

**Form 62-103F3**  
**Required Disclosure by an Eligible Institutional Investor under Part 4**

**State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.**

Not applicable.

**Item 1 – Security and Reporting Issuer**

**1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

Securities: Common shares, warrants and convertible debentures of the Reporting Issuer (the “**Securities**”)

Issuer: Barksdale Resources Corp. (the “**Reporting Issuer**”)

Head office: 67 East 5<sup>th</sup> Avenue, Vancouver, British Columbia, V5T 1G7

**1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

TSX Venture Exchange (“**TSXV**”)

**Item 2 – Identity of the Eligible Institutional Investor**

**2.1 State the name and address of the eligible institutional investor.**

Delbrook Capital Advisors Inc. (the “**Eligible Institutional Investor**”)  
Suite 1500, 1199 W. Hastings Street  
Vancouver, British Columbia V6E 3T5

The Eligible Institutional Investor is the investment fund manager and portfolio manager to certain investment funds, including the Delbrook Resource Opportunities Fund and the Delbrook Resource Opportunities Master Fund LP (collectively, the “**Funds**”). The Eligible Institutional Investor exercises control or direction over the Securities (as defined herein) described in this report. All of the Securities are registered in the names of the Funds and are held by the Funds for the benefit of the Eligible Institutional Investor’s clients.

**2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

The requirement to file this report was triggered on January 20, 2026, as a result of the Reporting Issuer’s amendment of the convertible debentures. The convertible debentures are convertible into common shares of the Reporting Issuer.

**2.3 State the name of any joint actors.**

As at January 20, 2026, Delbrook Resource Opportunities Fund, an investment fund managed by the Eligible Institutional Investor, has beneficial ownership of 614,764 Common Shares, 2,598,288 Common Share purchase warrants and convertible debentures which would result in 4,250,000 Common Shares if converted. Delbrook Resource Opportunities Master Fund LP, an investment fund managed by the Eligible Institutional Investor, has beneficial ownership of 8,974,277 Common Shares, 16,744,178 Common Share purchase warrants, and convertible debentures which would result in 35,750,000 Common Shares if converted. Both may be considered to be a joint actor of the Eligible Institutional Investor.

**2.4 State that the eligible institutional investor is eligible to file reports under Part 4 in respect of the reporting issuer.**

The Eligible Institutional Investor is eligible to file reports under Part 4 of National Instrument 62-103 in respect of the Reporting Issuer.

**Item 3 – Interest in Securities of the Reporting Issuer**

**3.1 State the designation and the net increase or decrease in the number or principal amount of securities, and in the eligible institutional investor’s securityholding percentage in the class of securities, since the last report filed by the eligible institutional investor under Part 4 or the early warning requirements.**

This is an initial report and therefore this item is not applicable. See Item 3.2 for a description of the Securities and the Eligible Institutional Investor’s securityholding percentage.

**3.2 State the designation and number or principal amount of securities and the eligible institutional investor’s securityholding percentage in the class of securities at the end of the month for which the report is made.**

As at January 30, 2026, the Eligible Institutional Investor exercised control or direction over 9,589,041 Common Shares, 19,342,466 Warrants and convertible debentures which would result in 40,000,000 Common Shares if converted of the Reporting Issuer. The Common Shares represent approximately 6.33% of the outstanding Common Shares as at January 30, 2026, and, assuming the exercise in full of all warrants and convertible debentures, the Securities represent approximately 18.98% of the outstanding Common Shares as at January 30, 2026 (based on the issued and outstanding Common Shares as at January 20, 2026).

**3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

**3.4 State the designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities to which this report relates and over which**

**(a) the eligible institutional investor, either alone or together with any joint actors, has ownership and control,**

All of the Securities referred to in Item 3.2 are controlled by the Eligible Institutional Investor on behalf of the Funds, investment funds for which the Eligible Institutional Investor is the investment fund manager and portfolio manager, or other accounts managed by the Eligible Institutional Investor. The Securities are beneficially owned by each of the Funds and managed accounts, which may be considered a joint actor of the Eligible Institutional Investor.

- (b) the eligible institutional investor, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the eligible institutional investor or any joint actor, and**

Not applicable.

- (c) the eligible institutional investor, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 3.5 If the eligible institutional investor or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the eligible institutional investor's securityholdings.**

Not applicable.

- 3.6 If the eligible institutional investor or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

**State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.**

Not applicable.

- 3.7 If the eligible institutional investor or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the eligible institutional investor's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

#### **Item 4 – Purpose of the Transaction**

*State the purpose or purposes of the eligible institutional investor and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the eligible institutional investor and any joint actors may have which relate to or would result in any of the following:*

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the issuer;*
- (b) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;*
- (c) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;*
- (d) a material change in the present capitalization or dividend policy of the reporting issuer;*
- (e) a material change in the reporting issuer's business or corporate structure;*
- (f) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person;*
- (g) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;*
- (h) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;*
- (i) a solicitation of proxies from securityholders;*
- (j) an action similar to any of those enumerated above.*

The Securities referred to in this report were acquired in the ordinary course of business, for investment purposes only and not for the purpose of exercising control or direction over the Reporting Issuer. The Eligible Institutional Investor may, from time to time, on its own behalf or on behalf of client accounts over which it has discretionary trading authority, acquire additional Securities of the Reporting Issuer, dispose of some or all of the existing or additional Securities of the Reporting Issuer or may continue to hold the Securities of the Reporting Issuer referred to in this report.

#### **Item 5 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

*Describe the material terms of any agreements, arrangements, commitments or understandings between the eligible institutional investor and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power*

*or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.*

Not applicable.

**Item 6 – Change in Material Fact**

*If applicable, describe any change in a material fact set out in a previous report filed by the eligible institutional investor under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.*

Not applicable.

**Item 7 – Certification**

*The eligible institutional investor must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent’s best knowledge, information and belief but the eligible institutional investor is still responsible for ensuring that the information filed by the agent is true and complete.*

*This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.*

*It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.*

**Certificate**

I, as the eligible institutional investor, certify, or I, as the agent filing this report on behalf of the eligible institutional investor, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

**Delbrook Capital Advisors Inc.**

January 20, 2026

\_\_\_\_\_  
Date



\_\_\_\_\_  
Signature

Matthew Zabloski, Managing Director

Name/Title