

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION



New Issue

October 4, 2024

**TECTONIC METALS INC.**  
(the “Company” or “Tectonic”)

**SUMMARY OF OFFERING**

**What are we offering?**

**Offering:** The Company is offering up to 16,666,667 units of the Company (the “**LIFE Units**”) by way of a non-brokered private placement in each of the Provinces of Canada, other than Quebec (the “**Qualifying Jurisdictions**”) (the “**Offering**”).

Each LIFE Unit will consist of one common share of the Company (“**Common Share**”) and one-half of one Common Share purchase warrant of the Company (each full warrant, a “**LIFE Warrant**”). Each LIFE Warrant will be non-transferrable and entitle the holder thereof to acquire one Common Share (a “**LIFE Warrant Share**”) at an exercise price of \$0.10 per LIFE Warrant Share for a period of 24 months following the Closing Date (as defined below). The securities comprising the LIFE Units will not be subject to resale restrictions pursuant to applicable Canadian securities laws.

Each holder of Common Shares is entitled to receive notice of and to attend any meetings of Tectonic’s shareholders and is entitled to one vote for each Common Share held at such time. Each holder of Common Shares is entitled to receive dividends, if any, as and when declared by Tectonic’s board of directors and participate equally in any distribution of net assets.

The certificates representing the LIFE Warrants will contain the terms and conditions governing the LIFE Warrants and will, among other things, include provisions for the appropriate adjustment in the class, number and price of the LIFE Warrant Shares issuable upon exercise of the LIFE Warrants upon the occurrence of certain customary events, including any subdivision, consolidation or reclassification of the Common Shares, and the amalgamation, arrangement or reorganization of the Company.

**Offering Price:** \$0.06 per LIFE Unit.

- Offering Amount:** There is no minimum amount. Maximum of 16,666,667 LIFE Units, for maximum gross proceeds of \$1,000,000.02.
- Closing Date:** The Offering is expected to close on or about October 31, 2024, or such other date as determined by the Company (the “**Closing Date**”) and, in any event, on or before a date not later than 45 days after the filing of this Offering Document.
- Exchange:** The Common Shares are listed on the TSX Venture Exchange (the “**TSXV**”) under the symbol “TECT”, the OTCQB trading platform in the United States under the trading symbol “TETOF” and on the Frankfurt Stock Exchange under the trading symbol “T15B”.
- Last Closing Price:** On October 3, 2024, the last trading day prior to the date of this Offering Document, the closing price of the Common Shares on the TSXV was \$0.055.

*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.*

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

- **The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing;**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed;**
- **The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this Offering Document, will not exceed \$5,000,000;**
- **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”, “confirm” 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 expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering, the completion of the Offering, if it is to be completed at all; the expected Closing Date; the completion of the Concurrent Financing (as defined below); the confirmation of low-cost heap leaching as a viable gold processing and extraction method at the Flat Project (as defined below); 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 Tectonic’s ability to predict or control. These risks, uncertainties and other factors include, but are not limited to, risks inherent in base and precious metal exploration, price volatility, changes in debt and equity markets, timing and availability of external financing on acceptable terms or at all, the uncertainties involved in interpreting geological data and confirming title to Tectonic’s properties, the possibility that future exploration results will not be consistent with the Company’s expectations, increases in costs, environmental compliance, changes in environmental and other local legislation and regulation, interest rate and exchange rate fluctuations, changes in economic and political conditions and other risks involved in the minerals exploration and development industry. 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 availability of financing for Tectonic’s exploration and development activities; operating and exploration costs; Tectonic’s ability to retain and attract skilled staff; timing of the receipt of regulatory and governmental approvals for exploration projects and other operations; market competition; and general business and economic conditions.

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 Tectonic’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 Tectonic 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.

## SUMMARY DESCRIPTION OF BUSINESS

### What is our business?

Tectonic is a mineral exploration company involved directly, and indirectly through its subsidiaries, in the identification, acquisition and exploration of mineral properties primarily in the State of Alaska. The Company’s exploration is focused on discovering and delineating gold resources.

Since incorporation, the Company has taken the following steps in developing its business: (i) identified and acquired mineral properties with sufficient merit to warrant exploration; (ii) raised funds to progress the Company’s exploration activities on its material property; and (iii) recruited directors, officers and employees with the skills required to operate a junior public mineral exploration property.

### Recent developments

On September 19, 2024, the Company announced the results from its first-ever scoping metallurgical heap leach column tests, which achieved impressive gold recoveries of 96% and 91%. These tests were conducted on coarse ¾-inch material comprising both oxidized and non-oxidized fresh mineralized drillcore from Tectonic’s Flat Gold Project (“**Flat**” or the “**Flat Project**”) in southwestern Alaska.

On August 19, 2024, the Company announced they closed a private placement (the “**Initial Offering**”) for gross proceeds of \$3,070,639 (see more details under Previous financings below).

On October 4, 2024, the Company announced they closed the first tranche of a private placement (the “**Extended Offering**”) for gross proceeds of \$586,820 (see more details under Previous financings below).

### Concurrent financing

In addition to the LIFE Units offered in connection with the Offering, the Company is also offering up to 1,666,667 units of the Company (the “**Hold Units**”) at a price of \$0.06 per Hold Unit by way of a concurrent non-brokered private placement in (i) the Qualifying Jurisdictions pursuant to the “accredited investor” exemption from the prospectus requirements in accordance with National Instrument 45-106 – *Prospectus Exemptions*, (ii) the United States pursuant to exemptions from the registration requirements under Rule 144A and/or Regulation D of the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), and (iii) certain international jurisdictions pursuant to exemptions from the prospectus and registration requirements under the applicable securities laws of such international jurisdictions (if required), for additional aggregate gross proceeds to the Company of up to approximately \$100,000 (the “**Concurrent Financing**”). Each Hold Unit will be comprised of one Common Share and one-half of one Common Share purchase warrant (each full warrant, a “**Warrant**”). The Warrants will be non-transferrable and entitle the holder thereof to acquire one Common Share (a “**Warrant Share**”) at an exercise price of \$0.10 per Warrant Share for a period of 24 months following the Closing Date. The securities comprising the Hold Units 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 LIFE Units 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 and the date the Company's most recent audited annual financial statements were filed.

Certain insiders of the Company, including Crescat Capital, have disclosed their intention to participate in the Concurrent Financing. Such participation constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the Common Shares purchased by insiders, nor the consideration for the Common Shares paid by such insiders, will exceed 25% of the Company's market capitalization.

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

The net proceeds of the Offering, together with proceeds raised from the Concurrent Financing and Prior Offering, are expected to be used for general corporate and working capital purposes and to advance the Flat Project by completing the drilling and exploration program as well as assays and lab tests/results.

<u>Business Objectives and Milestones</u>	<u>Target Completion</u>	<u>Projected Cost</u>
Drill and exploration program	September 2024	\$2,300,000
Assays and lab tests/results	December 2024	\$250,000

## USE OF AVAILABLE FUNDS

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

Based on the Company's existing working capital as at August 31, 2024, of approximately \$2,747,000, the Company's expected availability of funds following closing of the Offering is expected to be approximately \$3,777,000 in the case of the maximum Offering amount as follows:

	<u>Assuming 100% of Offering (Maximum)</u>
A Amount to be raised by this Offering <sup>(1)</sup> :	\$1,000,000
B Selling commissions and fees:	\$50,000
C Estimated Offering costs: (e.g., legal, accounting, audit)	\$20,000
D Net proceeds of Offering: ( $D = A - (B + C)$ )	\$930,000
E Working capital as at most recent month end (deficiency):	\$2,747,000
F Additional sources of funding <sup>(2)</sup> :	\$100,000
<b>G Total available funds:</b> ( $G = D + E + F$ )	<b>\$3,777,000</b>

**Note:**

(1) Includes the \$586,820 closed on October 3, 2024, as a first tranche of this Extended Offering.

- (2) Assumes \$100,000 net proceeds from the Concurrent Financing, noting \$8,000 was closed on October 3, 2024 as a first tranche of the Concurrent Financing.

### How will we use the available funds?

The Company intends to use the net proceeds from this Offering to fund the advancement of the Flat Project and for general corporate and working capital purposes as follows:

<b>Intended Use of Available Funds</b>	<b>Assuming 100% of Offering (Maximum)</b>
Advancement of the Flat Project <sup>(1)</sup>	\$2,550,000
General working capital <sup>(2)</sup>	\$1,227,000
<b>Total:</b>	<b>\$3,777,000</b>

**Note:**

- (1) At August 31, 2024 (the Company's most recently closed month end) the Company had already spent cash of approximately \$450,000 on the Flat Project.
- (2) Funds included in general working capital may be allocated to corporate expenses, business development, and to other activities.

The above noted allocation represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from this Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan and financing objectives. The Company has had negative cash flow from operating activities and reported a net loss and comprehensive loss of \$9,599,008 for the year ended December 31, 2023. The Company anticipates that negative operating cash flows will continue as long as it remains in the exploration stage, and to the extent that the Company has negative cash flows from operating activities in the future periods, the net proceeds from this Offering may be used to fund such negative cash flow from operating activities in future periods.

The Company's most recent audited and interim financial statements included a going concern note. As the Company is in the exploration stage, the recoverability of amounts for exploration and evaluation of assets and the Company's ability to continue as a going concern is dependent upon the discovery of economically recoverable reserves, continuation of the Company's interest in the underlying resource claims, the ability of the Company to obtain necessary financing to complete their development and upon future profitable production or proceeds from the disposition thereof. The Offering is intended to permit the Company to continue to explore its properties, and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

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

<u>Previous Financings</u>	<u>Intended Use of Funds</u>	<u>Use of Funds to Date</u>	<u>Variance and Impact of on Business Objectives and Milestones</u>
<p><u>October 3, 2024:</u> Private placement closed for 9,780,334 units of the Company (the “<b>October 2024 Units</b>”) issued at a price of \$0.06 per October 2024 Units for gross proceeds of \$586,820 (the “<b>October 2024 Equity Financing</b>”). Each 2023 Unit was comprised of one Common Share and one-half Common Share purchase warrant.</p>	<p>The net proceeds of the October 2024 Equity Financing will be used to advance the Flat Project and for general working capital.</p>	<p>Will be used on advancing the Flat Project and the remainder, after deducting share issue costs, used for working capital.</p>	<p>The Company intends to progress its exploration projects as intended.</p>
<p><u>August 16, 2024:</u> Private placement closed for 51,177,319 units of the Company (the “<b>August 2024 Units</b>”) issued at a price of \$0.06 per August 2024 Units for gross proceeds of \$3,070,639 (the “<b>August 2024 Equity Financing</b>”). Each 2023 Unit was comprised of one Common Share and one-half Common Share purchase warrant.</p>	<p>The net proceeds of the August 2024 Equity Financing will be used to advance the Flat Project and for general working capital.</p>	<p>Will be used on advancing the Flat Project in Q3 2024 and the remainder, after deducting share issue costs, used for working capital.</p>	<p>The Company intends to progress its exploration projects as intended.</p>
<p><u>June 23, 2023, August 10, 2023 and September 29, 2023:</u> Private placement closed in three tranches with an aggregate of 74,817,098 units of the Company (the “<b>2023 Units</b>”) issued at a price of \$0.11 per 2023 Unit for aggregate gross proceeds of \$8,229,881 (the “<b>2023 Equity Financing</b>”). Each 2023 Unit was comprised of one Common Share and one-half Common Share purchase warrant.</p>	<p>The net proceeds of the 2023 Equity Financing were used to advance the Flat Project and for general working capital.</p>	<p>Used as intended with approximately \$6.8M spent on advancing the Flat Project in Q2 2023 and the remainder, after deducting share issue costs, used for working capital.</p>	<p>The Company has progressed its exploration projects as intended.</p>

<u>Previous Financings</u>	<u>Intended Use of Funds</u>	<u>Use of Funds to Date</u>	<u>Variance and Impact of on Business Objectives and Milestones</u>
<p><u>November 8, 2023:</u> Early exercise warrant incentive program (the “<b>Warrant Incentive Program</b>”) closed with the issuance of 15,793,336 Common Shares upon the exercise of previously outstanding Common Share purchase warrants, at an exercise price of \$0.10, for gross proceeds of \$1,579,334. Each participant received one Common Share as per the original warrant terms, plus as an incentive, one Common Share purchase warrant.</p>	<p>The net proceeds of the Warrant Incentive Program were used to advance the Flat Project and for general working capital.</p>	<p>Used as intended less approximately \$0.4M cash remaining as required for the Flat Project 2024 summer program and working capital.</p>	<p>The Company has progressed its exploration projects as intended.</p>

## 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?

**Finders:** The Company may compensate certain finders (collectively, the “**Finders**”) in connection with the sale of LIFE Units to purchasers introduced by the Finders. The identities of each Finder is not known at this time.

**Compensation Type:** A cash fee and non-transferable Common Share purchase warrants (the “**Finder Warrants**”).

**Cash Fee:** Cash commission equal to 6.0% of the gross proceeds of the Offering raised from subscriptions arranged by the Finders.

**Finder Warrants:** A number of Finder Warrants equal to 6.0% of the amount of LIFE Units sold to purchasers introduced by the Finders.

Each Finder Warrant will be exercisable for one Common Share at an exercise price of \$0.10 for a period of 24 months following the Closing Date.

## **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 LIFE Units.**

**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 Listed Issuer Financing 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 Document 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 Tectonic, visit our website at: <https://www.tectonicmetals.com/>

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 LIFE Units.

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

Each purchaser of the LIFE Units (the “**Purchaser**”) makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Company, as at the date hereof, and as of the closing date which will take place on or about September 30, 2024:

- (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 LIFE Units pursuant to the Offering;
- (c) the Purchaser has relied only upon publicly available information relating to the Company and not upon any verbal or written representation as to fact, and the Purchaser acknowledges that the Company has not made any written representations, warranties or covenants in respect of such publicly available information except as set forth in this Offering Document. Without limiting the generality of the foregoing, except as may be provided herein, no person has made any written or oral representation to the Purchaser that any person will re-sell or re-purchase the LIFE Units or refund any of the purchase price of the LIFE Units, or that the LIFE Units will be listed on any exchange or quoted on any quotation and trade reporting system, or that application has been or will be made to list any such security on any exchange or quote the security on any quotation and trade reporting system, and no person has given any undertaking to the Purchaser relating to the future value or price of the LIFE Units;
- (d) legal counsel retained by the Company is acting as counsel to the Company and not as counsel to the Purchaser and the Purchaser may not rely upon such counsel. The Purchaser should obtain independent legal and tax advice as it considers appropriate in connection with the performance of this Offering Document and the transactions contemplated under this Offering Document, and that the Purchaser is not relying on legal or tax advice provided by the Company or its counsel;
- (e) the Purchaser acknowledges that:
  - (i) no securities commission or similar regulatory authority has reviewed or passed on the merits of the Offering;
  - (ii) there is no government or other insurance covering the Offering;
  - (iii) there are risks associated with the purchase of the Offering;

- (f) the Company has advised the Purchaser that the Company is relying on an exemption from the requirements to provide the Purchaser with a prospectus and to sell the LIFE Units through a person or company registered to sell securities under applicable securities laws and, as a consequence of acquiring the LIFE Units pursuant to this exemption, certain protections, rights and remedies provided by the applicable securities laws, including statutory rights of rescission or damages, will not be available to the Purchaser and the Purchaser may not receive information that would otherwise be required to be given; 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 LIFE Units pursuant to the terms set out in this Offering Document;
  - (ii) a partnership, syndicate or other form of unincorporated organization, the Purchaser has the necessary legal capacity and authority to subscribe for the LIFE Units pursuant to the terms set out in this Offering Document and has obtained all necessary approvals in respect thereof; or
  - (iii) an individual, the Purchaser is of the full age of majority and is legally competent to subscribe for the LIFE Units pursuant to the terms set out in this Offering Document;
- (i) the subscription for the LIFE Units and the completion of the transactions described herein by the Purchaser will not result in any material breach of, or be in conflict with or constitute a material default under, or create a state of facts which, after notice or lapse of time, or both, would constitute a material default under any term or provision of the constating documents, bylaws or resolutions of the Purchaser if the Purchaser is not an individual, the applicable securities laws or any other laws applicable to the Purchaser, any agreement to which the Purchaser is a party, or any judgment, decree, order, statute, rule or regulation applicable to the Purchaser;
- (j) the Purchaser is not purchasing the LIFE Units with knowledge of any material fact or material change about the Company that has not been generally disclosed and the decision of the Purchaser, to acquire LIFE Units has not been made as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Company or any other person and is based entirely upon the Offering Document;
- (k) the Purchaser is aware that the LIFE Units have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and that the LIFE Units may not be offered, sold or otherwise disposed of, directly or indirectly, in the United States, any state or territory of the United States or the District of Columbia, without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an exemption from such registration and it acknowledges that the Company has no obligation or present intention of filing a

registration statement under the U.S. Securities Act in respect of the sale or resale of the LIFE Units;

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

## APPENDIX “B” INDIRECT COLLECTION OF PERSONAL INFORMATION

### Indirect Collection of Personal Information

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

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

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

**Alberta Securities Commission**  
Suite 600, 250 – 5th Street SW  
Calgary, Alberta T2P 0R4  
Telephone: 403-297-6454  
Toll free in Canada: 1-877-355-0585  
Facsimile: 403-297-2082  
Public official contact regarding indirect collection of information: FOIP Coordinator

**British Columbia Securities Commission**  
P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2  
Inquiries: 604-899-6854  
Toll free in Canada: 1-800-373-6393  
Facsimile: 604-899-6581  
[Email: FOI-privacy@bcsc.bc.ca](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: 204-945-2561  
Toll free in Manitoba: 1-800-655-5244  
Facsimile: 204-945-0330  
Public official contact regarding indirect collection of information: Director

**Financial and Consumer Services Commission (New Brunswick)**  
85 Charlotte Street, Suite 300  
Saint John, New Brunswick E2L 2J2  
Telephone: 506-658-3060  
Toll free in Canada: 1-866-933-2222  
Facsimile: 506-658-3059  
[Email: info@fcnb.ca](mailto:info@fcnb.ca)  
Public official contact regarding indirect collection of information: Chief Executive Officer and Privacy Officer

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

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

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

**Prince Edward Island Securities Office**  
95 Rochford Street, 4th Floor Shaw Building  
P.O. Box 2000  
Charlottetown, Prince Edward Island C1A 7N8  
Telephone: 902-368-4569  
Facsimile: 902-368-5283  
Public official contact regarding indirect collection of information: Superintendent of Securities

**Financial and Consumer Affairs Authority  
of Saskatchewan**

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

**Autorité des Marchés Financiers**

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

**CERTIFICATE**

Dated: October 4, 2024

This Offering Document, together with any document filed under Canadian securities legislation on or after August 19, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

**TECTONIC METALS INC.**

(Signed) "*Tony Reda*"

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Tony Reda  
President and Chief Executive Officer

(Signed) "*Oliver Foeste*"

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Oliver Foeste  
Chief Financial Officer and Corporate Secretary