

## Form 62-103F1

### *Required Disclosure under the Early Warning Requirements*

#### **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.**

This report relates to multiple voting shares (“**Multiple Voting Shares**”) and subordinate voting shares (“**Subordinate Voting Shares**”) of Valhalla Metals Inc. (the “**Issuer**”).

The Issuer’s address is:

10th Floor, 595 Howe Street  
Vancouver, BC  
V6C 2T5

##### **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.**

The acquisition of the Multiple Voting Shares took place pursuant to a reverse takeover transaction (the “**Transaction**”) whereby a subsidiary of the Issuer merged with Valhalla Metals, Inc. (the “**Target**”).

#### **Item 2 – Identity of the Acquiror**

##### **2.1 State the name and address of the acquiror.**

Bonnie Broman (“**Acquiror**”)  
958 Chena Pump Rd, Fairbanks, AK 99709

##### **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.**

On September 16<sup>th</sup>, 2022, the Issuer completed the Transaction and securityholders of the Target, which included Valhalla Mining, LLC, a company wholly-owned by the Acquiror, received securities in the capital of the Issuer.

##### **2.3 State the names of any joint actors.**

Not Applicable

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

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.**

See item 2.2. Valhalla Mining, LLC acquired ownership and control over 367,299 Multiple Voting Shares in connection with the Transaction. Each Multiple Voting Share is convertible into Subordinate Voting Shares on a 1:100 basis.

Prior to the Transaction, the Acquiror owned and controlled 1,111,111 pre-consolidated common shares of the Issuer (the common shares of the Issuer were re-designated as Subordinate Voting Shares and consolidated on a 5:1 basis as a result of the Transaction). Following the Transaction the Acquiror owns and controls 367,299 Multiple Voting Shares and 222,222 post-consolidation Subordinate Voting Shares, representing 73.46% of the Issuer's issued and outstanding Multiple Voting Shares and 44.55% of the Issuer's issued and outstanding Subordinate Voting Shares, assuming conversion of all Multiple Voting Shares into Subordinate Voting Shares.

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.**

See item 3.1.

**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 acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

See item 3.1.

**3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,**

See item 3.1.

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

Not applicable.

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

Not applicable.

- 3.6 If the acquiror 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 acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror 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.**

Not applicable.

- 3.8 If the acquiror 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 acquiror'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 – Consideration Paid**

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The consideration paid for the Multiple Voting Shares over which the Acquiror exercises control and direction consisted of common shares of the Target. The Multiple Voting Shares are valued at \$50.00 per Multiple Voting Share for an aggregate estimated value of \$18,364,950.00.

**4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See item 4.1.

**4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

See item 2.2.

### **Item 5 – Purpose of the Transaction**

**State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer.**

The securities were acquired by the Acquiror as a result to the Transaction and will be held for investment purposes.

Subject to applicable law, the Acquiror will continue to review its holdings of the Issuer's securities, and depending on market conditions, general economic conditions and industry conditions, the Issuer's business and financial condition and prospects and/or other relevant factors, may increase or decrease its investment in the securities of the Issuer.

**Describe any plans or future intentions which the acquiror 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 reporting issuer;**

Not applicable.

**(b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**

Not applicable.

**(c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**

Not applicable.

**(d) 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;**

Not applicable.

- (e) **a material change in the present capitalization or dividend policy of the reporting issuer;**

Not applicable.

- (f) **a material change in the reporting issuer's business or corporate structure;**

Not applicable.

- (g) **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 or company;**

Not applicable.

- (h) **a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**

Not applicable.

- (i) **the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**

Not applicable.

- (j) **a solicitation of proxies from securityholders;**

Not applicable.

- (k) **an action similar to any of those enumerated above.**

Not applicable.

#### **Item 6 – 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 acquiror 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, 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 7 – Change in Material Fact**

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

Not applicable.

**Item 8 – Exemption**

**If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.**

Not applicable.

**Item 9 – Certification**

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

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Date     October 7, 2022

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Signature   *"Bonnie Broman"*

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Name/Title     Bonnie Broman  
                    Owner & Sole Member  
                    Valhalla Mining, LLC