

This offering document pursuant to the listed issuer financing exemption under section 5A.2 of National Instrument 45-106 – Prospectus Exemptions (the “Offering Document”) constitutes an 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 and to those persons whom they may be lawfully offered for sale. The securities offered under this Offering Document have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This Offering Document does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States or to, or for the benefit of, U.S. persons or persons in the United States. “United States” and “U.S. Person” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

October 21, 2025



VALKEA RESOURCES CORP.
(the “Issuer”)

SUMMARY OF OFFERING

WHAT ARE WE OFFERING?

OFFERING

Units (“Units”) of the Issuer, with each Unit being comprised of one common share of the Issuer (each, a “Common Share”) and one-half of one common share purchase warrant (each whole warrant, a “Warrant”). Each Warrant will be exercisable to purchase one Common Share (a “Warrant Share”) for a period of 24 months following the Closing Date (as defined below), at an exercise price of \$0.65.

Each Common Share carries one vote at all meetings of shareholders, is entitled to receive dividends as and when declared by the board of directors of the Issuer and is entitled to participate in the remaining property and assets of the Issuer upon dissolution or winding-up. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights.

Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Warrant Share at an exercise price of \$0.65 per Warrant Share on the date that is 24 months following the Closing Date, after which time the Warrants will be void and of no value. If, following the Closing Date, the closing price of the Common Shares on the TSX Venture Exchange (the “**TSXV**”), or other such Canadian stock exchange on which the Common Shares are then principally traded, equals or exceeds \$0.90 per Common Share, for a period of ten consecutive trading days during the exercise period, the Issuer may accelerate the expiry date of the Warrants to the date which is 30 trading days from the date notice is given by the Issuer, by way of dissemination of a news release, to the holders of the Warrants.

No fractional Warrant Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional Warrant Shares. The holding of Warrants will not make the holder thereof a shareholder of the Issuer or entitle such holder to any right or interest in respect of the Warrants. Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Common Shares.

OFFERING PRICE	\$0.50 per Unit.
OFFERING AMOUNT	There is no minimum amount. The Issuer is offering, on a non-brokered private placement basis, up to 6,000,000 Units for gross proceeds of up to approximately \$3,000,000 (the “ Offering ”).
CLOSING DATE	The Offering is expected to close on or about November 7, 2025 (the “ Closing Date ”).
EXCHANGES	The Common Shares are listed and posted for trading on the TSXV under the symbol “OZ” and on the OTCQB® by OTC Markets Group (the “ OTCQB ”) under the symbol “OZBKF”.
LAST CLOSING PRICE	The closing price of the Common Shares on the TSXV and OTCQB on October 20, 2025 was \$0.50, US\$0.3647, respectively.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

The Issuer is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions*. In connection with the Offering, the Issuer represents the following is true:

- The Issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing.

- The Issuer has filed all periodic and timely disclosure documents that it is required to have filed.
- The Issuer is relying on the exemptions in Coordinated Blanket Order 45-935 Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the “Order”) and is qualified to distribute securities in reliance on the exemptions included in the Order.
- The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months immediately preceding the date of the news release announcing this Offering, will not exceed \$25,000,000.
- The Issuer will not close the Offering unless the Issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The Issuer will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Issuer seeks security holder approval.

ABOUT THIS OFFERING DOCUMENT

Readers should rely only on the information contained in this Offering Document in respect of the Issuer. We have not authorized any other person to provide additional or different information. If anyone provides additional or different or inconsistent information, including information or statements in media articles about the Issuer, prospective purchasers should not rely on it.

MEANING OF CERTAIN REFERENCES

Unless otherwise noted or the context otherwise shall state, the “Issuer”, “we”, “us”, and “our” refers to Valkea Resources Corp.

References to “management” in this Offering Document refer to the management of the Issuer. Any statements in this Offering Document made by or on behalf of management are made in such persons’ capacities as officers of the Issuer, and not in their personal capacities.

Words importing the singular number include the plural, and vice versa, and words importing any gender include all genders.

All currency amounts in this Offering Document are expressed in Canadian dollars, unless otherwise indicated.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Offering Document may be considered “forward-looking information” or “forward-looking statements” within the meaning of applicable securities laws. All statements, other than statements of historical fact, are forward-looking statements and based on expectations, estimates and projections as at the date of this Offering Document. These forward-looking statements, by their nature, require the Issuer to make certain assumptions and necessarily involve known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied in these forward-looking statements. Forward-looking statements are not guarantees of performance. Words such as “may”, “will”, “would”, “could”, “expect”, “believe”, “plan”, “anticipate”, “intend”, “estimate”, “continue”, or the negative or comparable terminology, as well as terms usually used in the future and the conditional, are intended to identify forward-looking statements. In particular, this Offering Document contains forward-looking statements pertaining to the terms of the Offering; the business objectives of the Issuer and anticipated timelines; the use of proceeds of the Offering; the timing and ability of the Issuer to close the Offering; and certain fees and commissions payable under the Offering.

Information contained in forward-looking statements are based upon certain material assumptions that were applied in drawing a conclusion or making a forecast or projection, including management’s perception of geology and mineralization; the timing and ability of the Issuer to receive necessary regulatory approvals; planned exploration programs and expenditures; the ability of the Issuer to expand mineral resources beyond current mineral resources estimates; the utility of any historical data in respect of the Paana Project (as defined below); the results of any testing; the ability of exploration activities (including drill results) to accurately predict mineralization; the significance of metallurgical results; current conditions and expected future developments; current information available to the management of the Issuer; mining activities and the business of mineral exploration; the general business and prospects

of the Issuer; public disclosure from operators of the relevant mines, as well as other considerations that are believed to be appropriate in the circumstances. The Issuer considers its assumptions to be reasonable based on information currently available but cautions the reader that there can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and the Issuer's assumptions, many of which are beyond the control of the Issuer, may ultimately prove to be incorrect since they are subject to risks and uncertainties that affect the Issuer and its businesses.

For additional information with respect to these and risks and other factors that may affect the assumptions and forward-looking statements made in this Offering Document concerning the Issuer, please refer to the most recent management discussion and analysis of the Issuer, which is available electronically on SEDAR+ (www.sedarplus.ca) under the Issuer's issuer profile. Investors are cautioned not to put undue reliance on forward-looking statements.

The forward-looking statements contained in this Offering Document are made as of the date of such document only and, accordingly, are subject to change after such date. The Issuer disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

SUMMARY DESCRIPTION OF BUSINESS

WHAT IS OUR BUSINESS?

The Issuer is a growth-focused gold exploration and development company. The Issuer's principal focus is currently on the exploration and development of its wholly-owned Paana project, which is located in Finland's highly prospective Central Lapland Greenstone Belt (the "**Paana Project**").

Further information regarding the Paana Project and the business and operations of the Issuer can be found in the Issuer's most recent management discussion and analysis, a copy of which is available on SEDAR+ (sedarplus.ca) under the Issuer's issuer profile.

Valkea's fall 2025 exploration program at the Paana Project was designed to systematically evaluate the Aarnivalkea West target as well as develop new, high-priority target areas across the greater Paana Project. The Aarnivalkea West target, located approximately 24 km northwest of Agnico Eagle's Kittilä mine and 65 km northwest of Rupert Resource's Ikkari deposit is underlain by highly prospective rocks of the Central Lapland Greenstone belt. Based on previous exploration programs, the broad and open ~1.3 km long target is considered prospective for both Kittilä-style, high-grade mineralization (Honka Zone) and Ikkari-style disseminated mineralization (Koivu Zone).

RECENT DEVELOPMENTS

On October 22, 2024, the Issuer announced that its joint venture partner Rupert Resources Corp. would advance to stage 2 of the Issuer's Sikavaara project earn-in agreement.

On November 8, 2024, the Issuer announced it would retain 100-per-cent ownership of the Palvanen project in the Central Lapland greenstone belt, Finland.

On November 13, 2024, the Issuer announced the commencement of exploration at its Paana Project.

On November 14, 2024, the Issuer announced its common shares would commence trading on the OTCQB Venture Market under the ticker symbol OZBKF at the market open on November 14, 2024.

On December 4, 2024, the Issuer announced it had entered into a definitive agreement with S2 Resources Corp. (“**S2**”), pursuant to which the Issuer agreed to grant S2 the right to acquire up to an 80% interest in the Yuengroon, Ballarat West and Silver Spoon tenements located in Victoria, Australia.

On December 20, 2024, the Issuer announced results of its annual general meeting and the appointment of George Salamis to the board of directors.

On January 15, 2025, the Issuer announced the completion of an inaugural drill program on the Paana Project.

On February 27, 2025, the Issuer announced drill results from its inaugural exploration drill program at the Paana Project. The 1,997 meter, six-hole drill program targeted both high-grade (Kittila-style) and bulk-tonnage (Ikkari-style), disseminated gold mineralization at the Aarnivalkea West discovery. Highlights from this program on what is called the Koivu Zone can be found in the Issuer’s press release dated February 27, 2025. On March 4, 2025, the Issuer announced the completion of the grant of an option on its Yuengroon, Ballarat West and Silver Spoon projects located in Australia to S2. The Issuer also announced that it had granted S2 an option on its Glenfine project located in Australia.

On June 4, 2025, the Issuer announced a non-brokered private placement of units at a price of \$0.25 per unit for gross proceeds of up to \$3,000,000 (the “**June Private Placement**”).

On June 17, 2025, the Issuer announced the increase of the June Private Placement to up to \$4,000,000.

On June 25, 2025, the Issuer announced that it had closed the June Private Placement for gross proceeds of \$4,100,000.

On July 10, 2025, the Issuer announced its exploration program for the 2025 field season.

On August 26, 2025, the Issuer announced the commencement of drilling on the Paana Project.

On September 24, 2025, the Issuer provided an exploration update from its ongoing drill program at the Paana Project.

MATERIAL FACTS

There are no material facts about the securities being distributed that have not been disclosed in this Offering Document or in any other document filed by the Issuer in the 12 months preceding the date of this Offering Document.

WHAT ARE THE BUSINESS OBJECTIVES THAT WE EXPECT TO ACCOMPLISH USING THE AVAILABLE FUNDS?

The Issuer intends to use the proceeds raised from the Offering (the “**Available Funds**”) for exploration and working capital purposes.

The Issuer reasonably believes that the Available Funds will be sufficient to fund the foregoing objectives and to meet the Issuer's liquidity needs for a period of 12 months following the closing date of the Offering. The Issuer, being in the exploration and redevelopment stage, is subject to risks and challenges similar to companies in a comparable stage of exploration and development. These risks include the challenges of securing adequate capital for exploration, development and operational risks inherent in the mining industry, and global economic and metal price volatility and there is no assurance management will be successful in its endeavors.

USE OF AVAILABLE FUNDS

WHAT WILL OUR AVAILABLE FUNDS BE UPON THE CLOSING OF THE OFFERING?

The following table discloses what the Available Funds will be after the Offering:

		ASSUMING 100% OF THE OFFERING
A	AMOUNT TO BE RAISED BY THE OFFERING	\$3,000,000
B	SELLING COMMISSIONS AND FEES	\$90,000
C	ESTIMATED OFFERING COSTS (E.G. LEGAL, ACCOUNTING, AUDIT)	\$45,000
D	NET PROCEEDS OF OFFERING: D = A – (B + C)	\$2,865,000
E	WORKING CAPITAL AS AT MOST RECENT MONTH END (DEFICIENCY)	\$2,500,000
F	ADDITIONAL SOURCES OF FUNDING	\$NIL
G	TOTAL AVAILABLE FUNDS: G = D + E + F	\$5,365,000

HOW WILL WE USE THE AVAILABLE FUNDS?

The following table provides a detailed breakdown of how the Issuer intends to use the Available Funds:

DESCRIPTION OF INTENDED USE OF AVAILABLE FUNDS LISTED IN ORDER OF PRIORITY	ASSUMING 100% OF THE OFFERING
Exploration of the Paana project	\$3,000,000
Landholder payments of the Finnish properties	\$300,000
General and administrative expenses	\$1,408,000
Unallocated working capital	\$457,000

DESCRIPTION OF INTENDED USE OF AVAILABLE FUNDS LISTED IN ORDER OF PRIORITY	ASSUMING 100% OF THE OFFERING
TOTAL: EQUAL TO G IN THE AVAILABLE FUNDS TABLE ABOVE	\$5,365,000

The above-noted allocation and anticipated timing represents the Issuer's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Issuer. Although the Issuer intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Issuer's ability to execute on its business plan.

The most recent audited annual financial statements and interim financial report of the Issuer included a going-concern note. The Issuer is still in the exploration stage and the Issuer has not yet generated positive cash flows from its operating activities, which may cast doubt on the Issuer's ability to continue as a going concern. The Offering is intended to permit the Issuer to continue to explore its properties and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Issuer.

HOW HAVE WE USED THE OTHER FUNDS WE HAVE RAISED IN THE PAST 12 MONTHS?

PREVIOUS FINANCING ACTIVITY	INTENDED USE OF FUNDS	USE OF FUNDS TO DATE
June 25, 2025: Private placement for gross proceeds of approximately \$4,100,000, being the June Private Placement	Exploration and working capital purposes	\$1,600,000 ⁽¹⁾

Note:

(1) Variance relates to timing of expenditures used in exploration activities, corporate development and general working capital purposes. As of the date of this document, the variance relates to timing only, with no material change in plans or estimates from those used in the intended use of funds. The Issuer does not expect this variance to impact its ability to achieve its business objectives and milestones.

FEES AND COMMISSIONS

WHO ARE THE DEALERS OR FINDERS THAT WE HAVE ENGAGED IN CONNECTION WITH THIS OFFERING, IF ANY, AND WHAT ARE THEIR FEES?

The Issuer has not engaged a dealer in connection with the Offering. The Issuer may pay qualified finders (each a "Finder") a fee of 6% cash and 6% warrants (a "Finder Warrant"). Each Finder Warrant will be

exercisable for a period of 24 months following the closing date at an exercise price equal to \$0.65 per Common Share.

DO THE FINDERS HAVE A CONFLICT OF INTEREST?

To the knowledge of the Issuer, the Issuer is not a “related issuer” or “connected issuer” of or to any Finders, as such terms are defined in National Instrument 33-105 — Underwriting Conflicts.

PURCHASERS’ RIGHTS

RIGHTS OF ACTION IN THE EVENT OF A MISREPRESENTATION

If there is a misrepresentation in this offering document, you have a right

- (a) to rescind your purchase of these securities with the Issuer, or
- (b) to damages against the Issuer and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

SCIENTIFIC AND TECHNICAL INFORMATION

The scientific and technical information contained in this Offering Document has been reviewed and approved by Christopher Leslie, Ph.D., P.Geo., Chief Geologist of the Issuer, a Qualified Person within the meaning of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

ADDITIONAL INFORMATION

WHERE CAN YOU FIND MORE INFORMATION ABOUT US?

Security holders can access the Issuer’s continuous disclosure filings on SEDAR+ at www.sedarplus.ca under the Issuer’s profile.

For further information regarding the Issuer, visit our website at <https://valkea.ca/>.

Please refer to Appendix “A” – “Acknowledgements, Covenants, Representations and Warranties of the Investor” and Appendix “B” – “Indirect Collection of Personal Information” attached hereto.

Investors should read this offering document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of Units.

DATE AND CERTIFICATE

Dated: October 21, 2025

This Offering Document, together with any document filed under Canadian securities legislation on or after October 21, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

"signed" Chris Donaldson

Chris Donaldson
Chief Executive Officer

"signed" Ota Hally

Ota Hally
Chief Financial Officer

APPENDIX A
ACKNOWLEDGEMENTS, COVENANTS, REPRESENTATIONS AND WARRANTIES
OF THE INVESTOR

Each purchaser of the Units (the “Investor”) makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Issuer, as at the date hereof, and as of the Closing Date:

- (a) the Investor confirms that it (i) has such knowledge and experience in financial and business affairs as to be capable of evaluating the merits and risks of its investment in the Units (including the potential loss of his, her or its entire investment); (ii) is aware of the characteristics of the Units and understands the risks relating to an investment therein; and (iii) is able to bear the economic risk of loss of its investment in the Units and understands that it may lose its entire investment in the Units;
- (b) the Investor is resident in the jurisdiction disclosed to the Issuer and the Investor was solicited to purchase in such jurisdiction;
- (c) the Investor has not received, nor has the Investor requested, nor does the Investor have any need to receive, any prospectus, sales or advertising literature, offering memorandum or any other document describing or purporting to describe the business and affairs of the Issuer which has been prepared for delivery to, and review by, prospective purchasers in order to assist them in making an investment decision in respect of the purchase of the Units pursuant to the Offering;
- (d) the subscription for the Units by the Investor does not contravene any of the applicable securities legislation in the jurisdiction in which the Investor resides and does not give rise to any obligation of the Issuer to: (i) prepare and file a prospectus or similar document or to register the Units or to be registered with or to file any report or notice with any governmental or regulatory authority; or (ii) be subject to any ongoing disclosure requirements under the securities legislation of such jurisdiction;
- (e) unless the Investor has separately delivered to the Issuer and the Issuer a U.S. Representation Letter (in which case the Investor makes the representations, warranties and covenants set forth therein), the Investor (i) is not in the United States, its territories or possessions, any State of the United States or the District of Columbia (collectively, the “United States”), (ii) was outside of the United States at the time the buy order for the Units was originated, (iii) is not subscribing for the Units for the account of a person in the United States, (iv) is not subscribing for the Units for resale in the United States, and (v) was not offered the Units in the United States;
- (f) the Investor is aware that the Common Shares and Warrants have not been and will not be registered under the United States *Securities Act of 1933*, as amended (the “U.S. Securities Act”) or the securities laws of any state of the United States and that the Common Shares and Warrants may not be offered, sold or otherwise disposed of, directly or indirectly, in the United States, any state or territory of the United States or the District of Columbia, without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an exemption from such registration and it acknowledges that the Issuer has no obligation or present intention of filing a registration statement under the U.S. Securities Act in respect of the sale or resale of the Common Shares and Warrants;

- (g) the funds representing the aggregate subscription funds which will be advanced by the Investor to the Issuer hereunder, as applicable, will not represent proceeds of crime for the purposes of the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada) (the “**PCMLTFA**”) or for the purposes of the United States *Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act*, as may be amended from time to time (the “**PATRIOT Act**”) and the Investor acknowledges that the Issuer may in the future be required by law to disclose the Investor’s name and other information relating to the Investor’s subscription of the Units, on a confidential basis, pursuant to the PCMLTFA and the PATRIOT Act, and that, to the best of its knowledge: (i) none of the subscription funds to be provided by the Investor (A) have been or will be derived from or related to any activity that is deemed criminal under the laws of Canada, the United States or any other jurisdiction; or (B) are being tendered on behalf of a person who has not been identified to the Investor; and (ii) it will promptly notify the Issuer if the Investor discovers that any of such representations ceases to be true, and to provide the Issuer with appropriate information in connection therewith;
- (h) neither the Issuer, nor any its directors, employees, officers, affiliates or agents has made any written or oral representations to the Investor: (i) that any person will resell or repurchase the Common Shares or Warrants comprising the Units; (ii) that any person will refund all or any part of the subscription amount; (iii) as to the future price or value of the Common Shares or Warrants comprising the Units; or (iv) that the Common Shares and Warrants comprising the Units will be listed on any exchange or quoted on any quotation and trade reporting system, or that application has been or will be made to list any such security on any exchange or quote the security on any quotation and trade reporting system;
- (i) the Investor is not purchasing the Units with knowledge of any material information concerning the Issuer that has not been generally disclosed. The Investor’s Units are not being purchased by the Investor as a result of, nor does the Investor, if any, have knowledge of, any material fact (as defined in securities laws, regulations and rules, and the blanket rulings and policies and written interpretations of, and multilateral or national instruments adopted by, the securities regulatory authorities in the jurisdiction in which the Investor is resident or subject to (the “**Securities Laws**”)) or material change (as defined in Securities Laws) concerning the Issuer that has not been generally disclosed and the decision of the Investor, to tender this offer and acquire the Investor’s Units has not been made as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Issuer or any other person and is based entirely upon the offering document;
- (j) the Investor will not become a “control person” within the meaning of Canadian Securities Laws by virtue of the purchase of the Units, and does not intend to act in concert with any other person to form a control group of the Issuer in connection with the acquisition of the Units;
- (k) the Investor has not received, nor does it expect to receive, any financial assistance from the Issuer, directly or indirectly, in respect of the Investor’s subscription for Units;
- (l) if required by applicable Securities Laws or the Issuer, the Investor will execute, deliver and file or assist the Issuer in filing such reports, undertakings and other documents with respect to the issue and/or sale of the Units as may be required by any securities commission, stock exchange or other regulatory authority;

- (m) the Issuer is relying on an exemption from the requirement to provide the Investor with a prospectus under the Securities Laws and, as a consequence of acquiring the Units pursuant to such exemption, the Investor may not receive information that would otherwise be required to be given under the Securities Laws;
- (n) the Investor either (i) is not an “insider” of the Issuer or a “registrant” (each as defined under applicable securities laws of British Columbia); or (ii) has identified itself to the Issuer as either an “insider” or a “registrant” (each as defined under applicable securities laws of British Columbia);
- (o) if the Investor is: (i) a corporation, the Investor is duly incorporated and is validly subsisting under the laws of its jurisdiction of incorporation and has all requisite legal and corporate power and authority to subscribe for the Units pursuant to the terms set out in this offering document; (ii) a partnership, syndicate or other form of unincorporated organization, the Investor has the necessary legal capacity and authority to subscribe for the Units pursuant to the terms set out in this offering document and has obtained all necessary approvals in respect thereof; or (iii) an individual, the Investor is of the full age of majority and is legally competent to subscribe for the Units pursuant to the terms set out in this offering document;
- (p) the Investor is responsible for obtaining such legal and tax advice as it considers appropriate in connection with the performance of this offering document and the transactions contemplated under this offering document, and that the Investor is not relying on legal or tax advice provided by the Issuer or its counsel;
- (q) the subscription for the Units and the completion of the transactions described herein by the Investor will not result in any material breach of, or be in conflict with or constitute a material default under, or create a state of facts which, after notice or lapse of time, or both, would constitute a material default under any term or provision of the constating documents, bylaws or resolutions of the Investor if the Investor is not an individual, the Securities Laws or any other laws applicable to the Investor, any agreement to which the Investor is a party, or any judgment, decree, order, statute, rule or regulation applicable to the Investor;
- (r) the Investor has obtained all necessary consents and authorities to enable it to agree to subscribe for the Units pursuant to the terms set out in this offering document and the Investor has otherwise observed all applicable laws, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in any territory in connection with the purchase of the Units and the Investor has not taken any action which will or may result in the Issuer acting in breach of any regulatory or legal requirements of any territory in connection with the Offering or the Investor’s subscription;
- (s) the Investor is purchasing the Units for investment purposes only and not with a view to resale or distribution; and
- (t) the Investor acknowledges that certain fees and commissions may be payable by the Issuer in connection with the Offering.

APPENDIX B

INDIRECT COLLECTION OF PERSONAL INFORMATION

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

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

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

Alberta Securities Commission

Suite 600, 250 – 5th Street SW

Calgary, Alberta T2P 0R4

Telephone: 403-297-6454

Toll free in Canada: 1-877-355-0585

Facsimile: 403-297-2082

Public official contact regarding indirect collection of information: FOIP Coordinator

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, British Columbia V7Y 1L2

Inquiries: 604-899-6854

Toll free in Canada: 1-800-373-6393

Facsimile: 604-899-6581

Email: FOI-privacy@bcsc.bc.ca

Public official contact regarding indirect collection of information: FOI Inquiries

The Manitoba Securities Commission

500 – 400 St. Mary Avenue
 Winnipeg, Manitoba R3C 4K5
 Telephone: 204-945-2561
 Toll free in Manitoba: 1-800-655-5244
 Facsimile: 204-945-0330
 Public official contact regarding indirect collection of information: Director

Financial and Consumer Services Commission (New Brunswick)

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

Government of Newfoundland and Labrador

Financial Services Regulation Division

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

Nova Scotia Securities Commission

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

Ontario Securities Commission

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

Prince Edward Island Securities Office

95 Rochford Street, 4th Floor Shaw Building

P.O. Box 2000

Charlottetown, Prince Edward Island C1A 7N8

Telephone: 902-368-4569

Facsimile: 902-368-5283

Public official contact regarding indirect collection of information: Superintendent of Securities

Financial and Consumer Affairs Authority of Saskatchewan

Suite 601 - 1919 Saskatchewan Drive

Regina, Saskatchewan S4P 4H2

Telephone: 306-787-5842

Facsimile: 306-787-5899

Public official contact regarding indirect collection of information: Director