



B #:	17996-23
Date:	January 27, 2023
To:	All Participants
Category:	Dividends
From:	Supervisor, Stock Dividend Department
Attention:	Dividend Managers, Cashiers, and Reorganization Managers
Subject:	Rights Distribution: DENARIUS METALS CORP. CUSIP: 248233207 Rights CUSIP: 248233132 Rights Expire: February 24, 2023, at 4:30 P.M. (Eastern Standard Time) Record Date: 1/24/2023 Payable Date: 1/27/2023 Rate: 1.000000 DTC Instruction Cut-Off Date: 02/14/2023

*****WARNING TIME CRITICAL*****

The Rights will not be made DTC eligible. Rights held within DTC are to be issued by TSX Trust Company directly in the name of the DTC participants. Participants located in an ineligible state will not be distributed Rights unless the participants receive approval from the Issuer to have the Rights issued. Eligible shareholders are Canadian.

1. Who can participate in the rights offering?

We are issuing to the registered and beneficial Shareholders of Common Shares of record at the close of business on January 24, 2023 (the “Record Date”) rights to subscribe for Common Shares on the terms described in our Rights Offering circular (the “Rights Offering Circular”). Each Shareholder of record at market close on the Record Date who is resident in an Eligible Jurisdiction (as defined below) may participate in the Rights Offering.

2. Who is eligible to receive rights?

The offer of these securities is made in (i) all provinces and territories of Canada provide a prospectus exemption substantially similar to the exemption provided in Canada or that otherwise requires obtaining any approvals of a regulatory authority in such jurisdiction or the filing of any document by DENARIUS METALS CORP in such jurisdiction in connection with this offering (collectively, the “Eligible Jurisdictions”). In addition, the offering is not being made in jurisdictions where DENARIUS METALS CORP is not eligible to make such offer. The Rights are being offered only to Shareholders in Eligible Jurisdictions (“Eligible Holders”).

If you wish to participate in the Rights Offering, you must execute and return to the Company an exempt purchaser status certificate (the “Exempt Purchaser Status Certificate”), a copy of which is enclosed, on or before February 14, 2023 to confirm your eligibility to participate in the Rights Offering and provide all further information or documentation that the Company may require, in its sole discretion. The Company, in its sole discretion, will determine your eligibility to participate in the Rights Offering. Once your eligibility to participate

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in the Rights Offering is confirmed the Rights Agent will forward to you a rights Certificate and a subscription form evidencing the number of Rights you are entitled to.

Any Rights remaining unexercised by the Expiry Time will be null and void.

PLEASE REVIEW THE BELOW DOCUMENT REGARDING THE DETAILS OF THE OFFERING.

Any questions or requests for assistance may be directed to the Rights Agent by email at TMXecorporateactions@tmx.com

Participants may submit instructions using the following methods:

- **Email:** stockdividendprocessing@dtcc.com
Please also Cc the following email addresses with the instructions: lhobson@dtcc.com and hgehy@dtcc.com
 - **Subject Line:** Rights Instructions for DENARIUS METALS CORP. CUSIP 248233207

The following **MUST** be included in the written instructions

- Instructions must be on company letterhead
- Include company brick and mortar address
- DTC-authorized indemnity clause
- Medallion stamp
- DTC participant number

The address stated in the instructions must be in an eligible jurisdiction. Instructions must include an indemnity clause and medallion stamp.

A sample indemnification letter is accompanying this Important Notice.

The instructions will be processed only after acceptance by the subscription agent. **Participants will be responsible for receiving their rights from the subscription agent.**

RECORD DATE POSITION INFORMATION SHOULD BE CONFIRMED THROUGH CA WEB.

If there are any questions regarding this Important Notice, please contact DTC's Customer Help Line at (888) 382-2721.

***Important Legal Information:** The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages. To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.*

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YOUR COMPANY LETTERHEAD

Date: _____

Depository Trust & Clearing Corp.
55 Water Street
New York, NY 10041
Attn: _____

Re: _____ CUSIP#: _____

Sir/Madam: _____

On record date _____, we held _____ shares at DTC on behalf of beneficial owners, entitling us to receive _____ rights.

We hereby certify that all shares are beneficially owned by shareholders residing in the qualifying jurisdictions. These holders are therefore entitled to receive the rights, please accept this letter as authorization to have rights released to us in the name of _____.

[INSERT INDEMNITOR’S NAME] hereby agrees to jointly and severally indemnify and defend DTC and Cede & Co., and each of their respective subsidiaries and affiliates, officers, directors, employees, agents and attorneys, (the "Indemnitees") against, and hold the Indemnitees harmless from, any Losses¹ and Legal Actions² suffered or incurred by the Indemnitees resulting from, relating to, arising out of or in connection with [INSERT THE NATURE OF THE REQUEST](the “Request”), except as a result of the Indemnitees willful misconduct or gross negligence or fraud. By way of example but not by way of limitation, this indemnity applies to Legal Actions between and/or among [INSERT INDEMNITOR’S NAME] and/or Indemnitees.

[INSERT INDEMNITOR’S NAME] represent and warrant that we are duly authorized to execute this indemnity.

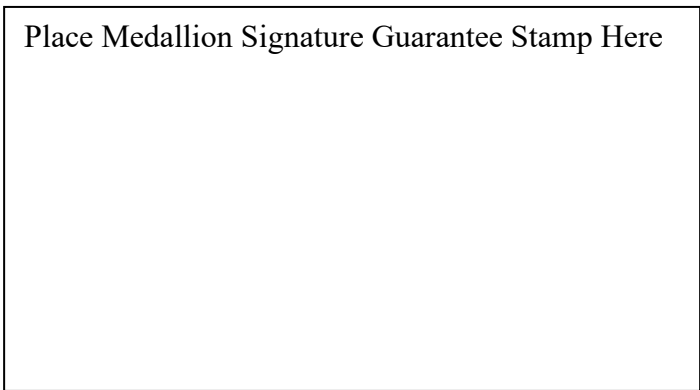
Sincerely,

Name: _____

Title: _____

Company Name: _____

Participant Number: _____



¹ “Losses” means and includes all losses, liabilities, damages, judgments, liabilities, payments, obligations, costs and expenses (including, without limitation, any costs of investigation and legal fees and expenses incurred in connection with, resulting from, relating to, arising out of or in connection with the Request), regardless of whether or not any liability, payment, obligation or judgment is ultimately imposed against the Indemnitees.

² “Legal Action” means and includes any claim, counterclaim, demand, action, suit, countersuit, arbitration, inquiry, proceeding or investigation before any federal, state or foreign court or other tribunal, or any investigative or regulatory agency or self regulatory organization.

Phone #: _____

E-mail: _____



DENARIUS

DENARIUS METALS CORP.

Letter to Shareholders Outside of Canada

The purpose of this letter is to advise holders of common shares (“**Common Shares**”) of Denarius Metals Corp. (the “**Company**” or “**Denarius**”) outside of Canada of a proposed offering of rights (“**Rights**”) of the Company (the “**Rights Offering**”).

References in this notice to “we”, “our”, “us” and similar terms mean to the Company. References in this notice to “you”, “your” and similar terms mean to the Company’s shareholders.

The Company currently has working capital, including cash and cash equivalents, sufficient to fund its expected operating and exploration expenditures over the next two to three months. We require 100% of the offering to be completed to fund our expected operating expenditures and certain exploration expenditures over the next 12 months.

1. Who can participate in the Rights Offering?

The Company is issuing to Eligible Holders (defined below) as at the close of business (5:00 p.m. Eastern Standard Time) on January 24, 2023 (the “**Record Date**”) Rights to subscribe for Units, consisting of Common Shares and transferable share purchase warrants (“**Warrants**”), on the terms set forth in this Notice.

2. Who is eligible to receive Rights?

The Rights will be offered to registered shareholders (the “**Eligible Holders**”) only in each province and territory of Canada (the “**Eligible Jurisdictions**”) and outside the Eligible Jurisdictions where the Company is eligible to make such offer. You will be presumed to be resident in the place shown in our records as your registered address, unless the contrary is demonstrated to our satisfaction.

This letter is not to be construed as an offering of the Rights, nor are the Common Shares and Warrants issuable upon exercise of the Rights offered for sale, in any jurisdiction outside the Eligible Jurisdictions or to shareholders who are residents of any jurisdiction other than the Eligible Jurisdictions (the “**Ineligible Holders**”).

3. How can I participate if I am an Ineligible Holder (a Shareholder outside of Canada)?

If you are a registered or beneficial Ineligible Holder whose address of record is outside the Eligible Jurisdictions, you may apply to the Company no later than February 14, 2023 to claim your Rights by completing either Schedule “A” (if an Ineligible Shareholder outside of Canada or the United States) or Schedule “B” (if an Ineligible Shareholder in the United States), as

applicable, attached hereto. Your completed Schedule must be sent to the Company via email to afullerton@denariusmetals.com no later than February 14, 2023. If accepted by the Company, in its sole discretion, the Company may provide the Ineligible Holder that is an approved ineligible holder (an “**Approved Ineligible Holder**”), and the Company will instruct the Rights Agent to deliver, a Rights Certificate to the registered Approved Ineligible Holder. The Rights Certificate, and any Common Shares and Warrants that may be issued upon the exercise of the Rights, may be endorsed with restrictive legends according to applicable securities laws.

A registered Ineligible Holder whose address of record is outside the Eligible Jurisdictions but who holds Common Shares on behalf of a holder who is eligible to participate in the Rights Offering must notify the Company, in writing, on or before February 14, 2023 if such beneficial holder wishes to participate in the Rights Offering.

If you do not satisfy the Company of your eligibility to participate in the Rights Offering on or before February 14, 2023, you will not be able to exercise your Rights.

4. How many Rights are we offering?

We are offering an approximate total of [20,762,188] Rights.

5. How many Rights will you receive?

We are offering each Eligible Holder one Right for each Common Share held as at the Record Date of January 24, 2023. No fractional Rights will be issued.

6. What does one Right entitle you to receive?

Each Right will entitle an Eligible Holder or an Approved Ineligible Holder to purchase one unit (a “**Unit**”) at a price of \$0.40 per Unit (the “**Basic Subscription Privilege**”) until 4:30 p.m. (Eastern Standard Time) on the Expiry Date of February 24, 2023, or such earlier time on the Expiry Date as may be required by the Rights Agent pursuant to their internal procedures. Each Unit will consist of one Common Share and one Warrant. Each Warrant will entitle the holder to purchase one additional Common Share at a price of \$0.60 until 4:30 p.m. (Eastern Standard Time) on the date that is three (3) years from the date of issuance of the Warrants.

Any Eligible Holder or Approved Ineligible Holder who exercises all of their Rights under the Basic Subscription Privilege will also have the additional privilege of subscribing, pro rata, for additional Units at the subscription price (the “**Additional Subscription Privilege**”). The Units available under the Additional Subscription Privilege will be those Units issuable under the Rights Offering that have not been subscribed and paid for under the Basic Subscription Privilege by 4:30 p.m. (Eastern Standard Time) on February 24, 2023.

Any Eligible Holder or Approved Ineligible Holder who exercises their Rights must enclose payment in Canadian funds by certified cheque, bank draft or money order payable to the order of TSX Trust Company.

7. When and how can you exercise your Rights?

If you are an Approved Ineligible Holder who receives a Rights Certificate, you must complete and deliver your Rights Certificate, together with the applicable payment, before 4:30 p.m. (Eastern Standard Time), or such earlier time as may be required by the Rights Agent pursuant to their internal procedures, on February 24, 2023.

8. What are the next steps?

This notice contains key information that you should know about the Company. You can find more details in our Rights Offering Circular, a copy of which can be obtained on the Company's profile at www.SEDAR.com or at www.denariusmetals.com, or you can ask your Participant for a copy or contact the Company at (416) 360-4653. You should read the Rights Offering Circular, along with the Company's continuous disclosure record on SEDAR, to make an informed decision regarding your Rights.

DATED January 24, 2023.

DENARIUS METALS CORP.

(signed) "*Serafino Iacono*"

Serafino Iacono
Executive Chairman and Chief Executive Officer

SCHEDULE "A" – INTERNATIONAL CERTIFICATE OF INELIGIBLE HOLDER

For shareholders outside of Canada and the United States

TO: DENARIUS METALS CORP. (the "Company")
afullerton@denariusmetals.com

Any capitalized words not defined herein shall have the meaning ascribed to in the rights offering circular of the Company dated January 16, 2023 (the "**Right Offering Circular**").

In connection with the Rights Offering of the Company, the undersigned shareholder of the Company is an Ineligible Holder and wishes to exercise its Rights, currently being held by the Rights Agent and hereby represents, warrants, covenants and certifies to the Company (and acknowledges that the Company and its respective counsel are relying thereon) that the Ineligible Holder is a resident of, or otherwise subject to, the securities legislation of a jurisdiction other than Canada or the United States (the "**International Jurisdiction**"), and:

- (i) the Ineligible Holder is knowledgeable of, or has been independently advised as to, the applicable securities laws of the International Jurisdiction which would apply to this Rights Offering, if any;
- (ii) the Ineligible Holder wishes to exercise its Rights for its own account and not for the benefit of any other person and pursuant to exemptions from the prospectus and registration requirements under the applicable securities laws of that International Jurisdiction or, if such is not applicable, the Ineligible Holder is permitted to exercise its Rights under the applicable securities laws of the International Jurisdiction without the need to rely on an exemption;
- (iii) the applicable securities laws of the International Jurisdiction do not require the Company to file a prospectus, registration statement, offering memorandum or similar document or to register or qualify the distribution of the Units, the Common Shares or Warrants underlying the Units, or the Common Shares issuable upon exercising the Warrants (the "**Warrant Shares**"), or for the Company to be registered with or to make any filings or seek any approvals of any kind whatsoever from any governmental or regulatory authority of any kind whatsoever in the International Jurisdiction;
- (iv) the Ineligible Holder will not sell or otherwise dispose of any Rights, except in accordance with applicable securities laws in Canada and the United States, and if the Ineligible Holder sells or otherwise disposes of any Common Shares underlying the Unit or Common Shares upon exercise of the Warrants, to a person other than a resident of Canada or the United States, as the case may be, the Ineligible Holder will obtain from such purchaser representations, warranties and covenants in the same form as provided in this certificate and shall comply with such other requirements as the Company may reasonably require;
- (v) the Ineligible Holder will provide such evidence of compliance with all such matters referred to herein as the Company or its respective counsel may request; and
- (vi) the delivery of this Certificate, the acceptance of it by the Company and the issue of the Rights to the Ineligible Holder complies with all applicable laws of the International Jurisdiction and all other applicable laws and will not cause the Company to become subject to or comply with any continuous disclosure, prospectus or other periodic filing or reporting requirements under any such applicable laws.

The foregoing representations and warranties contained in this certificate are true and accurate as of the

date of this certificate and will be true and accurate as of the Closing Time. If any such representations and warranties shall not be true and accurate prior to the Closing Time, the undersigned shall give immediate written notice of such fact to the Company prior to the Closing Time.

Dated: _____

Signed: _____

Print the name of Ineligible Holder

If Ineligible Holder is a corporation,
print name and title of Authorized Signing Officer

SCHEDULE "B"

APPENDIX 1 – UNITED STATES ACCREDITED INVESTOR LETTER

For shareholders in the United States, other than Qualified Institutional Buyers

The categories listed herein contain certain specifically defined terms. If you are unsure as to the meanings of those terms, or are unsure as to the applicability of any category below, please contact your broker or legal advisor before completing this certificate.

TO: DENARIUS METALS CORP. (the "**Company**")
afullerton@denariusmetals.com

Any capitalized words not defined herein shall have the meaning ascribed to in the rights offering circular of the Company dated January 16, 2023 (the "**Right Offering Circular**").

In connection with the Rights Offering of the Company, the undersigned shareholder of the Company is an Ineligible Holder and wishes to exercise its Rights, currently being held by the Rights Agent and hereby represents, warrants, covenants and certifies to the Company (and acknowledges that the Company and its respective counsel are relying thereon) that the Ineligible Holder is a U.S. Accredited Investor (as defined below) and:

- (a) The Ineligible Holder is (i) exercising the Rights as principal for its own account and not for the benefit of any other Person and it is an "accredited investor" as defined in Rule 501(a) of Regulation D under the U.S. Securities Act, as amended (a "**U.S. Accredited Investor**"); or (ii) exercising the Rights as agent for a beneficial purchaser disclosed on the execution page of this Schedule "B" Appendix 1 a transaction in which the Ineligible Holder is exercising sole investment discretion with respect to the purchase of the Common Shares and Warrants underlying the Units and the Ineligible Holder and each beneficial purchaser for whom it is acting is a U.S. Accredited Investor and is purchasing as principal for its own account and not for the benefit of any other person; and the Ineligible Holder has initialed the category of U.S. Accredited Investor applicable to the Ineligible Holder and any beneficial purchaser below.
- (b) The Ineligible Holder (and, if the Ineligible Holder is acting on behalf of a beneficial purchaser, such beneficial purchaser) acknowledges that the Company, in connection with the offer and sale of the Rights is relying on the available exemptions under Section 4(a)(2) of the U.S. Securities Act and/or Rule 506(b) of Regulation D as promulgated thereunder.
- (c) The Ineligible Holder (and, if the Ineligible Holder is acting on behalf of a beneficial purchaser, such beneficial purchaser) is a U.S. Accredited Investor as a result of satisfying the requirements of the paragraphs below that the Ineligible Holder has indicated:

_____	Category 1. [Rule 501(a)(1)]	A bank, as defined in Section 3(a)(2) of the U.S. Securities Act, whether acting in its individual or fiduciary capacity; or
_____	Category 2. [Rule 501(a)(1)]	A savings and loan association or other institution as defined in Section 3(a)(5)(A) of the U.S. Securities Act, whether acting in its individual or fiduciary capacity; or
_____	Category 3. [Rule 501(a)(1)]	A broker or dealer registered pursuant to Section 15 of the U.S. Securities Exchange Act of 1934, as amended; or
_____	Category 4. [Rule 501(a)(1)]	An investment adviser registered pursuant to Section 203 of the U.S. Investment Advisers Act of 1940, as amended, or registered pursuant to the laws of a state; or

_____	Category 5. [Rule 501(a)(1)]	An investment adviser relying on the exemption from registering with the Commission under Section 203(l) or (m) of the U.S. Investment Advisers Act of 1940, as amended; or
_____	Category 6. [Rule 501(a)(1)]	An insurance company as defined in Section 2(a)(13) of the U.S. Securities Act; or
_____	Category 7. [Rule 501(a)(1)]	An investment company registered under the U.S. Investment Company Act of 1940, as amended; or
_____	Category 8. [Rule 501(a)(1)]	A business development company as defined in Section 2(a)(48) of the U.S. Investment Company Act of 1940, as amended; or
_____	Category 9. [Rule 501(a)(1)]	A Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the U.S. Small Business Investment Act of 1958, as amended; or
_____	Category 10. [Rule 501(a)(1)]	A Rural Business Investment Company as defined in Section 384A of the U.S. Consolidated Farm and Rural Development Act of 1972, as amended; or
_____	Category 11. [Rule 501(a)(1)]	A plan established and maintained by a state, its political subdivision or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, with assets in excess of U.S. \$5,000,000; or
_____	Category 12. [Rule 501(a)(1)]	An employee benefit plan within the meaning of the U.S. Employee Retirement Income Security Act of 1974, as amended, in which the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such act, which is either a bank, savings and loan association, insurance company or registered investment advisor, or an employee benefit plan with total assets in excess of U.S. \$5,000,000 or, if a self-directed plan, the investment decisions are made solely by persons who are accredited investors; or
_____	Category 13. [Rule 501(a)(2)]	A private business development company as defined in Section 202(a)(22) of the U.S. Investment Advisers Act of 1940, as amended; or
_____	Category 14. [Rule 501(a)(3)]	An organization described in Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended, a corporation, a Massachusetts or similar business trust, a partnership, or a limited liability company, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of U.S. \$5,000,000; or
_____	Category 15. [Rule 501(a)(4)]	A director, executive officer or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer; or

<p>_____</p> <p>Category 16. [Rule 501(a)(5)]</p>	<p>A natural person whose individual net worth, or joint net worth with that person's spouse or spousal equivalent, exceeds U.S. \$1,000,000; or (Note: For the purposes of calculating "net worth"</p> <ul style="list-style-type: none"> (i) the person's primary residence shall not be included as an asset; (ii) indebtedness that is secured by the person's primary residence, up to the estimated fair market value of the primary residence at the time of the closing of the Offering, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of the closing of the Offering exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and (iii) indebtedness that is secured by the person's primary residence in excess of the estimated fair market value of the primary residence shall be included as a liability.) <p>(Note: For the purposes of calculating "joint net worth", joint net worth can be the aggregate net worth of the investor and spouse or spousal equivalent, and assets need not be held jointly to be included in the calculation. Reliance on the joint net worth standard does not require that the securities be purchased jointly.) (Note: The term "spousal equivalent" means a cohabitant occupying a relationship generally equivalent to that of a spouse.)</p>
<p>_____</p> <p>Category 17. [Rule 501(a)(6)]</p>	<p>A natural person who had an individual income in excess of U.S. \$200,000 in each year of the two most recent years or joint income with that person's spouse or spousal equivalent in excess of U.S. \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year; or (Note: The term "spousal equivalent" means a cohabitant occupying a relationship generally equivalent to that of a spouse.)</p>
<p>_____</p> <p>Category 18. [Rule 501(a)(7)]</p>	<p>A trust, with total assets in excess of U.S. \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) under Regulation D under the U.S. Securities Act; or</p>
<p>_____</p> <p>Category 19. [Rule 501(a)(8)]</p>	<p>An entity in which each of the equity owners are accredited investors; or (Note: It is permissible to look through various forms of equity ownership to natural persons in determining the accredited investor status of entities under this category. If those natural persons are themselves accredited investors, and if all other equity owners of the entity seeking accredited investor status are accredited investors, then this category may be available.)</p>
<p>_____</p> <p>Category 20. [Rule 501(a)(9)]</p>	<p>An entity, of a type not listed in Categories 1 through 14, 18 or 19 above, not formed for the specific purpose of acquiring the securities offered, owning "investments" (as defined in Rule 2a51-1(b) under the U.S. Investment Company Act of 1940, as amended) in excess of U.S. \$5,000,000; or</p>
<p>_____</p> <p>Category 21. [Rule 501(a)(10)]</p>	<p>A natural person holding in good standing one or more of the following professional licenses:</p> <ul style="list-style-type: none"> (i) General Securities Representative license (Series 7); (ii) Private Securities Offerings Representative license (Series 82), and (iii) Investment Adviser Representative license (Series 65); or

_____	Category 22. [Rule 501(a)(11)]	A natural person who is a “knowledgeable employee” (as defined in Rule 3c-5(a)(4) under the U.S. Investment Company Act of 1940, as amended) of the issuer of the securities being offered or sold where the issuer would be an “investment company” (as defined in Section 3 of U.S. Investment Company Act of 1940, as amended), but for the exclusion provided by either Section 3(c)(1) or section 3(c)(7) of U.S. Investment Company Act of 1940, as amended; or
_____	Category 23. [Rule 501(a)(12)]	A “family office” (as defined in Rule 202(a)(11)(G)-1 under the U.S. Investment Advisers Act of 1940, as amended): <ul style="list-style-type: none"> (i) with assets under management in excess of U.S. \$5,000,000, (ii) that is not formed for the specific purpose of acquiring the securities offered, and (iii) whose prospective investment is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment; or
_____	Category 24. [Rule 501(a)(13)]	A “family client” (as defined in Rule 202(a)(11)(G)-1 under the U.S. Investment Advisers Act of 1940, as amended) of a family office meeting the requirements in Category 23 above and whose prospective investment in the issuer is directed by such family office pursuant to clause (iii) of Category 23.

If the Ineligible Holder is an individual who has marked (b)(xi) or (b)(xii) above, the Company may request additional information to confirm the Ineligible Holder’s net worth or income, as applicable.

- (d) The Ineligible Holder understands that if it (or any beneficial purchaser on whose behalf it is acting) decides to offer, sell, pledge or otherwise transfer any of the Common Shares and Warrants, they may be offered, sold, pledged or otherwise transferred, directly or indirectly, only (i) to the Company, (ii) outside the United States in compliance with Rule 904 of Regulation S and in compliance with applicable local laws and regulations, (iii) pursuant to a registration statement that has been declared effective under the U.S. Securities Act and is available for resale of the Purchased Shares and Warrants, (iv) in compliance with an exemption from registration under the U.S. Securities Act including Rule 144 or Rule 144A thereunder, if available and in compliance with any applicable securities laws of any state of the United States, or (v) in another transaction that does not require registration under the U.S. Securities Act or any applicable securities laws of any state of the United States, and, in each case, in compliance with any applicable securities laws of any state of the United States. The Ineligible Holder further understands and agrees that in the event of a transfer pursuant to the foregoing clause (ii), (iv) or (v), the Company may require a legal opinion of counsel of recognized standing, or other evidence, in form and substance reasonably satisfactory to the Company.
- (e) The Ineligible Holder understands that upon the original issuance thereof, and until such time as the same is no longer required under applicable requirements of the U.S. Securities Act or applicable state securities laws, certificates representing the Purchased Shares and Warrants and all certificates issued in exchange therefore or in substitution thereof, will bear the following legends:

“THE OFFER AND SALE OF SECURITIES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “U.S. SECURITIES ACT”) OR ANY STATE SECURITIES LAWS, AND MAY BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED ONLY (A) TO THE COMPANY (B) OUTSIDE THE UNITED STATES IN COMPLIANCE WITH RULE 904 OF REGULATION S UNDER THE U.S.

SECURITIES ACT AND IN COMPLIANCE WITH LOCAL LAWS AND REGULATIONS, (C) PURSUANT TO A REGISTRATION STATEMENT THAT HAS BEEN DECLARED EFFECTIVE UNDER THE U.S. SECURITIES ACT AND IS AVAILABLE FOR RESALE OF THE SECURITIES, (D) IN COMPLIANCE WITH AN EXEMPTION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT, INCLUDING RULE 144 OR RULE 144A THEREUNDER, IF AVAILABLE, OR (E) IN ANOTHER TRANSACTION THAT DOES NOT REQUIRE REGISTRATION UNDER THE U.S. SECURITIES ACT OR ANY APPLICATION STATE SECURITIES LAWS, AND, IN EACH CASE, IN COMPLIANCE WITH ANY APPLICABLE STATE SECURITIES LAWS. THE HOLDER FURTHER UNDERSTANDS AND AGREES THAT IN THE EVENT OF A TRANSFER PURSUANT TO THE FOREGOING CLAUSE (B), (D) OR (E), THE COMPANY MAY REQUIRE A LEGAL OPINION OF COUNSEL OF RECOGNIZED STANDING OR OTHER EVIDENCE REASONABLY SATISFACTORY TO THE COMPANY. DELIVERY OF THIS CERTIFICATE MAY NOT CONSTITUTE "GOOD DELIVERY" IN SETTLEMENT OF TRANSACTIONS ON STOCK EXCHANGES IN CANADA."

provided, that if the Common Shares and Warrants are being resold outside the United States in compliance with the requirements of Rule 904 of Regulation S, the legend set forth above may be removed by providing an executed declaration satisfactory to the registrar and transfer agent of the Company and to the Company (in such other form as the Company may prescribe from time to time) and, if requested by the Company or the registrar and transfer agent, an opinion of counsel of recognized standing in form and substance satisfactory to the Company and the registrar and transfer agent to the effect that such sale is being made in compliance with Rule 904 of Regulation S;

provided further, that if any of the Common Shares and Warrants are being sold pursuant to Rule 144 under the U.S. Securities Act and in compliance with any applicable state securities laws, the legend may be removed by delivery to the Company's registrar and transfer agent of an opinion satisfactory to the Company and its registrar and transfer agent to the effect that the legend is no longer required under applicable requirements of the U.S. Securities Act or applicable state securities laws.

- (f) The Ineligible Holder consents to the Company making a notation on its records or giving instruction to the registrar and transfer agent or warrant agent, as applicable, of the Company in order to implement the restrictions on transfer and exercise with respect to the Common Shares and Warrants underlying the Units set forth and described herein.
- (g) If a "covered person" under Rule 506(d) of the U.S. Securities Act, the Ineligible Holder: (i) if a natural person, represents on its behalf; or (ii) if a corporation, partnership, or limited liability company or partnership, or association, joint stock corporation or other entity, represents on its behalf and the behalf of its officers, directors and principal stockholders, connected with the Ineligible Holder as of the date hereof, that it is not subject to any "Bad Actor" disqualifications described in Rule 506(d)(1)(i) to (viii) under the U.S. Securities Act (a "**Disqualifying Event**"), except for a Disqualifying Event covered by Rule 506(d)(2) or (d)(3).
- (h) The Ineligible Holder is authorized to consummate the purchase of the Common Shares and Warrants underlying the Units.
- (i) The Ineligible Holder has not purchased the Common Shares and Warrants as a result of any form of "general solicitation" or "general advertising" (as those terms are used in Regulation D), including, without limitation, advertisements, articles, notices or other communications published in any newspaper, magazine or similar media or the Internet or broadcast over radio, television, or the Internet or any seminar or meeting whose attendees have been invited by general solicitation or general advertising.

- (j) The Ineligible Holder understands and acknowledges that the offer and sale of the Common Shares and Warrants have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States, and that the Units are being offered and sold to a limited number of U.S. Accredited Investors in transactions exempt from registration under the U.S. Securities Act and applicable state securities laws; accordingly, the Common Shares, Warrants and Warrant Shares are and will be upon issuance “restricted securities” within the meaning of Rule 144(a)(3) of the U.S. Securities Act.
- (k) The Ineligible Holder understands that (i) the Company may be deemed to be an issuer that is, or that has been at any time previously, an issuer with no or nominal operations and no or nominal assets other than cash or cash equivalents (a “**Shell Corporation**”), (ii) if the Company is deemed to be, or to have been at any time previously, a Shell Corporation, Rule 144 under the U.S. Securities Act may not be available for resales of the Common Shares and Warrants, and (iii) the Company is not obligated to make Rule 144 under the U.S. Securities Act available for resales of the Common Shares, Warrants or Warrant Shares.
- (l) The Ineligible Holder, and each beneficial purchaser, if any, is acquiring the Common Shares and Warrants underlying the Units for itself for investment purposes only and not with a view to any resale, distribution or other disposition of the Common Shares and Warrants in violation of United States federal or state securities laws, and the Ineligible Holder acknowledges that the exemption from registration under the U.S. Securities Act and applicable securities laws of any state of the United States depends, among other things, upon the *bona fide* nature of the investment intent expressed herein.
- (m) If required by applicable Securities Laws, the Ineligible Holder will execute, deliver and file or assist the Company in filing such reports, undertakings and other documents with respect to the issue of the Common Shares and Warrants as may be required by any securities commission, stock exchange or other regulatory authority.
- (n) The Ineligible Holder understands that the Company is not obligated to file and has no present intention of filing with the U.S. Securities and Exchange Commission or with any securities regulator in any state of the United States any registration statement in respect of resales of the Common Shares, Warrants or Warrant Shares in the United States.
- (o) The Ineligible Holder understands that there is little to no trading market for the Common Shares, Warrants or Warrant Shares in the United States and there is no guarantee that a trading market for the Common Shares, Warrants or Warrant Shares is expected to ever exist.
- (p) The Ineligible Holder understands and acknowledges that the financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board, which differ in some respects from United States generally accepted accounting principles, and thus may not be comparable to financial statements of United States companies.
- (q) The Ineligible Holder has been advised to consult its own legal advisors with respect to the execution, delivery and performance by it of this Schedule “B” and the transactions contemplated herein and in the Rights Offering Circular, including the exercise of the Rights, and with respect to the hold periods imposed by the applicable Securities Laws, and acknowledges that no representation has been made by the Company respecting the applicable hold periods imposed by the Canadian securities laws or other resale restrictions applicable to such securities which restrict the ability of the Ineligible Holder (or others for whom it is contracting hereunder) to resell such securities, that the Ineligible Holder (or others for whom it is contracting hereunder) is solely responsible to find out what these restrictions are, that the Ineligible Holder is solely responsible for compliance with applicable resale restrictions and that the Ineligible Holder (or others for whom it is

contracting hereunder) is aware that it may not resell such securities except in accordance with limited exemptions under Canadian securities laws and other applicable securities laws.

- (r) The Ineligible Holder understands and agrees that there may be material tax consequences to the Ineligible Holder of an acquisition or disposition of the Common Shares, Warrants or the Common Shares underlying the Warrants; the Company gives no opinion and makes no representation with respect to the tax consequences to the Ineligible Holder under United States, state, local or foreign tax law of the Ineligible Holder's acquisition or disposition of such Common Shares, Warrants or the Common Shares underlying the Warrants; in particular, no determination has been made whether the Company will be a "passive foreign investment company" (commonly known as a "**PFIC**") within the meaning of Section 1297 of the United States Internal Revenue Code of 1986, as amended.
- (s) The Ineligible Holder represents and warrants that (i) the funds representing the aggregate Subscription Price for the Rights which will be advanced by it to the Rights Agent will not represent proceeds of crime for the purposes of the United States Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism (USA PATRIOT) Act (the "**PATRIOT Act**"), and it acknowledges that the Company may in the future be required by law to disclose its name and other information relating to the Rights Offering and the its exercise hereunder, on a confidential basis, pursuant to the PATRIOT Act, and (ii) no portion of the Subscription Price to be provided by it (a) has been or will be derived from or related to any activity that is deemed criminal under the laws of the United States of America or any other jurisdiction, or (b) is being tendered on behalf of a person or entity that has not been identified to or by it, and it shall promptly notify the Company if it discovers that any of such representations ceases to be true and provide the Company with appropriate information in connection therewith.
- (t) The Ineligible Holder is aware that its ability to enforce civil liabilities under the United States federal securities laws may be affected adversely by, among other things: (i) the fact that the Company is organized under the laws of Canada; (ii) some or all of the directors and officers may be residents of countries other than the United States; and (iii) all or a substantial portion of the assets of the Company and such persons may be located outside the United States.
- (u) The Ineligible Holder understands and acknowledges that no offering document or prospectus has been, nor will be, prepared in connection with the Rights Offering and has conducted its own investigation. The Ineligible Holder has had access to such information concerning the Company as it has considered necessary or appropriate in connection with its investment decision to exercise its Rights and has such knowledge and experience in financial and business matters as to be capable of evaluating independently the merits and risks of its investment and it, and any account for which it is acting, is able to bear the economic risk of loss of its investment in the Common Shares, Warrants or Warrant Shares.
- (v) The office or other address of the Ineligible Holder at which the Ineligible Holder received the "Letter to Shareholders Outside of Canada" to exercise Rights of the Company is the address listed in the records of the registrar and transfer agent.
- (w) The provisions of this Schedule "B" will be true and correct both as of the date of execution of this Schedule "B" and as of the Closing Time and will survive after the date of execution of this Schedule "B".

The foregoing representations and warranties contained in this certificate are true and accurate as of the date of this certificate and will be true and accurate as of the Closing Time. If any such representations and warranties shall not be true and accurate prior to the Closing Time, the undersigned shall give immediate written notice of such fact to the Company prior to the Closing Time.

DATED at _____ this _____ day of _____, 2023.

If a Corporation, Partnership or Other Entity:

If an Individual:

Name of Entity

Signature

Type of Entity

Print or Type Name

Signature of Person Signing

Print or Type Name and Title of Person Signing

SCHEDULE "B"

APPENDIX 2 – QUALIFIED INSTITUTIONAL BUYER LETTER

TO BE COMPLETED BY QUALIFIED INSTITUTIONAL BUYERS

The categories listed herein contain certain specifically defined terms. If you are unsure as to the meanings of those terms, or are unsure as to the applicability of any category below, please contact your broker and/or legal advisor before completing this certificate.

TO: DENARIUS METALS CORP. (the "**Company**")
afullerton@denariusmetals.com

Any capitalized words not defined herein shall have the meaning ascribed to in the rights offering circular of the Company dated January 16, 2023 (the "**Right Offering Circular**").

In connection with the Rights Offering of the Company, the undersigned Qualified Institutional Buyer is an Ineligible Holder and wishes to exercise its Rights, currently being held by the Rights Agent and hereby represents, warrants, covenants and certifies to the Company (and acknowledges that the Company and its respective counsel are relying thereon) that the Ineligible Holder is a Qualified Institutional Buyer and:

- (a) The Ineligible Holder understands and acknowledges that the Common Shares, Warrants and Common Shares issuable upon exercising the Warrants (the "**Warrant 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 applicable securities laws of any state of the United States, and that the offer and sale of the Units to it are being made in reliance upon Section 4(a)(2) under the U.S. Securities Act and similar exemptions under any applicable securities laws of any state of the United States.
- (b) The Ineligible Holder is a Qualified Institutional Buyer and is acquiring the Common Shares and Warrants (i) for its own account and not on behalf of any other person, or (ii) for the account of a Qualified Institutional Buyer with respect to which it exercises sole investment discretion, for investment purposes, and, in either case, not with a view to any resale, distribution or other disposition of the Common Shares and Warrants in violation of United States federal or state securities laws.
- (c) The Ineligible Holder acknowledges that it has not purchased the Common Shares and Warrants as a result of any "directed selling efforts" (as defined in Regulation S under the U.S. Securities Act ("**Regulation S**") or any "general solicitation" or "general advertising" (as those terms are used in Regulation D under the U.S. Securities Act), including advertisements, articles, notices or other communications published in any newspaper, magazine or similar media or on the Internet, or broadcast over radio or television, or the Internet, or any seminar or meeting whose attendees have been invited by general solicitation or general advertising.
- (d) The Ineligible Holder understands and acknowledges that any Common Shares, Warrants and Warrant Shares, if any, acquired by it in the United States will be considered "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act ("**Restricted Securities**"). To induce the Company to issue the Common Shares, Warrants and Warrant Shares, if any, to the undersigned without a U.S. Securities Act restrictive legend, the undersigned represents, warrants and covenants to the Company as follows (collectively, the "**Restricted Security Agreements**"):
 - (i) if in the future it decides to offer, sell, pledge, or otherwise transfer, directly or indirectly, any of the Common Shares, Warrants and Warrant Shares, if any, it will do

- so only: (A) to the Company or its subsidiaries (though the Company or its subsidiaries are under no obligation to purchase any such securities) or (B) outside the United States in accordance with Rule 904 of Regulation S under the U.S. Securities Act and in compliance with applicable local laws or regulations;
- (ii) the Common Shares, Warrants and Warrant Shares, if any, cannot be offered, sold, pledged or otherwise transferred, directly or indirectly, in the United States or to, or for the account or benefit of, a U.S. Person;
 - (iii) it will cause any CDS Clearing and Depository Services Inc. participant holding the Common Shares, Warrants and Warrant Shares, if any, on its behalf and the beneficial purchasers, if any, of the Common Shares, Warrants and Warrant Shares, if any, to comply with the Restricted Security Agreements;
 - (iv) for so long as the Common Shares, Warrants and Warrant Shares, if any, constitute Restricted Securities, it will not deposit any of the Common Shares, Warrants and Warrant Shares, if any, into the facilities of the Depository Trust Company, or a successor depository within the United States, or arrange for the registration of any the Common Shares, Warrants and Warrant Shares, if any, with Cede & Co. or any successor thereto; and
 - (v) at the time of exercise of any Warrants for Warrant Shares of the Company, the undersigned is and will be a Qualified Institutional Buyer and if the undersigned is not a Qualified Institutional Buyer but the Warrants may otherwise be exercised in accordance with an exemption from the registration requirements of the U.S. Securities Act and any applicable securities laws of any state of the United States, the certificates representing the Warrant Shares issuable upon such exercise will bear a legend restricting their transfer under applicable United States federal and state securities laws;
- (e) The Ineligible Holder has implemented appropriate internal controls and procedures to ensure that the Common Shares, Warrants and Warrant Shares, if any, shall be properly identified in its records as Restricted Securities that are subject to the Restricted Security Agreements set forth above in (d) notwithstanding the absence of a U.S. restrictive legend or restricted CUSIP number;
 - (f) The Ineligible Holder understands and acknowledges that the Common Shares, Warrants and Warrant Shares, if any, will not be represented by certificates that bear a U.S. restrictive legend or identified by a restricted CUSIP number in reliance on the acknowledgments, representations and agreements contained herein, including the Restricted Security Agreements set forth above in (d);
 - (g) The Ineligible Holder has had access to such financial and other information concerning the Company and the Common Shares and Warrants as it has deemed necessary in connection with its decision to purchase the Common Shares and Warrants, including an opportunity to ask questions of, and request information from the Company;
 - (h) The Ineligible Holder consents to the Company making a notation on its records or giving instructions to any transfer agent of the Company in order to implement the restrictions on transfer set forth and described herein;
 - (i) If required by applicable securities legislation, regulatory policy or order or by any securities commission, stock exchange or other regulatory authority, the Ineligible Holder will execute, deliver, file and otherwise assist the Company in filing reports, questionnaires, undertakings and other documents with respect to the ownership of the Common Shares and Warrants;

- (j) The Ineligible Holder acknowledges that the Company nor any person representing the Company has made any representation to it with respect to the Company or the offering or sale of the Common Shares and Warrants, other than the information contained or incorporated by reference in this Schedule "B" or the "Letter to Shareholders Outside of Canada", which has been delivered to it and upon which it is relying in making its investment decision with respect to the Common Shares and Warrants;
- (k) The Ineligible Holder understands that the Company is not obligated to file and has no present intention of filing with the U.S. Securities and Exchange Commission or with any state securities administrator any registration statement in respect of resales of the Common Shares, Warrants and Warrant Shares, if any, in the United States, and acknowledges that there are substantial restrictions on the transferability of the Common Shares, Warrants and Warrant Shares, if any, and that it may not be possible for the Ineligible Holder to readily liquidate his, her or its investment in the case of an emergency at any time;
- (l) The Ineligible Holder understands and agrees that the financial statements of the Company have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, which differ in some respects from United States generally accepted accounting principles, and thus may not be comparable to financial statements of United States companies;
- (m) The Ineligible Holder understands and agrees that there may be material tax consequences to it of an acquisition, holding, exercise or disposition of the Common Shares, Warrants or Warrant Shares. The Company gives no opinion and makes no representation with respect to the tax consequences to the Ineligible Holder under United States, state, local or foreign tax law of its acquisition, holding, exercise or disposition of the Common Shares and Warrants, and the Ineligible Holder acknowledges that it is solely responsible for determining the tax consequences to it with respect to its investment, including whether the Company will at any given time be deemed a "passive foreign investment company" within the meaning of Section 1297 of the United States Internal Revenue Code of 1986, as amended;
- (n) The Ineligible Holder is aware that its ability to enforce civil liabilities under the United States federal securities laws may be affected adversely by, among other things: (i) the fact that the Company is organized under the laws of the Province of British Columbia in Canada; (ii) some or all of the directors and officers may be residents of countries other than the United States; and (iii) all or a substantial portion of the assets of the Company and such persons may be located outside the United States;
- (o) The office or other address of the Ineligible Holder at which the Ineligible Holder received the "Letter to Shareholders Outside of Canada" to exercise Rights of the Company is the address listed in the records of the registrar and transfer agent;
- (p) That the funds representing the aggregate Subscription Price for the Rights which will be advanced by the Ineligible Holder to the Rights Agent hereunder will not represent proceeds of crime for the purposes of the *Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act* (the "**PATRIOT Act**") and the Ineligible Holder acknowledges that the Company may in the future be required by law to disclose the Ineligible Holder's name and other information relating to the subscription agreement and the Ineligible Holder's subscription hereunder, on a confidential basis, pursuant to the PATRIOT Act. No portion of the Subscription Amount to be provided by the Ineligible Holder (i) has been or will be derived from or related to any activity that is deemed criminal under the laws of the United States, or any other jurisdiction, or (ii) is being tendered on behalf of a person or entity who has not been identified to or by the Ineligible Holder, and it shall promptly notify the Company if the Ineligible Holder discovers that any of such representations ceases to be true and provide the Company with appropriate information in connection therewith; and

- (q) The provisions of this Qualified Institutional Buyer Letter will be true and correct both as of the date of execution of this Schedule "B" and as of the Closing Time.

The foregoing representations and warranties are true and accurate as of the date of this Qualified Institutional Buyer Letter and will be true and accurate as of the Closing Time. If any such representation or warranty shall not be true and accurate prior to such Closing Time, the Ineligible Holder shall give immediate written notice of such fact to the Company.

Dated: _____, 2023.

Print name of Ineligible Holder

By: _____
Signature

Print name of Signatory (if different from the Purchaser)

Title

The securities offered hereby 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. This notice does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States, and the securities offered herein may not be offered or sold in or into the United States or to U.S. persons. “United States” and “U.S. persons” are as defined in Regulation S under the U.S. Securities Act.

Rights Offering Notice
Filed pursuant to National Instrument 45-106



DENARIUS

DENARIUS METALS CORP.

Notice to Shareholders – January 16, 2023

The purpose of this notice is to advise holders of common shares (“**Common Shares**”) of Denarius Metals Corp. (the “**Company**” or “**Denarius**”) of a proposed offering of rights (“**Rights**”) of the Company (the “**Rights Offering**”).

References in this notice to “we”, “our”, “us” and similar terms mean to the Company. References in this notice to “you”, “your” and similar terms mean to the Company’s shareholders.

The Company currently has working capital, including cash and cash equivalents, sufficient to fund its expected operating and exploration expenditures over the next two to three months. We require 100% of the offering to be completed to fund our expected operating expenditures and certain exploration expenditures over the next 12 months.

1. Who can participate in the Rights Offering?

The Company is issuing to Eligible Holders (defined below) as at the close of business (4:30 p.m. Eastern Standard Time) on January 24, 2023 (the “**Record Date**”) Rights to subscribe for Units, consisting of Common Shares and transferable share purchase warrants (“**Warrants**”) on the terms set forth in this Notice.

2. Who is eligible to receive Rights?

The Rights will be offered to registered shareholders (the “**Eligible Holders**”) only in each province and territory of Canada (the “**Eligible Jurisdictions**”) and outside the Eligible Jurisdictions where the Company is eligible to make such offer. You will be presumed to be resident in the place shown in our records as your registered address unless the contrary is demonstrated to our satisfaction.

This notice is not to be construed as an offering of the Rights, nor are the Common Shares and Warrants issuable upon exercise of the Rights offered for sale, in any jurisdiction outside the

Eligible Jurisdictions or to shareholders who are residents of any jurisdiction other than the Eligible Jurisdictions (the “**Ineligible Holders**”). A registered Ineligible Holder whose address of record is outside the Eligible Jurisdictions but who holds Common Shares on behalf of a holder who is eligible to participate in the Rights Offering must notify the Company, in writing, on or before February 14, 2023 if such beneficial holder wishes to participate in the Rights Offering.

Ineligible Holders will not receive a Rights Certificate (as described below), but will be sent a letter describing how Ineligible Holders may, in the Company’s discretion, participate in the Rights Offering. If you do not satisfy the Company of your eligibility to participate in the Rights Offering on or before February 14, 2023, you will not be able to exercise your Rights.

3. How many Rights are we offering?

We are offering an approximate total of 20,762,188 Rights.

4. How many Rights will you receive?

We are offering each Eligible Holder one Right for every one Common Share held as at the Record Date of January 24, 2023. No fractional Rights will be issued.

5. What does one Right entitle you to receive?

Each Right will entitle an Eligible Holder to purchase one unit (a “**Unit**”) at a price of \$0.40 per Unit (the “**Basic Subscription Privilege**”) until 4:30 p.m. (Eastern Standard Time) on the Expiry Date of February 24, 2023, or such earlier time on the Expiry Date as may be required by the Rights Agent pursuant to their internal procedures. Each Unit will consist of one Common Share and one Warrant. Each Warrant will entitle the holder to purchase one additional Common Share at a price of \$0.60 until 4:30 p.m. (Eastern Standard Time) on the date that is three (3) years from the date of issuance of the Warrant.

Any Eligible Holder who exercises all of their Rights under the Basic Subscription Privilege will also have the additional privilege of subscribing, pro rata, for additional Units at the subscription price (the “**Additional Subscription Privilege**”). The Units available under the Additional Subscription Privilege will be those Units issuable under the Rights Offering that have not been subscribed and paid for under the Basic Subscription Privilege by 4:30 p.m. (Eastern Standard Time) on February 24, 2023.

Any Eligible Holder who exercises their Rights must enclose payment in Canadian funds by certified cheque, bank draft or money order payable to the order of TSX Trust Company.

6. How will you receive your Rights?

Registered Eligible Holders — If you are a registered holder of Common Shares, a certificate (the “**Rights Certificate**”) representing the total number of Rights which you are entitled to as at the Record Date will be sent to you by mail.

Beneficial Eligible Holders — You are a beneficial holder of Common Shares if you hold your Common Shares through a securities broker or dealer, bank or trust company or other participant (a “**Participant**”) in the book-based system administered by CDS Clearing and Depository Services Inc. (“**CDS**”). The total number of Rights to which all beneficial Eligible Holders as at the Record Date are entitled will be issued to and deposited with CDS following the Record Date. If you are a beneficial Eligible Holder, we expect you will receive a confirmation of the number of

Rights issued to you from the applicable Participant in accordance with the practices and procedures of that Participant. CDS will be responsible for establishing and maintaining book-entry accounts for Participants holding Rights. Participants may have an earlier deadline than the Expiry Date for receipt of instructions and payment from a beneficial Eligible Holder.

7. When and how can you exercise your Rights?

If you are a registered Eligible Holder who receives a Rights Certificate, you must complete and deliver your Rights Certificate, together with the applicable payment, before 4:30 p.m. (Eastern Standard Time), or such earlier time as may be required by the Rights Agent pursuant to their internal procedures, on February 24, 2023.

If you are a beneficial Eligible Holder, you must arrange exercises or transfers of Rights through your Participant before 4:30 p.m. (Eastern Standard Time), or such earlier time as may be required by the depository holding your Shares pursuant to their internal procedures, on February 24, 2023, or such earlier time as required by your Participant. We expect that each beneficial Eligible Holder will receive a customer confirmation of issuance from their Participant through which the Rights are issued in accordance with the practices and policies of such Participant.

8. What are the next steps?

This notice contains key information that you should know about the Company. You can find more details in our Rights Offering Circular, a copy of which can be obtained on the Company's profile at www.SEDAR.com or at www.denariusmetals.com, or you can ask your Participant for a copy or contact the Company at (416) 360-4653. You should read the Rights Offering Circular, along with the Company's continuous disclosure record on SEDAR, to make an informed decision regarding your Rights.

DATED January 16, 2023.

DENARIUS METALS CORP.

(signed) "Serafino Iacono"

Serafino Iacono,
Executive Chairman and Chief Executive Officer

PLEASE READ THIS MATERIAL CAREFULLY AS YOU ARE REQUIRED TO MAKE A DECISION BEFORE 4:30 P.M. (EASTERN STANDARD TIME) ON FEBRUARY 24, 2023

This rights offering circular is prepared by management. No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this circular. Any representation to the contrary is an offence.

This is the circular we referred to in the January 16, 2023 rights offering notice, which you should have already received. Your rights certificate and relevant forms were enclosed with the rights offering notice. This circular should be read in conjunction with the rights offering notice and our continuous disclosure prior to making an investment decision.

*The securities offered hereby 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. This rights offering circular does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States, and the securities offered herein may not be offered or sold in or into the United States or to U.S. persons. “United States” and “U.S. persons” are as defined in Regulation S under the U.S. Securities Act.*

Rights Offering Circular

January 16, 2023



DENARIUS

DENARIUS METALS CORP.

OFFERING OF RIGHTS TO SUBSCRIBE FOR UNITS AT A PURCHASE PRICE OF \$0.40 PER UNIT

References in this circular (the “**Circular**”) to “we”, “our”, “us” and similar terms mean to Denarius Metals Corp. (the “**Company**”). References in this Circular to “you”, “your” and similar terms mean to holders of the Company’s common shares (the “**Common Shares**”). Unless otherwise indicated, references herein to “\$” or “dollars” are to Canadian dollars.

The Company currently has working capital, including cash and cash equivalents, sufficient to fund its expected operating and exploration expenditures over the next two to three months. We require 100% of the offering to be completed to fund our expected operating expenditures and certain exploration expenditures over the next 12 months.

SUMMARY OF THE RIGHTS OFFERING

<p>Why are you reading this Circular?</p>	<p>We are issuing to the registered holders of our outstanding Common Shares on the close of business on January 24, 2023 (the “Record Date”) and who reside in a province or territory of Canada (the “Eligible Jurisdictions”) and outside the Eligible Jurisdictions where the Company is eligible to make such offer, an approximate total of 20,762,188 transferable rights (“Rights”) to subscribe for an approximate total 20,762,188 units of the Company (“Units”) on the terms described in this Circular (the “Rights Offering”). The purpose of this Circular is to provide you with detailed information about your rights and obligations in this Rights Offering. You should read this Circular together with the rights offering notice sent to the Company’s shareholders (the “Shareholders”).</p>
<p>What is being offered?</p>	<p>Each holder of Common Shares on the Record Date who resides in an Eligible Jurisdiction will receive one Right for each Common Share held.</p>
<p>Who is eligible to receive Rights?</p>	<p>The Rights are offered only to the Company’s shareholders who reside in Eligible Jurisdictions (the “Eligible Holders”). Shareholders will be presumed to reside in the place shown on their registered address, unless the contrary is shown to the Company’s satisfaction. Neither the rights offering notice nor this Circular is to be construed as an offering of the Rights, nor are the securities issuable upon exercise of the Rights, offered for sale in any jurisdiction outside of Eligible Jurisdictions or to shareholders who reside in any jurisdiction other than the Eligible Jurisdictions (the “Ineligible Holders”). Instead, Ineligible Holders will be sent a letter advising them that their Rights will be held by TSX Trust Company (the “Rights Agent”), located at Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1 (the “Subscription Office”), who will hold such Rights as agent for the Ineligible Holders.</p>
<p>What does one Right entitle you to receive?</p>	<p>Each Right entitles you to subscribe for one Unit upon payment of the Subscription Price (called the “Basic Subscription Privilege”). Each Unit will consist of one Common Share and one transferable share purchase warrant (a “Warrant”). Each Warrant entitles the holder to purchase one additional Common Share for \$0.60 until 4:30 p.m. (Eastern Standard Time) on the date that is three years from the date of issuance of the Warrant (the “Warrant Expiry Date”). No fractional Common Shares will be issued.</p> <p>If you exercise your Basic Subscription Privilege in full, you will also be entitled to subscribe pro rata for Units (the “Additional Units”) not otherwise purchased, if any, under the Basic Subscription Privilege (called the “Additional Subscription Privilege”).</p>
<p>What is the subscription price?</p>	<p>\$0.40 per Unit (the “Subscription Price”).</p>
<p>When does the offer expire?</p>	<p>On February 24, 2023 (the “Expiry Date”) at 4:30 p.m. (Eastern Standard Time) (the “Expiry Time”).</p>

<p>What are the significant attributes of the Rights issued under the Rights Offering and the securities to be issued upon the exercise of the Rights?</p>	<p>Each Right entitles you to subscribe for one Unit upon payment of the Subscription Price.</p> <p>We are authorized to issue an unlimited number of Common Shares, of which, as at the date of this Circular, 20,762,188 are issued and outstanding. Holders of Common Shares are entitled to dividends if, and when declared by our directors, to one vote per share at meetings of our shareholders and, upon liquidation, to receive such assets of the Company as are distributable to the holders of the Common Shares.</p> <p>The Warrants will be issued under a warrant indenture (the “Warrant Indenture”). Each Warrant will be exercisable to purchase one Common Share at a price of \$0.60 per Common Share at any time before 4:30 p.m. (Eastern Standard Time) on the Warrant Expiry Date. The Warrant Indenture provides for adjustment in the number of Warrant Shares issuable upon exercise of the Warrants or exercise price per security upon the occurrence of certain events, and the Warrant Indenture may be amended from time to time.</p>
<p>What are the minimum and maximum number or amount of Common Shares and Warrants that may be issued under the Rights Offering?</p>	<p>A maximum of 20,762,188 Units will be issued under the Rights Offering. There is no minimum amount for the Rights Offering.</p>
<p>Where will the Rights and the Common Shares and Warrants issuable upon the exercise of the Rights be listed for trading?</p>	<p>There is no market through which the Rights may be sold. The Common Shares issuable upon the exercise of the Rights, subject to any applicable resale restrictions, will be listed on the TSX Venture Exchange (the “TSXV”) under the trading symbol “DSL”. The Warrants will not be listed on any exchange.</p>

FORWARD-LOOKING STATEMENTS

This Circular contains forward-looking statements. All statements, other than statements of historical fact that address activities, events or developments that we believe, expect or anticipate will or may occur in the future are forward looking statements. These forward-looking statements reflect our current expectations, anticipations or beliefs based on information currently available to us. Forward-looking statements in this Circular include, without limitation, statements with respect to: our expectations and anticipations regarding the estimated costs of the Rights Offering; our estimated working capital requirements; the net proceeds to be available upon completion; participation in the Rights Offering by insiders; the use of proceeds from the Rights Offering and the availability of funds from sources other than the Rights Offering; and the listing of the Common Shares on the TSXV.

The forward-looking statements are based on a number of key expectations and assumptions made by the Company's management relating to the Company including, but not limited to: the completion of the Rights Offering; the estimated costs of the Rights Offering; the estimated amount of funds raised under the Rights Offering; insider participation in the Rights Offering; the Company's intended use of proceeds; and the anticipated operating expenses of the Company for the 12 month period following the Expiry Date.

Forward-looking statements are subject to a number of risks and uncertainties that may cause the Company's actual results to differ materially from those discussed in the forward-looking statements and, even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company. Factors that could cause actual results or events to differ materially from current expectations include, among other things, uncertainties relating to the availability and cost of funds; closing of the Rights Offering; delays in obtaining or failure to obtain required approvals to complete the Rights Offering; the uncertainty associated with estimating costs to completion of the Rights Offering, including those yet to be incurred; dilution of the shareholdings of shareholders who do not exercise all of their Rights under the Rights Offering; irrevocability of the exercise of Rights by a shareholder; the Subscription Price is not necessarily an indication of value; if an Eligible Holder fails to follow the subscription procedure for the Rights Offering and abide by the subscription deadline their subscription may be rejected; and other risks and uncertainties related to the Company's business and the Rights Offering, including those described in the Company's public disclosure documents on SEDAR at www.sedar.com.

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 statement, whether as a result of new information, future events or results or otherwise. Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and, accordingly, undue reliance should not be put on such statements due to their inherent uncertainty.

NOTICE TO SHAREHOLDERS IN THE UNITED STATES

NEITHER THIS RIGHTS OFFERING NOR THE COMMON SHARES AND WARRANTS ISSUABLE IN CONNECTION WITH THE RIGHTS OFFERING HAVE BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE "SEC") OR THE SECURITIES REGULATORY AUTHORITIES IN ANY STATE OF THE UNITED STATES, NOR HAS THE SEC OR THE SECURITIES REGULATORY AUTHORITIES IN ANY STATE OF THE UNITED STATES PASSED UPON THE FAIRNESS OR MERITS OF THIS RIGHTS OFFERING OR UPON THE ADEQUACY OF THE INFORMATION CONTAINED IN THIS RIGHTS OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The Rights and the Common Shares and Warrants issuable upon exercise of the Rights have not been and will not be registered under U.S. Securities Act or applicable state securities laws. Shareholders of the Company who are U.S. residents cannot participate in the Rights Offering unless such shareholder can provide evidence satisfactory to the Company, that such shareholder is an “accredited shareholder” within the meaning of Rule 501(a) of Regulation D promulgated under the U.S. Securities Act (“**Regulation D**”) in a manner that satisfies the requirements of Rule 506(c) of Regulation D. See “*How to exercise the Rights – Who is eligible to receive Rights - and - Are there restrictions on the resale of securities?*” in this Circular.

USE OF AVAILABLE FUNDS

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

Assuming the exercise of all Rights, the maximum net proceeds to the Company from the Rights Offering will be approximately \$8,204,875 after deducting estimated expenses of \$100,000 associated with the Rights Offering.

		Assuming standby commitment only	Assuming 100% of Rights Offering (\$)
A	Amount to be raised by this Rights Offering	6,679,650 ⁽¹⁾	8,304,875
B	Selling commissions and fees	Nil	Nil
C	Estimated offering costs (e.g., legal, Rights Agent, accounting, etc.)	100,000	100,000
D	Available funds: D = A - (B+C)	6,579,650	8,204,875
E	Additional sources of funding required	Nil	Nil
F	Working capital deficiency	Nil	Nil
G	Total: G = (D+E) - F	6,579,650	8,204,875

Note:

(1) Assumes all Standby Guarantors (as defined below) will exercise their full Rights as Shareholders and Rights committed as Standby Guarantors.

As at September 30, 2022, the Company did not have a working capital deficiency. The Company currently has working capital, including cash and cash equivalents, sufficient to fund operating and exploration expenditures months over the next two to three months. The Company anticipates the net proceeds from the Rights Offering will be sufficient to meet its working capital and operating requirements for 12 months following the date of this Circular.

How will we use the available funds?

The net proceeds from the Rights Offering will be used for the purposes set out in the table below.

Description of intended use of available funds listed in order of priority	Assuming stand-by commitment only	Assuming 100% of Rights Offering (\$)
Lomero Project	1,339,000	2,930,000
Toral Project	1,363,000	1,363,000
Zancudo Project	245,000	245,000
Working capital and general corporate	3,632,650	3,666,875
Total: Equal to G in the available funds in chart above	6,579,650	8,204,875

The Company intends to use a portion of the available funds to provide funding (i) to complete the second phase of its exploration drilling campaign at its flagship Lomero Project followed by an updated Mineral Resource estimate, scoping study and a preliminary economic assessment, (ii) to meet its obligations under the definitive option agreement executed on November 22, 2022 between the Company and Europa Metals Ltd. related to the Toral Project in Northern Spain (the “**Definitive Option Agreement**”), (iii) to prepare a Mineral Resource estimate and metallurgical testing at its Zancudo Project in Colombia and (iv) for working capital and general corporate purposes. We intend to spend the available funds as stated. We will reallocate funds only for sound business reasons.

How long will the available funds last?

The Company anticipates the Rights Offering will be sufficient to meet its working capital and operating requirements for 12 months following the date of this Circular. The Company currently has working capital, including cash and cash equivalents, sufficient to fund operating and exploration expenditures months over the next two to three months. The Company anticipates generating sufficient cash to meet its short-term requirements through the Rights Offering, including advancing the Lomero Project to a preliminary economic assessment, meetings its minimum commitment related to the Toral Project for the first year of its Definitive Option Agreement and completing a Mineral Resource assessment and metallurgical studies for its Zancudo Project. The Company will need to raise additional funding from other sources to meet its long-term requirements for the development of these exploration projects.

See “*Forward-Looking Statements*” in this Circular and “*Risk Factors*” in the Company’s Annual Information Form dated November 23, 2022 which is available under the Company’s profile on SEDAR at www.sedar.com for a more detailed summary of risk factors that could negatively affect the future operating results of the Company and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. The risk factors described in the Annual Information Form should be given special consideration when evaluating an investment in any of the Company’s securities.

INSIDER PARTICIPATION

Will insiders be participating?

The Company believes that its directors and senior officers who own Common Shares intend to exercise all of their Rights to purchase Units under their Basic Subscription Privilege, and may exercise Additional Subscription Privilege, to the extent they are available.

This reflects the intentions of such “insiders” (as defined in applicable Canadian securities legislation) as of the date hereof to the extent such intentions are reasonably known to the Company; however,

such insiders may alter their intentions before the Expiry Time on the Expiry Date. No assurance can be given that the respective insiders will exercise their Rights to acquire Units. As at the date hereof, insiders of the Company, own or exercise control or direction over, directly or indirectly, 1,004,642 Common Shares, representing approximately 4.84% of the issued and outstanding Common Shares. In the event that these Shareholders purchase 1,004,642 Units pursuant to the Basic Subscription Privilege, these Shareholders would own an aggregate of 2,009,284 Common Shares.

Who are the holders of 10% or more of our securities before and after the Rights Offering?

As of the date this Circular, to the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, or controls or directs, directly or indirectly, 10% or more of the voting rights attached to Common Shares, except as stated below.

Name	Holdings before the Rights Offering	Holdings after the Rights Offering
Aris Mining Corporation	6,601,889 Common Shares (31.80%)	13,203,778 Common Shares (31.80%)(1)
Brian Higgins (King Street Capital L.P & King Street Capital, Ltd.)	3,933,333 Common Shares (18.94 %)	7,866,666 Common Shares (18.94%)(1)

Note:

(1) Assumes the full exercise of the Shareholder's Basic Subscription Privilege. The Shareholder has not confirmed their level of participation in the Rights Offering.

As of the date of this Circular, the Company's directors and officers can give no assurance that any insider or holder of the Company will subscribe for any Units in the Rights Offering, and that any subscription through the Rights Offering will result in a holder owning 10% or more of the voting rights attached to all outstanding Common Shares of the Company.

DILUTION

If you do not exercise your Rights, by how much will your security holdings be diluted?

If you wish to retain your current percentage ownership of the Common Shares, you should exercise your Rights and pay the Subscription Price for the Common Shares to which you are entitled to subscribe for under the Basic Subscription Privilege. If you do not exercise your Rights or transfer your Rights, the value of the Common Shares currently held by you will be diluted as a result of the exercise of Rights by others.

If you do not exercise any of your Rights and the Rights Offering is fully subscribed for, your shareholdings will be diluted by 50%.

STANDBY COMMITMENTS

Who are the standby guarantors and what are the fees?

In connection with the Rights Offering, the following persons (the "Standby Guarantors") have agreed to provide a standby commitment to purchase up to a total 15,871,539 Units that are not purchased by the holders of Rights in connection with the Rights Offering, such that the Company will be guaranteed to issue 15,871,539 Units under the Rights Offering, for total gross proceeds of \$6,348,615.

Name of Standby Guarantor	Number of Units Committed to Purchase	Amount of Commitment (\$)
Serafino Iacono ⁽¹⁾	7,180,986	2,872,394
Michael Davies ⁽²⁾	230,000	92,000
Federico Restrepo-Solano ⁽³⁾	2,132,075	852,830
Hernan Juan Jose Martinez Torres ⁽⁴⁾	379,353	151,741
Explomin LLC	1,250,000	500,000
Professional Trading Services SA	2,500,000	1,000,000
Italpreziosi SPA	1,699,125	679,650
Beppe Pozzo	500,000	200,000
Total	15,871,539	6,348,615

Notes:

- (1) Mr. Iacono is the Executive Chairman and Chief Executive Officer of the Company. Aton Ventures Fund Ltd., a company controlled by Mr. Iacono, has provided the standby commitment.
- (2) Mr. Davies is the Chief Financial Officer of the Company.
- (3) Mr. Restrepo-Solano is a director of the Company. Landsons Investment Corporation, a company controlled by Mr. Restrepo-Solano, has provided the standby commitment.
- (4) Mr. Martinez is a director of the Company. Inversiones Martinez Trillos SAS, a company controlled by Mr. Martinez, has provided the standby commitment.

As consideration for their standby commitments, the Company will issue non-transferable bonus warrants to the Standby Guarantors as set out in the table below, entitling them to purchase up to a total of 3,967,883 Common Shares, being 25% of the total number of Units the Standby Guarantors have committed to purchase, at a price of \$0.60 per Common Share for three years after the date on which performance by the Standby Guarantors could be required.

Name of Standby Guarantor	Maximum Number of Bonus Warrants
Serafino Iacono ⁽¹⁾	1,795,246
Michael Davies	57,500
Federico Restrepo-Solano ⁽²⁾	533,018
Hernan Juan Jose Martinez Torres ⁽³⁾	94,838
Explomin LLC	312,500
Professional Trading Services SA	625,000
Italpreziosi SPA	424,781
Beppe Pozzo	125,000
Total	3,967,883

Notes:

- (1) To be issued in the name of Aton Ventures Fund Ltd. as Standby Guarantor, a company controlled by Mr. Iacono.
- (2) To be issued in the name of Landsons Investment Corporation as Standby Guarantor, a company controlled by Mr. Restrepo-Solano.
- (3) To be issued in the name of Inversiones Martinez Trillos SAS, a company controlled by Mr. Martinez, has provided the standby commitment.

Standby Guarantors who receive Rights as a shareholder on the Record Date will not receive bonus warrants for exercising their Basic Subscription Privilege or, if applicable, Additional Subscription Privilege. If a Standby Guarantor exercises none of their Rights or exercises only a portion of their Rights, then the number of bonus warrants that will be issued to the Standby Guarantor will be reduced in accordance with the TSXV's policy.

The Standby Guarantors may terminate their obligation under the standby commitment if, among other things:

1. there is a material adverse change in the business of the Company before closing the Rights Offering;
2. any representation or warranty of the Company made in the standby commitment agreement is determined not to have been true and correct when made or ceases to be true and correct, or if any covenant of Company made in the standby commitment agreement is not complied with;
3. the Company is in material default of its obligations hereunder and fails to remedy such breach on or before the date that is five days following the date upon which the Company has been provided written notice of such breach;
4. the Company is in breach of its covenants set out in the standby commitment agreement; or
5. the Rights Offering is terminated or cancelled.

Have we confirmed that the Standby Guarantors have the financial ability to carry out their standby commitments?

The Company has confirmed that the Standby Guarantors have the financial ability to carry out their standby commitments.

What are the security holdings of the Standby Guarantors before and after the Rights Offering?

Name of Standby Guarantor	Number of securities held directly or indirectly before the Rights Offering	Number of securities directly or indirectly held after the Rights Offering if the Standby Guarantor takes up the entire standby commitment agreed to by such Standby Guarantor
Serafino Iacono ⁽¹⁾	319,014 Common Shares (1.54%) 150,000 stock options	7,819,014 Common Shares (18.83%) ⁽²⁾ 7,500,000 Warrants ⁽²⁾ 150,000 stock options
Michael Davies ⁽³⁾	20,000 Common Shares (0.10%) 100,000 listed warrants ⁽⁴⁾ 110,000 stock options	270,000 Common Shares (0.65%) ⁽⁵⁾ 250,000 Warrants ⁽⁵⁾ 100,000 listed warrants ⁽⁴⁾ 110,000 stock options
Federico Restrepo-Solano ⁽⁶⁾	367,925 Common Shares (1.77%) 35,000 stock options	2,867,925 Common Shares (6.91%) ⁽⁷⁾ 2,500,000 Warrants ⁽⁷⁾ 35,000 stock options
Hernan Juan Jose Martinez Torres ⁽⁸⁾	120,647 Common Shares (0.58%) 222,222 listed warrants ⁽⁴⁾	620,647 Common Shares (1.49%) ⁽⁹⁾ 500,000 Warrants ⁽⁹⁾ 222,222 listed warrants ⁽⁴⁾
Explomin LLC	nil	1,250,000 Common Shares (3.01%) 1,250,000 Warrants
Professional Trading Services SA	nil	2,500,000 Common Shares (6.02%) 2,500,000 Warrants
Italpreziosi SPA	nil	1,699,125 Common Shares (4.09%) 1,699,125 Warrants
Beppe Pozzo	nil	500,000 Common Shares (1.20%) 500,000 Warrants

Notes:

(1) Mr. Iacono is the Executive Chairman and Chief Executive Officer of the Company.

- (2) Assumes exercise of full standby commitment of 7,180,986 Units and exercise of full Rights as a Shareholder of 319,014 Units.
- (3) Mr. Davies is the Chief Financial Officer of the Company.
- (4) The Company's warrants are listed for trading on the TSXV under the symbol "DSL.V.WT" with an expiry date of March 17, 2026. The Warrants underlying the Units will not be listed for trading.
- (5) Assumes exercise of full standby commitment of 230,000 Units and exercise of full Rights as a Shareholder of 20,000 Units.
- (6) Mr. Restrepo-Solano is a director of the Company.
- (7) Assumes exercise of full standby commitment of 2,132,075 Units and exercise of full Rights as a Shareholder of 367,925 Units.
- (8) Mr. Martinez is a director of the Company.
- (9) Assumes exercise of full standby commitment of 379,353 Units and exercise of full Rights as a Shareholder of 120,647 Units.

MANAGING DEALER AND SOLICITING DEALER

Who is the managing dealer or soliciting dealer and what are its fees?

The Company has not retained any party to solicit subscriptions for Units pursuant to the Rights Offering.

HOW TO EXERCISE THE RIGHTS

Subscriptions for Units made in connection with this Rights Offering either directly or through a Participant will be irrevocable.

How does a shareholder that is a registered holder participate in the Rights Offering?

If you are a registered holder of Common Shares in an Eligible Jurisdiction, a certificate (the "**Rights Certificate**") representing the total number of transferable Rights to which you are entitled as at the Record Date will be mailed to you with a copy of the rights offering notice. To exercise the Rights represented by the Rights Certificate, you must complete and deliver the Rights Certificate, together with payment, according to the instructions set out below. Rights not exercised before the Expiry Time will be void and of no value. The method of delivery is at the discretion and risk of the holder of the Rights Certificate and delivery to the Rights Agent will only be effective when actually received by the Rights Agent at its Subscription Office. See "*Appointment of Rights Agent - Who is the Rights Agent?*" Rights Certificates and payments received after the Expiry Time will not be accepted.

In order to exercise your Rights, you must:

1. **Complete and sign Form 1 on the Rights Certificate.** The maximum number of Rights that you may exercise under the Basic Subscription Privilege is shown in the box on the upper right-hand corner of the face of the Rights Certificate. If you complete the Form 1 so as to exercise some but not all of the Rights evidenced by the Rights Certificate, you will be deemed to have waived the unexercised balance of such Rights, unless you otherwise specifically advise the Rights Agent at the time the Rights Certificate is surrendered to the Rights Agent.
2. **Additional Subscription Privilege.** Complete and sign Form 2 on the Rights Certificate only if you also wish to participate in the Additional Subscription Privilege. See "*How to exercise the Rights? - What is the Additional Subscription Privilege and how can you exercise this privilege?*" in this Circular.

3. **Enclose payment in Canadian funds by certified cheque, bank draft or money order payable to the order of TSX Trust Company.** To exercise your Rights, you must pay \$0.40 per Unit. In addition to the amount payable for any Units you wish to purchase under the Basic Subscription Privilege, you must also pay the amount required for any Units subscribed for under the Additional Subscription Privilege.
4. **Delivery.** Deliver or mail the completed Rights Certificate and payment in the enclosed return envelope addressed to the Rights Agent so that it is received by the Subscription Office of the Rights Agent set forth below before the Expiry Time. If you are mailing your documents, registered mail is recommended. Please allow sufficient time to avoid late delivery.

By Mail, Hand Delivery or Courier to: TSX Trust Company Suite 301, 100 Adelaide Street West, Toronto, Ontario, M5H 4H1.

The signature of the Rights Certificate holder must correspond in every particular with the name that appears on the face of the Rights Certificate.

Signatures by a trustee, executor, administrator, guardian, attorney, officer of a company or any person acting in a fiduciary or representative capacity should be accompanied by evidence of authority satisfactory to the Rights Agent. The Company will determine all questions as to the validity, form, eligibility (including time of receipt) and acceptance of any subscription in our sole discretion. Subscriptions are irrevocable. The Company reserves the right to reject any subscription if it is not in proper form or if the acceptance of the subscription or the issuance of Units for the subscription could be unlawful. The Company also reserves the right to waive any defect in respect of any particular subscription. Neither the Company nor the Rights Agent is under any duty to give any notice of any defect or irregularity in any subscription, nor will we be liable for the failure to give any such notice.

How does a security holder that is not a registered holder participate in the Rights Offering?

You are a beneficial Eligible Holder if you hold your Common Shares through a securities broker or dealer, bank or trust company or other participant (each, a “**Participant**”) in the book-based system administered by CDS Clearing and Depository Services Inc. (“**CDS**”). The total number of Rights to which all beneficial Eligible Holders as at the Record Date are entitled will be issued to CDS and will be deposited with CDS following the Record Date. We expect that each beneficial Eligible Holder will receive a confirmation of the number of Rights issued to it from its Participant in accordance with the practices and procedures of that Participant. CDS will be responsible for establishing and maintaining book-entry accounts for Participants holding Rights.

Neither the Company nor the Rights Agent will have any liability for (i) the records maintained by CDS or Participants relating to the Rights or the book-entry accounts maintained by them, (ii) maintaining, supervising or reviewing any records relating to such Rights, or (iii) any advice or representations made or given by CDS or Participants with respect to the rules and regulations of CDS or any action to be taken by CDS or Participants.

If you are a beneficial Eligible Holder:

1. to exercise your Rights held through a Participant, you must instruct such Participant to exercise all or a specified number of such Rights, and forward to such Participant, the Subscription Price for each Unit that you wish to purchase.

2. you may subscribe for Additional Units pursuant to the Additional Subscription Privilege by instructing such Participant to exercise the Additional Subscription Privilege in respect of the number of Additional Units you wish to subscribe for and forwarding to such Participant the Subscription Price for such Additional Units requested.

Any excess funds will be returned to the relevant Participant for the account of the beneficial holder, without interest or deduction.

Participants may have an earlier deadline than the Expiry Time for receiving instructions and payment from a beneficial Eligible Holder.

Can I combine, exchange or divide my Rights Certificate?

Rights Certificates may be combined, divided or exchanged by delivering such Rights Certificates, accompanied by appropriate instructions or a completed Form 4 on the Rights Certificate, to the Subscription Office listed under the heading “*Appointment of Rights Agent - Who is the Rights Agent?*” Rights Certificates must be surrendered for division, combination or exchange by such date as will permit new Rights Certificates to be issued and used by the holder of the Rights Certificates before the Expiry Time.

Who is eligible to receive Rights?

No offering outside of Eligible Jurisdictions unless approved by the Company.

We will not issue or forward Rights Certificates to Ineligible Holders (as defined below) unless they are Approved Ineligible Holders (as defined below). Ineligible Holders will be presumed to be resident in the place of their registered address.

Ineligible Holders will be sent the rights offering notice, for information purposes only, together with a letter advising them that their Rights will be held by the Rights Agent. An Ineligible Holder, either registered or beneficial, may apply to the Company to claim their Rights by providing documentation confirming that the delivery of their Rights, and the exercise of their Rights, is lawful and complies with all applicable securities laws, and other laws, in the jurisdiction where the Ineligible Holder resides. If such documentation is acceptable to the Company, in its sole discretion, the Company may provide written notice acceptable to the Rights Agent that such Ineligible Holder is an approved ineligible holder (an “**Approved Ineligible Holder**”) and instruct the Rights Agent to deliver a Rights Certificate for their Rights to the Approved Ineligible Holder. The Rights Certificate, and any Units that may be issued upon the exercise of the Rights, may be endorsed with restrictive legends according to applicable securities laws.

An Ineligible Holder that (1) (i) is a direct or indirect holder with an address of record in the United States and who is an “accredited investor” that satisfies one or more of the criteria set forth in Rule 501(a) of Regulation D promulgated under the U.S. Securities Act (each a “**Accredited Investor**”), and who provides evidence to such effect, in a form which satisfies, in the sole discretion of the Company, the requirements of Rule 506(c) of Regulation D, which may require the Ineligible Holder to provide to the Company all or any combination of: (a) an Internal Revenue Service Form that reports such Ineligible Holder’s income for the most recent two years; (b) bank statements and other statements of securities holdings, certificates of deposit or tax assessments; (c) a consumer report from a United States nationwide consumer reporting agency; (d) written confirmation from a United States registered broker-dealer, an investment adviser registered with the SEC, a licensed United States attorney or an accountant as to whether such Ineligible Holder is an “accredited investor”; (e) any other information the Company

deems necessary to confirm the Ineligible Holder's status as a U.S. Accredited Investor in order to comply with Rule 506(c) of Regulation D; or (ii) is outside the Eligible Jurisdictions and the United States; and (2) satisfies us that such offering to and subscription by such Approved Ineligible Holder or transferee is lawful and in compliance with all applicable securities and other laws may have a Rights Certificate representing its Rights issued and forwarded by the Rights Agent upon written direction from the Company.

A holder of Rights not resident in an Eligible Jurisdiction holding on behalf of a person resident in an Eligible Jurisdiction may be able to exercise the Rights provided the holder provides an investor letter, satisfactory to the Company, on or before February 14, 2023 representing to the Company that the beneficial purchaser is resident in an Eligible Jurisdiction and satisfying us that such subscription is lawful and in compliance with all securities and other applicable laws (an "**Approved Eligible Holder**").

The Rights Agent will hold the Rights of Ineligible Holders until February 14, 2023. If you do not satisfy the Company as to your eligibility to participate in the Rights Offering on or before February 14, 2023, you will no longer be entitled to exercise your Rights.

Ineligible Holders may not acquire Rights or the Units issuable upon exercise of the Rights.

The Rights Offering is only being made to Eligible Holders. The Rights are not being offered to persons who are or appear to be, or we have reason to believe are, resident in Ineligible Jurisdictions, nor will the Company accept subscriptions from any Shareholder or from any transferee of Rights who is or appears to be, or who we have reason to believe is, resident in an Ineligible Jurisdiction. Rights Certificates will not be distributed to any Shareholders whose addresses of record are in any Ineligible Jurisdiction ("**Ineligible Holders**"). Rights may not be exercised by or on behalf of an Ineligible Holder. Shareholders will be presumed to be resident in the place of their registered address unless the contrary is shown to our satisfaction. A registered Ineligible Holder whose address of record is outside the Eligible Jurisdictions but who holds Common Shares on behalf of a holder who is eligible to participate in the Rights Offering must notify the Company, in writing, on or before February 14, 2023 if such beneficial holder wishes to participate in the Rights Offering. Rights delivered to brokers, dealers or other intermediaries may not be delivered by those intermediaries to beneficial Shareholders who are resident in Ineligible Jurisdictions.

What is the Additional Subscription Privilege and how can you exercise this privilege?

Registered holders of Rights

If you exercise all of your Rights under the Basic Subscription Privilege, you may subscribe for additional Units that have not been subscribed and paid for pursuant to the Basic Subscription Privilege (the "**Additional Units**") under the Additional Subscription Privilege.

If you wish to exercise the Additional Subscription Privilege, you must first exercise your Basic Subscription Privilege in full by completing Form 1 on the Rights Certificate for the maximum number of Units that you may subscribe for and also complete Form 2 on the Rights Certificate, specifying the number of Additional Units desired. Send the purchase price for the Additional Units under the Additional Subscription Privilege with your Rights Certificate to the Rights Agent prior to the Expiry Date. The purchase price is payable in Canadian funds by certified cheque, bank draft or money order payable to the order of TSX Trust Company. These funds will be placed in a segregated account pending allocation of the Additional Units, with any excess funds being returned by mail without interest or deduction.

If the total number of Additional Units subscribed for by those who exercise their Additional Subscription Privilege is less than the number of available Additional Units, each such holder of Rights will be allotted the number of Additional Units subscribed for under the Additional Subscription Privilege.

If the total number of Additional Units subscribed for by those who exercise their Additional Subscription Privilege exceeds the number of available Additional Units, each such holder of Rights will be entitled to receive the number of Additional Units equal to the lesser of:

1. the number of Additional Units subscribed for by the holder under the Additional Subscription Privilege; and
2. the product (disregarding fractions) obtained by multiplying the aggregate number of Additional Units available through unexercised Rights by a fraction, the numerator of which is the number of Rights previously exercised by the holder and the denominator of which is the total number of Rights previously exercised by all holders of Rights who have subscribed for Additional Units under the Additional Subscription Privilege.

As soon as reasonably practicable after the Expiry Date, the Rights Agent, upon the written direction of the Company will mail to each holder of Rights who completed Form 2 on the Rights Certificate certificates for the Common Shares and Warrants comprised in the Additional Units which that holder has purchased and will return to the holder any excess funds paid for the subscription of Additional Units by such holder under the Additional Subscription Privilege, without interest or deduction.

Beneficial holders of Rights

If you are a beneficial holder of Rights through a Participant in CDS and you wish to exercise your Additional Subscription Privilege, you must deliver your payment and instructions to the Participant sufficiently in advance of the Expiry Time to allow the Participant to properly exercise the Additional Subscription Privilege on your behalf.

How does a Rights holder sell or transfer Rights?

Registered holders of Rights

There is no market through which the Rights may be sold.

Eligible Holders of Rights in Canada with Rights Certificates in registered form may, instead of exercising their Rights to subscribe for Units, transfer their Rights to any person in Canada (a “**transferee**”) by completing Form 3 on the Rights Certificate and delivering the Rights Certificate to the transferee.

If you wish to transfer your Rights other than through the facilities of the TSXV, complete Form 3 (the “**Transfer Form**”) on the Rights Certificate, have the signature guaranteed by an “eligible institution” to the satisfaction of the Rights Agent and deliver the Rights Certificate to the transferee. For this purpose, eligible institution means a Canadian Schedule 1 chartered bank, a major trust company in Canada, a member of the Securities Transfer Agents Medallion Program (STAMP), or a member of the Stock Exchange Medallion Program (SEMP). Members of these programs are usually members of a recognized stock exchange in Canada or members of the Investment Industry Regulatory Organization of Canada.

It is not necessary for a transferee of Rights to obtain a new Rights Certificate to exercise the Rights or the Additional Subscription Privilege, but the signature of the transferee on Forms 1 and 2 must

correspond in every particular with the name of the transferee shown on the Transfer Form. If the Transfer Form is properly completed, the Company and the Rights Agent will treat the transferee as the absolute owner of the Rights Certificate for all purposes and will not be affected by notice to the contrary. A Rights Certificate so completed should be delivered to the transferee in ample time for the transferee to use it before the Expiry Time.

Beneficial holders of Rights

If you hold Common Shares through a Participant, you must arrange for the exercise or transfer of Rights through that Participant.

When can you trade securities issuable upon the exercise of your Rights?

The Common Shares issuable upon the exercise of your Rights will be listed on the TSXV under the trading symbol “DSL” and will be available for trading following the Expiry Date. The Warrants issuable on exercise of the Rights will not be listed.

Are there restrictions on the resale of securities?

The Common Shares issuable upon exercise of such Rights, and the Common Shares issuable on exercise of the Warrants, each distributed to shareholders and Warrantholders in the Eligible Jurisdictions may be resold without hold period restrictions under the applicable securities laws of the Eligible Jurisdictions provided that:

- (i) the sale is not by a “control person” of the Company;
- (ii) no unusual effort is made to prepare the market or create a demand for the securities being resold;
- (iii) no extraordinary commission or consideration is paid to a person or company in respect of the resale; and
- (iv) if the selling security holder is an insider or officer of the Company, the selling security holder has no reasonable grounds to believe that the Company is in default of securities legislation.

Note, any Shareholder who is subject to the escrow requirements provided in the escrow agreement dated February 19, 2021 between the Company, TSX Trust Company as escrow agent and certain Shareholders (the “**Escrow Agreement**”) and exercises its Rights to purchase Units will remain subject to the requirements of the Escrow Agreement.

The Rights and the Common Shares and Warrants issuable on exercise of the Rights, and the Common Shares issuable on exercise of the Warrants, 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. Accordingly, unless the holder is an Approved Ineligible Holder, the Rights and Common Shares and Warrants issuable upon exercise of the Rights may not be offered, sold, pledged or transferred, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. person. “United States” and “U.S. person” are as defined in Regulation S under the U.S. Securities Act. See “*Notice to Shareholders in the United States*”.

Each holder is urged to consult their professional advisor to determine the exact conditions and restrictions applicable to the right to trade in securities.

Will we issue fractional underlying securities upon exercise of the Rights?

No, the Company will not need to issue fractional Common Shares and Warrants upon the exercise of Rights because one Right entitles the holder to acquire one Common Share and one Warrant.

APPOINTMENT OF RIGHTS AGENT

Who is the Rights Agent?

TSX Trust Company is the Rights Agent for the Rights Offering. The Rights Agent has been appointed to receive subscriptions and payments from holders of Rights and to perform the services relating to the exercise and transfer of the Rights.

ADDITIONAL INFORMATION

Where can you find more information about the Company?

You can find more information about the Company on SEDAR at www.sedar.com in the Company's continuous disclosure documents. You can also find additional information about us at <http://www.denariusmetals.com>.

MATERIAL FACTS AND MATERIAL CHANGES

There is no material fact or material change about the Company that has not been generally disclosed.