

A copy of this preliminary short form base shelf prospectus has been filed with the securities regulatory authorities in each of the provinces and territories of Canada, except Québec, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form base shelf prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form base shelf prospectus is obtained from the securities regulatory authorities.

This short form prospectus is a base shelf prospectus. This short form base shelf prospectus has been filed under legislation in each of the provinces and territories of Canada, except Québec, that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities, except in cases where an exemption from such delivery requirements has been obtained.

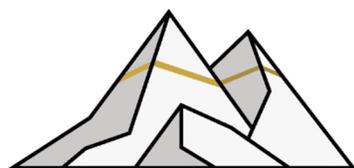
No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form base shelf prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

Information has been incorporated by reference in this prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Snowline Gold Corp. at Suite 300 – 900 West Hastings Street, Vancouver, British Columbia V6E 1E5, telephone (778) 650-5485, and are also available electronically at www.sedarplus.ca.

PRELIMINARY SHORT FORM BASE SHELF PROSPECTUS

New Issue

October 31, 2025



SNOWLINE
GOLD CORP

SNOWLINE GOLD CORP.

\$500,000,000

**COMMON SHARES
WARRANTS
SUBSCRIPTION RECEIPTS
UNITS
DEBT SECURITIES**

This short form base shelf prospectus (this “Prospectus”) relates to the offering for sale from time to time (each, an “Offering”), during the 25-month period that this Prospectus, including any amendments hereto, remains effective, of the securities of Snowline Gold Corp. (“Snowline” or the “Corporation”) listed above (the “Securities”) in one or more series or issuances, with a total offering price of such Securities, in the aggregate, of up to \$500,000,000 (or the equivalent thereof, at the date of issue, in other currencies). The Securities may be offered separately or together, in amounts, at prices and on terms to be determined based on market conditions at the time of the sale and set forth in an accompanying prospectus supplement (a “Prospectus Supplement”).

Prospective investors should be aware that the acquisition and disposition of the Securities may have tax consequences. Such tax consequences are not described in this Prospectus and may not be fully described in any applicable Prospectus Supplement. Prospective investors should read the tax discussion contained in any applicable Prospectus Supplement with respect to a particular Offering and consult their own tax advisor with respect to their own particular circumstances.

NO CANADIAN SECURITIES REGULATOR HAS APPROVED OR DISAPPROVED THE SECURITIES OFFERED HEREBY OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

All information permitted under applicable law to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus, except in cases where an exemption from such delivery requirements is available. Each Prospectus Supplement will be incorporated by reference in this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which the

Prospectus Supplement pertains. You should read this Prospectus and any applicable Prospectus Supplement carefully before you invest in any Securities. The Corporation may offer and sell Securities through underwriters or dealers, directly or through agents designated by the Corporation from time to time at amounts and prices and other terms determined by the Corporation. A Prospectus Supplement will set forth the names of any underwriters, dealers or agents involved in the Offering and will set forth the terms of the Offering, the method of distribution of such Securities including, to the extent applicable, the proceeds to the Corporation and any fees, discounts or any other compensation payable to underwriters, dealers or agents and any other material terms of the distribution. Unless otherwise specified in a Prospectus Supplement, in connection with any Offering, the underwriters or agents may, subject to applicable law, over-allot or effect transactions which stabilize or maintain the market price of the Securities offered at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. See “Plan of Distribution”. **No underwriter has been involved in the preparation of this Prospectus or performed any review of the contents of this Prospectus.**

Investing in the Securities is speculative and involves certain risks. The risks outlined in this Prospectus and in the documents incorporated by reference herein and in the applicable Prospectus Supplement and the documents incorporated by reference therein should be carefully reviewed and considered by prospective investors. See “Risk Factors”.

The outstanding common shares in the capital of the Corporation (the “Common Shares”) are listed and posted for trading on the TSX Venture Exchange (the “TSXV”) under the symbol “SGD” and on the OTCQB under the symbol “SNWGF”. **Unless otherwise specified in the applicable Prospectus Supplement, there is no existing trading market through which the warrants (the “Warrants”), the subscription receipts (the “Subscription Receipts”), the units (the “Units”) or the debt securities (the “Debt Securities”) may be sold and purchasers may not be able to resell any of such Securities purchased under this Prospectus. This may affect the pricing of such Securities on the secondary market, the transparency and availability of trading prices, the liquidity of such Securities and the extent of issuer regulation. See “Risk Factors”. No assurances can be given that a market for trading in Securities of any series or issue will develop or as to the liquidity of any such market, whether or not the Securities are listed on a securities exchange.**

The Corporation’s head office is located at Suite 300 – 900 West Hastings Street, Vancouver, British Columbia, V6C 1E5. The Corporation’s registered office is located at Suite 2200 – 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

The Offering amount in this Prospectus is in Canadian dollars. References to “United States dollars” or “US\$” are to United States dollars. Canadian dollars are referred to as “\$” or “C\$”. See “Financial Information”.

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ABOUT THIS PROSPECTUS

Unless the context otherwise requires, references in this Prospectus and any Prospectus Supplement to (a) “Snowline” or the “Corporation” includes Snowline Gold Corp. and its wholly-owned subsidiary, Senoa Gold Corp., (b) the “Rogue Project” means the Corporation’s 100%-owned Rogue project in Canada’s Yukon Territory, (c) the “Valley Deposit” means the Valley gold deposit on the Rogue Project, and (d) the “PEA” is as defined under “Interest of Experts – Qualified Persons”.

Scientific and technical information in this Prospectus not specific to the PEA has been reviewed and approved by Thomas Branson, M.Sc., P. Geo., Vice President of Exploration for Snowline, as qualified person for the purposes of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“NI 43-101”). Scientific and technical information in this Prospectus specific to the PEA has been prepared under the supervision of and approved by the qualified persons set out under “Interest of Experts – Qualified Persons”.

You should rely only on the information contained or incorporated by reference in this Prospectus and any applicable Prospectus Supplement. The Corporation has not authorized anyone to provide you with different or additional information and the Corporation does not take any responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. If anyone provides you with any different, additional, inconsistent or other information, you should not rely on it. The Corporation is not making an offer to sell or seeking an offer to buy the Securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this Prospectus, any applicable Prospectus Supplement and the documents incorporated by reference herein and therein is accurate as of any date other than the date on the front of this Prospectus, any applicable Prospectus Supplement or the respective dates of the documents incorporated by reference herein and therein, regardless of the time of delivery or of any sale of the Securities pursuant thereto. Our business, financial condition, results of operations and prospects may have changed since those dates. Information contained on the Corporation’s website should not be deemed to be a part of this Prospectus, any applicable Prospectus Supplement or incorporated by reference herein or therein and should not be relied upon by prospective investors for the purpose of determining whether to invest in the Securities. The Securities will not be distributed, directly or indirectly, in Canada or to residents of Canada in contravention of the securities laws of any province or territory of Canada.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Except for statements of historical fact, this Prospectus may contain “forward-looking information” within the meaning of applicable Canadian securities legislation, that reflects the Corporation’s current expectations and projections about its future results. When used in this Prospectus, words such as “will”, “may”, “could”, “might”, “should”, “estimate”, “intend”, “suggest”, “expect”, “plan”, “seek”, “predict”, “potential”, “prospective”, “target”, “anticipate”, “continue”, “scheduled” and similar expressions are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Corporation’s future operational or financial performance. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. All statements, other than statements of historical fact, may be forward-looking information. Information concerning mineral resource estimates may also be deemed to be forward-looking information in that it reflects a prediction of mineralization that would be encountered if a mineral deposit were developed and mined.

Forward-looking information is not historical fact, and includes but is not limited to:

- (a) estimates, including the mineral resource estimate for the Rogue Project, and their underlying assumptions;
- (b) results of the PEA, and all underlying assumptions and the economic and scoping-level parameters of the PEA; the anticipated timeline for completion of a potential pre-feasibility study; the cost and timing of any development of the Valley Deposit; the proposed mine plan and mining methods; dilution and mining recoveries; processing method and rates; production rates; projected metallurgical recovery rates; infrastructure requirements; energy sources; capital, operating and sustaining cost estimates; the projected life of mine and other expected attributes of the Valley Deposit; the net present value, internal rate of return and payback period of capital; future metal prices; the timing of any engineering, environmental assessment or Indigenous consultation processes; the expansion of environmental baseline monitoring programs; government regulations and future permitting timelines; tailings storage facility and management; access to the Valley Deposit; water management; estimates of reclamation and closure costs; requirements for additional capital; future drill programs; and the Rogue plutonic complex having the potential to host Valley-style mineralization;
- (c) statements regarding plans, objectives and expectations with respect to the effectiveness of the Corporation’s business model, future operations, the impact of regulatory initiatives on the Corporation’s operations and market opportunities;
- (d) the Corporation’s planned exploration, research and development programs;
- (e) general industry and macroeconomic growth rates;
- (f) uncertainty on success of corporate development initiatives; and
- (g) statements regarding future performance, including the creation of a new gold district.

Although forward-looking information contained in this Prospectus is based on the beliefs of management, which they consider to be reasonable, as well as assumptions made based on information currently available to management, there is no assurance that the forward-looking information will prove to be accurate.

Forward-looking information used in this Prospectus is subject to various known and unknown risks, uncertainties and other factors, most of which are difficult to predict and generally beyond the control of the Corporation, that could cause actual results, performance or achievements of the Corporation to differ materially from those that are disclosed in or implied by such forward-looking information. Such factors include, but are not limited to: general economic conditions in Canada and globally; industry conditions, including fluctuation in the market valuation for commodities; governmental regulation of the mining industry, including environmental regulation; difficulties in obtaining required approvals for the development of a mineral project; impacts resulting from lack of community support; geological, technical and drilling problems; unanticipated operating events; negotiation of commercial access agreements, competition for and/or inability to retain required services and to obtain undeveloped lands, skilled personnel, equipment and inputs; reliance on third parties; potential or ongoing joint ventures; the availability of capital on acceptable terms; uncertainties associated with estimating mineral resources, including uncertainties relating to the assumptions underlying mineral resource estimates; unanticipated resource grades and recoveries; whether mineral resources will ever be converted into mineral reserves; uncertainties regarding cost

estimates; the use of non-GAAP measures in financial performance accounting; liabilities and risks, including environmental liabilities and risks inherent in mineral exploration operations; health and safety risks; risks related to unknown financial contingencies, including litigation costs, on the Corporation's operations; risks of changes in current and future trade agreements, legislation, regulations, import tariffs and other similar trade barriers, including material changes in the U.S.-Mexico-Canada Agreement; unanticipated results of exploration activities; unpredictable weather conditions; unanticipated delays in preparing technical studies; inability to generate profitable operations; restrictive covenants in debt instruments; stock market volatility; liabilities inherent in the mining industry; risks related to war (such as Russia's invasion of Ukraine and the war in the Middle East); changes in tax laws and incentive programs relating to the mining industry; conflicts of interest; dependency on key personnel; fluctuations in currency and interest rates, inflation and general economic conditions; as well as those factors discussed in the section entitled "Risk Factors" in the Annual Information Form (as herein defined).

Although the Corporation believes that the assumptions and expectations reflected in such forward-looking information are reasonable, the Corporation can give no assurance that these assumptions and expectations will prove to be correct. Readers are cautioned not to place undue reliance on the forward-looking information, which speaks only as of the date of this Prospectus or as of the date otherwise specifically indicated herein. All forward-looking information contained in this Prospectus is expressly qualified in its entirety by this cautionary statement. Due to risks, uncertainties and other factors, including the risks, uncertainties and other factors identified above and elsewhere in this Prospectus, actual events may differ materially from current expectations. The Corporation disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise except as required by securities law. Additional information about these assumptions and risks and uncertainties is contained in the Corporation's filings with securities regulators, including the Corporation's most recent management's discussion and analysis for its most recently completed financial year and, if applicable, interim financial period, which are available under the Corporation's profile on SEDAR+ at www.sedarplus.ca.

FINANCIAL INFORMATION

The consolidated financial statements of the Corporation incorporated by reference in this Prospectus have been prepared in accordance with International Financial Reporting Standards ("IFRS") and are reported in Canadian dollars.

This Prospectus and certain documents incorporated by reference in this Prospectus, including the Annual Information Form, include references to financial measures which do not have standardized meanings and may not be comparable to similar measures presented by other issuers, referred to as non-GAAP financial measures. These non-GAAP financial measures, common to the gold mining industry, are "all-in sustaining cost per ounce of gold sold" and "free cash flow". As the Corporation is not in production, the Corporation does not have historical non-GAAP financial measures nor historical comparable measures under IFRS, and therefore the foregoing prospective non-GAAP financial measures may not be reconciled to the nearest comparable measures under IFRS.

In addition to results determined in accordance with GAAP, the Corporation uses "working capital," a non-GAAP measure. This non-GAAP measure is used to provide investors with a supplemental measure of the Corporation's liquidity and thus highlight trends in the core business that may not otherwise be apparent when relying solely on GAAP measures. Working capital is the difference between current assets and current liabilities. It is a financial measure that has been derived from the Corporation's consolidated financial statements and applied on a consistent basis as appropriate. Various assets and liabilities fluctuate significantly from month to month depending on short-term liquidity needs. The Corporation discloses this financial measure because it believes it assists readers in understanding the Corporation's financial position and provides further information about the Corporation's liquidity to investors.

All currency amounts in this Prospectus are expressed in Canadian dollars, unless otherwise indicated. References to "US\$" are to United States dollars. On October 30, 2025, the indicative rate of exchange for the United States dollar in terms of Canadian dollars, as quoted by the Bank of Canada, was US\$1.00 = C\$1.40.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with the securities commissions or similar authorities in each of the provinces and territories of Canada, except Québec. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Snowline Gold Corp. at Suite 300 – 900 West Hastings Street, Vancouver, British Columbia, V6C 1E5, telephone (778) 650-5485, and are also available electronically at www.sedarplus.ca. The filings of the Corporation through SEDAR+ are not incorporated by reference in this Prospectus except as specifically set out herein.

The following documents, filed by the Corporation with the securities commissions or similar authorities in each of the provinces and territories of Canada, except Québec, are specifically incorporated by reference in, and form an integral part of, this Prospectus:

- (a) the amended and restated annual information form of the Corporation for the year ended December 31, 2024 dated October 31, 2025 (the “Annual Information Form”);
- (b) the audited consolidated financial statements of the Corporation as at and for the years ended December 31, 2024 and 2023 and the notes thereto, together with the independent auditor’s report thereon;
- (c) management’s discussion and analysis for the years ended December 31, 2024 and 2023;
- (d) the unaudited condensed interim consolidated financial statements of the Corporation as at June 30, 2025 and for the three and six months ended June 30, 2025 and 2024 (the “Interim Financial Statements”) and the notes thereto;
- (e) management’s discussion and analysis for the six months ended June 30, 2025 and 2024;
- (f) the management information circular of the Corporation dated June 25, 2025 prepared in connection with the annual general and special meeting of shareholders of the Corporation held on August 12, 2025;
- (g) the material change report of the Corporation filed on March 25, 2025 relating to the entering into of an agreement in connection with a “bought deal” private placement for gross proceeds of \$20,025,000 (the “Private Placement”);
- (h) the material change report of the Corporation filed on April 7, 2025 relating to the completion of the Private Placement;
- (i) the material change report of the Corporation filed on July 3, 2025 relating to the results of the PEA; and
- (j) the material change report of the Corporation filed on August 15, 2025 relating to the “bought deal” public offering of common shares of the Corporation (and concurrent private placement with B2Gold Corp. to maintain their percentage ownership, for aggregate gross proceeds of approximately \$102 million) (the “August 2025 Offering”).

Any document of the type referred to item 11.1 of Form 44-101F1 Short Form Prospectus under National Instrument 44-101 – *Short Form Prospectus Distributions* of the Canadian Securities Administrators (other than confidential material change reports, if any) filed by the Corporation with any securities commissions or similar regulatory authorities in Canada after the date of this Prospectus and all Prospectus Supplements disclosing additional or updated information filed pursuant to the requirements of applicable securities legislation in Canada during the period that this Prospectus is effective shall be deemed to be incorporated by reference in this Prospectus. These documents are available on SEDAR+, which can be accessed at www.sedarplus.ca.

The documents incorporated or deemed to be incorporated herein by reference contain meaningful and

material information relating to the Corporation and readers should review all information contained in this Prospectus and the documents incorporated or deemed to be incorporated herein by reference.

Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for the purposes of this Prospectus, to the extent that a statement contained herein, or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement will not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall thereafter neither constitute, nor be deemed to constitute, a part of this Prospectus, except as so modified or superseded.

When the Corporation files a new annual information form, audited consolidated financial statements and related management's discussion and analysis and, where required, they are accepted by the applicable securities regulatory authorities during the time that this Prospectus is valid, the previous annual information form, the previous audited consolidated financial statements and related management's discussion and analysis and all unaudited condensed interim consolidated financial statements and related management's discussion and analysis for such periods, all material change reports and any business acquisition report filed prior to the commencement of the Corporation's financial year in which the new annual information form is filed will be deemed no longer to be incorporated by reference in this Prospectus for purposes of future offers and sales of Securities under this Prospectus. Upon new unaudited condensed interim consolidated financial statements and related management's discussion and analysis being filed by the Corporation with the applicable securities regulatory authorities during the term of this Prospectus, all unaudited condensed interim consolidated financial statements and related management's discussion and analysis filed prior to the filing of the new unaudited condensed interim consolidated financial statements shall be deemed no longer to be incorporated by reference in this Prospectus for purposes of future offers and sales of Securities under this Prospectus. Upon a management information circular in connection with an annual meeting being filed by the Corporation with the appropriate securities regulatory authorities during the currency of this Prospectus, the management information circular filed in connection with the previous annual meeting (unless such management information circular also related to a special meeting) will be deemed no longer to be incorporated by reference in this Prospectus for purposes of future offers and sales of Securities under this Prospectus.

A Prospectus Supplement containing the specific terms of any Offering will be delivered to purchasers of Securities together with this Prospectus, except in cases where an exemption from such delivery requirements is available, and will be deemed to be incorporated by reference in this Prospectus as of the date of the Prospectus Supplement and only for the purposes of the Offering to which that Prospectus Supplement pertains.

THE CORPORATION

Snowline is a Yukon Territory focused gold exploration and development company with a mineral claim portfolio covering roughly 360,000 hectares (3,600 km²). The Corporation is advancing the Valley Deposit – a large, low-strip, near surface, >1 g/t Au bulk tonnage gold system located in the eastern Yukon – while continuing regional exploration of surrounding targets on the Rogue Project and the broader district in the highly prospective yet underexplored Selwyn Basin.

The Mineral Resource Estimate (the “MRE”) for the Valley Deposit contains 7.94 million ounces gold at 1.21 g/t Au in the Measured and Indicated categories (3.15 million ounces gold at 1.41 g/t Au Measured mineral resources and 4.79 million ounces gold at 1.11 g/t Au Indicated mineral resources) and an additional 0.89 million ounces gold at 0.62 g/t Au in the Inferred category. Results of the PEA suggest the potential for the deposit to support a long-life mining operation with a strong production profile and low production costs.

Snowline’s project portfolio sits within the prolific Tintina Gold Province, host to multiple million-ounce-plus gold mines and deposits across the central Yukon and Alaska. The Corporation’s first-mover position and extensive exploration database provide a distinct competitive advantage and a unique opportunity for investors to be part of multiple discoveries, the advancement of a significant gold deposit and the creation of a new gold district. The primary focus of Snowline is currently the advancement of the Valley Deposit.

For further information regarding Snowline and the MRE, see the Annual Information Form and other documents incorporated by reference in this Prospectus available under the Corporation’s profile on SEDAR+ at www.sedarplus.ca.

Recent Developments

Effective October 3, 2025, Crystal Smith was appointed to the board of directors of the Corporation.

CONSOLIDATED CAPITALIZATION

Other than as set forth in the table below, there have not been any material changes in the share and loan capital of the Corporation since June 30, 2025, the date of the Interim Financial Statements. The following table should be read in conjunction with the Interim Financial Statements and related management’s discussion and analysis, each of which are incorporated by reference into this Prospectus:

	<u>As at June 30, 2025</u>	<u>As at June 30, 2025 After Giving Effect to the August 2025 Offering ⁽¹⁾</u>
Share capital	\$127,935,228	\$225,480,066
(Authorized: unlimited)	160,843,166 Common Shares	172,188,560 Common Shares
Cash and cash equivalents	\$51,968,361	\$149,513,199

(1) Does not include 828,000 Common Shares which were issued subsequent to June 30, 2025 upon exercise of previously issued stock options and vested restricted share units.

The applicable Prospectus Supplement will describe any material change, and the effect of such material change, on the Corporation’s share and loan capital that will result from the issuance of Securities pursuant to such Prospectus Supplement.

USE OF PROCEEDS

Unless otherwise specified in a Prospectus Supplement, the Corporation currently expects to use the net proceeds from the sale of Securities offered by the Corporation hereby to fund further exploration and evaluation activities, and development activities, including drilling, other geological and geophysical studies, engineering studies, environmental studies and/or for other working capital and general corporate purposes.

Any allocation of the net proceeds of an Offering to a specific purpose will be determined at the time of the Offering and will be described in the relevant Prospectus Supplement, including reasonable detail of the principal

purposes of the proposed use of net proceeds and the business objectives expected to be accomplished using the net proceeds of such Offering. The Corporation may, from time to time, issue securities (including equity and debt securities) other than pursuant to this Prospectus or any applicable Prospectus Supplement.

As at September 30, 2025, the Corporation had working capital of approximately \$113.0 million. The Corporation is in the exploration stage with no source of operating revenue and is dependent upon equity or debt financing to maintain its current operations. Accordingly, the Corporation had negative operating cash flows for the financial year ended December 31, 2024 and for the six months ended June 30, 2025. The Corporation anticipates that negative operating cash flows will continue as long as it remains in an exploration and development stage. To the extent that the Corporation has negative operating cash flow in future periods, it may need to deploy a portion of net proceeds from the sale of Securities to fund such negative cash flow. See “Risk Factors”.

PLAN OF DISTRIBUTION

The Corporation may from time to time, during the 25-month period that this Prospectus remains effective, offer for sale and issue Securities with a total offering price of such Securities, in the aggregate, of up to \$500,000,000 (or the equivalent thereof in other currencies).

The Corporation may sell the Securities to or through underwriters or dealers, and also may sell securities to one or more other purchasers directly or through agents. Each Prospectus Supplement will set forth the terms of the Offering, including the name or names of any underwriters or agents, the purchase price or prices of the Securities and the proceeds to the Corporation from the sale of the Securities. Only those underwriters, dealers or agents named in a Prospectus Supplement will be the underwriters, dealers or agents in connection with the Securities offered thereby.

The Securities may be sold, from time to time, in one or more transactions at a fixed price or prices which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. Additionally, this Prospectus and any Prospectus Supplement may also cover the initial resale of the Securities purchased pursuant thereto. The prices at which the Securities may be offered may vary as between purchasers and during the period of distribution. If, in connection with any Offering at a fixed price or prices, the underwriters have made a *bona fide* effort to sell all of the Securities at the initial offering price fixed in the applicable Prospectus Supplement, the public offering price may be decreased and thereafter further changed, from time to time, to an amount not greater than the initial public offering price fixed in such Prospectus Supplement, in which case the compensation realized by the underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Securities is less than the gross proceeds paid by the underwriters to the Corporation.

Only underwriters named in the Prospectus Supplement are deemed to be underwriters in connection with such Securities offered by that Prospectus Supplement.

In connection with any Offering, the underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Securities offered at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

In connection with the sale of Securities, underwriters, dealers and agents may receive compensation from the Corporation or from purchasers of the Securities from whom they may act as agents in the form of discounts, concessions or commissions. Any such commissions will be paid out of the Corporation’s general funds. Underwriters, dealers and agents that participate in the distribution of Securities may be deemed to be underwriters and any discounts or commissions received by them from the Corporation and any profit on the resale of Securities by them may be deemed to be underwriting discounts and commissions under applicable securities legislation.

Underwriters, dealers and agents who participate in the distribution of the Securities may be entitled under agreements to be entered into with the Corporation to indemnification by the Corporation against certain liabilities, including liabilities under the U.S. Securities Act and Canadian securities legislation, or to contribution with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof. Those underwriters, dealers and agents may be customers of, engage in transactions with, or perform services for, the Corporation in the ordinary course of business.

Each class or series of Securities, other than the Common Shares, will be a new issue of Securities with no established trading market. Subject to applicable laws, any underwriter may make a market in such Securities, but will not be obligated to do so and may discontinue any market making at any time without notice. There may be limited liquidity in the trading market for any such Securities. Unless otherwise specified in the applicable Prospectus Supplement, the Corporation does not intend to list any of the Securities other than the Common Shares on any securities exchange. Consequently, unless otherwise specified in the applicable Prospectus Supplement, there is no market through which the Warrants, the Subscription Receipts or the Units may be sold and purchasers may not be able to resell any such Securities purchased under this Prospectus. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities and the extent of issuer regulation. See “Risk Factors”. No assurances can be given that a market for trading in Securities of any series or issue will develop or as to the liquidity of any such market, whether or not the Securities are listed on a securities exchange.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

The Corporation may offer Common Shares, Warrants, Subscription Receipts, and Units comprising any combination of Common Shares, Warrants, Subscription Receipts or Debt Securities, and Debt Securities with a total value of up to \$500,000,000 (or the equivalent thereof in other currencies) from time to time under this Prospectus, together with any applicable Prospectus Supplement, at prices and on terms to be determined by market conditions at the time of the Offering. This Prospectus provides you with a general description of the Securities. Each time the Corporation offers Securities, it will provide a Prospectus Supplement that will describe the specific amounts, prices and other important terms of the Securities. A Prospectus Supplement may also add, update or change information contained in this Prospectus or in documents incorporated by reference. However, no Prospectus Supplement will offer a security that is not described in this Prospectus.

Common Shares

The Corporation may issue Common Shares, separately or together with Warrants, Subscription Receipts, Units, Debt Securities or any combination thereof, as the case may be. The Corporation is authorized to issue an unlimited number of Common Shares. As of October 30, 2025, there were 173,016,560 Common Shares issued and outstanding. Holders of Common Shares are entitled to receive notice of any meetings of shareholders of the Corporation, to attend and to cast one vote per Common Share at all such meetings. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of the Common Shares entitled to vote in any election of directors may elect all directors standing for election. Holders of Common Shares are entitled to receive on a pro rata basis such dividends, if any, as and when declared by the board of directors of the Corporation at its discretion from funds legally available for the payment of dividends and upon the liquidation, dissolution or winding up of the Corporation are entitled to receive on a pro rata basis the net assets of the Corporation after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro rata basis with the holders of Common Shares with respect to dividends or liquidation. The Common Shares do not carry any preemptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

Warrants

Warrants may be offered separately or together with other Securities, as the case may be. Each series of Warrants will be issued under a separate warrant indenture (each, a “Warrant Indenture”) to be entered into between the Corporation and one or more banks or trust companies acting as warrant agent. The applicable Prospectus Supplement will include details of the terms and conditions of the Warrants being offered. The warrant agent will act solely as the Corporation’s agent and will not assume a relationship of agency with any holders of warrant certificates or beneficial owners of Warrants. The following sets forth certain general terms and provisions of the Warrants offered under this Prospectus. The specific terms of the Warrants, and the extent to which the general terms described in this section apply to those Warrants, will be set forth in the applicable Prospectus Supplement. The Corporation will file on SEDAR+ a copy of any Warrant Indenture after the Corporation has entered into it.

The following description sets forth certain general terms and provisions of Warrants and is not intended to

be complete. The statements made in this Prospectus relating to any Warrant Indenture and Warrants to be issued thereunder are summaries of certain anticipated provisions thereof and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable Warrant Indenture and the Prospectus Supplement describing such Warrant Indenture. The Corporation urges you to read the applicable Prospectus Supplement related to the particular Warrants that the Corporation sells under this Prospectus, as well as the complete Warrant Indenture.

The Prospectus Supplement and the Warrant Indenture for any Warrants the Corporation offers will describe the specific terms of the Warrants. All such terms will comply with the requirements of the TSXV relating to warrants. This description will include, where applicable:

- the designation and aggregate number of Warrants offered;
- the price at which the Warrants will be offered;
- the currency or currencies in which the Warrants will be offered;
- the designation and terms of the Common Shares purchasable upon exercise of the Warrants;
- the date on which the right to exercise the Warrants will commence and the date on which the right will expire;
- the number of Common Shares that may be purchased upon exercise of each Warrant and the price at which and currency or currencies in which the Common Shares may be purchased upon exercise of each Warrant;
- the designation and terms of any securities with which the Warrants will be offered, if any, and the number of the Warrants that will be offered with each security;
- the date or dates, if any, on or after which the Warrants and the related securities will be transferable separately;
- whether the Warrants will be subject to redemption or call and, if so, the terms of such redemption or call provisions;
- material Canadian tax consequences of owning the Warrants; and
- any other material terms or conditions of the Warrants.

Prior to the exercise of their Warrants, holders of Warrants will not have any of the rights of holders of Common Shares issuable upon exercise of the Warrants.

The Corporation reserves the right to set forth in a Prospectus Supplement specific terms of the Warrants that are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the Warrants described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such Warrants.

Subscription Receipts

The Corporation may issue Subscription Receipts, which will entitle holders to receive upon satisfaction of certain release conditions and for no additional consideration, Common Shares, Warrants or a combination thereof. Subscription Receipts will be issued pursuant to one or more subscription receipt agreements (each, a “Subscription Receipt Agreement”), each to be entered into between the Corporation and an escrow agent (the “Escrow Agent”), which will establish the terms and conditions of the Subscription Receipts. Each Escrow Agent will be a financial institution organized under the laws of Canada or a province thereof and authorized to carry on business as a trustee. The Corporation will file on SEDAR+ a copy of any Subscription Receipt Agreement after the Corporation has entered into it.

The following description sets forth certain general terms and provisions of Subscription Receipts and is not intended to be complete. The statements made in this Prospectus relating to any Subscription Receipt Agreement and Subscription Receipts to be issued thereunder are summaries of certain anticipated provisions thereof and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable Subscription Receipt Agreement and the Prospectus Supplement describing such Subscription Receipt Agreement. The Corporation urges you to read the applicable Prospectus Supplement related to the particular Subscription Receipts that the Corporation sells under this Prospectus, as well as the complete Subscription Receipt Agreement.

The Prospectus Supplement and the Subscription Receipt Agreement for any Subscription Receipts the Corporation offers will describe the specific terms of the Subscription Receipts. All such terms will comply with the requirements of the TSXV relating to subscription receipts. This description will include, where applicable:

- the designation and aggregate number of Subscription Receipts offered;
- the price at which the Subscription Receipts will be offered;
- the currency or currencies in which the Subscription Receipts will be offered;
- the designation, number and terms of the Common Shares, Warrants or combination thereof to be received by holders of Subscription Receipts upon satisfaction of the release conditions, and the procedures that will result in the adjustment of those numbers;
- the conditions (the “Release Conditions”) that must be met in order for holders of Subscription Receipts to receive, for no additional consideration, Common Shares, Warrants or a combination thereof;
- the procedures for the issuance and delivery of Common Shares, Warrants or a combination thereof to holders of Subscription Receipts upon satisfaction of the Release Conditions;
- whether any payments will be made to holders of Subscription Receipts upon delivery of the Common Shares, Warrants or a combination thereof upon satisfaction of the Release Conditions (e.g., an amount equal to dividends declared on Common Shares by the Corporation to holders of record during the period from the date of issuance of the Subscription Receipts to the date of issuance of any Common Shares pursuant to the terms of the Subscription Receipt Agreement);
- the terms and conditions under which the Escrow Agent will hold all or a portion of the gross proceeds from the sale of Subscription Receipts, together with interest and income earned thereon (collectively, the “Escrowed Funds”), pending satisfaction of the Release Conditions;
- the terms and conditions pursuant to which the Escrow Agent will hold Common Shares, Warrants or a combination thereof pending satisfaction of the Release Conditions;
- the terms and conditions under which the Escrow Agent will release all or a portion of the Escrowed Funds to the Corporation upon satisfaction of the Release Conditions;
- if the Subscription Receipts are sold to or through underwriters or agents, the terms and conditions under which the Escrow Agent will release a portion of the Escrowed Funds to such underwriters or agents in payment of all or a portion of their fees or commission in connection with the sale of the Subscription Receipts;
- procedures for the refund by the Escrow Agent to holders of Subscription Receipts of all or a portion of the subscription price for their Subscription Receipts, plus any pro rata entitlement to interest earned or income generated on such amount, if the Release Conditions are not satisfied;
- any contractual right of rescission to be granted to initial purchasers of Subscription Receipts in the event this Prospectus, the Prospectus Supplement under which Subscription Receipts are issued or any amendment hereto or thereto contains a misrepresentation;
- any entitlement of the Corporation to purchase the Subscription Receipts in the open market, by private agreement or otherwise;
- whether the Corporation will issue the Subscription Receipts as global securities and, if so, the identity of the depositary for the global securities;
- whether the Corporation will issue the Subscription Receipts as bearer securities, registered securities or both;
- provisions as to modification, amendment or variation of the Subscription Receipt Agreement or any rights or terms attaching to the Subscription Receipts;
- the identity of the Escrow Agent;
- whether the Subscription Receipts will be listed on any exchange;
- material Canadian federal tax consequences of owning the Subscription Receipts; and
- any other material terms or conditions of the Subscription Receipts.

The holders of Subscription Receipts will not be shareholders of the Corporation. Holders of Subscription Receipts are entitled only to receive Common Shares, Warrants or a combination thereof on exchange of their Subscription Receipts, plus any cash payments provided for under the Subscription Receipt Agreement, if the Release Conditions are satisfied. If the Release Conditions are not satisfied, the holders of Subscription Receipts shall be

entitled to a refund of all or a portion of the subscription price therefor and all or a portion of the pro rata share of interest earned or income generated thereon, as provided in the Subscription Receipt Agreement.

The Corporation reserves the right to set forth in a Prospectus Supplement specific terms of the Subscription Receipts that are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the Subscription Receipts described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such Subscription Receipts.

Units

The Corporation may issue Units comprised of one or more of the other Securities described in this Prospectus in any combination. Each Unit will be issued so that the holder of the Unit is also the holder of each Security included in the Unit. Thus, the holder of a Unit will have the rights and obligations of a holder of each included Security.

The Prospectus Supplement for any Units the Corporation offers will describe the specific terms of the Units. All such terms will comply with the requirements of the TSXV relating to units. This description will include, where applicable:

- the designation and aggregate number of Units offered;
- the price at which the Units will be offered;
- the currency or currencies in which the Units will be offered;
- the designation and terms of the Units and the applicable Securities included in the Units;
- the description of the terms of any agreement governing the Units;
- any provision for the issuance, payment, settlement, transfer or exchange of the Units;
- the date, if any, on and after which the Units may be transferable separately;
- whether the Corporation has applied to list the Units on a stock exchange;
- material Canadian federal tax consequences of owning the Units;
- how, for federal income tax purposes, the purchase price paid for the Units is to be allocated among the component Securities; and
- any other material terms or conditions of the Units.

The Corporation reserves the right to set forth in a Prospectus Supplement specific terms of the Units that are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the Units described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such Units.

Debt Securities

The Corporation may issue unsecured Debt Securities (and each individually a “Debt Security”) in one or more series up to the aggregate amount under this Prospectus. The Debt Securities may be offered in an amount and on such terms as may be determined from time to time depending on market conditions and other factors.

The Corporation may issue Debt Securities, separately or together with Common Shares, Warrants, Subscription Receipts, Units or any combination thereof, as the case may be. The Debt Securities will be issued under a separate agreement or indenture to be entered into by the Corporation with one or more financial institutions or trust companies acting as trustee. A copy of the agreement or indenture relating to an offering of Debt Securities, as applicable, will be filed by the Corporation with applicable securities regulatory authorities in Canada after it has been entered into by the Corporation and will be available electronically on SEDAR+.

The following description of the terms of the Debt Securities sets forth certain general terms and provisions of Debt Securities in respect of which a Prospectus Supplement may be filed. The specific terms and provisions of the

Debt Securities, and the extent to which the general terms of the Debt Securities described in this Prospectus apply to those Debt Securities, will be set forth in the applicable Prospectus Supplement. This description will include, where applicable:

- the designation, aggregate principal amount and authorized denominations of such Debt Securities;
- any limit upon the aggregate principal amount of such Debt Securities;
- the currency or currency units for which such Debt Securities may be purchased and the currency or currency units in which the principal and any interest is payable (in either case, if other than Canadian dollars);
- the issue price (at par, at a discount or at a premium) of such Debt Securities;
- the date or dates on which such Debt Securities will be issued and delivered;
- the date or dates on which such Debt Securities will mature, including any provision for the extension of a maturity date, or the method of determination of such date;
- the rate or rates per annum (either fixed or floating) at which such Debt Securities will bear interest (if any) and, if floating, the method of determination of such rate;
- the date or dates from which any such interest will accrue and on which such interest will be payable and the record date or dates for the payment of such interest, or the method of determination of such date(s);
- if applicable, the provisions for subordination of such Debt Securities to other indebtedness of the Corporation;
- the trustee under any applicable trust indenture pursuant to which such Debt Securities are to be issued;
- any redemption term or terms under which such Debt Securities may be terminated whether at or prior to maturity;
- any repayment or sinking fund provisions;
- any events of default applicable to such Debt Securities;
- whether such Debt Securities are to be issued in registered form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- any exchange or conversion terms, including terms relating to the conversion of the Debt Securities into Common Shares or other securities of the Corporation, and any provisions for the adjustment thereof;
- if applicable, the ability of the Corporation to satisfy all or a portion of any redemption of such Debt Securities, any payment of any interest on such Debt Securities or any repayment of the principal owing upon the maturity of such Debt Securities through the issuance of securities of the Corporation or of any other entity, and any restrictions on the persons to whom such securities may be issued;
- the provisions applicable to the modification of the terms of the indenture; and
- any other material terms or covenants applicable to such Debt Securities.

Prior to the exercise of any Debt Securities, holders of such Debt Securities will not have any of the rights of holders of the any securities that they would receive up upon a due exercise or conversion of the Debt Securities, including any right to receive payments of dividends or any right to vote such underlying securities.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The applicable Prospectus Supplement may include a general summary of certain Canadian federal income tax consequences which may be applicable to a purchaser of Securities offered thereunder. Investors should read the tax discussion in any Prospectus Supplement with respect to a particular Offering and consult their own tax advisors with respect to their own particular circumstances.

CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

The applicable Prospectus Supplement may describe certain United States federal income tax consequences to an investor acquiring any Securities offered thereunder. Investors should read the tax discussion in any Prospectus Supplement with respect to a particular offering and consult their own tax advisors with respect to their own particular circumstances.

PRIOR SALES

Information with respect to Common Shares, and securities that are convertible or exchangeable into Common Shares, issued by the Corporation within the previous 12-month period, will be provided as required in a Prospectus Supplement.

TRADING PRICE AND VOLUME

The Common Shares are listed and posted for trading on the TSXV under the symbol “SGD”. Information with respect to trading price and volume of the Common Shares during the previous 12-month period will be provided as required in a Prospectus Supplement.

RISK FACTORS

An investment in any Securities is highly speculative and involves significant risks. Any prospective investor should carefully consider the risk factors and all of the other information contained elsewhere in this Prospectus and any applicable Prospectus Supplement (including, without limitation, the documents incorporated by reference, and specifically under the section entitled “Risk Factors” in the Annual Information Form) before purchasing any of the Securities distributed under this Prospectus. The risks described herein and in any Prospectus Supplement and in the documents incorporated by reference in this Prospectus and in any Prospectus Supplement are not the only risks facing the Corporation. Additional risks and uncertainties not currently known to the Corporation, or that the Corporation currently deems immaterial, may also materially and adversely affect its business.

LEGAL MATTERS

Certain legal matters in connection with the Securities offered hereby will be passed upon on behalf of the Corporation by Cassels Brock & Blackwell LLP.

INTEREST OF EXPERTS

Qualified Persons

Certain scientific and technical information with respect to the Rogue Project contained in this Prospectus has been taken from the report titled “Independent Preliminary Economic Assessment for the Rogue Project Yukon, Canada ” dated August 27, 2025 with an effective date of March 1, 2025 (the “PEA”), amending and restating the earlier report dated July 30, 2025, by SRK Consulting (Canada) Inc. and the following qualified persons: Robert McCarthy, P.Eng., MBA, SRK Consulting (Canada) Inc., Edward Saunders, P.Eng., M.Eng.Sc., SRK Consulting (Canada) Inc., Ignacio Garcia Schmidt, P.Eng., SRK Consulting (Canada) Inc., Mauricio Herrera, P.Eng., Ph.D., SRK Consulting (Canada) Inc., Megan Miller, B.Sc., M.Eng., P.Eng., SRK Consulting (Canada) Inc., Soren Jensen, M.Sc., P.Eng., SRK Consulting (Canada) Inc., Jeff Clarke, P.Geo., M.Sc., SRK Consulting (Canada) Inc., Adrian Dance, P.Eng., Ph.D., SRK Consulting (Canada) Inc., Heather Burrell, P.Geo., Archer, Cathro & Associates (1981) Limited, Steven C. Haggarty, P.Eng., Haggarty Technical Services Corp., and Daniel Redmond, P.Geo., D Redmond Consulting and Associates, available under the Corporation’s profile on SEDAR+ at www.sedarplus.ca.

None of the above-mentioned experts nor any director, officer, partner or employee thereof, as applicable, has received a direct or indirect interest in the Corporation’s property or of any of its associates or affiliates. As at the date hereof, such persons, and the directors, officers, partners and employees, as applicable, of each of the experts beneficially own, directly or indirectly, in the aggregate, less than one percent of the securities of the Corporation and they did not receive any direct or indirect interest in any securities of the Corporation or of any associate or affiliate

of the Corporation in connection with the preparation of the PEA. None of such persons, or any director, officer, partner or employee, as applicable, of any such companies or partnerships, is currently expected to be elected, appointed or employed as a director, officer or employee of the Corporation or of any associate or affiliate of the Corporation.

Scientific and technical information in this Prospectus not specific to the PEA has been reviewed and approved by Thomas Branson, M.Sc., P. Geo., Vice President of Exploration for Snowline, as qualified person for the purposes of NI 43-101. As at the date hereof, Mr. Branson owns 575,000 stock options of the Corporation and 20,000 restricted share units of the Corporation.

Auditor

Crowe MacKay LLP is the auditor of the Corporation and is independent of the Corporation within the meaning of the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of British Columbia.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after the later of (a) the date that the issuer (i) filed the prospectus, the accompanying prospectus supplement relating to securities purchased by a purchaser and any amendment thereto on SEDAR+ and a receipt is issued and posted for the document, and (ii) issued and filed a news release on SEDAR+ announcing that the document is accessible through SEDAR+; and (b) the date that the purchaser has entered into an agreement to purchase the securities.

In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus, the accompanying prospectus supplement relating to securities purchased by a purchaser and any amendment thereto contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory.

The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal advisor.

Original purchasers are further advised that in certain provinces and territories the statutory right of action for damages in connection with a prospectus misrepresentation is limited to the amount paid for the convertible, exchangeable or exercisable security that was purchased under a prospectus, and therefore a further payment at the time of conversion, exchange or exercise may not be recoverable in a statutory action for damages. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights, or consult with a legal advisor.

CONTRACTUAL RIGHTS OF WITHDRAWAL AND RESCISSION

Original purchasers of Warrants (if offered separately) and Subscription Receipts will have a contractual right of rescission against the Corporation in respect of the conversion, exchange or exercise of such Warrants and Subscription Receipts, as the case may be. The contractual right of rescission will entitle such original purchasers to receive, in addition to the amount paid on original purchase of the Warrants or the Subscription Receipts, as the case may be, the amount paid upon conversion, exchange or exercise upon surrender of the underlying securities gained thereby, in the event that this Prospectus (as supplemented or amended) contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of the convertible, exchangeable or exercisable security under this Prospectus; and (ii) the right of rescission is exercised within 180 days of the date of purchase of the convertible, exchangeable or exercisable security under this Prospectus. This contractual right of rescission will be consistent with the statutory right of rescission described under section 131 of the *Securities Act* (British Columbia), and is in addition to any other right or remedy available to original purchasers under section 131 of the *Securities Act* (British Columbia) or otherwise at law.

CERTIFICATE OF THE CORPORATION

Dated: October 31, 2025

This short form prospectus, together with the documents incorporated in this prospectus by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of each of the provinces and territories of Canada, except Québec.

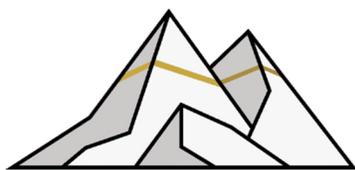
(Signed) SCOTT BERDAHL
Chief Executive Officer

(Signed) LAUREN MCDOUGALL
Chief Financial Officer

On behalf of the Board of Directors

(Signed) CRAIG HART
Director

(Signed) CALUM MORRISON
Director



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