

**OFFERING DOCUMENT
UNDER THE LISTED ISSUER FINANCING EXEMPTION**

May 1, 2023



NEVADA KING GOLD CORP.
(the "Company" or "Nevada King")

What are we offering?

Securities:	Up to 11,111,111 common shares of the Company ("Common Shares").
Offering Price:	\$0.45 per Common Share
Offering Amount:	There is no minimum amount. Maximum of 11,111,111 Common Shares, for maximum gross proceeds of \$4,999,999.95 (the "Offering").
Closing Date:	The Offering is expected to close on or about May 10, 2023.
Exchange:	The Common Shares are listed on the TSX Venture Exchange ("TSXV") under the symbol "NKG" and the OTCQX trading platform in the United States under the trading symbol "NKGFF".
Last Closing Price:	On April 28, 2023, the last trading day prior to the date of this offering document, the closing price of the Common Shares on the TSXV was \$0.45.

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.

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

- The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing;
- The Company 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 Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution; and**
- **The Company 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.**

Please refer to Appendix "A" – "*Acknowledgements, Covenants, Representations and Warranties of the Purchaser*" for acknowledgements, covenants, representations and warranties that each purchaser of Common Shares under this offering document is deemed to make.

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This offering document contains "forward-looking statements" or "forward-looking information" within the meaning of applicable Canadian securities legislation. Such statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or its mineral projects, or industry results, to be materially different from any future results, expectations, performance or achievements expressed or implied by such forward-looking statements or information. Such statements can be identified by the use of words such as "may", "would", "could", "will", "intend", "expect", "believe", "plan", "anticipate", "estimate", "scheduled", "forecast", "predict" and other similar terminology, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved although not all forward-looking statements contain such identifying words. Forward-looking statements in this offering document relate to, among other things, the proposed closing date of the Offering, the Company's expectations with respect to the use of available funds following the Offering and the Concurrent Non-Brokered Placement (as defined below), the completion of the Offering or the Concurrent Non-Brokered Placement, and the potential aggregate gross proceeds of the Offering and the Concurrent Non-Brokered Placement. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements.

These statements reflect the Company's current expectations regarding future events, performance and results based on information currently available and speak only as of the date of this offering document. In making such statements or providing such information, the Company has made assumptions regarding, among other things: (i) the accuracy of the estimation of mineral resources; (ii) that exploration activities and studies will provide results that support anticipated development and extraction activities; (iii) that studies of estimated mine life and production rates at its mineral projects will provide results that support anticipated development and extraction activities; (iv) that the Company will be able to obtain additional financing on satisfactory terms, including financing necessary to advance the development of its projects; (v) that infrastructure anticipated to be developed or operated by third parties, including electrical generation and transmission capacity, will be developed and/or operated as currently anticipated; (vi) that laws, rules and regulations are fairly and impartially observed and enforced; (vii) that the market prices for gold and silver remain at levels that justify development and/or operation of any mineral project; (viii) general economic conditions; (ix) that labour disputes, surface rights disputes, access to property, flooding, ground instability, fire, failure of plant, equipment or processes to operate as anticipated and other risks of the mining industry will not be encountered; (x) competitive conditions in the mining industry; (xi) title to mineral properties; (xii) changes in laws, rules and regulations applicable to the Company; and (viii) that the Company will be able to obtain, maintain, renew or extend required permits. All other assumptions contained in this offering document constitute forward-looking information.

Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indicators of whether

or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, unexpected changes in laws, rules or regulations, or their enforcement by applicable authorities, including potentially arbitrary action; the failure of parties to contracts with the Company to perform as agreed; social or labour unrest; changes in commodity prices; effects of the COVID-19 pandemic; unexpected changes in the cost of mining consumables; the continued availability of capital; changes in general economic, market and business conditions; and the failure of exploration programs or current or future economic studies to deliver anticipated results or results that would justify and support continued exploration, studies, development or operations. New risks may emerge from time to time and the importance of current factors may change from time to time and it is not possible for the Company to predict all such factors, changes in such factors and to assess in advance the impact of such factor on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements contained in this offering document.

Information concerning the interpretation of drill results also may be considered forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present if and when a project is actually developed. This offering document also contains references to estimates of mineral resources. The estimation of mineral resources is inherently uncertain and involves subjective judgments about many relevant factors. Mineral resources that are not mineral reserves do not have demonstrated economic viability. The accuracy of any such estimates of mineral resources is a function of the quantity and quality of available data, and of the assumptions made and judgments used in engineering and geological interpretation, which may prove to be unreliable and depend, to a certain extent, upon the analysis of drilling results and statistical inferences that may ultimately prove to be inaccurate. Mineral resource estimates may have to be re-estimated based on, among other things: (i) fluctuations in gold, silver or other mineral prices; (ii) results of drilling; (iii) results of metallurgical testing and other studies; (iv) proposed mining operations, including dilution; (v) the evaluation of mine plans subsequent to the date of any estimates; and (vi) the possible failure to receive required permits, approvals and licences.

Although the forward-looking statements contained in this offering document are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. The Company's actual results could differ materially from those anticipated in these forward-looking statements, as a result of, amongst others, those factors noted above. Accordingly, readers should not place undue reliance on forward-looking information. These forward-looking statements are made as of the date of this offering document and are expressly qualified in their entirety by this cautionary statement. Subject to applicable Canadian securities laws, the Company assumes no obligation to update or revise the forward-looking statements contained herein to reflect events or circumstances occurring after the date of this offering document.

CURRENCY AND MINERAL RESOURCE ESTIMATES

Unless otherwise indicated, all references to "\$", "C\$" or "dollars" in this offering document refer to Canadian dollars, which is the Company's functional currency. References to "US\$" in this offering document refer to United States dollars.

All references to "mineral resources" included in this offering document are calculated in accordance with the standards set by the Canadian Institute of Mining & Metallurgy Definition Standards and disclosed in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101"). The terms "mineral resource", "measured mineral resource", "indicated mineral resource", and "inferred mineral resource" are defined in accordance with the Canadian Institute of Mining & Metallurgy Definition Standards which were incorporated by reference in NI 43-101.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company is a mineral exploration company engaged in the acquisition, exploration and evaluation of resource properties in Nevada, United States of America. District-scale projects in Nevada King's portfolio include (1) the 100% owned Atlanta Mine project (the "**Atlanta Project**"), located 100km southeast of Ely, (2) the Lewis and Horse Mountain-Mill Creek projects, both located between Nevada Gold Mines' large Phoenix and Pipeline mines, and (3) the Iron Point project (the "**Iron Point Project**"), located 35km east of Winnemucca, Nevada.

The Atlanta Project is a historical gold-silver producer with a NI 43-101 compliant pit-constrained resource of 460,000 oz Au in the measured and indicated category (11.0M tonnes at 1.3 g/t) plus an inferred resource of 142,000 oz Au (5.3M tonnes at 0.83 g/t). For further information see "*Scientific and Technical Information*" below and the Company's 43-101 compliant technical report for the Atlanta Project titled NI 43-101 Technical Report on Resources Atlanta Property, Lincoln County, NV with an effective date of October 6, 2020, and a report date of December 22, 2020, as prepared by Gustavson Associates (the "**Atlanta Project Report**") and filed under the Company's profile on SEDAR (www.sedar.com).

The Iron Point Project consists of 731 unpatented lode claims covering approximately 12,822 acres, located in the Iron Point mining district 22 miles east of Winnemucca, Humboldt County, Nevada (USA). The Iron Point Project straddles Interstate 80, has high voltage electric power lines running through the Iron Point Project area and a railroad line passing across the northern property boundary. The Company has the option to acquire interests in up to a further 104 acres contiguous to the Iron Point Project.

Recent Developments

On April 10, 2023 the Company published the NI 43-101 compliant technical report titled Iron Point Project Exploration Technical Summary Report, Humboldt County, Nevada USA dated March 22, 2023, as prepared by Mac Roy Jackson, Jr. This report reviews and summarizes the geologic setting, mineralization style, and historical exploration that has been completed at the Iron Point Project and makes certain recommendations for the next steps in exploring the Iron Point Project.

In the following year, the Company has announced a number of assay results from vertical reverse circulation holes and core holes at its Atlanta Project. Nevada King's drilling was designed to, among other things:

- expand drill defined gold mineralization eastward and westward from holes drilled in 2021 and early 2022 south of the historical Atlanta pit and connect into the southwestern edge of Atlanta Project Report resource zone across the Atlanta Mine Fault Zone;
- test the gap between the Atlanta Project Report resource zone and gold mineralization drill-defined by the Company's 2021 program south of the Atlanta pit;
- better define the northern and southern extension of the Atlanta Mine Fault Zone and open a new target area called the North Extension Target, well outside the current resource; and
- further define the high-grade Atlanta Mine Fault Zone at the bottom of the historical Atlanta pit.

Highlights from the Company's various assay results at the Atlanta Project which have been disclosed in press releases by Nevada King include:

- 42.8m of 5.64 g/t Au, released on April 27, 2023
- 33.5m of 2.35 g/t Au and 363.0 g/t Ag, released on April 20, 2023
- 67.1m of 2.98 g/t Au, released on April 13, 2023
- 89.3m of 2.74 g/t Au, released on April 3, 2023
- 181.4m of 1.03 g/t Au, released on March 20, 2023

- 45.7m of 4.21 g/t Au, released on February 27, 2023
- 93.6m of 2.18 g/t Au, released on February 27, 2023
- 71.7m of 2.31 g/t Au, released on February 13, 2023
- 67.1m of 2.88 g/t Au, released on February 1, 2023
- 82.3m of 3.6 g/t Au, released on January 12, 2023
- 165.5m of 0.92 g/t Au, released on January 6, 2023
- 54.9m of 3.41 g/t Au, released on October 18, 2022
- 120.4m of 1.49 g/t Au, released on September 13, 2022

On February 7, 2023, Nevada King announced that it was initiating Phase I metallurgical testing on bulk samples and diamond drill core drilled in 2022 at its Atlanta Project. Nevada King's metallurgical test program is being designed by metallurgical consultant Gary Simmons, a highly experienced, internationally recognized metallurgist who has previously served as Director of Metallurgy and Technology of Newmont Mining Corporation, for which he managed the corporate metallurgical laboratory and R&D staff responsible for global Newmont process development and engineering design projects.

On July 5, 2022 the Company announced positive results from its Stage 1 cyanide solubility testing program at the Atlanta Project. Gold cyanide solubility demonstrated a weighted average of 86.7% across 986 samples where the samples were widely distributed, with over half coming from outside the historical Atlanta Project open pit. Aside from gold grade, no systematic influence on cyanide solubility was observed with respect to depth, gold grade, rock type, alteration type, degree of silicification, degree of fracturing, clay content, or collar location. Gold solubility is slightly higher in material exceeding 1.50g/t. Samples were for the most part thoroughly oxidized and ranged in depth from the surface down to 197m.

On June 10, 2022, the Company announced that it closed a non-brokered private placement financing with the issuance of a total of 10,000,000 Common Shares at a price of \$0.45 per Common Share for gross proceeds of \$4,500,000. Participation from insiders of the Company totaled \$2,300,040, including a lead order of \$2,250,000 from Founder and Chief Executive Officer Collin Kettell. Immediately prior to closing of the private placement, Mr. Kettell held an aggregate of 38,249,318 Common Shares of Nevada King representing approximately 14.24% of the then issued and outstanding Common Shares of the Company on an undiluted basis or approximately 16.38% on a then fully diluted basis. Immediately after closing of the private placement, Mr. Kettell holds control of 43,249,318 Common Shares representing approximately 15.53% of the current issued and outstanding Common Shares on an undiluted basis or approximately 17.49% on a current fully diluted basis. Crescat Capital through, Crescat Global Macro Master Fund and Crescat Precious Metals Master Fund, subscribed for \$500,000 of the private placement to add to its existing equity position.

MATERIAL FACTS

In addition to the securities being offered under the Offering, the Company will also be offering for sale by way of non-brokered private placement (the "**Concurrent Non-Brokered Placement**") 11,111,111 additional Common Shares under applicable prospectus exemptions in accordance with National Instrument 45-106 – *Prospectus Exemptions* at a price of \$0.45 per Common Share for additional gross proceeds to the Company of up to \$5 million. The completion of the Offering is not contingent on the closing of the Concurrent Non-Brokered Placement (or vice-versa).

Certain insiders of the Company, including Company Founder & Chief Executive Officer Collin Kettell, have disclosed their intention to subscribe for Common Shares in the Concurrent Non-Brokered Placement. Participation by insiders in the Concurrent Non-Brokered Placement constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the Common Shares purchased by

insiders, nor the consideration for the Common Shares paid by such insiders, will exceed 25% of the Company's market capitalization.

The Common Shares issuable in connection with the Concurrent Non-Brokered Placement will be subject to a statutory hold period of four months from the date of issue. The Offering and the Concurrent Non-Brokered Placement remain subject to TSXV approval.

The aggregate gross proceeds of the Offering and Concurrent Non-Brokered Placement are expected to be up to \$10 million.

There are no material facts about the Common Shares 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.

BUSINESS OBJECTIVES AND MILESTONES

What are the business objectives that we expect to accomplish using the available funds?

The proceeds of this Offering will be used to continue advancement of the Company's 100%-owned Atlanta Project. Over the past several months, the Company has completed nearly 30,000m of reverse circulation ("RC") and core drilling, consistently producing high-grade oxide gold results (see "*Recent Developments*" above). Two primary areas that constitute the majority of the ongoing drill program require additional definition drilling with the goal of defining an updated future resource that will primarily be categorized in the measured and indicated categories. These two zones are the Atlanta Mine Fault Zone ("AMFZ") and the West Atlanta Graben Target ("WAG"). The AMFZ is characterized as a highly fragment and faulted area hosted in silica breccia that starts at surface and down drops to the west in a series of mineralized beds. Further drilling in this area is required to fill in undertested gaps to fully understand the controls of mineralization. The WAG is a 150m wide target that runs parallel to the AMFZ, hosted in sedimentary volcanics. This area is generally flat lying where drilling has identified thick beds of mineralization ranging between 50-200m. Several areas in the WAG require additional drilling to fully understand controls and the extent of mineralization.

Outside of these two primary target areas, there are four additional target areas that require drill testing – the West Atlanta Graben Extension Target, the North Extension Target, the East Ridge Target, and the South Extension Target.

As the discovery process is ongoing through drilling, the Company is also advancing the project through its metallurgical test program, which is being led by the Company's consulting metallurgist, Gary Simmons. Using core drilled from the Phase II drill program in 2022, the Company has selected representative composite samples from the various lithologies found throughout the mineralized Atlanta system and submitted them for a suite of test work at Kappes, Cassiday & Assoc. in Reno, NV, targeted for completion in Q4 of 2023.

The Company's long-term objective is to develop and bring the Atlanta Project into commercial production. In order to achieve that goal, certain short, medium and long-term business objectives must be met. The net proceeds of the Offering, together with proceeds raised from prior financings and the Concurrent Non-Brokered Placement, are intended to meet the following near and medium-term business objectives:

<u>Business Objectives and Milestones</u>	<u>Target Completion</u>	<u>Projected Cost</u>
Atlanta Gold Mine Project		
Resource drilling and definition	December 2023	\$5,000,000
Land holding costs, project payments	September 2023	\$4,000,000
Various technical studies	May 2024	\$1,000,000

USE OF AVAILABLE FUNDS

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

Based on the Company's estimated working capital as at April 30, 2023, of \$5 million, the Company's expected availability of funds following closing of the Offering is expected to be approximately \$14.3 million in the case of the maximum offering amount.

	<u>Assuming 100% of Offering (000s)</u>
A Amount to be raised by this Offering:	\$5,000
B Selling commissions and fees:	\$(500)
C Estimated Offering costs: (e.g., legal, accounting, audit)	\$(200)
D Net proceeds of Offering: ($D = A - (B + C)$)	\$4,300
E Working capital as at most recent month end:	\$5,000
F Additional sources of funding ⁽¹⁾ :	\$5,000
G Total available funds: ($G = D + E + F$)	\$14,300

(1) Assumes completion of the Concurrent Non-Brokered Placement

How will we use the available funds?

The Company intends to use the net proceeds from this Offering to fund further exploration, mineral resource expansion and drilling field activities on the Atlanta Project for the 2023 exploration program, where drilling is expected to be completed by December, 2023:

<u>Intended Use of Available Funds</u>	<u>Assuming 100% of Offering (000s)</u>
Resource drilling and definition	\$5,000
Various technical studies	\$1,000
Land holding costs, project payments	\$4,000
General and administrative	\$3,000
Unallocated working capital	\$1,300
Total:	\$14,300

The above noted allocation represents the Company's current intentions with respect to its use of

proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from this 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 and financing objectives. The Company has generated negative cash flows from operating activities since inception and anticipates that it will continue to have negative operating cash flow until profitable commercial production at one or more of its properties is achieved. As a result, certain of the net proceeds from this Offering may be used to fund such negative cash flow from operating activities in future periods.

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

<u>Previous Financing</u>	<u>Intended Use of Funds</u>	<u>Use of Funds to Date (\$,000)</u>	<u>Variance and Impact of on Business Objectives and Milestones</u>
June 10, 2022: Private placement of 10,000,000 Common Shares at a price of \$0.45 per Common Share for aggregate gross proceeds of \$4,500,000.	Used to advance Nevada King's development and exploration stage assets and for other general corporate purposes.	\$Nil	None

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?

Agents:	The Company has engaged Canaccord Genuity Corp. as lead agent on behalf of a syndicate of agents (collectively, the " Agents ").
Compensation Type:	A cash fee.
Cash Fee:	The Agents will receive a cash fee equal to 5% of the gross proceeds of the Offering.

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 Common Shares.

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

All scientific and technical information relating to the Atlanta Project contained in this offering document is solely derived from the Atlanta Project Report, which was prepared by Kevin Francis, SME RM, who is an independent "Qualified Person" as defined in NI 43-101 and contributing authors Christopher Emanuel and Donald E. Hulse, PE.

Calvin R. Herron, P.Geo., Exploration Manager of the Company, has reviewed and approved the scientific and technical information contained in this offering document. Mr. Herron is considered, by virtue of his education, experience and professional association, to be a Qualified Person for the purposes of NI 43-101. Mr. Herron is not independent of the Company within the meaning of NI 43-101.

NI 43-101 Mineral Resource Estimate at Atlanta Project:

Resource Category	Tonnes (000's)	AuGrade (ppm)	Contained Au Oz	AgGrade (ppm)	Contained Ag Oz
Measured	4,130	1.51	200,000	14.0	1,860,000
Indicated	6,910	1.17	260,000	10.6	2,360,000
Measured + Indicated	11,000	1.30	460,000	11.9	4,220,000
Inferred	5,310	0.83	142,000	7.3	1,240,000

The Atlanta Project resource estimate is derived from the Atlanta Project Report. A 0.35ppm cut-off was chosen to reflect a conceptual mining and processing cut-off grade.

ADDITIONAL INFORMATION

Where can you find more information about us?

The Company's continuous disclosure filings with applicable securities regulatory authorities in the provinces and territories of Canada are available electronically under the Company's profile on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

For further information regarding Nevada King, visit our website at: <https://nevadaking.ca/>

CERTIFICATE

Dated: May 1, 2023

This offering document, together with any document filed under Canadian securities legislation on or after May 1, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

NEVADA KING GOLD CORP.

(signed) "*Collin Kettell*"

Collin Kettell
Chief Executive Officer

(signed) "*Bassam Moubarak*"

Bassam Moubarak
Chief Financial Officer

APPENDIX A

ACKNOWLEDGEMENTS, COVENANTS, REPRESENTATIONS AND WARRANTIES OF THE PURCHASER

Each purchaser of the Common Shares under the Offering (the “**Purchaser**”) 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 which will take place on or about May 10, 2023:

- a) the Purchaser is resident in the jurisdiction disclosed to the Agents or the Company and the Purchaser was solicited to purchase in such jurisdiction;
- b) the Purchaser has not received, nor has the Purchaser requested, nor does the Purchaser 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 Company 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 Common Shares pursuant to the Offering;
- c) the Purchaser has relied only upon publicly available information relating to the Company and not upon any verbal or written representation as to fact, and the Purchaser acknowledges that the Company has not made any written representations, warranties or covenants in respect of such publicly available information except as set forth in this offering document.
- d) legal counsel retained by the Company or the Agents is acting as counsel to the Company or Agents and not as counsel to the Purchaser and the Purchaser may not rely upon such counsel. The Purchaser should obtain independent 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 Purchaser is not relying on legal or tax advice provided by the Company or its counsel;
- e) the Purchaser acknowledges that:
 - i. no securities commission or similar regulatory authority has reviewed or passed on the merits of the Offering;
 - ii. there is no government or other insurance covering the Offering;
 - iii. there are risks associated with the purchase of the Offering;
- f) the Company has advised the Purchaser that the Company is relying on an exemption from the requirements to provide the Purchaser with a prospectus and to sell the Common Shares through a person or company registered to sell securities under applicable securities laws and, as a consequence of acquiring the Common Shares pursuant to this exemption, certain protections, rights and remedies provided by the applicable securities laws, including statutory rights of rescission or damages, will not be available to the Purchaser and the Purchaser may not receive information that would otherwise be required to be given;
- g) the Purchaser either
 - i. is not an “insider” of the Company or a “registrant” (each as defined under applicable securities laws of British Columbia); or

- ii. has identified itself to the Company as either an “insider” or a “registrant” (each as defined under applicable securities laws of British Columbia);
- h) the Purchaser 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 Company in connection with the acquisition of the Common Shares;
- i) the Purchaser has not received, nor does it expect to receive, any financial assistance from the Company, directly or indirectly, in respect of the Purchaser’s subscription for Common Shares;
- j) if the Purchaser is:
 - i. a corporation, the Purchaser 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 Purchaser 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 Purchaser 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 Purchaser 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 Purchaser if the Purchaser is not an individual, the applicable securities laws or any other laws applicable to the Purchaser, any agreement to which the Purchaser is a party, or any judgment, decree, order, statute, rule or regulation applicable to the Purchaser;
- l) the Purchaser is not purchasing the Common Shares with knowledge of any material fact or material change about the Company that has not been generally disclosed and the decision of the Purchaser, 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 Company or any other person and is based entirely upon the offering document;
- m) if the Purchaser is a resident of or otherwise subject to the securities laws of a jurisdiction other than Canada, it certifies that it is not resident in any jurisdiction in Canada and it is knowledgeable of, or has been independently advised as to, the applicable securities laws in the jurisdiction of its residence which would apply to this offering document. The delivery of any investor questionnaire to be completed by the Purchaser and the purchase of the Common Shares by such Purchaser does not contravene the applicable laws (including applicable securities laws) in the jurisdiction in which it is resident or to which it is subject and, to the knowledge of the Purchaser, does not trigger any obligation to prepare and file a prospectus, registration statement or similar document, or any other report with respect to such purchase, or any registration or other obligation or reporting requirement on the part of the Company, and

it will provide such evidence of compliance with all such matters as the Agents or the Company may request;

- n) the Purchaser is aware that the Common Shares 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 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;
- o) the funds representing the aggregate subscription funds which will be advanced by the Purchaser 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 Purchaser acknowledges that the Company may in the future be required by law to disclose the Purchaser’s name and other information relating to the Purchaser’s subscription of the Common Shares, 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 Purchaser (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 Purchaser; and (ii) it will promptly notify the Company if the Purchaser discovers that any of such representations ceases to be true, and to provide the Company with appropriate information in connection therewith;
- p) neither the Company, the Agents, nor any of their respective directors, employees, officers, affiliates or agents , except as may be provided herein, has made any written or oral representations to the Purchaser:
 - i. that any person will re-sell or re-purchase the Common Shares;
 - ii. that any person will refund all or any part of the purchase price of the Common Shares acquired by the Purchaser;
 - iii. as to the future price or value of the Common Shares; or
 - iv. that the Common Shares 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.
- q) if required by applicable securities laws or the Company, the Purchaser 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 Common Shares as may be required by any securities commission, stock exchange or other regulatory authority;
- r) the Purchaser 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 Purchaser 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

Purchaser 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 Purchaser's subscription;

- s) the Purchaser is purchasing the Common Shares for investment purposes only and not with a view to resale or distribution; and
- t) the Purchaser acknowledges that certain fees and commissions may be payable by the Company in connection with the Offering.