

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION  
(the “Offering Document”)



NORTHISLE COPPER AND GOLD INC.  
(the “Company” or “NorthIsle”)

SUMMARY OF OFFERING

New Issue

July 16, 2025

What are we offering?

Offered Securities:

Up to 9,338,000 flow-through common shares (the “CFT Shares”) and up to 9,525,000 common shares of the Company (the “Non-FT Shares”, and together with the CFT Shares, the “Offered Shares”) for aggregate gross proceeds of up to \$25,002,747 (the “Offering”). The Offering is being conducted on a “best-efforts” private placement basis pursuant to an agency agreement to be entered into by the Company, Paradigm Capital Inc. as lead agent and sole bookrunner, and including a syndicate of agents (collectively, the “Agents”) on the Closing Date (as defined below).

The Company has granted the Agents an option (the “Agents’ Option”) to sell up to \$3,750,412 in additional gross proceeds, split between Non-FT Shares and CFT Shares at the respective issue prices defined below, exercisable not later than 48 hours prior to the Closing Date.

Each CFT Share will be issued as a “flow-through share” (as defined in subsection 66(15) of the *Income Tax Act* (Canada) (the “Tax Act”). The Company will use an amount equal to the gross proceeds received by the Company from the sale of the CFT Shares to incur eligible “Canadian exploration expenses” that qualify as “flow-through critical mineral mining expenditures” as such terms are defined in the Tax Act (the “Qualifying Expenditures”). The Company will incur the Qualifying Expenditures on or before December 31, 2026, and renounce (on a *pro rata* basis) all such expenditures in favour of the subscribers of the CFT Shares with an effective date no later than December 31, 2025 in accordance with the Tax Act.

In the event that the Company is unable to renounce or incur 100% of the Qualifying Expenditures, the Company will indemnify each subscriber of CFT Shares for the additional income taxes payable by such subscriber as a result of the Company’s failure to renounce the Qualifying Expenditures as agreed.

All of the common shares in the capital of the Company (the “**Common Shares**”) rank equally as to voting rights, participation in a distribution of the assets of the Company on a liquidation, dissolution or winding-up of the Company and entitlement to any dividends declared by the Company. The holders of the Common Shares are entitled to receive notice of, and to attend and vote at, all meetings of shareholders (other than meetings at which only holders of another class or series of shares are entitled to vote). Each Common Share carries the right to one vote. In the event of the liquidation, dissolution or winding-up of the Company, or any other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, the holders of the Common Shares will be entitled to receive, on a pro rata basis, all of the assets remaining after the payment by the Company of all of its liabilities. The holders of Common Shares are entitled to receive dividends as and when declared by the board of directors in respect of the Common Shares on a pro rata basis. The Common Shares do not have pre-emptive rights, conversion rights or exchange rights and are not subject to redemption, retraction purchase for cancellation or surrender provisions. There are no sinking or purchase fund provisions, no provisions permitting or restricting the issuance of additional securities or any other material restrictions, and there are no provisions which are capable of requiring a security holder to contribute additional capital.

**Offering Price:** \$1.6065 per CFT Share (the “**CFT Issue Price**”) and \$1.05 per Non-FT Share (the “**Non-FT Issue Price**”).

**Offering Amount:** There is no minimum amount. Up to 9,338,000 CFT Shares and up to 9,525,000 Non-FT Shares, for aggregate gross proceeds of up to \$25,002,747. The Company has granted the Agents the Agents’ Option to sell up to \$3,750,412 in additional gross proceeds, split between Non-FT Shares and CFT Shares at the respective issue prices defined above, exercisable not later than 48 hours prior to the Closing Date.

**Closing Date:** The Offering is expected to close on or about August 8, 2025, or such other date as determined by the Company and the Agents (the “**Closing Date**”).

**Exchange:** The Common Shares are listed on the TSX Venture Exchange (“**TSX-V**”) and the OTCQX® Best Market (“**OTCQX**”) under the trading symbol “**NCX**” and “**NTCPF**”, respectively.

**Last Closing Price:** On July 15, 2025, the last trading day prior to the date of this Offering Document, the closing prices of the Common Shares on the TSX-V and OTCQX was C\$1.17 and US\$0.855, respectively.

*No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this Offering Document. Any representation to the contrary is an offence. This Offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.*

NorthIsle is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 — *Prospectus Exemptions*. In connection with this Offering, the Company represents the following is true:

- **The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing;**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed;**
- **The Company is relying on the exemptions in Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the “Order”) and is qualified to distribute securities in reliance on the exemptions included in the Order;**
- **The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption (the “LIFE Exemption”) and under the Order in the 12 months immediately preceding the date of the news release announcing this Offering, will not exceed \$50,000,000;**
- **The Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution; and**
- **The Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.**

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

This Offering Document contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as “**forward-looking statements**”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “anticipates”, “believes”, “estimates”, “expects” and similar expressions, or the negatives of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might”, or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this Offering Document speak only as of the date of this Offering Document or as of the date specified in such statement. Specifically, this Offering Document includes, but is not limited to, forward-looking statements regarding: the Company’s future business plans, objectives, strategies and goals, and the time, costs and benefits thereof; the amount to be raised under the Offering and Concurrent Financing (as defined below); expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering and the Concurrent Financing; the timing and completion of the Offering, if it is to be completed at all; the expected Closing Date; the completion of the Concurrent Financing, if it is to be completed at all; the exercise of the Agents’ Option; the Company’s ability to obtain all necessary approvals, including the approval of the TSX-V; and the completion of the Company’s business objectives and the timing, costs and benefits thereof.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond NorthIsle's ability to predict or control. These risks, uncertainties and other factors include, but are not limited to: the Company's ability to access investors for the Offering; the timeliness and success of regulatory approvals; mineral resource calculations are only estimates; significant uncertainty exists related to inferred mineral resources; actual capital costs, operating costs and production, and economic returns may differ significantly from those described in the mineral resource estimate; mining operations require geologic, metallurgic, engineering, title, environmental, economic and financial assessment that may be materially incorrect and thus the Company may not be able to produce as expected; the Company does not have any operating revenue; the mineral exploration industry is intensely competitive; additional financing may not be available to the Company when required or, if available, the terms of such financing may not be favourable to the Company; failure to maintain relationships with the communities in which the Company operates and other stakeholders may adversely affect the Company's business; fluctuations in the demand for copper and gold; the Company's exploration activities are dependent upon the grant of appropriate licenses, concessions, leases, permits and regulatory consents, which may be withdrawn or not granted; the Company's operations could be adversely affected by possible future government legislation, policies and controls or by changes in applicable laws and regulations; there is no guarantee that title to the properties in which the Company has a material interest will not be challenged or impugned; public health crises may adversely impact the Company's business; and various other events, conditions or circumstances that could disrupt NorthIsle's priorities, plans, strategies and prospects including those detailed from time to time in the Company's reports and public filings with the Canadian securities administrators, filed on SEDAR+. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements. Actual results and developments are likely to differ, and may differ materially from those expressed or implied by the forward-looking statements contained in the Offering Document. Such statements are based on a number of assumptions about the following: the Company's ability to manage growth effectively; the absence of material adverse changes in the mining industry or the global economy; trends in the mining industry and markets; the Company's ability to maintain good business relationships; the Company's ability to manage and integrate acquisitions; the Company's mineral resource and reserve calculations and the assumptions upon which they are based; the accuracy of any metallurgical testing completed to date; the Company's ability to comply with current and future environmental, safety and other regulatory requirements and to obtain and maintain required regulatory approvals; the Company's expectation that its operations will not be significantly disrupted as a result of political instability, pandemics and communicable diseases, nationalization, terrorism, sabotage, social or political activism, breakdown, natural disasters, governmental or political actions, litigation or arbitration proceedings, equipment or infrastructure failure, labour shortages, transportation disruptions or accidents, or other development or exploration risks; the Company's ability to meet project development timelines; the Company's ability to retain key personnel; the Company's ability to raise sufficient debt or equity financing to support the Company's continued growth; the Company's ability to maintain sufficient working capital to fund its operations; estimates of costs and expenditures to complete the Company's programs and goals; stability of the global financial markets and general economic conditions (including monetary policies and rates of inflation); and availability of equipment.

Forward-looking statements may be affected by known and unknown risks, uncertainties and other factors including without limitation, those referred to in this Offering Document that may cause NorthIsle's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise any forward-looking statements, whether as a result of new information or future events or otherwise, except as may be required by law. If NorthIsle does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

## CURRENCY

Unless otherwise indicated, all references to “\$”, “C\$” or “dollars” in this Offering Document refer to Canadian dollars, which is the Company’s functional currency, and “US\$” refers to United States dollars.

## SUMMARY DESCRIPTION OF BUSINESS

### What is our business?

NorthIsle Copper and Gold Inc. is a Vancouver-based company whose mission is to become Canada’s leading sustainable mineral resource company for the future. NorthIsle, through its 100% owned subsidiary North Island Mining Corp., owns the North Island Project, which is one of the most promising copper and gold porphyry projects in Canada. The North Island Project is located near Port Hardy, British Columbia on a more than 34,000-hectare block of mineral titles 100% owned by NorthIsle on a belt stretching 50 kilometres northwest from the now closed Island Copper Mine operated by BHP Billiton. Since 2021, the Company has discovered two deposits, expanded resources, demonstrated the economic potential of the project, and is now focused on accelerating the advancement of the project while exploring within this prospective land package.

### Recent developments

On May 12, 2025, NorthIsle’s Common Shares commenced trading on the OTCQX under the symbol “NTCPF”.

On July 2, 2025, NorthIsle announced initial results from its 2025 exploration campaign, with four drill holes at the West Goodspeed target and the successful mobilization of a Scan by Veracio mobile XRF scanning system to the North Island Project.

### Concurrent Financing

Concurrent with the Offering, the Company will also offer 4,762,000 Common Shares (the “**Concurrent Financing Shares**”) at a price of \$1.05 per Concurrent Financing Share, for aggregate gross proceeds from the Concurrent Financing of up to \$5,000,100 (the “**Concurrent Financing**”). The Concurrent Financing Shares will be issued by way of a non-brokered private placement pursuant to the “accredited investor” exemption from the prospectus requirements in accordance with National Instrument 45-106 – *Prospectus Exemptions*. The Concurrent Financing Shares will be subject to a statutory hold period of four months in accordance with applicable Canadian securities laws.

### Material facts

There are no material facts about the Offered Shares that have not been disclosed in this Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document.

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

The gross proceeds raised from the sale of the CFT Shares shall be used to incur Qualifying Expenditures for exploration activities at the North Island Project. The net proceeds from the sale of the Non-FT Shares, together with the proceeds raised from the Concurrent Financing and other available funds, will be used for exploration, project development and for general corporate purposes.

## USE OF AVAILABLE FUNDS

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

There is no minimum amount to be raised in the Offering. Assuming that all of the Offered Shares are sold under the Offering, the gross proceeds of the Offering and the other funds which will be available to the Company after the Offering are as follows:

	<b>Assuming 100% of Offering</b>
A Amount to be raised by this Offering:	\$25,002,747
B Selling commissions and fees:	\$1,500,000
C Estimated Offering costs: (e.g., legal, accounting, audit)	\$200,000
D Net proceeds of Offering: ( $D = A - (B + C)$ )	\$23,302,747
E Estimated working capital as at most recent month end <sup>(1)</sup> :	\$5,055,042
F <u>Additional sources of funding<sup>(2)</sup>:</u>	<u>\$5,000,100</u>
<b>G Total available funds<sup>(3)(4)</sup>:</b> ( $G = D + E + F$ )	<b>\$33,357,889</b>

**Note:**

- (1) Preliminary adjusted working capital which excludes the non-cash flow-through premium from the Company's December 2024 financing.
- (2) Assumes completion of the Concurrent Financing.
- (3) Assumes no exercise of the Agents' Option. If the Agents' Option is exercised in full by the Agents, the total available funds will be approximately \$36,053,259, and selling commissions and fees will be approximately \$1,725,000 under the Offering, subject to the same assumptions set out above in footnote 2.
- (4) The gross proceeds of \$15,001,497 from the sale of the CFT Shares shall be used to incur Qualifying Expenditures.

### How will we use the available funds?

The Company intends to use the available funds as follows:

<b>Intended Use of Available Funds</b>	<b>Assuming 100% of Offering</b>
Advancement of the North Island Project	\$12,356,392
Qualifying Expenditures <sup>(1)</sup>	\$15,001,497
Approximate Qualifying Expenditures from previous financing	\$3,500,000
General working capital <sup>(2)</sup>	<u>\$2,500,000</u>
<b>Total<sup>(3)</sup>:</b>	<b>\$33,357,889</b>

**Note:**

- (1) The gross proceeds from the sale of the CFT Shares will be used to incur Qualifying Expenditures by December 31, 2026.
- (2) Funds included in general working capital may be allocated to corporate expenses, marketing, investor relations activities, business development, and to other activities.
- (3) Assumes no exercise of the Agents' Option.

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

On December 5, 2024 the Company closed two private placement financings for aggregate gross proceeds of approximately \$9.9 million.

On April 15, 2025 the Company closed a private placement with Mr. Alex Davidson for \$172,500.

<u>Previous Financings</u>	<u>Intended Use of Funds</u>	<u>Use of Funds to Date</u>	<u>Variance and Impact of Financing on Business Objectives and Milestones</u>
\$9,900,000 <sup>(1)</sup>	Qualifying Expenditures and General Working Capital	\$4,672,458	The Company has achieved better than expected drilling costs
\$172,500 <sup>(1)</sup>	General Working Capital	\$0	Not yet used

**Note:**

(1) The use of funds are preliminary and may be subject to revision upon completion of the Company's quarterly financial reporting process.

### FEES AND COMMISSIONS

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

<b>Agents:</b>	Paradigm Capital Inc. as lead agent and sole bookrunner on behalf of a syndicate of agents.
<b>Compensation Type:</b>	Cash commission
<b>Cash Fee:</b>	Cash commission equal to 6% of the gross proceeds of the Offering with the exception of a "President's List" to which a 2% cash commission will apply.

#### Do the Agents have a conflict of interest?

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

### PURCHASERS' RIGHTS

#### Rights of Action in the Event of a Misrepresentation

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

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

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

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

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

The rights provided for under the LIFE Exemption are for the benefit of all purchasers.

#### **ADDITIONAL INFORMATION**

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

The Company's continuous disclosure filings with applicable securities regulatory authorities in the provinces and territories of Canada are available electronically under the Company's profile on the System for Electronic Data Analysis and Retrieval + (SEDAR+) at [www.sedarplus.ca](http://www.sedarplus.ca).

Please refer to Appendix "A" — "Acknowledgements, Covenants, Representations and Warranties of the Purchaser" and Appendix "B" — "Indirect Collection of Personal Information" attached hereto.

For further information regarding NorthIsle, visit our website at <https://www.northisle.ca/>.

Purchasers should read this Offering Document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of the Offered Shares.

**CERTIFICATE**

Dated: July 16, 2025

**This Offering Document, together with any document filed under Canadian securities legislation on or after July 16, 2024 contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

**NORTHSLE COPPER AND GOLD INC.**

(signed) "*Sam Lee*"

Sam Lee

President, Chief Executive Officer and Director

(signed) "*Nicholas Van Dyk*"

Nicholas Van Dyk

Chief Financial Officer and Corporate Secretary

**APPENDIX A**  
**ACKNOWLEDGEMENTS, COVENANTS, REPRESENTATIONS AND WARRANTIES**  
**OF THE PURCHASER**

Each purchaser of the Offered Shares (the “**Purchaser**”) makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Company as at the date hereof, and as of the closing date which will take place on or about August 8, 2025:

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

through a person or company registered to sell securities under applicable securities laws and, as a consequence of acquiring the Offered Shares pursuant to this exemption, certain protections, rights and remedies provided by the applicable securities laws will not be available to the Purchaser and the Purchaser may not receive information that would otherwise be required to be given; and

- (g) the Purchaser either (A) is not an “insider” of the Company or a “registrant” (each as defined under applicable securities laws of British Columbia) or (B) has identified itself to the Company as either an “insider” or a “registrant” (each as defined under applicable securities laws of British Columbia);
- (h) if the Purchaser is:
  - (i) a corporation, the Purchaser is duly incorporated and is validly subsisting under the laws of its jurisdiction of incorporation and has all requisite legal and corporate power and authority to subscribe for the Offered Shares pursuant to the terms set out in this Offering Document;
  - (ii) a partnership, syndicate or other form of unincorporated organization, the Purchaser has the necessary legal capacity and authority to subscribe for the Offered Shares pursuant to the terms set out in this Offering Document and has obtained all necessary approvals in respect thereof; or
  - (iii) an individual, the Purchaser is of the full age of majority and is legally competent to subscribe for the Offered Shares pursuant to the terms set out in this Offering Document;
- (i) the subscription for the Offered Shares and the completion of the transactions described herein by the Purchaser will not result in any material breach of, or be in conflict with or constitute a material default under, or create a state of facts which, after notice or lapse of time, or both, would constitute a material default under any term or provision of the constating documents, bylaws or resolutions of the Purchaser if the Purchaser is not an individual, the applicable securities laws or any other laws applicable to the Purchaser, any agreement to which the Purchaser is a party, or any judgment, decree, order, statute, rule or regulation applicable to the Purchaser;
- (j) the Purchaser is not purchasing the Offered Shares with knowledge of any material fact or material change about the Company that has not been generally disclosed and the decision of the Purchaser to acquire Offered Shares has not been made as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Company or any other person and is based entirely upon the Offering Document;
- (k) the Purchaser is aware that the 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 the securities laws of any state of the United States and that the Offered Shares may not be offered, sold or otherwise disposed of, directly or indirectly, in the United States, any state or territory of the United States or the District of Columbia, without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an exemption from such registration and it acknowledges that the Company has no obligation or present intention of filing a registration statement under the U.S. Securities Act in respect of the sale or resale of the Offered Shares;

- (l) the funds representing the aggregate subscription funds which will be advanced by the Purchaser to the Company hereunder, as applicable, will not represent proceeds of crime for the purposes of the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada) (the “PCMLTFA”) or for the purposes of the United States’ *Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act*, as may be amended from time to time (the “PATRIOT Act”) and the Purchaser acknowledges that the Company may in the future be required by law to disclose the Purchaser’s name and other information relating to the Purchaser’s subscription of the Offered Shares, on a confidential basis, pursuant to the PCMLTFA and the PATRIOT Act, and that, to the best of its knowledge: (i) none of the subscription funds to be provided by the Purchaser (A) have been or will be derived from or related to any activity that is deemed criminal under the laws of Canada, the United States or any other jurisdiction; or (B) are being tendered on behalf of a person who has not been identified to the Purchaser; and (ii) it will promptly notify the Company if the Purchaser discovers that any of such representations ceases to be true, and to provide the Company with appropriate information in connection therewith;
- (m) neither the Company nor any of their respective directors, employees, officers, affiliates or agents has made any written or oral representations to the Purchaser: (i) that any person will resell or repurchase the Offered Shares; (ii) that any person will refund all or any part of the purchase price of the shares acquired by the Purchaser; or (iii) as to the future price or value of the Offered Shares;
- (n) if required by applicable securities laws or the Company, the Purchaser will execute, deliver and file or assist the Company in filing such reports, undertakings and other documents with respect to the issue and/or sale of the Offered Shares as may be required by any securities commission, stock exchange or other regulatory authority;
- (o) the Purchaser has obtained all necessary consents and authorities to enable it to agree to subscribe for the Offered Shares pursuant to the terms set out in this Offering Document and the Purchaser has otherwise observed all applicable laws, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in any territory in connection with the purchase of the Offered Shares and the Purchaser has not taken any action which will or may result in the Company acting in breach of any regulatory or legal requirements of any territory in connection with the Offering or the Purchaser’s subscription;
- (p) the Purchaser is purchasing the Offered Shares for investment purposes only and not with a view to resale or distribution;
- (q) the Purchaser acknowledges that certain fees and commissions may be payable by the Company in connection with the Offering;
- (r) the Purchaser is aware that (i) purchasing, holding and disposing of the Offered Shares may have tax consequences under the laws of both Canada and the U.S.; and (ii) it is solely responsible for determining the tax consequences applicable to its particular circumstances and should consult its own tax advisors concerning investment in the Offered Shares;
- (s) if the Purchaser is subscribing for CFT Shares:

- (i) the Purchaser, and any beneficial purchaser for whom it is acting (and if the Purchaser is a partnership, any member or partner thereof) deals and will continue until December 31, 2026 to deal, at arm's length (as that term is used in the Tax Act) with the Company and the Purchaser acknowledges that, if at any time before December 31, 2026, the Purchaser (and, if the Purchaser is a partnership, each member or partner thereof) is not dealing at arm's length with the Company, (i) the renunciation to the Purchaser of any Qualifying Expenditures incurred in 2026 will not be effective on or before December 31, 2025 (but such Qualifying Expenditures may be deductible in 2026) and (ii) the Purchaser may be required to file appropriate amendments to the Purchaser's income tax returns;
- (ii) neither the Purchaser, nor any beneficial purchaser for whom the Purchaser is contracting hereunder (and if the Purchaser is a partnership, each member or partner thereof), as the case may be, has or will enter into any agreement, understanding, undertaking or arrangement which will cause the CFT Shares to be or become "prescribed shares" for purposes of section 6202.1 of the regulations to the Tax Act;
- (iii) if the Purchaser, or any beneficial purchaser for whom the Purchaser is contracting hereunder, as the case may be, is acquiring CFT Shares with the (i) intention of donating all or a portion of such shares to a "qualified donee" as defined in the Tax Act as part of a charitable donation arrangement promoted by a third party or (ii) immediately selling some or all of the CFT Shares to a third party or otherwise engaging in a follow-on transaction with respect to the CFT Shares (each of (i) and (ii), a "**Follow-On Transaction**"), the Purchaser, and any beneficial purchaser for whom the Purchaser is contracting hereunder, acknowledges and confirms that it is not relying on the Company or its counsel (a) regarding any covenants, representations and warranties in respect of the tax consequences or potential tax benefits of investing in the CFT Shares and participating in the Follow-On Transaction, and (b) to ensure that the Follow-On Transaction does not cause the CFT Shares to be "prescribed shares" within the meaning of section 6202.1 of the regulations to the Tax Act and the Purchaser, or any beneficial purchaser for whom the Purchaser is acting, as the case may be, assumes all risk of any such Follow-On Transaction resulting in the CFT Shares being "prescribed shares" within the meaning of section 6202.1 of the regulations to the Tax Act; and
- (iv) if the Purchaser or each beneficial purchaser on whose behalf the Purchaser is contracting, as the case may be, is a corporation, trust or partnership, it does not and will not have, in respect of a renunciation of Qualifying Expenditures in respect of the CFT Shares, a "prohibited relationship" with the Company within the meaning of subsection 66(12.671) of the Tax Act; and
- (t) the Purchaser or each beneficial purchaser on whose behalf the Purchaser is contracting, as the case may be, has not and does not expect to receive any financial assistance from the Company, directly or indirectly, in respect of the purchase of the CFT Shares.

## APPENDIX “B” INDIRECT COLLECTION OF PERSONAL INFORMATION

### Indirect Collection of Personal Information

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

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

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

**Alberta Securities Commission**  
Suite 600, 250 – 5<sup>th</sup> Street SW  
Calgary, Alberta T2P 0R4  
Telephone: 403-297-6454  
Toll free in Canada: 1-877-355-0585  
Facsimile: 403-297-6156  
Public official contact regarding indirect collection of information: FOIP Coordinator

**British Columbia Securities Commission**  
P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2  
Inquiries: 604-899-6500  
Toll free in Canada: 1-800-373-6393  
Facsimile: 604-899-6506  
Email: [FOI-privacy@bcsc.bc.ca](mailto:FOI-privacy@bcsc.bc.ca)  
Public official contact regarding indirect collection of information: FOI Inquiries

**The Manitoba Securities Commission**  
500 – 400 St. Mary Avenue  
Winnipeg, Manitoba R3C 4K5  
Telephone: 204-945-2548  
Toll free in Manitoba: 1-800-655-5244  
Facsimile: 204-945-0330  
Public official contact regarding indirect collection of information: Director

**Financial and Consumer Services Commission (New Brunswick)**  
85 Charlotte Street, Suite 300  
Saint John, New Brunswick E2L 2J2  
Telephone: (toll free in Canada): 1-866-933-2222  
Facsimile: 506-658-3059  
Email: [info@fcnbc.ca](mailto:info@fcnbc.ca)  
Public official contact regarding indirect collection of information: Chief Executive Officer and Privacy Officer

**Government of Newfoundland and Labrador  
Financial Services Regulation Division**  
P.O. Box 8700  
Confederation Building  
2nd Floor, West Block  
Prince Philip Drive  
St. John’s, Newfoundland and Labrador  
A1B 4J6  
Attention: Director of Securities  
Telephone: 709-729-4189  
Facsimile: 709-729-6187  
Public official contact regarding indirect collection of information: Superintendent of Securities

**Nova Scotia Securities Commission**  
Suite 400, 5251 Duke Street  
Duke Tower P.O. Box 458  
Halifax, Nova Scotia B3J 2P8  
Telephone: 902-424-7768  
Facsimile: 902-424-4625  
Public official contact regarding indirect collection of information: Executive Director

**Ontario Securities Commission**  
20 Queen Street West, 22nd Floor  
Toronto, Ontario M5H 3S8  
Telephone: 416-593-8314  
Toll free in Canada: 1-877-785-1555  
Facsimile: 416-593-8122  
Email: [exemptmarketfilings@osc.gov.on.ca](mailto:exemptmarketfilings@osc.gov.on.ca)  
Public official contact regarding indirect collection of information: Inquiries Officer  
([inquires@osc.gov.on.ca](mailto:inquires@osc.gov.on.ca))

**Financial and Consumer Services Division of Prince Edward Island**  
95 Rochford Street, 4th Floor Shaw Building  
P.O. Box 2000 Charlottetown, Prince Edward Island C1A 7N8  
Telephone: 902-620-3870  
Facsimile: 902-368-5283  
Public official contact regarding indirect collection of information: Superintendent of Securities

**Financial and Consumer Affairs Authority  
of Saskatchewan**

Suite 601 - 1919 Saskatchewan Drive  
Regina, Saskatchewan S4P 4H2  
Telephone: 306-787-5645  
Facsimile: 306-787-5899  
Public official contact regarding indirect  
collection of information: Director

**Autorité des Marchés Financiers**

800, Square Victoria, 22e étage  
C.P. 246, Tour de la Bourse  
Montréal, Québec H4Z 1G3  
Telephone: 514 395-0337 or 1 877 525-0337  
Facsimile: 514 864-6381  
Public official contact regarding indirect  
collection of information: Secrétaire général.

**Office of the Superintendent of Securities**

**Government of Yukon**  
307 Black Street, 1st Floor  
Whitehorse, Yukon Y1A 2N1  
Telephone: (867) 667-5466; Toll free in the  
Yukon 1-800-661-0408  
Facsimile: (867) 393-6251  
Email: [securities@gov.yk.ca](mailto:securities@gov.yk.ca)

**Office of the Superintendent of Securities**

**Government of Nunavut**  
P.O. Box 1000, Station 570  
1st Floor, Brown Building  
Iqaluit, Nunavut X0A 0H0  
Telephone: (867) 975-6590  
Facsimile: (867) 975-6594

**Government of the Northwest Territories**

Office of the Superintendent of Securities  
P.O. Box 1320  
1st Floor, Stuart M. Hodgson Building  
5009 – 49th Street  
Yellowknife, Northwest Territories X1A 2L9  
Attention: Legal Registries, Department of  
Justice  
Telephone: (867) 767-9305  
Facsimile: (867) 873-0243  
Email: [securitiesregistry@gov.nt.ca](mailto:securitiesregistry@gov.nt.ca)