

July 15, 2025

AMENDED AND RESTATED OFFERING DOCUMENT
amending and restating the offering document dated July 14, 2025
UNDER THE LISTED ISSUER FINANCING EXEMPTION



FARADAY COPPER

FARADAY COPPER CORP.
(the “Corporation”)

What are we offering?

Offering Price:	\$1.10 per Common Share (the “ Offering Price ”).
Offering:	<p>The Corporation is offering on a “bought deal” brokered private placement basis 22,730,000 common shares of the Corporation (“Common Shares”) at the Offering Price for aggregate gross proceeds of \$25,003,000 (the “Offering”). In addition, the Corporation has granted the Underwriters (as defined below) an option (the “Over-Allotment Option”) to purchase up to 3,409,500 additional Common Shares at the Offering Price for additional gross proceeds of \$3,750,450. The Over-Allotment Option is exercisable in whole or in part at the Underwriters’ sole discretion up to 48 hours prior to the Closing Date (as defined below). If the Over-Allotment Option is exercised in full, the total gross proceeds of the Offering will be \$28,753,450.</p> <p>In connection with the Offering, the Common Shares will be offered for sale: (i) in each of the provinces and territories of Canada, other than Québec, in reliance on the “listed issuer financing exemption” from the prospectus requirements available under Part 5A of National Instrument 45-106 – <i>Prospectus Exemptions</i> (the “LIFE Offering”); (ii) in the United States pursuant to available exemptions from the registration requirements of the U.S. Securities Act (as defined below), and (iii) to investors resident in jurisdictions outside of Canada and the United States to the extent mutually agreed to by the Corporation and the Underwriters.</p> <p>In addition to the Offering, the Corporation intends to complete a non-brokered private placement of up to 18,200,000 additional Common Shares (the “Additional Shares”) at the Offering Price for additional gross proceeds of up to approximately \$20,020,000 (the “Concurrent Financing”). The Additional Shares will be issued pursuant to the “accredited investor” or other available exemptions (other than the “listed issuer” financing exemption) from the prospectus requirements in accordance with National Instrument 45-106 – <i>Prospectus Exemptions</i>. The Additional Shares will be subject to a statutory hold period in accordance with applicable Canadian securities laws. The Additional Shares may also be offered and sold to, or for the account or benefit of, persons in the “United States” and “U.S. persons” (as such terms are defined in Regulation S under the U.S. Securities Act of 1933, as amended (the “U.S.</p>

	Securities Act”)) pursuant to available exemptions from the registration requirements of the U.S. Securities Act and all applicable U.S. state securities laws.
Significant Attributes of Common Shares:	Each Common Share entitles the holder thereof to receive notice of any meeting of shareholders of the Corporation and to attend and to cast one vote per Common Share at all such meetings. Holders of Common Shares are entitled to receive dividends, if any, as and when declared by the board of directors by the Corporation, in its discretion. Upon the liquidation, dissolution or winding up of the Corporation, holders of Common Shares 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 the holders of common shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.
Closing Date:	Closing of the Offering is expected to occur on or about July 29, 2025, or such other date or dates as the Corporation and the Lead Underwriter (as defined below) may agree (the “ Closing Date ”).
Exchange:	The Common Shares are listed on the Toronto Stock Exchange (“ TSX ”) under the trading symbol “FDY”.
Last Closing Price:	On July 11, 2025, the closing price of the Common Shares on the TSX was \$1.14.

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

- **The Corporation has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Corporation has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The Corporation 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 the LIFE 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 the LIFE Offering, will not exceed the amount that is equal to 20% of the aggregate market value of the Corporation’s listed securities as calculated in accordance with the Order, to a maximum of \$50,000,000.**

- **The Corporation will not close the LIFE Offering unless the Corporation 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 Corporation will not allocate the available funds from the LIFE Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Corporation seeks security holder approval.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Offering Document contains forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “proposes”, “expects”, “estimates”, “intends”, “anticipates”, or “believes”, or variations (including negative and grammatical variations) of such words and phrases that state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements of the Corporation to be materially different from future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements relate to future events or the Corporation’s future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Examples of forward-looking statements include, but are not limited to: information concerning the expected timing of the Corporation’s workplan and strategy for the Contact Copper Project and the Copper Creek Project (each as defined below); the completion of the Offering and the Concurrent Financing on the terms described herein or at all; the anticipated closing date(s) for the Offering and the Concurrent Financing; the proposed use of proceeds; the completion of the Corporation’s business objectives, and the timing, costs, and benefits thereof; and information concerning the interpretation of drill results, mineral resource and reserve estimates and capital cost estimates. Actual results, performance and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Offering Document. Such forward-looking statements are based on a number of factors and assumptions which may prove to be incorrect, including, but not limited to, factors and assumptions about: general business, financial and economic conditions, including stress in the global economy; supply and demand for, and the level and volatility of prices of, copper and other mineral commodities under exploration; the availability of financing for the Corporation’s exploration and development projects on reasonable terms; the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the ability to attract and retain skilled staff; the accuracy of resource estimates (including, with respect to size, grade and recoverability) and the geological, operational and price assumptions on which it is based; permitting and licensing risks; political, economic and other risks; operating risks caused by social unrest; risks related to government regulation, laws, sanctions and measures; risks related to exploration cost estimates; obligations as a public company; volatility in the market price of the Common Shares; risks related to community relations; nature and climactic conditions; the prevalence of competition within the mining industry; public health risks; risks associated with title to the Corporation’s mining claims and leases; risks relating to potential litigation; negative cash flow; liquidity and financing risks; exchange rate and currency risks; dilution risk; and tax benefits and tax rates.

These forward-looking statements involve risks and uncertainties relating to, among other things, risks related to international operations, actual results of current exploration activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, as well as those factors discussed under the “Risk Factors” section of the Corporation’s annual information form and in the Corporation’s annual management’s discussion and analysis as at and for the years ended December 31, 2024 and 2023 available under the Corporation’s SEDAR+ profile at www.sedarplus.com. Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially

from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate and the Corporation undertakes no obligation to update forward-looking statements if circumstances or management's estimates, assumptions or opinions should change, except as required by applicable law. Accordingly, investors should not place undue reliance on forward-looking statements.

Scientific and Technical Information

The scientific and technical information contained in this Offering Document has been reviewed and approved by Dr. Thomas Bissig, Vice President, Exploration, and Zach Allwright, Vice President, Projects and Evaluations. Dr. Thomas Bissig and Zach Allwright are each a "Qualified Person" within the meaning of National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators.

CURRENCY

Unless otherwise indicated, all references to "\$", "C\$" or "dollars" in this Offering Document refer to Canadian dollars, which is the Corporation's functional currency.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Corporation's principal business activity is the acquisition, exploration and development of mineral properties located in the United States of America. As of the date of this Offering Document, the Corporation owns 100% of two exploration-stage resource properties:

- the Copper Creek project, a 100% owned copper deposit located in Pinal County, Arizona, approximately 80 road kilometres northeast of Tucson and 25 road kilometres northeast of San Manuel (the "**Copper Creek Project**"), being its sole material project; and
- the Contact Copper project, a 100% owned copper oxide project located on private land in Elko County, Nevada (the "**Contact Copper Project**").

The Corporation is in the exploration and development stage with respect to its mineral property interests and neither the Copper Creek Project nor the Contact Copper Project have, as of yet, achieved commercial production.

The most recent technical study work completed on the Copper Creek Project was published in a technical report titled "Copper Creek Project NI 43-101 Technical Report and Preliminary Economic Assessment", with an effective date of May 3, 2023 and filed by the Corporation on SEDAR+ on June 13, 2023.

Further information about the Corporation can be found in the Corporation's regulatory filings available on SEDAR+ at www.sedarplus.com and on the Corporation's website at www.faradaycopper.com.

Recent developments

On July 14, 2025, the Corporation announced an offering in reliance on the "listed issuer financing exemption" from the prospectus requirements available under Part 5A of National Instrument 45-106 –

Prospectus Exemption and a concurrent private placement offering for aggregate gross proceeds of C\$30 million.

On July 2, 2025, the Corporation announced that it had received approval from the Bureau of Land Management with respect to the Exploration Plan of Operations for the Copper Creek Project.

The Corporation announced results from its Phase III drill program at the Copper Creek Project, including that:

- on June 19, 2025, the Corporation reported 45.64 m at 0.71% at the Winchester Breccia and 60.39 m at 0.43% at the Boomerang breccia;
- on May 15, 2025, the Corporation reported 10.08 m at 3.62% copper at the Globe breccia and 38.90 m at 0.51% copper north of the Globe breccia;
- on May 6, 2025, the Corporation announced the discovery of blind Winchester Breccia and expansion of near-surface mineralization in the American Eagle area;
- on March 19, 2025, the Corporation reported 56.57 m at 0.59% copper at the Boomerang breccia and 18.49 m at 0.98% copper at the Banjo breccia;
- on January 30, 2025, the Corporation reported 47.95 m at 0.74% copper within 304.40 m at 0.35% copper in the American Eagle area;
- on January 8, 2025, the Corporation reported 40.06 m at 0.78% copper within 109.42 m at 0.41% copper at the Boomerang breccia and expanded near-surface mineralization;
- on November 19, 2024, the Corporation reported 23.25 m at 1.58% copper within 57.73 m at 0.85% copper in the Rum area;
- on October 17, 2024, the Corporation reported 22.65 m at 1.31% copper within 50.20 m at 0.74% copper near surface at the Banjo breccia;
- on September 24, 2024, the Corporation reported 117.83 m at 1.12% copper within 259.98 m at 0.68% copper at the Banjo breccia;
- on August 21, 2024, the Corporation reported 117.90 m at 1.01% copper within 269.65 m at 0.64% copper, the discovery hole for the high-grade Banjo breccia in the American Eagle area; and
- on July 25, 2024, the Corporation reported 29.08 m at 0.62% copper within 190.25 m at 0.23% copper in at the Prada breccia in the American Eagle area.

On February 20, 2025, the Corporation announced positive metallurgical results from the Copper Creek Project confirming high copper recovery through coarse grind and flotation.

Material Facts

There are no material facts about the securities being distributed hereunder that have not been disclosed either in this Offering Document or in another document filed by the Corporation over 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 Corporation intends to use the proceeds raised from the Offering to fund the advancement of the Copper Creek Project, primarily in relation to the Corporation's planned Phase IV drill program, and for general corporate and working capital purposes. The Corporation currently expects to commence the Phase IV drill program for approximately 40,000 metres at the Copper Creek Project in the third quarter of the financial year ended December 31, 2025. The Corporation expects the cost of the Phase IV drill program to be approximately \$27,000,000 and anticipates that the Phase IV drill program will be completed in the third quarter of the financial year ended December 31, 2026.

The Corporation believes that the net proceeds of the Offering will be sufficient to fund the foregoing objectives and to meet the Corporation's liquidity needs for a period of 12 months following the Closing Date. The Corporation, 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 endeavours.

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

The following table discloses what the expected available funds will be after the Offering:

		Assuming Offering only (\$)	Assuming Offering and full exercise of Over-Allotment (\$)	Assuming Offering, full exercise of Over- Allotment and 100% of the Concurrent Financing (\$)
A	Amount to be raised by this Offering	25,003,000	28,753,450	48,773,450
B	Selling commissions and fees	1,250,150	1,437,673	1,437,673
C	Estimated offering costs (e.g. legal, accounting, audit)	240,000	245,000	280,000
D	Net proceeds of Offering: $D = A - (B+C)$	23,512,850	27,070,778	47,055,778
E	Working capital as at most recent month end (deficiency) ⁽¹⁾	1,200,000	1,200,000	1,200,000

		Assuming Offering only (\$)	Assuming Offering and full exercise of Over-Allotment (\$)	Assuming Offering, full exercise of Over-Allotment and 100% of the Concurrent Financing (\$)
F	Additional sources of funding	-	-	-
G	Total available funds: G = D+E+F	24,712,850	28,270,778	48,255,778

Notes:

- (1) The working capital as at June 30, 2025 is an estimate of management and actual results may differ.

The Corporation has experienced a decline in working capital since December 31, 2024. The Corporation is an exploration stage mining company which earns no revenue, and exploration and development work undertaken by the Corporation is funded by available cash from financing activities. The Corporation has raised working capital through the sale of securities, but its exploration activity to the date hereof has resulted in a decrease in working capital.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming Offering only (\$)	Assuming Offering and full exercise of Over Allotment (\$)	Assuming Offering, full exercise of Over Allotment and 100% of the Concurrent Financing (\$)
Advancement of Copper Creek Project	21,462,850	25,020,778	45,005,778
General Working Capital Expenses	3,250,000	3,250,000	3,250,000
Total:	24,712,850	28,270,778	48,255,778

The above noted allocation and anticipated timing represents the Corporation's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Corporation. Although the Corporation 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 Corporation's ability to execute on its business plan.

The most recent audited annual financial statements and interim financial report of the Corporation included a going concern note. The Corporation is still in the exploration stage and the Corporation has not yet generated positive cash flows from its operating activities, which may cast doubt on the Corporation's ability to continue as a going concern. The Offering is intended to permit the Corporation to continue to explore its properties and conduct additional drilling on the Copper Creek Project with the goal of defining

mineral resource estimates, and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Corporation.

How have we used the other funds we have raised in the past 12 months?

The Corporation has not completed any financing in the past 12 months. Operations have been financed from available working capital.

FEEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this Offering, if any, and what are their fees?

Underwriters: Ventum Financial Corp. (the “**Lead Underwriter**”), as lead underwriter and sole bookrunner, for and on behalf of a syndicate of underwriters (collectively, the “**Underwriters**”).

Commission: In consideration for the services provided to the Corporation, the Corporation has agreed to pay the Underwriters a cash fee equal to 5.0% of the aggregate gross proceeds of the Offering, including any gross proceeds raised in connection with the exercise of the Over-Allotment Option.

Do the Underwriters have a conflict of interest?

To the knowledge of the Corporation, it is not a “related issuer” or “connected issuer” of or to any Underwriter, 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 Corporation, or

(b) to damages against the Corporation 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.

ADDITIONAL INFORMATION

Where can you find more information about us?

You can access the Corporation's continuous disclosure at www.sedarplus.ca and on the Corporation's website at www.faradaycopper.com.

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

CERTIFICATE

This amended and restated Offering Document, together with any document filed under Canadian securities legislation on or after July 15, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated July 15, 2025

(signed) Paul Harbidge

Paul Harbidge
Chief Executive Officer

(signed) Graham Richardson

Graham Richardson
Chief Financial Officer

APPENDIX A

ACKNOWLEDGEMENTS, COVENANTS, REPRESENTATIONS AND WARRANTIES OF THE INVESTOR

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

- (a) the Investor acknowledges that this Offering is a private placement and accordingly is exempt from the prospectus and registration statement filing requirements of applicable securities laws. The Investor has received a copy of this Offering Document, has had an opportunity to read it and understands that it does not contain all the information about the Corporation that would be contained in a prospectus or registration statement;
- (b) 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 Common Shares (including the potential loss of his, her or its entire investment); (ii) is aware of the characteristics of the Common Shares 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 Common Shares and understands that it may lose its entire investment in the Common Shares;
- (c) the Investor is resident in the jurisdiction disclosed to the Underwriters or the Corporation and the Investor was solicited to purchase in such jurisdiction;
- (d) the subscription for the Common Shares 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 Corporation to: (i) prepare and file a prospectus or similar document or to register the Common Shares 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) to the knowledge of the Investor, none of the funds representing the price for the Common Shares which will be provided by the Investor (i) 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 (ii) are being tendered on behalf of a person or entity who has not been identified to the Investor, and the Investor shall promptly notify the Corporation if the Investor discovers that any of such representations ceases to be true, and shall provide the Corporation with appropriate information in connection therewith. The Investor acknowledges that the Corporation may in the future be required by law to disclose the Investor’s name and other information relating to the Investor’s purchase hereunder, on a confidential basis, pursuant to the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada) 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;
- (f) neither the Corporation, the Underwriters, nor any of their respective 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; (ii) that any person will refund all or any part of the subscription amount; or (iii) as to the future price or value of the Common Shares;

- (g) the Investor is not purchasing the Common Shares with knowledge of any material information concerning the Corporation that has not been generally disclosed. The Investor's Common Shares are not being purchased by the Investor as a result of, nor does the Investor, if any, have knowledge of, any material fact or material change within the meaning of Canadian securities laws concerning the Corporation that has not been generally disclosed and the decision of the Investor to acquire Common Shares 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 Corporation or any other person and is based entirely upon this Offering Document;
- (h) the Investor will not become a "control person" within the meaning of Canadian securities laws by virtue of the purchase of the Common Shares, and does not intend to act in concert with any other person to form a control group of the Corporation in connection with the acquisition of the Common Shares;
- (i) if required by applicable securities laws or the Corporation, the Investor will execute, deliver and file or assist the Corporation in filing such reports, undertakings and other documents with respect to the issue and/or sale of the Common Shares as may be required by any securities commission, stock exchange or other regulatory authority;
- (j) 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 Common Shares 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 Common Shares 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 Common Shares pursuant to the terms set out in this Offering Document;
- (k) the subscription for the Common Shares 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, by-laws 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;
- (l) the Investor has obtained all necessary consents and authorities to enable it to agree to subscribe for the Common Shares 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 Common Shares and the Investor has not taken any action which will or may result in the Corporation acting in breach of any regulatory or legal requirements of any territory in connection with the Offering or the Investor's subscription;

- (m) the Investor is purchasing the Common Shares for investment purposes only and not with a view to resale or distribution;
- (n) the Corporation may complete additional financings in the future in order to develop the business of the Corporation and fund its ongoing development, and such future financings may have a dilutive effect on the shareholders of the Corporation, including the Investor, and if such future financings are not available, the Corporation may be unable to fund its ongoing development;
- (o) the Investor is responsible for obtaining such legal and tax advice as it considers appropriate in connection with its purchase of Common Shares and the transactions contemplated under this Offering Document, and the Investor acknowledges that it is not relying on legal or tax advice provided by the Corporation, the Underwriters or their respective counsel;
- (p) the Investor agrees to indemnify and hold harmless the Corporation and its directors, officers, employees, agents, advisers and shareholders from and against any and all loss, liability, claim, damage and expense whatsoever (including, but not limited to, any and all fees, costs and expenses whatsoever reasonably incurred in investigating, preparing or defending against any claim, lawsuit, administrative proceeding or investigation whether commenced or threatened) arising out of or based upon any representation or warranty of the Investor contained herein or in any document furnished by the Investor to the Corporation or the Underwriters in connection herewith being untrue in any material respect or any breach or failure by the Investor to comply with any covenant or agreement made by the Investor herein or in any document furnished by the Investor to the Corporation or the Underwriters in connection herewith.

United States Investors – Additional Acknowledgements

- (q) unless the Investor has separately delivered to the Corporation a United States Subscription Agreement (in which case the Investor makes the representations, warranties and covenants set forth therein), the Investor (i) is not a “U.S. person” (as such term is defined in Regulation S under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”)), and 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 Common Shares was originated, (iii) is not subscribing for the Common Shares for the account or benefit of a U.S. person or a person in the United States, (iv) is not subscribing for the Common Shares for resale in the United States, and (v) was not offered the Common Shares in the United States; and
- (r) the Investor is aware that the Common Shares have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States, and that the Common Shares may not be offered, sold or otherwise disposed of, directly or indirectly, to or for the account or benefit of a U.S. person or person in the United States without registration under the U.S. Securities Act and all applicable U.S. state securities laws, or without compliance with the requirements of an exemption from such registration, and it acknowledges that the Corporation has no obligation or present intention of filing a registration statement under the U.S. Securities Act or any U.S. securities laws in respect of the sale or resale of any of the Common Shares.

APPENDIX B

INDIRECT COLLECTION OF PERSONAL INFORMATION

By purchasing Common Shares, the Investor acknowledges that the Corporation and the Underwriters (and their 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 Common Shares 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 to be issued to the Investor. The Information may also be disclosed by or on behalf of the Corporation 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 Common Shares, the Investor acknowledges (i) 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; (ii) the Information is being collected indirectly by the applicable Canadian securities regulatory authorities under the authority granted to them in securities legislation; and (iii) the Information is being collected for the purposes of the administration and enforcement of the applicable Canadian securities legislation; and by purchasing the Common Shares, 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 public officials in the jurisdictions, as applicable, set out below regarding any question about the applicable security regulatory authority's or regulator's indirect collection of the Information:

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: Privacy Officer

The Manitoba Securities Commission

500 – 400 St. Mary Avenue
Winnipeg, Manitoba R3C 4K5
Telephone: (204) 945-2548
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
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Facsimile: (506) 658-3059
Email: info@fcnbc.ca
Public official contact regarding indirect collection of information: Chief Executive Officer and Privacy Officer

Government of Newfoundland and Labrador Office of the Superintendent

Department of Digital Government and Service NL
P.O. Box 8700
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Prince Philip Drive
St. John's, Newfoundland and Labrador A1B 4J6
Attention: Superintendent of Securities
Telephone: (709) 729-2571
Facsimile: (709) 729-6187
Public official contact regarding indirect collection of information: Superintendent of Securities

Government of Nunavut Office of the Superintendent of Securities

Legal Registries Division
P.O. Box 1000, Station 570
4th Floor, Building 1106
Iqaluit, Nunavut X0A 0H0
Telephone: (867) 975-6590
Facsimile: (867) 975-6594
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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

Autorité des marchés financiers

800, Square Victoria, 22^e étage
C.P. 246, Tour de la Bourse
Montréal, Québec H4Z 1G3
Telephone: (514) 395-0337 or 1-877-525-0337
Facsimile: (514) 873-6155 (For filing purposes only)
Facsimile: (514) 864-6381 (For privacy requests only)
Email: financementdessocietes@lautorite.qc.ca (For corporate finance issuers);
fonds_dinvestissement@lautorite.qc.ca (For investment fund issuers)
Public official contact regarding indirect collection of information: Corporate Secretary

Financial and Consumer Affairs Authority of Saskatchewan

Suite 601 - 1919 Saskatchewan Drive
Regina, Saskatchewan S4P 4H2
Telephone: (306) 787-5879
Facsimile: (306) 787-5899
Public official contact regarding indirect collection of information: Executive Director, Securities Division

Government of the Northwest Territories
Office of the Superintendent of Securities
P.O. Box 1320
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Attention: Deputy Superintendent, Legal & Enforcement
Telephone: (867) 767-9305
Facsimile: (867) 873-0243
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Nova Scotia Securities Commission
Suite 400, 5251 Duke Street
Duke Tower
P.O. Box 458
Halifax, Nova Scotia B3J 2P8
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Facsimile: (902) 424-4625
Public official contact regarding indirect collection of
information: Executive Director

Office of the Superintendent of Securities
Government of Yukon
Department of Community Services
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Email: securities@yukon.ca
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