

NO SECURITIES REGULATORY AUTHORITY HAS EXPRESSED AN OPINION ABOUT THESE SECURITIES AND IT IS AN OFFENCE TO CLAIM OTHERWISE. THIS PROSPECTUS CONSTITUTES A PUBLIC OFFERING OF THESE SECURITIES ONLY IN THOSE JURISDICTIONS WHERE THEY MAY BE LAWFULLY OFFERED FOR SALE AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES.

AMENDMENT NO. 1 DATED NOVEMBER 22, 2021

TO THE FINAL PROSPECTUS DATED OCTOBER 27, 2021

Initial Public Offering

Date: November 22, 2021



REGENCY SILVER CORP.
(the “Issuer”)

Offering of \$3,000,000 or 12,000,000 Common Shares
Price: \$0.25 per Share
(the “Offering”)

The prospectus (the “**Prospectus**”) of the Issuer dated October 27, 2021 is hereby amended in the manner set forth hereafter and is to be read subject to such amendments. Unless otherwise defined herein, all terms defined in the Prospectus have the same meaning in this amendment.

The Prospectus is amended by inserting the following to the end of page 60:

MARKETING MATERIALS

Any “template version” of any “marketing materials” (each such term as defined in National Instrument 41-101 – *General Prospectus Requirements*) filed with the securities commission or similar regulatory authority in each of the provinces of British Columbia, Alberta and Ontario in connection with the Offering, after the date hereof, but prior to the termination of the distribution of Shares under this Prospectus (including any amendments to, or an amended version of, any template version of any marketing materials), is deemed to be incorporated by reference herein. Any template version of any marketing materials utilized in connection with the Offering are not part of this Prospectus to the extent that the contents of the template version of the marketing materials have been modified or superseded by a statement contained in this Prospectus.

CERTIFICATE OF THE ISSUER

Date: November 22, 2021

The prospectus dated October 27, 2021 as amended by this amendment (collectively, the “**Prospectus**”) constitutes full, true and plain disclosure of all material facts relating to the securities offered by the Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

“*Gijsbert Groenewegen*”
Gijsbert Groenewegen
Chief Executive Officer, President
and Director

“*Mathew Lee*”
Mathew Lee
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS OF THE ISSUER

“*Bruce Bragagnolo*”
Bruce Bragagnolo
Executive Chairman and Director

“*Michael G. Thomson*”
Michael G. Thomson
Director

CERTIFICATE OF THE PROMOTERS

Date: November 22, 2021

The prospectus dated October 27, 2021 as amended by this amendment (collectively, the “**Prospectus**”) constitutes full, true and plain disclosure of all material facts relating to the securities offered by the Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

“Bruce Bragagnolo”

Bruce Bragagnolo
Promoter

“Gijsbert Groenewegen”

Gijsbert Groenewegen
Promoter

CERTIFICATE OF THE AGENT

Date: November 22, 2021

To the best of our knowledge, information and belief, the prospectus dated October 27, 2021 as amended by this amendment (collectively, the “**Prospectus**”) constitutes full, true and plain disclosure of all material facts relating to the securities offered by the Prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

RESEARCH CAPITAL CORPORATION

“Jovan Stupar”

Jovan Stupar
Managing Director