



DISTRICT METALS CORP.
(the “Company” or “District Metals”)

SUMMARY OF OFFERING

What are we offering?

<p>Offering:</p>	<p>Marketed best efforts private placement of units (“Units”) of the Company, with each Unit being comprised of one common share of the Company (a “Common Share”) and one-half of one common share purchase warrant (each whole warrant, a “Warrant”). Each Warrant will be exercisable to acquire an additional Common Share at an exercise price of \$0.20 for a period of 36 months following the Closing Date (as defined herein).</p> <p>Holders of Common Shares are entitled to receive notice of any meeting of shareholders of the Company, to attend and to cast one vote per share at such meetings. Holders of Common Shares are also entitled to receive on a pro-rata basis such dividends, if any, as and when declared by the board of directors of the Company at its discretion from funds legally available therefor and upon the liquidation, dissolution, or winding up of the Company are entitled to receive on a pro-rata basis, the net assets of the Company 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. Common Shares do not carry any pre-emptive, subscription, redemption, or conversion rights.</p> <p>Additional terms and conditions of the Warrants will be set out in a warrant indenture to be dated on or about the Closing Date, in form and substance to be agreed to by the Company and the Lead Agent (as defined herein), a copy of which will be made available on the System for Electronic Document Analysis and Retrieval (“SEDAR”) at www.sedar.com under the Company’s profile.</p>
<p>Offering Price:</p>	<p>\$0.15 per Unit (the “Issue Price”).</p>
<p>Offering Amount:</p>	<p>A minimum of 16,574,440 Units and up to a maximum of 20,000,000 Units for minimum gross proceeds of \$2,486,166 and maximum gross proceeds of \$3,000,000 (the “Offering”).</p> <p>The Company will issue on the Closing Date (as defined herein) to the Agents (as defined herein), compensation options (the “Compensation Options”) entitling the Agents to purchase, at the Issue Price, that number of Common Shares equal to</p>

	6.0% of the aggregate number of Units issued by the Company under the Offering for a period of 36 months from the Closing Date.
Closing Date:	On or about February 9, 2023 (the “ Closing Date ”).
Exchange:	The Common Shares are listed on the TSX Venture Exchange (the “ TSXV ”) under the trading symbol “DMX”.
Last Closing Price:	The last closing price of the Common Shares on the TSXV on January 27, 2023 was \$0.17.

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 Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions*. In connection with this 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 total dollar amount of this offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$10,000,000.
- The issuer will not close this 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.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Except for statements of historical fact, information contained, or incorporated by reference, herein constitutes “forward-looking information” and “forward-looking statements” within the meaning of applicable Canadian securities legislation. Forward-looking information is often, but not always, identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “planned”, “expect”, “project”, “predict”, “potential”, “estimate”, “targeting”, “intends”, “believe”, and similar expressions, or describes a “goal”, or variation of such words and phrases or states that certain actions, events or results “may”, “should”, “could”, “would”, “might” or “will” be taken, occur or be achieved. This offering document contains forward-looking statements such as estimates and statements that describe the Company’s future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking information and forward-looking statements herein include, but are not limited to: the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; the completion of the Offering and the expected Closing Date; statements or information concerning the future financial or operating performance of the Company and its business, operations, properties and condition, resource potential, including the potential quantity and/or grade of minerals; changes in project parameters as plans continue to be refined; the Company’s ability to continue as a going concern; and the Company’s going-forward strategy.

Forward-looking statements and forward-looking information are not guarantees of future performance and are based upon a number of estimates and assumptions of management at the date the statements are made. Such factors and assumptions may include, but are not limited to: the future prices of precious metals, the price of other commodities such as coal, fuel and electricity, currency exchange rates and interest rates; favourable operating conditions, political stability, timely receipt of governmental approvals, licences and permits (and renewals thereof); access to necessary financing; stability of labour markets and market conditions in general; availability of equipment; the accuracy of future mineral resource estimates and future preliminary economic assessments; estimates of costs and expenditures to complete the Company’s programs and goals; the speculative nature of mineral exploration and development in general, including the risk of diminishing quantities or grades of mineralization and with respect to the Company’s mineral projects; assumptions about the reliability of historical data and the accuracy of publicly reported information regarding past and historic mines in the Bergslagen district; the Company’s ability to raise sufficient capital to fund planned exploration activities, maintain corporate capacity and satisfy the exploration expenditure requirements required by the definitive purchase agreements between the Company and the vendors of the Company’s mineral properties by the times specified therein; stability in financial and capital markets; and there being no significant disruptions affecting the development and operation of the project, including due to the pandemic of the novel coronavirus (“**COVID-19**”).

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, and without limitation: the loss of key personnel could adversely affect the Company’s operations; the natural resource industry is highly competitive, and the Company’s failure to successfully compete could have a material adverse effect on its business, financial condition, or results of operations; the Company may be unable to obtain the substantial funds required to continue its operations; the Company operates in the resource industry, which is highly speculative, and has certain inherent exploration risks which could have a negative effect on its operations; the Company has no known mineral reserves or mineral resources on its properties, which could have a negative effect on its operations and valuation; the Company has a limited operating history; the Company conducts mineral exploration in two countries which impose significant governmental regulations on the Company

and which could have a negative effect on the Company's operations and valuation; the Company may fail to obtain required permits and licenses which could adversely impact the Company's operations and profitability; the Company may be unable to successfully identify suitable acquisition candidates and partners, negotiate acceptable terms or integrate their operations with the Company's operations; the Company may be unable to protect its information systems or prevent cyber-attacks and security breaches; the inability to access adequate infrastructure for the Company's exploration, development and processing activities could negatively affect its business, financial condition, results of operations, cash flows or prospects; the Company is subject to political regulatory risks which may adversely affect its ability to continue to explore, develop and operate its properties; the Company is subject to substantial environmental requirements which could cause a restriction or suspension of its operations; the Company's future mineralization estimates may be inaccurate, which could negatively impact its projected revenues and cause the Company to fail to obtain the necessary capital to operate; the Company is dependent on a single material mineral property, and its failure to explore and develop this property would adversely affect its future revenue and profits; there is no guarantee of clear title to the Company's mineral properties, and the Company could lose title and ownership of its properties, which would have a negative effect on its operations and valuation; the Company may be subject to a variety of civil or other legal proceedings, which may adversely affect its business, operating results or financial condition; the Company has negative operating cash flow and is dependent on third-party financing; the Company may be unable to obtain the additional funding needed to continue its operations; the Company operates in Sweden and is subject to currency fluctuations which could have a negative effect on its operating results; the Company may be unable to continue as a going concern; the market of the Company's Common Shares is subject to volume and price volatility which could negatively affect a shareholder's ability to buy or sell the Company's Common Shares; the price of the Company's Common Shares may be adversely affected by declines in the prices of certain minerals; the Company does not intend to pay dividends on its Common Shares; the Company is subject to risks arising from epidemic diseases, such as the COVID-19 pandemic, and the ongoing war in Ukraine, rising inflation and interest rates and the impact they will have on the Company's operations, supply chains, ability to access mining projects or procure equipment, supplies, contractors and other personnel on a timely basis or at all and economic activity in general, and the other factors described in the Company's Annual Information Form dated July 11, 2022 (the "AIF"), as well as in the Company's other public filings available at www.sedar.com. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. The Company cannot guarantee future results, performance, or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information. The forward-looking information contained in this offering document is expressly qualified by this cautionary statement. The Company undertakes no duty to update any of the forward-looking information to conform such information to actual results or to changes in the Company's expectations, except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

Scientific and Technical Information

The scientific and technical information contained in this offering document relating to the Company's mineral properties has been reviewed and approved by Garrett Ainsworth, PGeo, President and CEO of the Company, a "qualified person" ("QP") within the meaning of National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101").

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company is a junior mineral exploration stage company in the business of acquiring, exploring, and evaluating natural resource properties. The Company is currently focused on further exploration and development of its 100% interest in the advanced exploration stage Tomtebo property (the “**Tomtebo Property**”) located in the Bergslagen Mining District of south-central Sweden, comprising three contiguous exploration permits totalling 5,143.86 hectares. The Company also holds: a 100% interest in the Svärdsjö exploration property, located in the Bergslagen Mining District (the “**Svärdsjö Property**”); a 100% interest in the Gruvberget exploration property, located in the Bergslagen Mining District (the “**Gruvberget Property**”) and a 20% interest in the Bakar property located on North Vancouver Island in British Columbia, Canada (the “**Bakar Property**”). On January 5, 2023, the Company also announced that their subsidiary, Bergslagen Metals AB, applied for a 2,302 hectare mineral license to explore for vanadium, nickel, molybdenum, zinc, and other elements, covering approximately 68% of the polymetallic Viken Deposit located in Jamtland County, central Sweden (the “**Viken Deposit**”). The Viken Deposit is the largest undeveloped Alum Shale vanadium-uranium-molybdenum-nickel-copper-zinc deposit in Sweden, and amongst the largest deposits by total historic mineral resources of vanadium and uranium in the world. The Company considers the Tomtebo Property to be its only material property for the purposes of applicable Canadian securities laws. For more information on the Tomtebo Property, refer to the Company’s AIF and the technical report titled “*43-101 Update Technical Report on the Tomtebo Project, Bergslagen Region of Sweden*” (the “**Technical Report**”), prepared by Mustafa Atalay, M.Sc. CPG of DAMA Engineering Co., a Qualified Person as defined under NI 43-101, with an effective date of October 15, 2020 and an amended date of February 26, 2021. The Technical Report is available in its entirety on SEDAR at www.sedar.com and readers should review it in its entirety for a full description of the Tomtebo Property.

Recent developments

On January 10, 2022, the Company reported assay results from grab and chip rock samples recovered from geological fieldwork carried out in late-2021 at its polymetallic Svärdsjö Property.

On January 18, 2022, the Company reported assay results from grab and chip rock samples recovered from geological fieldwork carried out in late-2021 at its polymetallic Gruvberget Property. This fieldwork concentrated on reconnaissance prospecting and geochemical sampling at the Gruvberget South and North zones, which represents less than 10% of the mineralized trend that is enclosed by the 5,286 hectare Gruvberget Property.

On February 28, 2022, the Company reported assay results for the remaining eleven drill holes from the Phase II drill program at the high grade polymetallic Tomtebo Property. A total of 4,906 m in eleven drill holes was completed during the Phase II drill program that was carried out from October to December 2021.

On March 15, 2022, the Company provided an update on permitting and announced plans to conduct drilling on the Tomtebo Property, the Gruvberget Property and the Bakar Property. The next phase of drilling on the Tomtebo Property commenced in early-April and comprised 1,200 m in three holes. Drilling stepped out below high grade polymetallic mineralization at the Steffenburgs zone. The maiden drill program at the Gruvberget Property commenced in early-May and comprised 1,800 m in ten holes. Drilling concentrated on the Gruvberget North zone where historic drilling has delineated continuous polymetallic mineralization along a 550 m strike length that extends to a vertical depth of 160 m.

On April 11, 2022, the Company announced the commencement of the drilling program on the Tomtebo Property previously announced on March 15, 2022.

On April 21, 2022, the Company announced the results of the final airborne electromagnetic and magnetic data at the Gruvberget Property. The SkyTEM survey identified 13 conductive targets on the Gruvberget Property.

On May 16, 2022, the Company announced the results of the final airborne electromagnetic and magnetic data at the Svärdsjö Property. The SkyTEM survey identified five conductive targets on the Svärdsjö Property.

On June 8, 2022, the Company provided an update on core drilling at the Tomtebo Property. The Company completed 750 m in two holes. Drill core samples were sent for assay preparation and then for analysis.

On July 13, 2022, the Company announced the completion of its core drilling program at the Gruvberget Property. Drill core samples were sent to ALS Geochemistry in Malå, Sweden for assay preparation and then to ALS Geochemistry in Loughrea, Ireland for analysis.

On August 17, 2022, the Company announced assay results for the Spring 2022 drill program at the Tomtebo Property.

On September 21, 2022, the Company announced assay results for the Spring 2022 drill program at the Gruvberget Property.

On October 3, 2022, the Company reported results from a soil sampling orientation survey and additional rock grab sampling at the Gruvberget Property. Soil samples were recovered on three east to west survey lines located across and north of the Gruvberget Property's North Zone.

On October 24, 2022, the Company announced the identification of four new high priority targets on the Gruvberget Property. Detailed soil sampling grids have been completed over the new target areas with Ionic Leach geochemical results pending.

On November 22, 2022, the Company announced the Ionic Leach geochemical results from a detailed soil sampling program at the Gruvberget Property. Soil samples were recovered from four target zones (North zone extension, South zone extension, Gyllingen, and Backen) identified by historic data compilation and geophysical anomalies (conductive and magnetic) from the SkyTEM survey flown in late-2021. A total of the 442 soil samples were analyzed by Ionic Leach methods.

On December 14, 2022, the Company reported compilation work from historical exploration data at the Svärdsjö Property. The Mining Inspectorate of Sweden (Bergsstaten) had recently relinquished exploration data from Swedish mining company, Boliden, after a confidentiality period of three years. The historical data revealed several priority target areas.

On January 25, 2023, the Company announced the reporting by Swedish media that a majority of the Swedish Parliament has resolved to allow for exploration and mining of uranium in Sweden. On January 19, 2023, The Liberals, a member of the current Swedish governing coalition, internally voted to support the lifting of the moratorium in place since 2018. A motion from the Moderate Party, to which Prime Minister Kristersson belongs, to remove the uranium mining moratorium in Sweden is expected to be voted on by the Swedish Parliament in March 2023.

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 Company 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 Company intends to use the net funds from the Offering for additional exploration and advancement of the Company's Tomtebo Property and Gruvberget Property. With the anticipated minimum funding, the Company's priorities are to:

- Complete an additional 2,000 metres of exploration drilling as part of the ongoing drilling program at the Tomtebo Property. The cost to complete this drilling program is estimated to be approximately \$600,000 and is expected to be completed by the end of the third quarter of 2023.
- Commence a 2,000 metre exploration drill program at the Gruvberget Property. The cost to complete this drilling program is estimated to be approximately \$600,000 and is expected to be completed by the end of the third quarter of 2023.
- Complete exploration and development activities at the Viken Property. The cost to complete potential exploration and development activities is estimated to be approximately \$800,000 and is expected to be completed by the end of the fourth quarter of 2023.

USE OF AVAILABLE FUNDS

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

Based on the Company's existing working capital of \$713,834, the expected availability of funds is \$2.95 million in the case of the minimum offering and \$3.43 million in the case of the maximum offering. See the "Fees and Commissions" section below.

		Assuming minimum of offering only	Assuming 100% of offering
A	Amount to be raised by this offering	\$2,486,166	\$3,000,000
B	Selling commissions and fees	\$149,170	\$180,000
C	Estimated offering costs (e.g., legal, accounting, audit)	\$100,000	\$100,000
D	Net proceeds of offering: $D = A - (B+C)$	\$2,236,996	\$2,720,000
E	Working capital as at most recent month end (deficiency)	\$713,834	\$713,834
F	Additional sources of funding	\$0	\$0
G	Total available funds: $G = D+E+F$	\$2,950,830	\$3,433,834

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming minimum of offering only	Assuming 100% of offering
Complete the ongoing drilling program at the Tomtebo Property	\$600,000	\$600,000
Commence and complete an exploration drill program at the Gruvberget Property	\$600,000	\$600,000
Complete exploration and development activities at the Viken Property	\$800,000	\$800,000
General and administrative expenses	\$480,000	\$480,000
Unallocated working capital	\$470,830	\$953,834
Total	\$2,950,830	\$3,433,834

The above noted allocation of capital and anticipated timing represents the Company's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Company 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 Company's ability to execute on its business plan. See the "Cautionary Statement Regarding Forward-Looking Information" section above.

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

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

The Company has not raised any funds within the past 12 months.

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?

Agents:	PI Financial Corp. (the "Lead Agent"), on behalf of a syndicate of Agents to be formed (collectively with the Lead Agent, the "Agents")
Compensation Type:	Cash fee and Compensation Options (as defined herein)
Cash Commission:	Cash fee equal to 6.0% of the gross proceeds of the Offering

Compensation Options:	The Company will issue on the Closing Date to the Agents, Compensation Options entitling the Agents to purchase, at the Issue Price, the number of Common Shares equal to 6.0% of the aggregate number of Units issued by the Company under the Offering for a period of 36 months from the Closing Date.
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Do the Agents have a conflict of interest?

To the knowledge of the Company, it is not a “related issuer” or “connected issuer” of or to any of the Agents, 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 Company, or**
- (b) to damages against the Company 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?

Security holders can access the Company’s continuous disclosure filings on SEDAR at www.sedar.com under the Company’s profile.

For further information regarding the Company, visit our website at: <https://www.districtmetals.com/>.

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.

CERTIFICATE OF THE COMPANY

This offering document, together with any document filed under Canadian securities legislation on or after January 30, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

January 30, 2023

(Signed) Garrett Ainsworth

Garrett Ainsworth
Chief Executive Officer

(Signed) Marlis Yassin

Marlis Yassin
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 Company and the Agents, 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 the underlying securities) 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 Agents or the Company and the Investor was solicited to purchase in such jurisdiction;
- (c) 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 Company to: (i) prepare and file a prospectus or similar document or to register the Units (or underlying securities) 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;
- (d) unless the Investor has separately delivered to the Company and the Agents 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;
- (e) 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 Company 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;
- (f) the funds representing the aggregate subscription funds which will be advanced by the Investor to the Company 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 Company 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 Company if the Investor discovers that any of such representations ceases to be true, and to provide the Company with appropriate information in connection therewith;

- (g) neither the Company, the Agents, 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 or Warrants comprising the Units; (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 or Warrants comprising the Units;
- (h) the Investor is not purchasing the Units with knowledge of any material information concerning the Company 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 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 Company 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 Company or any other person and is based entirely upon the offering document;
- (i) if required by applicable Securities Laws or the Company, the Investor will execute, deliver and file or assist the Company 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;
- (j) the Company 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;
- (k) 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;
- (l) 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 Company or its counsel;
- (m) 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;
- (n) the Investor has obtained all necessary consents and authorizations 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 Company acting in breach of any regulatory or legal requirements of any territory in connection with the Offering or the Investor's subscription;
- (o) the Investor is purchasing the Units for investment purposes only and not with a view to resale or distribution; and
- (p) the Investor acknowledges that certain fees and commissions may be payable by the Company in connection with the Offering.

APPENDIX B

INDIRECT COLLECTION OF PERSONAL INFORMATION

By purchasing Units, the Investor acknowledges that the Company and the Agents 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 Units that it has purchased) (the "Information"), for purposes of: (a) meeting legal, regulatory, stock exchange and audit requirements and as otherwise permitted or required by law or regulation; and (b) 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 Company 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

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Toll free in Canada: 1-800-373-6393
Facsimile: (604) 899-6581
Email: inquiries@bcsc.bc.ca

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

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

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@fcnbc.ca

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

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

**Financial and Consumer Affairs Authority of
Saskatchewan**

Suite 601 - 1919 Saskatchewan Drive

Regina, Saskatchewan S4P 4H2

Telephone: (306) 787-5879

Facsimile: (306) 787-5899

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