following the acquisition of the Wawa Gold Project, Red Pine initiated a review of the electronic exploration data in relation to the original paper reports, drill logs, sections and plans. Red Pine fixed various discrepancies in the digitization of the project database, including re-locating 27 underground boreholes.

#### *Data Verification by SRK*

SRK completed a series of verifications to ensure that the geological information and the electronic data provided by Red Pine are reliable for modelling the geology and the mineral resources of the Wawa Gold Project. The verifications include a site inspection, independent verification sampling, verification of the electronic data, and a review of the analytical data with emphasis on analysis of analytical quality control data produced by Red Pine in 2014. The following sections summarizes the verifications completed by SRK.

#### ***Independent Verification Sampling***

As part of the verification procedures, SRK collected a total of forty-two verification samples. Fourteen samples were collected from core drilled by Red Pine, eleven samples were collected from core drilled by Augustine in 2011, four samples were collected from core drilled by Citadel Gold Mines in 1988, and fourteen samples were collected from historical underground drilling by Surluga Gold Mines in 1968. The verification samples were collected by splitting the remaining half core to replicate historical sample intervals where possible. Verification samples were submitted to the ALS Minerals Laboratory ("**ALS Minerals**") in Sudbury, Ontario for preparation along with one blank and one certified reference material control sample. Final analyses were completed at ALS Minerals in North Vancouver, British Columbia. The ALS

Minerals laboratory in North Vancouver, British Columbia, and the preparation laboratory in Sudbury, Ontario are accredited under ISO/IEC 17025:2005 certification by the Standards Council of Canada (accreditation numbers 579 and 689) for various testing procedures including the procedures used to assay the samples submitted by SRK. SRK samples were assayed for gold using a standard fire assay procedure with atomic absorption finish on thirty gram sub-samples or by metallic screen. Such a small sample size cannot be considered representative to verify the gold grades obtained by Red Pine, Augustine, Citadel Gold Mines, and Surluga Gold Mines. The purpose of the verification sampling was only to confirm that there is gold mineralization in the core from the Wawa Gold Project sampled by SRK. Assay results for the verification samples confirm the presence of gold in the core sampled by SRK, as displayed in the table below. The analytical results show that the SRK verification samples generally reproduce the Red Pine and Augustine sampling results reasonable well. There are, however, larger discrepancies between the SRK data and the historical results from Citadel and Surluga.

*Assay Results for Verification Samples Collected by SRK on the Surluga–Jubilee gold deposit*

<b>Borehole</b>	<b>Operator</b>	<b>From (m)</b>	<b>To (m)</b>	<b>Length (m)</b>	<b>OriginalALS (g/t Au)</b>	<b>Minerals (g/t Au)</b>
SD14-03	Red Pine	246.68	247.80	1.12	0.07	0.05
SD14-03	Red Pine	247.80	248.80	1.00	1.96	3.37
SD14-03	Red Pine	248.80	249.80	1.00	0.07	0.12
SD14-03	Red Pine	249.80	251.00	1.20	0.07	0.05
SD14-03	Red Pine	251.00	251.98	0.98	0.07	0.05
SD14-03	Red Pine	251.98	253.00	1.02	0.07	0.09
SD14-03	Red Pine	253.00	254.00	1.00	0.28	0.12
SD14-03	Red Pine	254.00	255.00	1.00	0.39	0.45
SD14-03	Red Pine	255.00	256.00	1.00	3.47	2.72
SD14-03	Red Pine	256.00	257.00	1.00	1.72	1.64
SD14-03	Red Pine	257.00	258.00	1.00	8.17	9.45
SD14-03	Red Pine	258.00	259.00	1.00	0.07	0.05
SD14-03	Red Pine	259.00	260.00	1.00	2.65	4.00
SD14-03	Red Pine	260.00	261.00	1.00	0.77	1.21
AV-11-015	Augustine	212.32	212.95	0.63	3.84	5.72
AV-11-015	Augustine	212.95	213.29	0.34	2.86	2.93
AV-11-015	Augustine	213.29	213.77	0.48	0.89	0.51
AV-11-015	Augustine	213.77	214.20	0.43	0.22	0.84
AV-11-015	Augustine	214.20	214.90	0.70	0.60	3.69
AV-11-015	Augustine	214.90	215.80	0.90	3.00	2.05
AV-11-015	Augustine	218.80	219.20	0.40	11.72	17.20
AV-11-015	Augustine	219.20	219.65	0.45	7.89	6.99
AV-11-015	Augustine	219.65	220.04	0.39	0.14	0.38
AV-11-015	Augustine	220.04	220.41	0.37	0.03	0.03
AV-11-015	Augustine	220.41	221.26	0.85	0.01	0.01
S307	Citadel	303.28	304.80	1.52	5.97	0.39
S307	Citadel	304.80	306.48	1.68	0.75	0.27
S307	Citadel	306.48	307.24	0.76	8.71	0.99
S307	Citadel	307.24	308.15	0.91	22.59	2.39
U0335L5	Surluga	13.70	14.48	0.78	11.00	0.19
U0335L5	Surluga	14.48	15.24	0.76	0.69	0.01
U0335L5	Surluga	15.24	16.03	0.79	11.31	0.24
U0335L5	Surluga	16.03	16.76	0.73	1.71	0.08
U1660L5	Surluga	16.15	17.07	0.92	0.27	0.34
U1660L5	Surluga	17.07	17.98	0.91	3.57	6.77
U1660L5	Surluga	18.44	19.96	1.52	2.67	0.37
U1660L5	Surluga	19.96	20.88	0.92	0.55	2.21
U1660L5	Surluga	20.88	22.25	1.37	5.01	2.98
U1660L5	Surluga	22.25	22.86	0.61	2.19	1.36
U1660L5	Surluga	22.86	23.77	0.91	0.21	6.87
U1660L5	Surluga	17.89	18.44	0.55	-	11.55
U1660L5	Surluga	26.67	27.06	0.39	-	0.12

### *Verification of Electronic Analytical Data*

Red Pine provided assay certificates for all batches of samples analyzed at Actlabs in 2014 and 2015, in addition to the assay certificates from Accurassay Laboratories, from Thunder Bay, Ontario, for the Augustine drilling in 2011. SRK verified the sample numbers and gold values recorded in the digital data against electronic assay certificates (pdf format). SRK checked approximately 5 percent of the analytical database entries for the drilling completed by Red Pine and Augustine.

No input errors were detected. SRK concludes that the digital analytical results reflect the analytical results delivered by Actlabs for the 2014-2015 drilling program completed by Red Pine, and by Accurassay Laboratories for the 2011 drilling program completed by Augustine.

SRK noticed that in the digital database, Augustine analytical results for gold were rounded to the second decimal place, while the assay certificates delivered by Accurassay report gold assays to three decimal places. No rounding errors were detected.

To the extent possible, SRK also verified other electronic data (surveying and logging tables) contained in the Wawa Gold Project exploration database. The location of historical underground boreholes were checked against scanned mine plan maps and for consistency in relation to adjoining boreholes. No major issues were detected.

### **Qualified Person**

Quentin Yarie, P. Geo, the Corporation's President and Chief Executive Officer is the "qualified person", as defined by NI 43-101, who has reviewed and approved the technical information disclosed in this Prospectus (including but not limited to under the heading "*Use of Proceeds*") and the documents incorporated by reference herein (other than the technical information derived from the Updated Technical Report).

### **DOCUMENTS INCORPORATED BY REFERENCE**

The following documents filed by the Corporation with securities commissions or similar authorities in Canada are specifically incorporated into this Prospectus:

- (a) the annual information form of the Corporation dated June 14, 2022 for the year ended July 31, 2021 (the "**AIF**");
- (b) the audited consolidated financial statements of the Corporation as at and for the year ended July 31, 2021 and 2020, together with the notes thereto and the report of the auditors thereon (the "**Annual Financial Statements**");
- (c) the management's discussion and analysis of financial condition and results of operations of the Corporation for the year ended July 31, 2021 and 2020 (the, "**Annual MD&A**");
- (d) the unaudited condensed interim consolidated financial statements of the Corporation as at and for the three and nine months ended April 30, 2022 and 2021, together with the notes thereto, except and excluding the notice to reader stating that these condensed interim consolidated financial statements have not been reviewed by an auditor (the "**Interim Financial Statements**");
- (e) the management's discussion and analysis of financial condition and results of operations of the Corporation for the three and nine months ended April 30, 2022 (the "**Interim MD&A**");
- (f) the management information circular of the Corporation dated December 15, 2021 for the annual and special meeting of shareholders of Red Pine held on January 25, 2022;
- (g) the material change report dated August 24, 2021 in respect of the announcement of the sale of the Algoma-Talisman property by the Corporation;
- (h) the material change report dated November 8, 2021 in respect of the completion of the sales of the Algoma-Talisman property by the Corporation, the announcement of the "bought deal" private placement of "flow-

through" Common Shares (the "**November 2021 Offering**"), and the replacement of the Chief Financial Officer of the Corporation;

- (i) the material change report dated November 23, 2021 in respect of the closing of the November 2021 Offering;
- (j) the material change report dated December 21, 2021 in respect of the exercise of Common Share purchase warrants of the Corporation by Alamos Gold Inc.; and
- (k) the "template version" (as such term is defined in National Instrument 44-101 – *Short Form Prospectus Distributions*) of the term sheet dated September 7, 2022 in connection with the Offering (the "**Term Sheet**").

Any documents of the type required by National Instrument 44-101 – *Short Form Prospectus Distributions* to be incorporated by reference in a short form prospectus, including those types of documents referred to above and press releases issued by the Corporation specifically referencing incorporation by reference into this Prospectus, if filed by the Corporation with the provincial securities commissions or similar authorities in Canada after the date of this Prospectus and before the distribution of the securities being qualified hereunder, are deemed to be incorporated by reference in this Prospectus.

Documents referenced in any of the documents incorporated by reference in this Prospectus but not expressly incorporated by reference therein or herein and not otherwise required to be incorporated by reference therein or in this Prospectus are not incorporated by reference in this Prospectus.

**Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein, modifies or supersedes such statement. Any statement so modified or superseded shall not constitute a part of this Prospectus, except as so modified or superseded. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of such a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it is made.**

## MARKETING MATERIALS

The Term Sheet does not form part of this Prospectus to the extent that the contents of the Term Sheet have been modified or superseded by a statement contained in this Prospectus. Any "template version" of "marketing materials" (each as defined in National Instrument 41-101 – *General Prospectus Requirements*) filed after the date of this Prospectus and before the termination of the distribution under the Offering (including any amendments to, or an amended version of, the Term Sheet and any template version of any marketing materials) are deemed to be incorporated by reference into this Prospectus.

## ELIGIBILITY FOR INVESTMENT

In the opinion of Cassels Brock & Blackwell LLP, counsel to the Corporation, and McCarthy Tétrault LLP, counsel to the Underwriters, based on the provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the "**Tax Act**") in force on the date hereof and the Proposed Amendments (as defined herein) released by the Minister of Finance (Canada) on August 9, 2022 with respect to trusts governed by a first home savings account ("FHSA") which are proposed to come into force on January 1, 2023, the Offered Shares, if issued on the date hereof, would be qualified investments under the Tax Act for trusts governed by registered retirement savings plans, registered retirement income funds, registered education savings plans, registered disability savings plans, tax-free savings accounts (collectively, "**Registered Plans**") and deferred profit sharing plans ("**DPSPs**"), all as defined in the Tax Act, provided that, at that time, the Offered Shares are listed on a "designated stock exchange" as defined in the Tax Act (which currently includes the TSXV) or the Corporation is a "public corporation" (other than a mortgage investment corporation) as defined in the Tax Act.

Notwithstanding that an Offered Share may be a qualified investment for a Registered Plan, if the Offered Share is a "prohibited investment" within the meaning of the Tax Act for the Registered Plan, the annuitant, holder or subscriber, as the case may be (the "**Controlling Individual**") of the Registered Plan, will be subject to a penalty tax under the Tax Act. The

Offered Shares generally will not be a prohibited investment for a Registered Plan provided the Controlling Individual of the Registered Plan: (i) deals at arm's length with the Corporation for the purposes of the Tax Act; and (ii) does not have a "significant interest" (as defined in the Tax Act for purposes of the prohibited investment rules) in the Corporation. The Offered Shares will not be a prohibited investment if such securities are "excluded property" (as defined in the Tax Act for purposes of the prohibited investment rules) for the Registered Plan. Persons who intend to hold Offered Shares in a Registered Plan should consult their own tax advisors in regard to the application of these rules in their particular circumstances.

Under the Proposed Amendments, the Offered Shares, if issued on January 1, 2023, would also be qualified investments under the Tax Act for trusts governed by a FHSA, and the holders of FSAs would also be subject to the aforementioned prohibited investment rules.

Prospective purchasers who intend to hold Offered Shares in Registered Plans or a DDSP are advised to consult their tax advisors having regard to their particular circumstances. Prospective purchasers who intend to hold Offered Shares in an FHSAs are advised to consult their own tax advisors as to the tax treatment under the Proposed Amendments.

**It is not anticipated that Registered Plans or a DPSP will subscribe for Flow-Through Shares as Registered Plans and DPSPs, or the holders, annuitants, beneficiaries or subscribers of such Registered Plans or DPSPs, as the case may be, would not benefit from the deduction of CEE renounced by the Corporation.**

## DESCRIPTION OF THE BUSINESS

### General

Red Pine Exploration Inc. was incorporated under the *Business Corporations Act* (Ontario) on July 22, 1936. The Corporation's head office and registered office is located at 1001-145 Wellington Street West, Toronto, Ontario, M5J 1H8. The Corporation has two wholly-owned subsidiaries, being Augustine Ventures Inc. and Wawa GP Inc., each a corporation incorporated under *the Business Corporations Act* (Ontario).

The Corporation is engaged in the identification, acquisition and exploration of mineral properties with a particular focus on gold exploration projects located in northern Ontario. The Corporation's flagship asset is a 100%-owned gold exploration project located near Wawa, Ontario, Canada (the "**Wawa Gold Project**" or the "**Project**"). The Common Shares are listed on the TSXV (TSXV: RPX) and OTCQB Marketplace (OTCQB: RDEXF).

Further information regarding the Wawa Gold Project and the business and operations of the Corporation can be found in the AIF, including the documents incorporated by reference therein, and the other documents incorporated by reference into this Prospectus. See "*Documents Incorporated by Reference*" and see also "*Risk Factors*" in this Prospectus and the documents incorporated by reference herein and therein.

### Drilling Campaign Update

As at the date of the Updated Technical Report, the QP recommended a 25,000-m drill program with a total cost of \$6,275,000 to potentially expand the extents of the Surluga and Minto South deposits by drilling along strike and down-dip in the Jubilee and Minto Mine South shear zones. The Corporation previously defined the "Phase I" drilling campaign to be the 25,000 metres recommended by the QP in the Updated Technical Report. Proceeds raised from previous financing activities, including but not limited to the November 2021 Offering, were sufficient to fund the previously defined Phase I drilling campaign and some additional drilling up to approximately 43,480 metres. "Phase II" was previously intended to be any drilling after Phase I and Phase II was subject to available funding.

Management of the Corporation has now determined that referring to future drilling as Phase II is no longer appropriate as available funding limits the size of any future drilling campaign. Consequently, rather than referring to Phase II, the Corporation intends to disclose the expected drilling and other related activities in the future months that will be funded from the proceeds of the Offering. Such drilling plans and results are anticipated to be based on one drill working at between 1,200 metres and 1,500 metres per month. The Corporation does not intend to refer to any drilling in "Phases" in its future continuous disclosure on a going-forward basis.

The Corporation has spent approximately \$12.9 million on drilling up to approximately 43,480 metres up to September 20, 2022, all in the manner that is consistent with the recommendations in the Updated Technical Report. The primary objective

of the initial 25,000-metre drilling program, following the recommendations of the Updated Technical Report, was to test if gold mineralization was present in the geological structures hosting the Surluga and Minto Mine deposits outside the footprints of the currently estimated mineral resources for two deposits of the Wawa Gold Project. The secondary objective of the drilling program was to test the presence of gold mineralization in the geological structures associated with historic mines present on the project and to define the geometry and grade distribution in spatially constrained areas of those structures to plan the next stages of exploration.

The initial 25,000 metres of drilling was successful in meeting its primary and secondary objectives by establishing that gold mineralization extends outside the footprints of the known mineral resources for both the Surluga and the Minto Mine deposits in the Jubilee and Minto Mine shear zones. As of September 20, 2022, approximately 18,480 metres of additional drilling has been completed beyond the 25,000 metres recommended in the Updated Technical Report. The additional approximately 18,480 metres of drilling continued to build on the successful exploration results from the recommended 25,000 metres.

However, such drilling was primarily exploratory in nature as the objective was to test for the presence of gold mineralization, and the drilling density generally remains insufficient to reach the threshold to support an updated mineral resource estimation as at the date hereof. In the discovered zones of mineralization, additional drilling will be necessary to convert those zones into extensions of the mineral resources and validate the continuity of gold mineralization between the drilling intersections. The volume of the discovered zones of gold mineralization also remains limited compared to the volume of the current mineral resources as the initial 25,000 metres of drilling combined with the additional approximately 18,480 metres did not yet allow to test a significant area of the geological structures hosting both mineral resources at a drilling density necessary to support an updated mineral resource estimation. In the structures associated with historic mines, drilling was able to identify new centers of mineralization outside the footprint of the historic mines. However, the spatial coverage in those structures is quite limited and cannot yet support an updated resource estimate as at the date hereof.

The Corporation anticipates that the results of further drilling will provide sufficient technical data to allow the Corporation to make a determination as to whether there is new and expanded mineral resource estimate for the Wawa Gold Project. The Corporation will publish incremental results of drilling activities in future continuous disclosure documents when available, including in any management's discussion and analyses, prior to any such determination.

See "Use of Proceeds -Business Objectives" for a more fulsome discussion relating to the Corporation's intended business objectives and drilling plans using the proceeds of the Offering.

## CONSOLIDATED CAPITALIZATION

Other than as disclosed below and under the heading "Prior Sales", there have been no material changes to the share and loan capital of Red Pine since April 30, 2022, being the date of the Interim Financial Statements.

The following table sets out the share and loan capital of Red Pine: (i) as at April 30, 2022 being the date of the Interim Financial Statements; (ii) as at the date hereof; (iii) as at the date hereof after giving effect to the Offering and assuming the Over-Allotment Option is not exercised. The table should be read in conjunction with the Annual Financial Statements, Annual MD&A, the Interim Financial Statements, the Interim MD&A, which are incorporated by reference in this Prospectus as well as the other disclosure contained in this Prospectus, including the risk factors described under the heading "Risk Factors" in this Prospectus and in the AIF.

	<u>As at April 30, 2022<sup>(1)</sup></u>	<u>As at the date hereof</u>	<u>As at the date hereof<sup>(2)</sup></u> <u>(after giving effect to the Offering)</u>
Share Capital (Common Shares)	117,442,720	117,442,720	135,135,720
Loan Capital	Nil	Nil	Nil

### Notes:

- (1) These figures have been derived from the Interim Financial Statements.  
(2) Assumes the Over-Allotment Option is not exercised.

## USE OF PROCEEDS

### Proceeds

The gross proceeds of the Offering will be \$5,000,180 (\$5,750,207.00 if the Over-Allotment Option is exercised in full). The estimated net proceeds of the Offering are anticipated to be \$4,390,169.20 (\$5,095,194.00 if the Over-Allotment Option is

exercised in full), after deducting (i) the Underwriters' Fee of \$300,010.80 (\$345,012.42 if the Over-Allotment Option is exercised in full) and the estimated expenses of the Offering of \$310,000.

## Principal Purposes

### *The Offering*

The Corporation will use an amount equal to: (i) the gross proceeds from the sale of the Flow-Through Shares to incur CEE relating to the exploration and related activities at the Wawa Gold Project, and (ii) the net proceeds from the sale of the HD Shares for exploration and related activities at the Wawa Gold Project and for working capital and general corporate purposes, as set out below.

Specifically, the Corporation intends to use the proceeds of the Offering following closing of the Offering, as follows:

Use	Funds from the Offering	Anticipated Monthly Average Burn Rate	Historical Monthly Average Burn Rate <sup>(5)</sup>
<b><i>EXPLORATION AND RELATED ACTIVITIES</i></b>			
<i>Diamond Drilling and Assay Analysis</i>	\$1,650,000	\$235,414	\$564,002
<i>Exploration Camp</i>	\$300,000	\$42,857	\$63,900
<i>Personnel, Equipment and Property Fees</i>	\$1,300,000	\$185,714	\$250,291
<b><i>EXPLORATION AND RELATED ACTIVITIES - Total<sup>(3)</sup></i></b>	<b>\$3,250,000</b>	<b>\$464,286</b>	<b>\$878,193</b>
<b><i>WORKING CAPITAL AND GENERAL CORPORATE PURPOSES - Total<sup>(2)(3)</sup></i></b>	<b>\$1,140,169.20</b>	<b>\$126,685</b>	<b>\$150,419</b>
<b>USE OF FUNDS - Total<sup>(1)(3)(4)</sup></b>	<b>\$4,390,169.20</b>	<b>\$590,971</b>	

### Notes:

- (1) Assuming the Over-Allotment is not exercised (in whole or in any part). To the extent that the Over-Allotment Option is exercised, in whole or in part, the proceeds from the exercise of the Over-Allotment Option for HD Shares will be used for working capital and general corporate purposes and the proceeds from the exercise of the Over-Allotment Option for Flow-Through Shares will be used to incur CEE.
- (2) As at August 31, 2022, the working capital balance of the Corporation was approximately \$1,280,000, which excludes restricted cash.
- (3) The Corporation anticipates that following completion of the Offering, and considering only the anticipated net proceeds from the Offering, the monthly average burn rate will be approximately \$590,971, assuming seven months of exploration and related activities and nine months for working capital and general and administrative expenses. The reduced drilling activity from September 2022 onward will reduce the support costs for the camp and equipment and lower consulting and staff costs. The reduced working capital and general corporate purposes from September 2022 onward is reflective of anticipated lower investor relations related costs and staff costs.
- (4) The Corporation's existing working capital, combined with the anticipated net proceeds from the Offering, are expected to fund the operations of the Corporation for up to 12 months following the Closing Date.
- (5) Reflective of the nine-month period ended April 30, 2022.

## Business Objectives

Following satisfaction of the primary and secondary objectives of the Corporation's drilling program and additional drilling disclosed under the heading "*Description of the Business – Drilling Campaign Update*" above, the Corporation's business objectives over the next seven months include: (i) completing the assay analysis of its 2022 drilling campaign results, which includes approximately 43,480 metres of completed drilling as of September 20, 2022; (ii) continuing drilling between approximately 1,200 to 1,500 metres per month; and (iii) advancing other exploration and evaluation activities to grow the mineral resource potential of the Wawa Gold Project. The drill program anticipates operating one contractor drill. The drill program is expected to be fully focused on areas which have the potential to expand the current Surluga and Minto South mineral resource estimate by establishing the existence of additional mineralization down plunge between these two deposits. The Corporation anticipates that it will take approximately seven months to complete the proposed drill program using the proceeds of the Offering, which is based on the estimated cost of one drill rig. The Corporation expects that the results of this drill program will provide sufficient technical data to allow the Corporation to make a determination as to whether there is a new and expanded mineral resource estimate for the Wawa Gold Project.

**The Corporation intends to spend the funds available to it as stated above. However, there may be circumstances where, for sound business reasons, a reallocation of the net proceeds may be necessary. The actual amount that the Corporation spends in connection with each of the intended uses of proceeds will depend on a number of factors,**

**including those referred to under "Risk Factors" in this Prospectus and the documents incorporated by reference herein.**

During the fiscal year ended July 31, 2021 and the nine-month period ended April 30, 2022, the Corporation had negative cash flow from operating activities. The Corporation anticipates it will continue to have negative cash flow from operating activities in future periods until profitable commercial production is achieved at the Wawa Gold Project, if at all. As a result, the Corporation may need to allocate a portion of its existing working capital or a portion of the proceeds of the Offering to fund any such negative cash flow from operating activities in future periods. See "*Risk Factors – Negative Cash Flows*".

## PLAN OF DISTRIBUTION

Pursuant to the Underwriting Agreement, the Corporation has agreed to sell and the Underwriters have agreed severally, and not jointly or jointly and severally, to purchase or arrange for purchase by substituted purchasers, on the Closing Date, of an aggregate of 7,693,000 HD Shares and 10,000,000 Flow-Through Shares at the applicable Offering Prices for gross proceeds of \$5,000,180 payable in cash to the Corporation against delivery of the Offered Shares, subject to the terms and conditions of the Underwriting Agreement. The obligations of the Underwriters under the Underwriting Agreement may be terminated at their discretion on the basis of the "material change out", "regulatory out", "disaster out", and "breach out" provisions in the Underwriting Agreement and may also be terminated upon the occurrence of certain other stated events. The Underwriters are, however, obligated to take up and pay for all of the Offered Shares if any of the Offered Shares are purchased under the Underwriting Agreement. The Offering Prices were determined by arm's length negotiation between the Corporation and the Lead Underwriter, on behalf of the Underwriters, with reference to the prevailing market price of the Common Shares.

The Corporation has also granted the Underwriters the Over-Allotment Option, exercisable in whole or in part in the sole discretion of the Underwriters for a period of 30 days from and including the Closing Date, to purchase or arrange for purchase up to an additional 2,653,950 Over-Allotment Shares at the applicable Offering Prices for additional gross proceeds of up to \$750,027.00, to cover over-allotments, if any, and for market stabilization purposes.

If the Over-Allotment Option is exercised in full, the total "*Price to the Public*", "*Underwriters' Fee*" and "*Net Proceeds to Red Pine*" (before payment of the expenses of the Offering) will be \$5,750,207.00, \$345,012.42 and \$5,405,194.58, respectively. This Prospectus also qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Shares to be issued upon exercise of the Over-Allotment Option. A purchaser who acquires securities forming part of the Underwriters' over-allocation position acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

In consideration for the services provided by the Underwriters in connection with the Offering and pursuant to the terms of the Underwriting Agreement, the Corporation has agreed to pay the Underwriters the Underwriters' Fee, equal to 6.0% of the aggregate gross proceeds of the Offering (including in respect of any exercise of the Over-Allotment Option). The Corporation has also agreed to issue to the Underwriters as additional consideration, that number of non-transferable Broker Warrants as is equal to 6.0% of the Offered Shares sold pursuant to the Offering (including, for greater certainty, on any exercise of the Over-Allotment Option). Each Broker Warrant is exercisable to purchase one Broker Share at the HD Offering Price for a period of 24 months from the Closing Date. This Prospectus also qualifies the distribution of the Broker Warrants.

Pursuant to the terms of the Underwriting Agreement, and the Corporation has agreed to indemnify the Underwriters, their affiliates and their respective partners, directors, officers and employees against certain liabilities and expenses and to contribute to payments that the Underwriters may be required to make in respect thereof.

The Offered Shares will be offered in each the provinces of Canada, other than Québec, through the Underwriters or their affiliates who are registered to offer the Offered Shares for sale in such provinces and such other registered dealers as may be designated by the Underwriters. The HD Shares may be offered in jurisdictions outside of Canada, as agreed between the Corporation and the Underwriters.

The TSXV has conditionally approved the listing of the Offered Shares and Broker Shares issuable in connection with Offering. Listing is subject to the Corporation fulfilling all of the listing requirements of the TSXV.

Pursuant to the rules and policy statements of certain Canadian securities regulators, the Underwriters may not, throughout the period of distribution under this Prospectus, bid for or purchase Common Shares for their own account or for accounts over which they exercise control or direction. The foregoing restriction is subject to certain exceptions, on the condition that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in or raising the price of

the Common Shares. These exceptions include a bid or purchase permitted under the Universal Market Integrity Rules for Canadian marketplaces administered by the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market-making activities and a bid or purchase made for or on behalf of a client where the client's order was not solicited during the period of distribution. Subject to applicable laws and in connection with the Offering, the Underwriters may over-allot or effect transactions in connection with the Offering intended to stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

Subscriptions for the Offered Shares will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is anticipated that the Offered Shares will be delivered under the book based system through CDS or its nominee and deposited in registered or electronic form with CDS on the Closing Date. Except in limited circumstances, a purchaser of Offered Shares will receive only a customer confirmation from the registered dealer through which the Offered Shares are purchased.

The Underwriters propose to offer the HD Shares initially at the HD Offering Price. After the Underwriters have made a reasonable effort to sell all of the HD Shares at the HD Offering Price, such offering price may be decreased and may be further changed from time to time to an amount not greater than the HD Offering Price, and the compensation realized by the Underwriters with respect to the sale of the HD Shares will be decreased by the amount that the aggregate price paid by purchasers for the HD Shares is less than the gross proceeds paid by the Underwriters to the Corporation with respect to the HD Shares.

Pursuant to the Underwriting Agreement, the Corporation has also agreed that it will cause each of the officers, directors, and significant shareholders of the Corporation to agree in a lock-up agreement to be executed concurrently with the closing of the Offering, that for a period ending 90 days from the Closing Date, each will not, directly or indirectly, offer, sell, contract to sell, grant any option to purchase, make any short sale, lend, swap, or otherwise dispose of, transfer, assign, or announce any intention to do so, any Common Shares or any securities convertible into or exchangeable for Common Shares, whether now owned directly or indirectly, or under their control or direction, or with respect to which each has beneficial ownership or enter into any transaction or arrangement that has the effect of transferring, in whole or in part, any of the economic consequences of ownership of Common Shares, whether such transaction is settled by the delivery of Common Shares, other securities, cash or otherwise, other than pursuant to a bona fide take-over bid or any other similar transaction made generally to all of the shareholders of the Corporation, provided that, in the event the change of control or other similar transaction is not completed, such securities shall remain subject to the lock-up agreement.

Pursuant to the Underwriting Agreement, the Corporation has also agreed that for a period of 90 days from the Closing Date, it will not, directly or indirectly, without the prior written consent of the Lead Underwriter, such consent not to be unreasonably withheld or delayed, issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, or enter into any derivative transaction that has the effect of any of the foregoing, or agree to or announce any intention to issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, or enter into any derivative transaction that has the effect of any of the foregoing, any additional Common Shares or any securities convertible into or exchangeable for Common Shares, other than issuances: (i) pursuant to the exercise of the Over-Allotment Option; (ii) of awards under the stock option plan of the Corporation or similar security based compensation arrangements, and upon the exercise of any such securities; (iii) upon the exercise of other convertible securities outstanding as at September 7, 2022; (iv) to satisfy any other currently outstanding instruments or other contractual commitments; or (v) in connection with mineral property and/or other corporate acquisitions.

A member of Haywood's banking group holds and/or controls 4.4% of the issued and outstanding Common Shares on a fully-diluted basis. Such Common Shares are subject to an internal 6-month hold, effective on the closing of the Offering.

The Offered Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any U.S. state securities laws and, subject to registration under the U.S. Securities Act and applicable U.S. state securities laws or certain exemptions therefrom, may not be offered, sold, transferred, delivered or otherwise disposed of, directly or indirectly, within the United States. Each Underwriter has agreed that, except as permitted under the Underwriting Agreement, it will not offer, sell, transfer, deliver or otherwise dispose of, directly or indirectly, the Offered Shares at any time within the United States. .

Each Underwriter has agreed that, except as permitted by the Underwriting Agreement and as expressly permitted by applicable U.S. federal and state securities laws, it will not offer or sell the HD Shares at any time in the United States as part of its distribution. The Underwriting Agreement permits the Underwriters to re-offer and re-sell the HD Shares that they have

acquired pursuant to the Underwriting Agreement to “qualified institutional buyers” as defined in Rule 144A under the U.S. Securities Act (“**Qualified Institutional Buyers**”) in the United States in compliance with Rule 144A under the U.S. Securities Act (and pursuant to similar exemptions under applicable state securities laws). Moreover, the Underwriting Agreement provides that the Underwriters will offer and sell the Offered Shares outside the United States to non-U.S. Persons only in accordance with Rule 903 of Regulation S. The HD Shares that are offered or sold in the United States will be “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act and will be subject to restrictions to the effect that such securities have not been registered under the U.S. Securities Act or any applicable state securities laws and may only be offered, sold, pledged or otherwise transferred pursuant to certain exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws.

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Offered Shares in the United States. In addition, until 40 days after the commencement of the Offering, an offer or sale of the Offered Shares within the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with an exemption from registration under the U.S. Securities Act and similar exemptions under applicable state securities laws.

### **Flow-Through Shares**

Subscriptions for the Flow-Through Shares will be made pursuant to one or more subscription and renunciation agreements (collectively, the "**Flow-Through Share Subscription Agreements**") to be made between the Corporation and the purchasers, but executed by one or more of the Underwriters or one or more sub-agents of an Underwriter, as agent for, on behalf of and in the name of all purchasers of the Flow-Through Shares. The execution and delivery of a Flow-Through Share Subscription Agreement by the Underwriters or a sub-agent of an Underwriter, as agent on behalf of the purchaser, will bind such purchaser to the terms thereof as if such purchaser had executed the Flow-Through Share Subscription Agreement personally. Each purchaser who places an order to purchase Flow-Through Shares with an Underwriter or any sub-agent of an Underwriter will be deemed to have authorized any of such Underwriters or such sub-agents to execute and deliver, on the purchaser's behalf, the Flow-Through Share Subscription Agreement. The Underwriters acknowledge that they will have the authority to bind a purchaser to the Flow-Through Share Subscription Agreement upon receipt of an order to purchase Flow-Through Shares from the said purchaser.

## **DESCRIPTION OF SECURITIES BEING DISTRIBUTED**

As at the date hereof, the Corporation has 117,442,720 Common Shares issued and outstanding. The Corporation also has 3,473,592 Common Share purchase warrants (including 647,952 November 2021 Compensation Options), and 5,360,915 stock options issued and outstanding, each exercisable for one Common Share (subject to adjustments).

### **Common Shares**

The Corporation is authorized to issue an unlimited number of Common Shares with no par value. Holders of Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation and each Common Share confers the right to one vote in person or by proxy at all such meetings. Holders of Common Shares, subject to the prior rights, if any, of any other class of shares of the Corporation, are entitled to receive such dividends in any financial year as the Board of Directors of the Corporation may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Corporation, the remaining property and assets of the Corporation. Holders of Common Shares have no pre-emptive rights, no conversion rights or rights of redemption provisions applicable to the Common Shares.

### **Flow-Through Shares – Renunciation of CEE**

The Flow-Through Shares will be issued as “flow-through shares” as that term is defined under subsection 66(15) of the Tax Act and, except as a consequence of any agreement, arrangement or undertaking in respect of the Flow-Through Shares at the time of the issuance of the Flow-Through Shares to which the Corporation is not a party and of which it has no knowledge, should not be “prescribed shares” as defined in the regulations to the Tax Act. Pursuant to the Flow-Through Share Subscription Agreements, the Corporation will incur (or be deemed to incur) sufficient CEE, on or before December 31, 2023 so as to enable the Corporation to renounce, on or before December 31, 2022, in favour of the subscribers of Flow-Through Shares, an amount equal to the aggregate gross subscription price paid for the Flow-Through Shares (the “**Commitment**”).

**Amount**”). There is no guarantee that an amount equal to the Commitment Amount will be expended by the Corporation as indicated.

If the Corporation fails to renounce an amount equal to the entire amount of the Commitment Amount, in accordance with the Flow-Through Share Subscription Agreements, or if there is a reduction in such amount renounced pursuant to the provisions of the Tax Act, the amount of deductions subscribers will be able to claim for income tax purposes will be correspondingly reduced. Under the Flow-Through Share Subscription Agreements, the Corporation agrees to indemnify a subscriber as to, and pay in settlement therefor to the subscriber, an amount equal to the amount of any tax payable under the Tax Act (and under any corresponding provincial legislation) by the subscriber as a consequence of such failure or reduction. See “*Certain Canadian Federal Income Tax Considerations*”. The Flow-Through Share Subscription Agreements will contain additional representations, warranties, covenants and agreements by the Corporation in favour of the subscriber of Flow-Through Shares which are consistent with and supplement the Corporation’s obligations as described in this Prospectus.

The Flow-Through Share Subscription Agreements will also provide representations, warranties and agreements of the subscriber, and by its purchase of Flow-Through Shares, each subscriber of Flow-Through Shares offered hereunder will be deemed to have represented, warranted and agreed, for the benefit of the Corporation and the Underwriters that: (i) the subscriber, and any beneficial purchaser for whom it is acting deals, and until December 31, 2023 will continue to deal, at arm’s length with the Corporation for the purposes of the Tax Act; (ii) the subscriber, if an individual, is of the full age of majority and otherwise is legally competent to enter into the Flow-Through Share Subscription Agreements; (iii) other than as provided herein and in the Flow-Through Share Subscription Agreements, the subscriber waives any right that it may have to any potential incentive grants, credits and similar or like payments or benefits which accrue as a result of the operations relating to CEE and acknowledges that all such grants, credits, payments or benefits accrue to the benefit of the Corporation; (iv) the subscriber has not entered into and will not knowingly enter into any agreement or arrangement to which the Corporation is not a party and of which it has no knowledge which will cause the Flow-Through Shares to become “prescribed shares” within the meaning of section 6202.1 of the regulations to the Tax Act; and (v) the subscriber has received and reviewed a copy of this Prospectus.

Notwithstanding the foregoing, the Corporation may enter into one or more subscription and renunciation agreements for Flow-Through Shares on such other terms as may be agreed to by the Corporation and the applicable subscriber.

### **Participation and Nomination Rights**

On December 20, 2019, Alamos Gold Inc. (“**Alamos**”) and the Corporation entered into an investor rights agreement (the “**IRA**”) pursuant to which Alamos, provided that it owns at least a 10% interest in the Corporation, was granted certain investor rights including, but not limited to, the right to participate in future equity financings of the Corporation to maintain its *pro rata* ownership prior to such equity financings. Alamos currently holds approximately 19.34% of the issued and outstanding Common Shares as at the date hereof and has indicated to the Corporation that it intends to purchase Offered Shares under the Offering to maintain its *pro rata* interest in the Corporation.

Additionally, pursuant to the IRA, Alamos holds the right to nominate one member for election to the Board of Directors of the Corporation. Alamos exercised this right and Nils F. Engelstad currently serves on the Board of Directors as the nominee of Alamos.

### **CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS**

In the opinion of Cassels Brock & Blackwell LLP, counsel to the Corporation, and McCarthy Tétrault LLP, counsel to the Underwriters the following is a summary of the principal Canadian federal income tax considerations as of the date of this Prospectus that generally apply to initial purchasers of Flow-Through Shares and/or HD Shares pursuant to the Offering and who, at all relevant times for purposes of the Tax Act, acquire and hold their Flow-Through Shares and/or HD Shares as capital property, deal at arm’s length with the Corporation and the Underwriters and are not affiliated with the Corporation or the Underwriters (a “**Holder**”). For purposes of this summary, references to Common Shares shall include the HD Shares and the Flow-Through Shares.

Common Shares will generally be considered capital property to a Holder unless either the Holder holds or uses or is deemed to hold or use such securities in the course of carrying on a business of trading or dealing in securities or the Holder has acquired or has been deemed to acquire such securities in a transaction or transactions considered to be an adventure or concern in the nature of trade.

This summary is not applicable to a Holder (i) that is a “financial institution” as defined in the Tax Act for the purpose of the “mark-to-market” provisions of the Tax Act, (ii) that is a “specified financial institution” for purposes of the Tax Act, (iii) an interest in which constitutes a “tax shelter investment” within the meaning of the Tax Act, (iv) that has made a “functional currency” election under the Tax Act to determine its Canadian tax results in a currency other than the Canadian currency; (v) that has entered or will enter into a “derivative forward agreement” or a “synthetic disposition agreement” (as defined in the Tax Act) in respect of Common Shares; (vi) that receives dividends on Common Shares under or as part of a “dividend rental arrangement” (as defined in the Tax Act), or (vi) that is exempt from tax under Part I of the Tax Act. Such Holders should consult their own tax advisors.

Additional considerations, not discussed herein, may apply to a Holder that is a corporation resident in Canada, and is or becomes (or does not deal at arm's length for purposes of the Tax Act with a corporation resident in Canada that is or becomes), as part of a transaction or event or series of transactions or events that includes the acquisition of the Offered Shares, controlled by a non-resident person or a group of persons comprised of any combination of non-resident corporations, non-resident individuals or non-resident trusts that do not deal with each other at arm's length for purposes of the “foreign affiliate dumping” rules in section 212.3 of the Tax Act. Such Holders should consult their own tax advisors with respect to the consequences of purchasing the Offered Shares pursuant to the offering.

This summary is based on the current provisions of the Tax Act and its regulations in force as at the date hereof taking into account all published proposals for the amendment thereof to the date hereof (the “**Proposed Amendments**”) and upon counsel’s understanding of the current administrative policies and assessing practices of the Canada Revenue Agency (the “**CRA**”) that are publicly available and published in writing prior to the date hereof. This summary assumes that the Proposed Amendments will be enacted in the form proposed and does not otherwise take into account or anticipate any change in law or administrative practice, nor does it take into account provincial or territorial tax laws of Canada or tax laws of any foreign country, which may differ from those discussed herein. No assurances can be given that the Proposed Amendments will be enacted as proposed or at all or that legislative, judicial or administrative changes will not modify or change the statements expressed herein.

**This summary is of a general nature only and is not, and is not intended to be, legal or tax advice to any particular purchaser of Offered Shares. This summary is not exhaustive of all Canadian federal income tax considerations. Accordingly, prospective purchasers of Offered Securities should consult their own tax advisors having regard to their own particular circumstances.**

### **Holders Resident in Canada**

The following section of this summary generally applies to a Holder who, for purposes of the Tax Act, is or is deemed to be resident in Canada at all relevant times (a “**Resident Holder**”). Certain Resident Holders whose HD Shares might not otherwise qualify as capital property may, in certain circumstances, be entitled to make an irrevocable election pursuant to subsection 39(4) of the Tax Act to have the HD Shares, and every other “Canadian security” (as defined by the Tax Act) held by such Resident Holder in the taxation year of the election and in all subsequent taxation years, deemed to be capital property. This election does not apply to Flow-Through Shares. Resident Holders should consult their own tax advisors for advice as to whether an election under subsection 39(4) of the Tax Act is available or advisable in respect of HD Shares in their particular circumstances.

### *Dividends*

A Resident Holder will be required to include in computing its income for a taxation year any taxable dividends received or deemed to be received on the Common Shares during such taxation year. In the case of a Resident Holder that is an individual (other than certain trusts), such dividends will be subject to the gross-up and dividend tax credit rules applicable to taxable dividends received from “taxable Canadian corporations” (as defined in the Tax Act). Taxable dividends received from a taxable Canadian corporation which are designated by such corporation as “eligible dividends” will be subject to an enhanced gross-up and dividend tax credit regime in accordance with the rules in the Tax Act. There may be limitations on the ability of the Corporation to designate dividends as eligible dividends.

In the case of a Resident Holder that is a corporation, the amount of any such taxable dividends that is included in its income for a taxation year will generally be deductible in computing its taxable income for that taxation year. In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received or deemed to be received by a Resident Holder that is a corporation as proceeds of disposition or a capital gain. Resident Holders that are corporations should consult their own tax advisors having regard to their own circumstances.

A Resident Holder that is a “private corporation” or a “subject corporation”, as defined in the Tax Act, may be liable to pay a tax under Part IV of the Tax Act (which may be refundable, subject to the detailed rules in the Tax Act) on dividends received or deemed to be received on the Common Shares to the extent such dividends are deductible in computing the Resident Holder’s taxable income for the taxation year.

#### *Dispositions of Common Shares*

A Resident Holder who disposes of or is deemed to have disposed of a Common Share (other than on a disposition to the Corporation that is not a sale in the open market in the manner in which shares would normally be purchased by any member of the public in an open market) in the taxation year of the disposition equal to the amount by which the proceeds of disposition, net of any reasonable costs of disposition, are greater (or are less) than the adjusted cost base to the Resident Holder of the Common Share, immediately before the disposition or deemed disposition. The tax treatment of capital gains and capital losses is discussed in greater detail below under the subheading “*Capital Gains and Capital Losses*”.

Generally, the tax cost of a HD Share acquired pursuant to the Offering will be the amount paid to acquire such share and reasonable costs associated with the acquisition. **Flow-Through Shares acquired pursuant to the Offering will be deemed to have a tax cost of nil, regardless of the subscription price paid.**

The adjusted cost base to a purchaser of a HD Share or Flow-Through Share will generally be the average tax cost of all Common Shares held by such purchaser as capital property at a particular time. Any tax consequences arising from a subsequent disposition of a HD Share or Flow-Through Share will be measured by reference to the adjusted cost base of the HD Share or Flow-Through Share based on this averaging rule.

A Resident Holder who disposes of Flow-Through Shares will retain the entitlement to the renunciation of CEE from the Corporation as discussed below under the subheading “*Flow-Through Shares– Canadian Exploration Expense*” as well as the ability to deduct any CCEE (as defined below) not previously deducted, and a subsequent purchaser of such shares will not be entitled to any renunciations of CEE.

#### *Capital Gains and Capital Losses*

A Resident Holder will generally be required to include in computing its income for the taxation year, one-half of the amount of any capital gain (a “**taxable capital gain**”) realized in such year. Subject to and in accordance with the provisions of the Tax Act, a Resident Holder will be required to deduct one-half of the amount of any capital loss (an “**allowable capital loss**”) against taxable capital gains realized in the taxation year of disposition. Any unused allowable capital losses may be applied to reduce net taxable capital gains realized in any of the three prior taxation years or in any subsequent taxation year in the circumstances and to the extent specified in the Tax Act.

The amount of any capital loss realized on the disposition or deemed disposition of a Common Share by a Resident Holder that is a corporation may, in certain circumstances, be reduced by the amount of dividends received or deemed to have been received by it on such shares or on shares substituted therefor to the extent and under the circumstances specified in the Tax Act. Similar rules may apply where shares are held in a partnership or trust of which a corporation, partnership or trust is a member or beneficiary, as applicable. Resident Holders to whom these rules may be relevant should consult their own tax advisors.

A Resident Holder that is throughout the relevant taxation year a “Canadian-controlled private corporation” (as defined in the Tax Act) or a “substantive CCPC” (as proposed to be defined in the Tax Act in the draft legislation released by the Minister of Finance (Canada) on August 9, 2022) may be liable to pay an additional tax (refundable under certain circumstances) on its “aggregate investment income” (as defined in the Tax Act) for the year, which will include amounts in respect of taxable capital gains realized in respect of the Common Shares.

#### *Minimum Tax*

A Resident Holder that is an individual or trust (other than certain specified trusts) that receives or is deemed to have received taxable dividends on the Common Shares or realizes a capital gain on the disposition or deemed disposition of Common Shares may be liable for an alternative minimum tax under the Tax Act. Such Resident Holders should consult their own tax advisors in this regard. Purchasers of Flow-Through Shares are also referred to the discussion below under the subheading “*Flow-Through Shares – Minimum Tax*”

## Flow-Through Shares

This portion of the summary applies to a Resident Holder who acquires Flow-Through Shares pursuant to the Offering. This portion does not apply to a Resident Holder (i) that is a “principal-business corporation” within the meaning of the Tax Act; (ii) whose business includes trading or dealing in rights, licenses or privileges to explore for, drill for or take minerals, petroleum, natural gas or other related hydrocarbons; (iii) that is a partnership or a trust; or (iv) that is an Underwriter, their affiliates or their directors, officers, employees, shareholders or agents.

This portion of the summary assumes that (i) the Corporation will incur CEE in an amount not less than the Commitment Amount, (ii) CEE in an amount equal to the Commitment Amount will be renounced to purchasers of Flow-Through Shares hereunder with an effective date of no later than December 31, 2022, (iii) such CEE will be incurred during a period (the “**Expenditure Period**”) commencing on the Closing Date and ending on the earlier of (A) the date on which the Commitment Amount has been fully incurred in accordance with the terms of the relevant subscription agreements and (B) December 31, 2023, and (iv) all expenses discussed herein will be reasonable in amount. This summary also assumes that the Corporation will make all filings in respect of the issuance of the Flow-Through Shares and the renunciation of CEE in the manner and within the time required by the Tax Act and that all renunciations will be validly made. In addition, while the Corporation will furnish each purchaser of Flow-Through Shares hereunder with information with respect to renounced CEE for purposes of filing income tax returns, the preparation and filing of returns will remain the responsibility of each purchaser. This summary is based upon the representation of the Corporation that it will be a “principal-business corporation” at all material times and that the Flow-Through Shares when issued, will be “flow-through shares” and will not be “prescribed shares” all within the meaning of the Tax Act and its regulations. If any of the above assumptions are incorrect, the Corporation may be unable to renounce some or all of the CEE which it has agreed to renounce hereunder.

The Canadian federal income tax consequences to a particular purchaser of Flow-Through Shares will vary according to a number of factors, including the particular province in which the purchaser resides, carries on business or has a permanent establishment, the legal characterization of the purchaser as an individual or a corporation, the amount that would be the purchaser’s taxable income but for the investment in the Flow-Through Shares and the manner in which the proceeds from the issuance of the Flow-Through Shares are expended.

### *Canadian Exploration Expense*

The Corporation will be entitled to renounce to a purchaser of Flow-Through Shares hereunder certain CEE incurred by the Corporation during the Expenditure Period in an amount equal to the Commitment Amount as permitted by and in accordance with the Tax Act. The CEE will be renounced to the initial purchaser with an effective date on or before December 31, 2022. Such CEE that is properly renounced to a purchaser will be deemed to have been incurred by that purchaser on the effective date of the renunciation and will be added to such purchaser’s “cumulative Canadian exploration expense” (as defined in the Tax Act) (“CCEE”) account.

The Tax Act contains a one year “look-back” rule which, if certain conditions are satisfied, entitles the Corporation to renounce certain CEE incurred by it in 2023 to purchasers effective on December 31, 2022. In other words, the purchasers are deemed to have incurred the CEE on December 31, 2022 even though the Corporation will not incur the CEE until 2023. For this rule to apply in respect of Flow-Through Shares, the purchaser must have paid the consideration in money for such Flow-Through Shares, the purchaser and the Corporation must deal with each other at arm’s length (for the purposes of the Tax Act) throughout 2023, and the relevant subscription agreement in respect of Flow-Through Shares must have been entered into, on or prior to December 31, 2022. In the event that the Corporation does not incur the amounts renounced under the one year “look-back” rule by the end of 2023, the Corporation will be required to reduce the amount of CEE renounced to the purchasers and the purchasers’ income tax returns for the years in which the CEE was claimed will be reassessed accordingly. A purchaser will not be subject to any penalties for any such reassessment if it has filed its applicable tax return in a timely manner and will not be subject to any interest charges for any additional taxes payable if such taxes are paid by the purchaser on or prior to April 30, 2024.

A purchaser may deduct in computing such purchaser’s income from all sources for a taxation year an amount not exceeding 100% of the balance of such purchaser’s CCEE account at the end of that taxation year. Deductions claimed by a purchaser reduce the purchaser’s CCEE account. To the extent that a purchaser does not deduct the balance of such purchaser’s CCEE account at the end of the taxation year, the balance may be carried forward and deducted in subsequent taxation years in accordance with the provisions of the Tax Act. The right to deduct CCEE accrues to the initial purchaser of Flow-Through Shares and is not transferable.

A purchaser of Flow-Through Shares who is an individual (other than a trust) will be entitled to a non-refundable investment tax credit equal to 15 percent of a “flow-through mining expenditure” renounced to the purchaser. A “flow-through mining expenditure” is defined in subsection 127(9) of the Tax Act to include certain CEE incurred in conducting certain mining exploration activity from or above the surface of the earth for the purpose of determining the existence, location, extent or quality of a mineral resource described in paragraph (a) or (d) of the definition of “mineral resource” as defined in the Tax Act. The investment tax credit may be deducted in accordance with detailed rules in the Tax Act against tax payable under the Tax Act in the taxation year in which the flow-through mining expenditure is incurred, or carried back three years and forward twenty years. The Corporation has agreed to incur and renounce CEE that will qualify for this investment tax credit.

The purchaser’s CCEE account at any time in a taxation year will be reduced by an amount equal to any investment tax credit claimed for a previous taxation year. If the reduction in the purchaser’s CCEE account causes the CCEE account to become negative, the amount of the negative balance will be included in the purchaser’s income and the purchaser’s CCEE will thereupon have a nil balance.

Certain restrictions apply in respect of the deduction of CCEE following an acquisition of control and on certain reorganizations of a corporate purchaser. Corporate purchasers should consult their own independent tax advisors for advice with respect to the potential application of these rules to them having regard to their own particular circumstances.

If a purchaser acquires Flow-Through Shares through a Registered Plan or DPSP (as defined above under the heading “Eligibility for Investment”), the CEE renounced in respect of the Flow-Through Shares will not be available as a deduction or credit against the income of the annuitant, holder or beneficiary of such plan and the associated tax benefits will be lost.

#### *Cumulative Net Investment Loss*

One-half of the amount of the CEE renounced to and deducted by a subscriber of Flow-Through Shares will be added to the subscriber’s cumulative net investment loss (“**CNIL**”) account, as defined in the Tax Act. A subscriber’s CNIL account may impact a subscriber’s ability to access the lifetime capital gains exemption available on the disposition of certain qualified small business corporation shares and qualified farm or fishing property.

#### *Minimum Tax*

Under the Tax Act, an alternative minimum tax is payable by an individual (other than certain trusts) equal to the amount by which the alternative minimum tax exceeds the tax otherwise payable. In calculating adjusted taxable income for the purpose of determining minimum tax, certain deductions and credits otherwise available, such as the deduction for CEE not used to reduce resource income, are disallowed and certain amounts not otherwise taxable are included in income, such as 80% of net capital gains. The Tax Act limits the deduction of CEE and certain carrying charges incurred in respect of a “flow-through share” in computing adjusted taxable income for minimum tax purposes. In computing adjusted taxable income for minimum tax purposes, a \$40,000 exemption is provided. The federal rate of minimum tax is 15%. Whether and to what extent the tax liability of a particular subscriber Flow-Through Shares will be increased by the minimum tax will depend upon the amount of such subscriber’s income, the sources from which it is derived and the nature and amounts of any deductions that such subscriber claims. Any additional tax payable for a year from the application of the minimum tax provisions is recoverable in subsequent years to the extent that tax otherwise determined exceeds the minimum tax for any of the following seven taxation years. Subscribers for Flow-Through Shares should consult their own independent tax advisors with respect to the potential alternative minimum tax consequences to them having regard to their own particular tax circumstances.

#### **Holders Not Resident in Canada**

This portion of the summary generally applies to a Holder who, at all relevant times, for purposes of the Tax Act: (i) is not, and is not deemed to be, resident in Canada; and (ii) does not use or hold and is not deemed to use or hold the Common Shares in connection with carrying on a business (including an adventure or concern in the nature of trade) in Canada (“**Non-Resident Holder**”). This portion of the summary does not apply to a Holder that carries on, or is deemed to carry on, an insurance business in Canada and elsewhere or that is an “authorized foreign bank” (as defined in the Tax Act). Such Holders should consult their own tax advisors. Finally, this part of the summary assumes that a Non-Resident Holder will not acquire Flow-Through Shares.

### *Dividends*

Dividends paid or credited or deemed under the Tax Act to be paid or credited by the Corporation to a Non-Resident Holder on the Common Shares will generally be subject to Canadian withholding tax at the rate of 25% on the gross amount of such dividend, unless such rate is reduced by the terms of an applicable tax treaty or convention to which the Non-Resident Holder is entitled to the benefits of, between Canada and the country in which the Non-Resident Holder is resident. Under the *Canada-United States Tax Convention (1980)*, as amended (the “**Treaty**”), the rate of withholding tax on dividends paid or credited to a Non-Resident Holder who is resident in the U.S. for purposes of the Treaty, is fully entitled to benefits under the Treaty and is a beneficial owner of the dividend (a “**U.S. Holder**”) is generally limited to 15% of the gross amount of the dividend (or 5% in the case of a U.S. Holder that is a company beneficially owning at least 10% of the Corporation’s voting shares).

### *Dispositions of Common Shares*

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized on a disposition or deemed disposition of a Common Share, nor will capital losses arising therefrom be recognized under the Tax Act, unless the Common Share is, or is deemed to be, “taxable Canadian property” of the Non-Resident Holder for the purposes of the Tax Act and the Non-Resident Holder is not entitled to an exemption pursuant to the terms of an applicable tax treaty or convention, which the Non-Resident Holder is entitled to the benefits of, between Canada and the country in which the Holder is resident.

Provided that the Common Shares are listed on a “designated stock exchange” for purposes of the Tax Act (which currently includes the TSXV) at the time of disposition, the Common Shares will generally not constitute taxable Canadian property of a Non-Resident Holder at that time, unless at any time during the 60 month period immediately preceding the disposition, (i) at least 25% of the issued shares of any class or series of the capital stock of the Corporation were owned by or belonged to any combination of (a) the Non-Resident Holder, (b) persons with whom the Non-Resident Holder did not deal at arm’s length, and (c) partnerships in which the Non-Resident Holder or a person described in (b) held a membership interest directly or indirectly through one or more partnerships; and (ii) at such time, more than 50% of the fair market value of such shares was derived, directly or indirectly, from any combination of real or immovable property situated in Canada, “Canadian resource property” (as defined in the Tax Act), “timber resource property” (as defined in the Tax Act), or options in respect of, interests in, or for civil law rights in such properties, whether or not such property exists. Notwithstanding the foregoing, the Common Shares may also be deemed to be taxable Canadian property to a Non-Resident Holder for purposes of the Tax Act in certain circumstances. Non-Resident Holders should consult their own tax advisors as to whether their Common Shares constitute “taxable Canadian property” in their own particular circumstances.

In cases where a Non-Resident Holder disposes (or is deemed to have disposed) of a Common Share that is taxable Canadian property to that Non-Resident Holder and the Non-Resident Holder is not entitled to an exemption under an applicable income tax convention, the consequences described above under the headings “*Holders Resident in Canada - Dispositions of Common Shares*” and “*- Capital Gains and Capital Losses*” will generally be applicable to such disposition. Such Non-Resident Holders should consult their own tax advisors.

### **PRIOR SALES**

Other than as described below, during the 12 month period before the date of this Prospectus, the Corporation has not issued any other Common Shares or securities that are convertible or exchangeable into Common Shares.

Date of Issuance	Number of Securities	Exercise price	Securities Issued	Expiry date
October 1, 2021	100,000	\$0.61	Stock Options	October 1, 2026
November 18, 2021	12,923,700	\$0.65	Common Shares <sup>(1)</sup>	N/A
November 18, 2021	647,952	\$0.50	November 2021 Compensation Options <sup>(1)</sup>	November 18, 2023
December 15, 2021	150,000	\$0.52	Stock Options	December 15, 2026
November 1 to December 31, 2021	8,599,623	\$0.50	Common Shares <sup>(2)</sup>	N/A
January 25, 2022	1,869,000	\$0.47	Stock Options	January 25, 2027
April 13, 2022	175,000	\$0.45	Stock Options	April 13, 2027

**Notes:**

- (1) Issued in connection with the November 2021 Offering. The November 2021 Compensation Options are exercisable into Common Shares at a price of \$0.50 per Common Share until November 18, 2023.
- (2) Issued in connection with the exercise of Common Share purchase warrants.

**TRADING PRICE AND VOLUME**

The Common Shares are listed and posted for trading on the TSXV under the symbol "RPX". The following table sets forth the reported high and low prices (including intra-day prices) and the total volume of trading of the Common Shares on the TSXV for the periods indicated below.

Month	High (\$)	Low (\$)	Volume
September 2021	0.640	0.500	3,372,834
October 2021	0.620	0.490	2,346,498
November 2021	0.630	0.455	6,722,205
December 2021	0.630	0.465	1,466,901
January 2022	0.620	0.420	2,208,752
February 2022	0.480	0.425	1,908,721
March 2022	0.470	0.410	1,598,966
April 2022	0.500	0.405	5,038,892
May 2022	0.440	0.315	1,218,397
June 2022	0.440	0.250	1,735,044
July 2022	0.340	0.230	1,430,819
August 2022	0.310	0.210	1,653,121
September 1 – 21, 2022	0.340	0.210	1,493,387

On September 21, 2022, the last complete trading day prior to the filing of this Prospectus, the closing price of the Common Shares on the TSXV was \$0.23.

**RISK FACTORS**

**An investment in the Common Shares, as well as the Corporation's prospects, are speculative due to the risky nature of its business and the present stage of its development. Investors may lose their entire investment.**

Investors should carefully consider the risk factors described below and under the heading "*Risk Factors*" in the AIF. The risks described below, in the AIF are not the only ones facing the Corporation. Additional risks not currently known to the Corporation, or that the Corporation currently deems immaterial, may also impair the Corporation's operations. There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the risks described below or other unforeseen risks. If any of the risks described below, in the AIF actually occur, the Corporation's business, financial condition and operating results could be adversely affected. Investors should carefully consider the risks below, in the AIF and the other information elsewhere in this Prospectus and consult with their professional advisors to assess any investment in the Corporation.

## **Loss of Entire Investment**

There is no guarantee that an investment in the Common Shares, including the Offered Shares, will earn any positive return in the short term or long term. An investment in the Common Shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the Common Shares is appropriate only for investors who have the capacity to absorb a loss of their entire investment.

## **Broad Discretion for Use of Proceeds**

The Corporation intends to use the net proceeds from the Offering to achieve its stated business objective as set forth under "*Use of Proceeds*". The Corporation maintains discretion to spend the proceeds in ways that it deems most efficient. The application of the proceeds to various items may not necessarily enhance the value of the Common Shares. The failure to apply the net proceeds as set forth under "*Use of Proceeds*", or the failure of the Corporation to achieve its stated business objectives set forth in such section, could adversely affect the Corporation's business and, consequently, could adversely affect the price of the Common Shares on the open market.

## **Market Price of Common Shares**

There can be no assurance that an active market for the Common Shares, including the Offered Shares, will be sustained after the Offering. Securities markets have a high level of price and volume volatility, and the market price of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Common Shares will be subject to market trends generally and the value of the Common Shares on the TSXV may be affected by such volatility in response to numerous factors. Factors unrelated to the financial performance or prospects of the Corporation include macroeconomic developments, and market perceptions of the attractiveness of particular industries. There can be no assurance that continued fluctuations in commodity prices will not occur. As a result of any of these factors, the market price of the securities of the Corporation at any given point in time may not accurately reflect the long term value of the Corporation. In addition, the market price of the Common Shares is also likely to be significantly affected by changes, from time to time, in the Corporation's operating results, financial condition, acquisition opportunities, liquidity and other internal factors.

## **Dilution**

Additional financing needed to continue funding the development and operation of the properties of the Corporation may require the issuance of additional securities of the Corporation. The issuance of additional securities and the exercise of Common Share purchase warrants, stock options and other convertible securities will result in dilution of the equity interests of any persons who are or may become holders of Common Shares, and may have a negative impact on the market price of the Common Shares, including the Offered Shares.

## **Uncertainty of Additional Funding**

The Corporation's activities do have scope for flexibility in terms of the amount and timing of expenditure, and expenditures may be adjusted accordingly. Further operations will require additional capital and will depend on the Corporation's ability to obtain financing through equity, or other means. Following the completion of the Offering, along with cash on hand, the Corporation believes that it has sufficient funds to conduct the operations of the Corporation; however there may be factors that result in the Corporation's need to raise additional funds. The Corporation's ability to meet its obligations and maintain operations is contingent upon successful completion of additional financing arrangements. There is no assurance that the Corporation will be successful in obtaining the required financing in the future or that such financing will be available on terms acceptable to the Corporation.

## **Canadian Tax Treatment of Flow-Through Shares**

The tax treatment applicable to mining activities and flow-through shares constitutes a major factor when considering an investment in Flow-Through Shares. Investors are cautioned that the taxation laws and regulations and the current administrative practices of both the federal and provincial tax authorities may be amended or construed in such a way that the tax considerations for a purchaser holding Flow-Through Shares will be altered and, moreover, there may be differences of opinion between the federal and provincial tax authorities with respect to the tax treatment of the Flow-Through Shares,

the status of such Flow-Through Shares and the activities contemplated by the Corporation's development programs. See "*Flow-Through Shares – Renunciation of CEE*" and "*Certain Canadian Federal Income Tax Considerations*" above.

The Flow-Through Shares are designed for investors whose income is subject to high marginal tax rates. The right to deduct CEE accrues to the initial purchaser of the Flow-Through Shares and is not transferable. No guarantee can be given that Canadian tax laws will not be amended, that the amendments announced with respect to such laws will be adopted or that the current administrative practices of the tax authorities will not be modified. In addition, there is no guarantee that the CEE incurred (or deemed to be incurred) by the Corporation or the expected tax deductions will be accepted by the Canada Revenue Agency. Consequently, the tax considerations for purchasers acquiring, holding or selling Flow-Through Shares may be fundamentally altered. See "*Flow-Through Shares – Renunciation of CEE*" and "*Certain Canadian Federal Income Tax Considerations*" above.

There is no guarantee that an amount equal to the Commitment Amount will be expended on or prior to December 31, 2023 as CEE resulting in the deductions described under "*Flow-Through Shares – Renunciation of CEE*" and "*Certain Canadian Federal Income Tax Considerations*" above. If the Corporation does not renounce to the purchaser, effective on or before December 31, 2022, CEE in an amount equal to the Commitment Amount, or if there is a reduction in such amount renounced pursuant to the provisions of the Tax Act, the Corporation shall indemnify the purchaser for an amount equal to the amount of any tax payable or that may become payable under the Tax Act (and under any corresponding provincial legislation) by the purchaser (or if the purchaser is a partnership, the partners thereof) as a consequence of such failure or reduction; however, there is no guarantee that the Corporation will have the financial resources required to satisfy such indemnity.

### **Negative Cash Flows**

During the fiscal year ended July 31, 2021 and the nine-month period ended April 30, 2022, the Corporation had negative cash flow from operating activities. The Corporation anticipates it will continue to have negative cash flow from operating activities in future periods until profitable commercial production is achieved at the Wawa Gold Project, if at all. As a result, the Corporation may need to allocate a portion of its existing working capital or a portion of the proceeds of the Offering to fund any such negative cash flow from operating activities in future periods.

### **AUDITORS, TRANSFER AGENT AND REGISTRAR**

MNP LLP are the auditors of the Corporation and: (i) audited the Corporation's financial statements for the year ended July 31, 2021, being the Annual Financial Statements; and (ii) reviewed the Corporation's financial statements for the interim period ended April 30, 2022, being the Interim Financial Statements. MNP LLP has advised the Corporation that they are independent of the Corporation within the meaning of the Rules of Professional Conduct of Chartered Professional Accountants of Ontario.

The transfer agent and registrar for the Common Shares is TSX Trust Company, which is located at 301 – 100 Adelaide Street West, Toronto, Ontario.

### **LEGAL MATTERS**

Certain legal matters relating to the Offering and this Prospectus will be passed upon by Cassels Brock & Blackwell LLP, on behalf of the Corporation, and McCarthy Tétrault LLP, on behalf of the Underwriters.

### **INTERESTS OF EXPERTS**

The Updated Technical Report was prepared by Golder in accordance with NI 43-101 and is incorporated by reference into the AIF. The QPs involved in the creation of the Updated Technical Report are Mr. Brian Thomas, P.Geo., Ms. Jennifer Simper, P.Geo. and Mr. Steve Haggarty, P.Eng., all of whom are independent QPs as defined under NI 43-101. Mr. Thomas and Ms. Simper are employees of Golder and Mr. Haggarty is an employee of Haggarty. The Updated Technical Report is available under the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com), and from the Corporation's website.

Quentin Yarie, P.Geo, the Corporation's President and Chief Executive Officer is the "qualified person", as defined by NI 43-101, who has reviewed and approved the technical information disclosed in this Prospectus and the documents incorporated by reference herein (other than the technical information derived from the Updated Technical Report).

To the knowledge of the Corporation, the persons or firms named above beneficially own, directly and indirectly, either none or less than one percent of the outstanding Common Shares of the Corporation. None of the aforementioned persons or firms, nor any directors, officers or employees of such firms, are currently, or are expected to be elected, appointed or employed as, a director, officer or employee of the Corporation or of any associate or affiliate of the Corporation, other than Quentin Yarie, President and Chief Executive Officer of the Corporation.

#### **LEGAL PROCEEDINGS**

There are no legal proceedings that the Corporation is or was party to, or that any of its property is or was subject of, during the last completed financial year, nor are there any such legal proceedings known to the Corporation to be contemplated that involve a claim for damages, exclusive of interest and costs, exceeding 10% of the current assets of the Corporation.

#### **PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION**

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces of Canada, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

## CERTIFICATE OF THE CORPORATION

Date: September 22, 2022

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada, except Québec.

By:                   “*Quentin Yarie*”                    
**Quentin Yarie**  
President and Chief Executive  
Officer

By:                   “*Jim O’Neill*”                    
**Jim O’Neill**  
Chief Financial Officer

On Behalf of the Board of Directors:

By:                   “*Paul Martin*”                    
**Paul Martin**  
Director

By:                   “*Rachel Goldman*”                    
**Rachel Goldman**  
Director

**CERTIFICATE OF THE UNDERWRITERS**

Date: September 22, 2022

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada, except Québec.

**HAYWOOD SECURITIES INC.**

By:                   “Ryan Matthiesen”                    
Ryan Matthiesen  
Managing Director, Investment  
Banking

**CANACCORD GENUITY CORP.**

By:                   “Earle McMaster”                    
Earle McMaster  
Managing Director, Investment Banking

**LAURENTIAN BANK SECURITIES  
INC.**

By:                   “Joseph Gallucci”                    
Joseph Gallucci  
Managing Director, Head of  
Investment Banking