

This amended and restated offering document constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons to whom they may be lawfully offered for sale. This offering document is not, and under no circumstances is to be construed as, a prospectus or advertisement or a public offering of these securities.

These securities have not been registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. “United States” and “U.S. person” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

**SECOND AMENDED AND RESTATED OFFERING DOCUMENT UNDER THE LISTED
ISSUER FINANCING EXEMPTION**

March 3, 2026



SUPER COPPER CORP.
(the “Company” or “Super Copper”)

PART 1 SUMMARY OF OFFERING

What are we offering?

<p>Offering:</p>	<p>The offering is being conducted on a “best efforts” private placement basis (the “Offering”) of up to 13,333,333 units (each a “Unit”) of the Company.</p> <p>The Units will be offered for sale by way of private placement basis in the provinces of Alberta, British Columbia, Saskatchewan and Ontario, pursuant to the Listed Issuer Financing Exemption (as defined herein). The Units may also be issued: (a) in the United States pursuant to an exemption from the registration requirement of the U.S. Securities Act provided by Rule 506(b) of Regulation D under the U.S. Securities Act and similar exemptions from registration under applicable state securities laws; and (b) in jurisdictions outside of Canada and the United States, in each case, on a private placement basis in accordance with all applicable laws.</p> <p>The Units issued under the Listed Issuer Financing Exemption will not be subject to a hold period in Canada.</p>
<p>Description of Offered Securities:</p>	<p>Each Unit will be comprised of one common share of the Company (each, a “Share”) and one transferrable Share purchase warrant (each a “Warrant”). 6,666,666 Warrants will be issued in respect of the Units as Series A Warrants (the “Series A Warrants”) and 6,666,667 Warrants will be issued in respect of the Units</p>

	<p>as Series B Warrants (the “Series B Warrants”). Each Series A Warrant will entitle the holder to acquire one additional common share (a “Series A Warrant Share”) at a price of \$1.15 per Series A Warrant Share for a period of 36 months following the Closing Date (as defined herein). Each Series B Warrant will entitle the holder to acquire one additional common share (a “Series B Warrant Share”, and together with the Series A Warrant Shares, the “Warrant Shares”) at a price of \$1.15 per Series B Warrant Share for a period of 36 months following the Closing Date, provided that the Series B Warrants will not be exercisable until the date that is 61 days from the Closing Date.</p>
Offering Price:	\$0.75 per Unit.
Offering Amount:	Gross proceeds of up to \$10,000,000.
Agents:	A.G.P. Canada Investments ULC as lead agent and sole bookrunner, and Baader Bank AG (the “ Agents ”).
Closing Date:	The Offering is expected to close on or about March 6, 2026, or on any other date as the Company and the Agents may determine, and, in any event, on or before a date not later than 45 days after the date of the filing of this offering document (the “ Closing Date ”). The Offering may close in one or more tranches and is subject to receipt of all necessary regulatory approvals.
Exchange:	The Company’s Shares are listed on the Canadian Securities Exchange (“ CSE ”) under the symbol “CUPR”, on the OTCQB Venture Market (the “ OTCQB ”) under the symbol “CUPPF” and on the Frankfurt Stock Exchange (the “ FRA ”) under the symbol “N60”.
Last Closing Price:	On March 2, 2026, the closing price of the Shares on the CSE was \$0.75 per Share, on the OTCQB was US\$0.5523 per Share and on the FRA was €0.47 per Share.
Description of Shares:	The Shares are without par value and without special rights or restrictions. Each Share carries the right to one vote.
Description of Warrants:	<p>Each Series A Warrant will entitle the holder to acquire one additional Series A Warrant Share at a price of \$1.15 per Series A Warrant Share for a period of 36 months following the Closing Date, after which time the Warrants will be void and of no value. Each Series B Warrant will entitle the holder to acquire one additional Series B Warrant Share at a price of \$1.15 per Series B Warrant Share for a period of 36 months following the Closing Date, after which time the Warrants will be void and of no value, provided that the Series B Warrants will not be exercisable until the date that is 61 days from the Closing Date.</p> <p>The Warrants will be created and issued pursuant to the terms of a warrant indenture (the “Warrant Indenture”) to be dated as of the Closing Date between the Company and Endeavor Trust Corporation, as warrant agent. The Warrant Indenture will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain customary events. No fractional Warrant Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional shares. The holding of Warrants will not make the holder thereof a shareholder of the Company or entitle such holder to any right or interest in respect of the Warrants, except as expressly provided in the Warrant Indenture. Holders of Warrants will not have any voting or pre-</p>

	emptive rights or any other rights ascribed to a holder of Shares.
Resale Restrictions:	<p>The Units and securities underlying the Units issued in the Offering under the Listed Issuer Financing Exemption to investors resident in Canada will not be subject to a “hold period” pursuant to applicable Canadian securities laws.</p> <p>Any Units issued by way of other available exemptions under National Instrument 45-106 – <i>Prospectus Exemptions</i> will be subject to a hold period expiring four months and one day following the Closing Date.</p>

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. The 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*, as amended and supplemented by Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the “Order”) (the “Listed Issuer Financing Exemption”). 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 Company is relying on the exemptions in the Order and is qualified to distribute securities in reliance on the exemptions included in the Order.
- The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the Listed Issuer Financing Exemption in the 12 months immediately before the date of this offering document, will not exceed \$25,000,000.
- 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.
- 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.

Currency

Unless otherwise indicated, all references to “\$”, “C\$” or “dollars” in this offering document refer to Canadian dollars.

Cautionary Statement Regarding Forward-Looking Information

This offering document contains “forward-looking information” within the meaning of applicable Canadian and United States securities laws, which is based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document are made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning future exploration and development plans at the Company’s mineral properties, including development timelines and anticipated

costs; 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 date of such completion. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as "plans", "expects", "potential", "is expected", "anticipated", "is targeted", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements or forward-looking information, including, without limitation, risks and uncertainties relating to: general business and economic conditions; regulatory approval for the Offering; completion of the Offering; changes in commodity prices; the supply and demand for, deliveries of, and the level and volatility of the price of copper; changes in project parameters as exploration plans continue to be refined; costs of exploration and development, including labour and equipment costs; risks and uncertainties related to the ability to obtain or maintain necessary licenses, permits or surface rights; changes in credit market conditions and conditions in financial markets generally; the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the availability of qualified employees and contractors; the impact of value of the Canadian dollar and U.S. dollar, foreign exchange rates on costs and financial results; market competition; changes in taxation rates or policies; technical difficulties in connection with mining activities; changes in environmental regulation; environmental compliance issues; and other risks of the mining industry. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's annual filings that are available at www.sedarplus.com. The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

PART 2 SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company is a Canadian mining exploration company focused on acquiring, advancing and consolidating global copper assets from early discovery through late-stage development. The Company is currently advancing its flagship Cordillera Cobre and Castilla copper projects in Chile's prolific Atacama region, a mining district renowned for hosting some of the world's largest and highest-grade copper deposits

Recent developments

The following is a brief summary of key recent developments involving or affecting the Company over the past 12 months.

On February 28, 2025, the Company completed the first tranche of a non-brokered private placement by issuing 437,500 units at a price of \$0.40 per unit for gross proceeds of \$175,000. Each unit consisted of one Share and one Share purchase warrant. Each warrant is exercisable to acquire one Share at a price of \$0.65 until February 27, 2027, subject to acceleration.

On March 10, 2025, the Company granted an aggregate of 750,000 stock options and 500,000 restricted share units (“RSUs”) to certain consultants of the Company pursuant to its omnibus equity incentive plan (the “Plan”). The stock options are exercisable at a price of \$0.50 per Share and expire three years from the date of grant. The RSUs vested on July 9, 2025.

On March 21, 2025, the Company completed the second and final tranche of a non-brokered private placement by issuing an additional 850,000 units at a price of \$0.40 per unit for gross proceeds of \$340,000. Together with the first tranche, the Company raised a total of \$515,000 across both tranches. Each unit consisted of one Share and one Share purchase warrant. Each warrant is exercisable to acquire one Share at a price of \$0.65 until March 20, 2027, subject to acceleration.

On May 30, 2025, the Company completed a non-brokered private placement pursuant to a strategic investment from Apeiron Investment Group (“Apeiron”), whereby Apeiron purchased, through a non-brokered private placement, 4,000,000 units at a price of \$0.25 per unit for gross proceeds of \$1,000,000. Each unit consisted of one Share and one Share purchase warrant. Each warrant is exercisable to acquire one Share at a price of \$0.30 until May 29, 2028, subject to acceleration. In connection with the financing, the directors and officers of the Company entered into voluntary lock-up agreements covering an aggregate of approximately 7,000,000 Shares and options, subject to Apeiron maintaining a minimum ownership stake of 10.0% in the Company (on a partially-diluted basis). The Company also granted Apeiron an aggregate of 4,000,000 RSUs pursuant to the Plan. Concurrent with the closing of the financing, the Company and Apeiron entered into an investor rights agreement that provided, among other things, Apeiron with certain rights in the event it maintains minimum ownership thresholds in the Company, including: (i) the right to participate in equity financings; (ii) top-up rights in the event of dilutive issuances; and (iii) the right (but not the obligation) to nominate one person to the Company's Board of Directors.

On June 10, 2025, the Company announced its Phase 2 exploration program at the Cordillera Cobre Project, located in Chile's Coastal IOCG belt. The primary target areas of the Cordillera Cobre Project for Phase 2 included El Alto and Calcite Hill.

On June 19, 2025, the Company announced the appointment of Sebastian Wagner to its board of directors. Mr. Wagner was appointed by Apeiron pursuant to the investor rights agreement entered into between the Company and Apeiron.

On July 8, 2025, the Company announced that it had entered into a binding, all-cash definitive agreement to acquire 100% of the Castilla Copper Project from Verdant Resources SpA (“Verdant”). Pursuant to the agreement, the Company agreed to acquire the Castilla concessions free and clear of any royalties in consideration for US\$100,000 cash at closing, with additional milestone-based payments totaling up to US\$1,300,000 tied to project advancement, including a significant drill intercept, a preliminary economic assessment with a net present value of at least US\$50 million, or first commercial sale from production.

On September 15, 2025, the Company announced the closing of its previously announced acquisition of a 100% interest in the Castilla Copper Project from Verdant. Through its Chilean subsidiary, the Company acquired all twenty exploration concessions comprising the 5,800-hectare Castilla Project in Chile's Atacama Region.

On September 23, 2025, the Company announced that it had staked an additional 1,400 hectares of mining exploration claims contiguous to the Castilla Copper Project in Chile's Atacama region. The additional ground was acquired through direct staking, free of royalties, back-in rights, or third-party encumbrances. This strategic expansion increased the Company's total land position at Castilla to approximately 7,200 hectares.

On October 29, 2025, the Company announced the appointment of Mark Gibson as Technical Advisor to the Company. In connection with the appointment, the Company granted 200,000 stock options to Mr. Gibson under the Plan. The options are exercisable at \$0.60, they vested on October 29, 2025 and expire on October 29, 2030.

On November 7, 2025, the Company announced the completion of its Phase 1 exploration program at its flagship Cordillera Cobre Project, located in Chile's Atacama copper belt.

On December 2, 2025, the Company announced the completion of its first exploration program at Castilla Gold-Copper Project, located in Chile's Atacama Desert.

On December 24, 2025, the Company announced that its flagship Cordillera Cobre Project in Chile had received approval for 26 mining concessions from Chile's National Mining Authority.

On January 15, 2026, the Company announced high-grade rock grab samples following the completion of its Phase 1 surface sampling program at the Castilla Gold-Copper Project.

On January 27, 2026, the Company provide a geological interpretation of results from its Phase 1 surface sampling and mapping program at the at Castilla Gold-Copper Project.

On February 26, 2026, the Company announced the initial terms of the Offering for aggregate gross proceeds of up to \$2,000,000, consisting of up to 2,666,666 Units of the Company at a price of \$0.75 per Unit. Each Unit consists of one Share in the capital of the Company and one Warrant entitling the holder to acquire one additional Share at a price of \$1.15 for a period of 36 months from the closing of the Offering.

On February 27, 2026, the Company announced the first upsize of the Offering for aggregate gross proceeds of up to \$6,000,000, consisting of up to 5,333,333 Units of the Company at a price of \$0.75 per Unit. Each Unit consists of one Share in the capital of the Company and one Warrant entitling the holder to acquire one additional Share at a price of \$1.15 for a period of 36 months from the closing of the Offering.

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.

Business objectives and milestones

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

The Company's business objectives for the next 12 months are to advance its two Chilean copper projects (Castilla and Cordillera Cobre) toward drill-ready status, complete a maiden drilling program, and continue to build its technical team and corporate infrastructure to support exploration activity. The Company expects to accomplish the following business objectives using the net funds from the Offering:

Business Objective and Milestone	Target Completion	Projected Cost
Complete property-wide magnetics and Induced Polarization (IP) survey at Castilla to map Iron oxide copper gold ore (IOCG) targets and sulfide concentrations at depth	Q2 2026	\$250,000
Advance Cordillera Cobre Project to drill-ready status	Q2 2026	\$150,000
Commence maiden drilling program at Cordillera Cobre (El Alto target)	Q3 2026	\$3,500,000
Advance Castilla Project to drill-ready status	Q4 2026	\$150,000
Follow-on drill program at Cordillera Cobre Project	Q1 2027	\$3,000,000
Total		\$7,050,000

PART 3 USE OF AVAILABLE FUNDS

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

The net proceeds of the Offering and the funds which will be available to the Company after the Offering are as follows:

	Source of Funds	Assuming 100% of the Offering
A	Amount to be raised by this Offering	\$10,000,000
B	Selling commissions and fees ⁽¹⁾	\$600,000
C	Estimated Offering costs (e.g., legal, accounting, audit)	\$200,000
D	Net proceeds of Offering: $D = A - (B + C)$	\$9,200,000
E	Working capital as at most recent month end (January 31, 2026) ⁽²⁾	\$53,000
F	Additional sources of funding	Nil
G	Total available funds: $G = D + E + F$	\$9,253,000

Notes:

- (1) See "Fees and Commissions" below.
- (2) Working capital figures are based on estimates prepared by management of the Company as at January 31, 2026, are unaudited, and are subject to change including as a result of normal quarterly accounting and review procedures.

How will we use the available funds?

Description of intended use of available funds, listed in order of priority ⁽¹⁾⁽²⁾	Assuming 100% of the Offering
Complete property-wide magnetics and Induced Polarization (IP) survey at Castilla to map Iron oxide copper gold ore (IOCG) targets and sulfide concentrations at depth	\$250,000
Advance Cordillera Cobre Project to drill-ready status	\$150,000
Commence maiden drilling program at Cordillera Cobre (El Alto target)	\$3,500,000
Advance Castilla Project to drill-ready status	\$150,000
Initiate material science product research and development	\$300,000
Follow-on drill program at Cordillera Cobre Project	\$3,000,000
General and Administrative ⁽³⁾	\$1,903,000
Total: Equal to “G” Total Available Funds in table above	\$9,253,000

Notes:

- (1) The available funds will not be paid to insiders, associates or affiliates of the Company, except for normal course salaries and fees.
- (2) The most recent financial statements of the Company included a going-concern note. The Offering is intended to permit the Company to continue its operations, with the goal of advancing its exploration activities and is not expected to affect the decision to include a going-concern note in the next annual financial statements of the Company.
- (3) General and administrative expenditures includes (without limitation) salaries, office and general costs and funds payable to external professionals, including accounting, audit, stock exchange, transfer agency, investor relations and legal costs. The Company intends to engage additional ongoing marketing and investor relations services to have more comprehensive advertisement of recent exploration and corporate development updates.

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 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, provided, that such uses will not include a significant acquisition, a restructuring transaction, or any transaction requiring approval of the Company’s security holders. 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. See the “*Cautionary Statement Regarding Forward-Looking Information*” section above.

The Company’s most recent audited consolidated financial statements and unaudited condensed interim consolidated financial statements included a going concern note. As the Company is in the exploration stage, the recoverability of amounts expended for exploration and evaluation of assets and the Company’s ability to continue as a going concern is dependent upon its ability to generate future cash flows and/or obtain additional financing to complete their development and upon future profitable production or proceeds from the disposition thereof. The Offering is intended to permit the Company to continue to explore its properties and conduct additional drilling as described above and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

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

In the twelve months preceding this offering document, the Company raised aggregate proceeds of \$1,515,000 from the February 28, 2025, March 21, 2025 and May 30, 2025 private placements. The total proceeds were intended to be used as set out in the table below.

Previous Financing	Intended Use of Funds	Use of Funds to Date	Explanation of Variance
Gross proceeds of \$515,000 raised from the private placement that closed in two tranches on February 28, 2025 and March 21, 2025	Marketing, investor relations and general working capital purposes	As of February 27, 2026, \$515,000 has been used for marketing, investor relations and general working capital purposes.	No variance.
Gross proceeds of \$1,000,000 raised from the private placement that closed on May 30, 2025	Advancing the Cordillera Cobre project, supporting business expansion initiatives and general working capital purposes	As of February 27, 2026, \$1,000,000 has been used for advancing the Cordillera Cobre Project, supporting business expansion initiatives and general working capital purposes.	No variance.

PART 4 FEES AND COMMISSIONS

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

The Company has agreed to, on the Closing Date: (a) pay the Agents a cash fee equal to 6.0% of the aggregate gross proceeds of the Offering (the “**Commission**”); and (b) issue to the Agents broker warrants (the “**Broker Warrants**”) in an amount equal to 6.0% of the number of Units placed by the Agents pursuant to the Offering. Each Broker Warrant will entitle the holder thereof to subscribe for one Share exercisable at the same exercise and for the same period of time as the Warrants at the exercise price of \$1.15 per Share for a period of 36 months following the Closing Date and have a four-month hold period from the date of grant.

Does the Agent have a conflict of interest?

To the knowledge of the Company, it is not a “related issuer” or “connected issuer” of or to the Agents, as such terms are defined in National Instrument 33-105 - *Underwriting Conflicts*.

PART 5 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 Units.

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.

PART 6 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 SEDAR+ at www.sedarplus.com.

For further information regarding the Company, visit our website at: www.supercopper.com.

Potential 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.

U.S. SECURITIES LAWS MATTERS

The Units, Shares, Warrants and Warrant 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, subject to certain exemptions from registration under the U.S. Securities Act and applicable state securities laws, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. Any placement agent utilized for sales in the United States is to agree that it will not offer or sell the Units within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States except to accredited investors (as defined in Rule 501(a) of Regulation D under the U.S. Securities Act (“**U.S. Accredited Investors**”) and/or qualified institutional buyers (as defined in Rule 144A under the U.S. Securities Act that also qualify as U.S. Accredited Investors) (“**Qualified Institutional Buyers**”) in accordance with the exemption from registration under the U.S. Securities Act provided by Rule 506(b) of Regulation D and similar exemptions from the registration requirements of applicable state securities laws.

Offers and sales of the Units will be made outside the United States to non-U.S. persons in accordance with Rule 903 of Regulation S under the U.S. Securities Act. This offering document does not constitute an offer to sell or a solicitation of an offer to buy any Units, Shares, Warrants or Warrant Shares in the United States to, or for the account or benefit of, U.S. persons or persons in the United States.

In addition, until 40 days after the commencement of the Offering, an offer or sale of Units, Shares or Warrants within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States by any dealer (whether or not participating in the Offering) may violate the registration provisions of the U.S. Securities Act and applicable state securities laws unless made in accordance with an exemption from the registration requirements under the U.S. Securities Act and similar exemptions under applicable state securities laws. The Warrants will not be exercisable by, or on behalf of, a person in the United States or a U.S. person, nor will certificates or other instruments representing the Warrant Shares issuable upon exercise of the Warrants be registered or delivered to an address in the United States, unless an exemption from the registration requirements of the U.S. Securities Act and any applicable state

securities laws is available and provided that, subject to certain exceptions, the Company has received an opinion of counsel of recognized standing to such effect in form and substance satisfactory to the Company.

PART 7 DATE AND CERTIFICATE

This offering document, together with any document filed under Canadian securities legislation on or after March 3, 2025 contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated: March 3, 2026

“Zachary Dolesky”

Name: Zachary Dolesky

Title: Chief Executive Officer

“Natasha Tsai”

Name: Natasha Tsai

Title: Chief Financial Officer