# IMPORTANT NOTICE
## The Depository Trust Company

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|---|---|
| **B #:** | 24703-26 |
| **Date:** | 08/11/2026 |
| **To:** | All Clients |
| **Category:** | Dividends |
| **From:** | Supervisor, Stock Dividend Department |
| **Attention:** | Dividend Managers, Cashiers, and Reorganization Managers |
| **Subject:** | **Rights Offering**: Bonterra Resources Inc<br>**CUSIP**: 09852X701<br>**Rights CUSIP**: 09852X180<br>**Record Date**: 08/06/2026<br>**DTCC Instruction Deadline**: August 13th at 5:00 P.M. (Eastern Time)<br>**Rights Expire**: August 27th at 12:00 P.M. (Eastern Time)<br>**Rate**: 0.8 right for each common share held |

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

**Please read/review ALL the enclosed documents within this notice and applicable deadline(s).**

Bonterra Resources Inc. is offering subscription rights to eligible shareholders of record as of the close of business on August 6, 2026 (the Record Date). Pursuant to the Rights Offering, each eligible holder of Common Shares (a "Shareholder") will receive 0.8 right (each, a "Right") for each one (1) Common Share held.

**Review all the enclosed documents for Eligible Holders and Eligible Jurisdiction details.** The eligible jurisdictions are all provinces and territories of Canada. Jurisdictions outside of Canada obtain issuer approval for to be exempt.

After contacting DTC, clients must reach out to Odyssey Trust Company. to complete any required paperwork and satisfy any additional documentation requirements. For details on the terms and conditions or your Rights, please consult the Notice. **If you have further questions, you may contact Odyssey Trust Company at:**

Toll Free: 1-888-290-1175
Email: corp.actions@odysseytrust.com

All record date holders that are participating in the offer must send release/withdraw instructions to the following contacts at DTC:

**Subject Line: Bonterra Resources Rights CUSIP 09852X180**

Stockdividendprocessing@dtcc.com

Mstern@dtcc.com

Mleather@dtcc.com

Yguzman@dtcc.com

Badano@dtcc.com

The following **MUST** be included in the written instructions to DTC:

- Instructions must be on company letterhead/Indemnification letter
- Include company brick and mortar address.
- DTC authorized indemnity clause
- Medallion stamp
- DTC Client number
- The address stated in the instructions must be in an eligible jurisdiction/approved eligible holder. Instructions must include an indemnity clause and medallion stamp.

Be advised that a sample indemnification letter is accompanying this Important Notice.

The instructions will be processed only after acceptance by the subscription agent. **Clients will be responsible for receiving their Rights directly from the subscription agent/issuer**.

RECORD DATE POSITION INFORMATION SHOULD BE CONFIRMED THROUGH THE CA WEB. PLEASE REFER TO IMPORTANT NOTICE B# FOR MORE INFORMATION**.**

If Participants have any questions regarding this Important Notice, they may contact DTC's Customer Help Center at (888) 382-2721.

# SAMPLE INDEMNITY LETTER
# YOUR COMPANY LETTERHEAD
# Brick and Mortar Address

Date:

Depository Trust & Clearing Corp.
570 Washington Blvd
Jersey City, NJ 07310
Stock Dividends Department
Attn:

| ***Distribution information*** | |
|---|---|
| ***Target CUSIP #*** | |
| ***Target Security Name*** | |
| ***Record Date*** | |
| ***Payable Date*** | |
| ***Rights CUSIP #*** | |

As the above 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 below name and address.

***Name*** ______________________________________________________________________________________
***Address*** ______________________________________________________________________________________
______________________________________________________________________________________________

[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 Losses[1] and Legal Actions[2] suffered or incurred by the Indemnitees resulting from, relating to, arising out of or in connection with [the Release letter] (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.

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

Sincerely,

Name: ____________________________
Title: ______________________________
Company Name: ______________________
Participant Number: ____________________
Phone #: ___________________________
E-mail: _____________________________

______________________________

| Place Medallion Signature Guarantee Stamp Here |
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**PAGE 1 OF 2 of Indemnity Letter (include the below page when sending this request)**

DTCC offers enhanced access to all important notices via a Web-based subscription service The notification system leverages RSS Newsfeeds, providing significant benefits including real-time updates and customizable delivery. To learn more and to set up your own DTCC RSS alerts, visit http://www.dtcc.com/subscription_form.php.

[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.

**BONTERRA RESOURCES INC.**

**RIGHTS OFFERING NOTICE**

Notice to Security Holders – July 28, 2026

**We have an adjusted working capital deficiency of $9,477,172 as of June 30, 2026, and require the proceeds of the Rights Offering to fund our ongoing operations. Net proceeds will be used primarily to (i) advance our mineral properties, including environmental and maintenance costs relating to our properties estimated at approximately $2,854,028, (ii) repay the Bridge Loan of $5,000,000 previously provided by funds managed by Wexford Capital LP, (iii) fund Flow-Through Indemnification Obligations estimated at approximately $5,387,327, and (iv) fund general corporate purposes, estimated at approximately $2,500,000. Assuming completion of the Rights Offering for gross proceeds of approximately $20,418,527, the available funds from the Rights Offering are expected to eliminate our working capital deficiency and provide additional capital to support our planned corporate, exploration, technical and project-related expenditures for approximately 12 months. For a description of our working capital deficiency, please refer to the table under "*Use of Available Funds*" in the Rights Offering Circular.**

The purpose of this notice is to advise holders ("**Shareholders**") of common shares ("**Common Shares**") of Bonterra Resources Inc. ("**Bonterra**") of a proposed offering of rights ("**Rights**") of Bonterra (the "**Rights Offering**").

References in this notice to "we", "our", "us" and similar terms are to Bonterra. References in this notice to "you", "your" and similar terms are to the Shareholders.

## 1. Who can participate in the rights offering?

We are issuing to the Shareholders of record at the close of business on August 6, 2026 (the "**Record Date**") rights to subscribe for Common Shares on the terms described in our Rights Offering circular dated July 28, 2026 (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, and (ii) in all jurisdictions outside Canada and the United States excluding any jurisdiction that does not 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 Bonterra in such jurisdiction in connection with this offering (collectively, the "**Eligible Jurisdictions**"). In addition, the offering is not being made in jurisdictions where Bonterra is not eligible to make such offer. The Rights are being offered only to Shareholders resident in Eligible Jurisdictions ("**Eligible Holders**"). This Notice of Rights Offering and the Rights Offering Circular are not to be construed as an offering of the Rights, or the Common Shares issuable upon exercise of the Rights, for sale in any jurisdiction outside the Eligible Jurisdictions, or to Shareholders who are resident of any jurisdiction other than the Eligible Jurisdictions ("**Ineligible Holders**"), or a solicitation therein of an offer to buy any securities therein or thereto. Rights may not be exercised by or on behalf of an Ineligible Holder, unless such Ineligible Holder satisfies us that it is an Approved Eligible Holder, as defined and provided below.

Ineligible Holders will not receive a DRS Advice (as defined below) but will be sent a letter describing how Ineligible Holders may (i) participate in the Rights Offering, in Bonterra's discretion, or (ii) transfer their Rights. If Ineligible Holders do not satisfy Bonterra of their eligibility to participate in the Rights Offering or notify and provide transfer instructions to Odyssey Trust Company (the "**Rights Agent**"), the subscription agent retained by Bonterra in connection with the Rights Offering, on or before 12:00 p.m. (Eastern time) (the "**Expiry Time**") on August 27, 2026 (the "**Expiry Date**"), their Rights may not be exercised. Instead, the Rights Agent will attempt to sell any remaining such Rights for the account of the registered Ineligible

Holders. The Rights Agent will distribute the proceeds from such sale, if any, pro rata to the registered Ineligible Holders. Any Rights remaining unexercised by the Expiry Time will be null and void.

**The United States is not an Eligible Jurisdiction**. The Rights, and Common Shares issuable on the exercise of the Rights, 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 U.S. state securities laws. Consequently, the Rights Offering is not being made in the United States, and under no circumstances is it to be construed as an offering of any securities for sale to a U.S. person or a person located in the United States, or a solicitation thereto or therein of an offer to buy any securities of Bonterra. Accordingly, subscriptions for Common Shares will not be accepted from or on behalf of shareholders whose addresses of record are in the United States or otherwise believed by Bonterra to be in the United States or U.S. persons absent an exemption from the registration requirements of the U.S. Securities Act and any applicable state securities laws. "**United States**" and "**U.S. person**" are as defined in Regulation S under the U.S. Securities Act.

### 3. How many rights are we offering?

We are offering a maximum of 170,154,390 Rights to Eligible Holders on the Record Date to purchase up to an aggregate of 170,154,390 Common Shares, for aggregate gross proceeds of approximately $20,418,527.

### 4. How many rights will you receive?

We are offering each Eligible Holder four fifths (0.8) of a Right for every one (1) Common Share held as of the Record Date. No fractional Rights will be issued. The holder's entitlement will be reduced to the next lowest whole number of Rights and no additional compensation will be paid.

### 5. What does one right entitle you to receive?

Each whole Right entitles an Eligible Holder to one (1) Common Share at a subscription price of $0.12 per Common Share (the "**Basic Subscription Privilege**") until the Expiry Time on the Expiry Date.

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 Common Shares at the subscription price (the "**Additional Subscription Privilege**"). The Common Shares available under the Additional Subscription Privilege will be those Common Shares issuable in the Rights Offering that have not been subscribed and paid for under the Basic Subscription Privilege by the Expiry Time.

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 Odyssey Trust Company, Bonterra's rights agent on or before the Expiry Time on the Expiry Date.

### 6. How will you receive your rights?

***Registered Eligible Holders*** – If you are a registered Eligible Holder of Common Shares, a DRS advice (a "**DRS Advice**") representing the total number of Rights that you are entitled to as of the Record Date and a subscription form (a "**Subscription Form**") are enclosed with this notice.

***Beneficial Eligible Holders*** – You are a beneficial Eligible 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 of 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.

DRS Advices in respect of Rights issued to Ineligible Holders will not be issued and forwarded by the Rights Agent to Ineligible Holders. Ineligible Holders are being sent this Notice of Rights Offering for information purposes only together with a letter advising them that their Rights will be issued to and held by the Rights Agent, which will hold such Rights as agent for the benefit of all Ineligible Holders.

### 7. How does an Ineligible Holder Participate?

An Ineligible Holder that: (1) is outside the Eligible Jurisdictions; and (2) satisfies us that such offering to and subscription by such holder or transferee is lawful and in compliance with all applicable securities and other laws (each an "**Approved Eligible Holder**") may have its DRS Advice issued and forwarded by the Rights Agent upon direction from us. The Rights Agent will hold the Rights until August 17, 2026, in order to give the beneficial holders an opportunity to claim the Subscription Form by satisfying us that they are an Approved Eligible Holder.

### 8. When and how can you exercise your rights?

The period to exercise the Rights expires at the Expiry Time on the Expiry Date.

If you are a registered Eligible Holder or Approved Eligible Holder who receives a DRS Advice, you must complete and deliver your Subscription Form on or before the Expiry Time on the Expiry Date to the Rights Agent as follows:

| *By Hand Delivery or Courier:* | *By Mail:* |
|---|---|
| Odyssey Trust Company<br>Traders Bank Building<br>Attn: Corporate Actions<br>1100 – 67 Yonge Street<br>Toronto ON M5E 1J8 | Odyssey Trust Company<br>Traders Bank Building<br>Attn: Corporate Actions<br>1100 – 67 Yonge Street<br>Toronto ON M5E 1J8 |

If you are a beneficial Eligible Holder, you must arrange exercises, transfers or purchases of Rights through your Participant on or before the Expiry Time on the Expiry Date or such earlier time as required by your Participant. We expect that each beneficial Eligible Holder will receive a customer confirmation of issuance or purchase, as applicable, from their Participant through which the Rights are issued in accordance with the practices and policies of such Participant.

### 9. What are the next steps?

**This notice contains key information that you should know about Bonterra. You can find more details in our Rights Offering Circular dated July 28, 2026, a copy of which can be obtained on Bonterra's profile at www.sedarplus.ca or you can ask your dealer representative for a copy, or contact Bonterra's Chief Financial Officer at pehebert@btrgold.com. You should read the Rights Offering Circular, along with Bonterra's continuous disclosure record, to make an informed decision.**

Dated July 28, 2026

Cesar Gonzalez
Executive Chairman & Interim CEO
Bonterra Resources Inc.

**PLEASE READ THIS MATERIAL CAREFULLY AS YOU ARE REQUIRED TO MAKE A DECISION PRIOR TO 12:00 P.M. (EASTERN TIME) ON AUGUST 27, 2026.**

*This rights offering circular (this "**Circular**") has been 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 July 28, 2026 rights offering notice (the "**Notice**"), which you should have already received. Your DRS advice and relevant forms were enclosed with the Notice. This Circular should be read in conjunction with the Notice and our continuous disclosure prior to making an investment decision.*

*The offer of these securities is made in (i) all provinces and territories of Canada, and (ii) in all jurisdictions outside Canada and the United States excluding any jurisdiction that does not 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 the Company in such jurisdiction in connection with this offering (collectively, the "**Eligible Jurisdictions**"). The offering is not being made in jurisdictions where the Company is not eligible to make such offer.*

*The Rights and the underlying Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state of the United States, and may not be offered, sold, pledged or otherwise transferred to (or, in the case of the Rights, may not be exercised by), or for the account or benefit of, any U.S. person or any person in the United States, absent an exemption from the registration requirements of the U.S. Securities and any applicable U.S. state securities laws. "**United States**" and "**U.S. person**" are as defined in Regulation S under the U.S. Securities Act.*

**Rights Offering Circular** **July 28, 2026**

BONTERRA

## Bonterra Resources Inc.

**We have an adjusted working capital deficiency of $9,477,172 as of June 30, 2026, and require the proceeds of the Offering to fund our ongoing operations, indemnification obligations to certain flow through investors, and the continued advancement of our Desmaraisville project and Phoenix JV. Assuming completion of the Offering for gross proceeds of $20.4 million, the available funds from the Offering are expected to eliminate our adjusted working capital deficiency and provide additional capital to support our planned corporate, exploration, technical and project-related expenditures for approximately 12 months. For a description of our adjusted working capital deficiency, please refer to the table under "*Use of Available Funds*" in this Rights Offering Circular.**

**OFFERING OF RIGHTS TO SUBSCRIBE FOR SHARES AT A PRICE OF $0.12 PER SHARE**

References in this Circular to "we", "our", "us" and similar terms are to Bonterra Resources Inc. (the "**Company**"). References in this Circular to "you", "your" and similar terms are to holders ("**Shareholders**") of the Company's common shares (the "**Shares**"). Unless otherwise indicated, references herein to "$" or "dollars" are to Canadian dollars.

## SUMMARY OF THE RIGHTS OFFERING

| | |
|---|---|
| **Why are you reading this Circular?** | We are issuing to the holders of our outstanding Shares and who are resident in an Eligible Jurisdiction, rights to subscribe for Shares on the terms described in this Circular. The purpose of this Circular is to provide you with detailed information about your rights and obligations in respect of the rights offering (the "**Rights Offering**"). This Circular should be read in conjunction with the Notice. |
| **What is being offered?** | Each Shareholder of record at close of market on August 6, 2026 (the "**Record Date**") who is resident in an Eligible Jurisdiction will be offered four fifths (0.80) of a right (each whole right, a "**Right**") for each one (1) Share held (for example, Shareholders will receive four rights for every five Shares held). No fractional Rights will be issued. All fractional Rights will be rounded down to the next lowest whole number of Rights and no additional compensation will be paid. |
| **Who is eligible to receive Rights?** | The Rights are being offered only to Shareholders resident in Eligible Jurisdictions ("**Eligible Holders**"). Shareholders will be presumed to be resident in the place shown on their registered address, unless the contrary is shown to our satisfaction. Neither the Notice nor this Circular is to be construed as an offering of the Rights, nor are the Shares issuable upon exercise of the Rights offered for sale, in any jurisdiction outside of Eligible Jurisdictions or to Shareholders who are residents of any jurisdiction other than the Eligible Jurisdictions ("**Ineligible Holders**"). See "*How to exercise the Rights? - Who is eligible to receive Rights?*" |
| **What does one Right entitle you to receive?** | Each Right entitles you to subscribe for one (1) Share of the Company at a subscription price of $0.12 per Share (the "**Basic Subscription Privilege**") until 12:00 p.m. (Eastern time) on August 27, 2026.<br><br>If you exercise your Basic Subscription Privilege in full, you will also be entitled to subscribe pro rata for Shares (the "**Additional Shares**") not otherwise purchased, if any, pursuant to the Basic Subscription Privilege (the "**Additional Subscription Privilege**"). |
| **What is the subscription price?** | $0.12 per Share (the "**Subscription Price**"). |
| **When do the offer and the Rights expire?** | 12:00 p.m. (Eastern time) on August 27, 2026 (the "**Expiry Date**"). |
| **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?** | Each Right entitles you to subscribe for one (1) Share at the Subscription Price. The Rights are transferable. See "*How does a Rights holder sell or transfer Rights?*" A Right does not entitle the holder thereof to any rights whatsoever as a security holder of the Company other than the right to subscribe for and purchase Shares on the terms and conditions described herein.<br><br>We are authorized to issue an unlimited number of Shares of which 212,692,988 are issued and outstanding as of the date hereof. Holders of Shares are entitled to dividends if, as and when declared by our directors, to one vote per share at meetings of |

| | |
|---|---|
| | Shareholders and, upon liquidation, to receive such assets of the Company as are distributable to the holders of the Shares. |
| **What are the minimum and maximum number or amount of Shares that may be issued under the Rights Offering?** | A maximum of 170,154,390 Shares (the "**Offering**") will be issued under the Rights Offering. There is no minimum number of Shares that will be issued under the Rights Offering. The full amount of the Offering has been guaranteed by each of Wexford Catalyst Trading Limited, Wexford Spectrum Trading Limited and Wexford Focused Trading Limited (collectively, the "**Wexford Funds**") (as to 153,138,951 Shares, being 90% of the total Offering) and Horizon Kinetics LLC (as to 17,015,439 Shares, being 10% of the Offering) ("**Horizon**", and together with the Wexford Funds, the "**Standby Purchasers**") pursuant to the Standby Purchase Agreements (as defined under "*Standby Commitments*") between the Company and the Standby Purchasers. On completion of the Rights Offering, the Company will have a maximum 382,847,378 Shares outstanding (subject to adjustment for the cancellation of fractional Rights and any exercise of outstanding options or warrants).<br><br>See also *"Standby Commitment"* for a description of certain limits and conditions in respect of the Standby Purchasers. |
| **Where will the Rights and the securities issuable upon the exercise of the Rights be listed for trading?** | The Company's Shares are listed for trading on the TSX Venture Exchange (the "**TSXV**") under the trading symbol "BTR" and will commence trading "Ex-Rights" on August 6, 2026.<br><br>The Rights will trade on the TSXV under the trading symbol "BTR.RT" on August 6, 2026 until 12:00 p.m. (Eastern time) on August 27, 2026.<br><br>The Shares issuable upon the exercise of the Rights will also trade on the TSXV. |

***This rights offering is unconditional in nature. Other than customary conditions as required under corporate and securities laws and except as disclosed in this Circular, there is no direct or indirect benefit to any existing Shareholder.***

***Prospective investors should be aware that the acquisition of the securities described herein may have tax consequences and such consequences for investors who are resident in, or citizens of, the United States may not be described fully herein.***

***THE SECURITIES OFFERED BY THIS CIRCULAR HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION ("SEC") OR ANY STATE SECURITIES REGULATOR; NOR HAS THE SEC OR ANY STATE SECURITIES REGULATOR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.***

## 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 or beliefs based on information currently available to us. Forward-looking statements in this Circular include, without limitation, statements with respect to: our expectations regarding the estimated costs of the Rights Offering and the net proceeds to be available upon completion; the use of proceeds from the Rights Offering and the availability of funds from sources other than the Rights Offering; and our ability to continue as a going concern.

Forward-looking statements are subject to a number of risks and uncertainties that may cause our 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, us. 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 the Rights Offering; delays in obtaining or failure to obtain required approvals to complete the Rights Offering and the standby commitment; the uncertainty associated with estimating costs to complete the Rights Offering, including those yet to be incurred; and other risks related to our business and the Rights Offering and standby commitment.

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, we disclaim any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although we believe 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.

## USE OF AVAILABLE FUNDS

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

Pursuant to the Rights Offering, the Company will raise gross proceeds of $20,418,527. The Company estimates that it will have the following funds available after giving effect to the Rights Offering.

| | | **Assuming 100% of Rights Offering or Standby Commitment ($)** |
|---|---|---|
| A | Amount to be raised by the Rights Offering | 20,418,527 |
| B | Selling commissions and fees | 0 |
| C | Estimated offering costs (e.g., legal, accounting, audit) | 200,000 |
| D | Available funds: D = A - (B+C) | 20,218,527 |
| E | Additional sources of funding required | N/A |
| F | Working capital as of June 30, 2026 | (9,477,172)(1) |
| G | Total: G = (D+E) + F | 10,741,355 |

(1) Current liabilities as at Q2 2026 include a $13,640,843 provision for tax reassessments, including indemnification obligations to subscribers of flow through shares as a result of the reclassification of previously incurred flow through expenditures by Canada Revenue Agency (the “**CRA**”), together with associated interest, penalties, and estimated Part XII.6 tax. This amount includes $8,288,196 related to potential reassessments for previous tax years that have not yet been audited by either the CRA or Revenu Québec. The company believes that this $8,288,196 amount will not be payable within the next 12 months and, accordingly, it has been excluded from the working capital presented in this document. The $9,477,172 represents our

adjusted working capital deficiency taking into account the anticipated timing of the re-assessment obligations.

**How will we use the available funds?**

We plan to use proceeds from the Rights Offering towards (i) advancing our mineral properties, which includes environmental and maintenance costs relating to our properties, (ii) repaying a $5,000,000 Bridge Loan (as defined below) previously provided by funds managed by Wexford Capital LP, (iii) funding the indemnification of subscribers to the Flow-Through Financings (as defined below), and (iv) for general corporate purposes.

| Description of intended use of available funds listed in order of priority. | Assuming 100% of Rights Offering ($) |
|---|---|
| Advance Mineral Properties | 2,854,028 |
| Fund the Indemnification of Flow Through Investors | 5,387,327 |
| General corporate purposes | 2,500,000 |
| Total: Equal to G in the available funds | 10,741,355(1) |

**Notes:**

(1) Funds will also be used to repay the Bridge Loan, which is included in the calculation of the $9,477,172 working capital deficiency of the Company as of June 30, 2026 as described above. Interest and fees accrued from June 30, 2026 to repayment of the Bridge Loan, anticipated to be approximately $142,902, will be allocated from funds available for general corporate purposes.

In the first quarter of 2026, the CRA completed a tax audit of the Company's renunciation of Canadian exploration expenses ("**CEE**") in favour of subscribers of private placements of flow-through shares which closed December 13, 2019, and October 21, 2021 (the "**Flow-Through Financings**") for aggregate gross proceeds of approximately C$16.96 million. CRA has notified the Company that the CRA has reclassified approximately C$11.05 million of previously renounced CEE on the basis that those expenditures did not meet the definition of CEEs, as defined for income tax purposes (the "**Tax Adjustments**"). While the Company has voiced its disagreement with the Tax Adjustments and intends to defend its position by objecting to the notice of reassessment, the Company previously agreed to indemnify subscribers for tax attributable to disallowed renunciations of CEE pursuant to the terms of the subscription and renunciation agreements entered into by the Company and the subscribers in connection with the Flow-Through Financings. The maximum aggregate amount of the Company's exposure with respect to the indemnification obligation from the Flow-Through Financings, together with interest and penalties payable to CRA, and anticipated Part XII.6 tax payable under section 211.91 of the Income Tax Act, is presently estimated to be approximately C$13,640,843. The Company has paid $803,608 towards the indemnification obligations. In connection with completing indemnification payments, the subscribers filed objections to the re-assessment, and if the Company is successful in its appeal, refunds of the taxes paid will accrue to the benefit of the Company. The Company has allocated a portion of the available funds to fund the indemnification of subscribers.

On March 23, 2026, the Company obtained a bridge loan of $5,000,000 (the "**Bridge Loan**") from Wexford Capital LP as agent for certain funds managed by Wexford Capital LP, who collectively hold approximately 17.62% of the outstanding Shares of the Company (19.9% on a partially-diluted basis, assuming the exercise of certain warrants held by funds managed by Wexford Capital LP). The Bridge Loan is unsecured, bearing interest at the rate per annum equal to 8% plus the secured overnight financing rate. The Bridge Loan matures and interest and principal are payable on September 23, 2026. In connection with the Bridge Loan, the Company agreed to pay a $100,000 commitment fee on maturity. Subject to the approval of the TSXV, Wexford Capital LP may elect for the lenders to receive Shares of the Company in satisfaction of the commitment fee and interest payable. There is no penalty for early repayment of the Bridge Loan. The Company used the Bridge Loan for general corporate purposes, to fund initial indemnification obligations, and to incur expenditures on the Desmaraisville property required to satisfy the Company's renunciation commitments under certain other flow through share subscription agreements (see the Company's news release dated March 23, 2026). The Wexford Funds, which are Standby Purchasers for 90% of the Offering, are managed by Wexford Capital LP and are lenders under the Bridge Loan.

We intend to spend the available funds as stated. We will reallocate funds only for sound business reasons.

We are in the exploration stage and have not generated any revenues from operations. Accordingly, we have had negative operating cash flows since inception and expect that negative operating cash flows will continue until such time as economically viable operations are initiated. We anticipate incurring operating losses for the foreseeable future. We base this expectation, in part, on the fact that very few mineral claims in the exploration stage ultimately develop into producing, profitable mines. Our future financial results are also uncertain due to a number of factors, some of which are outside our control. These factors include the following:

- our ability to raise additional funding;
- the market price for any minerals that may be discovered on our properties; and
- the results of our proposed exploration and development of our properties.

We have not attained profitable operations and are dependent upon obtaining financing to pursue our proposed exploration activities. **The above factors indicate the existence of a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern and, therefore, it may be unable to realize its assets and liabilities in the normal course of business.**

### How long will the available funds last?

We expect the Rights Offering will be sufficient to meet our working capital requirements for approximately 12 months from the date of this Circular.

Our only present means of acquiring investment capital is by means of the sale of our Shares or the sale of our assets. We have limited funds to engage in exploration and development, which will be necessary to exploit our properties and make additional acquisition payments in order to maintain our property interests. There is no assurance that we will be able to raise additional financing in the future.

## INSIDER PARTICIPATION

### Will insiders be participating?

The Company believes that its directors, officers and 10% Shareholders who own Shares intend to exercise some of their Rights to purchase Shares under their Basic Subscription Privilege. In addition, the Standby Purchasers have informed the Company that they each intend to exercise their Basic Subscription Privilege.

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 Shares. As at the date hereof, insiders of the Company (which includes Wexford Capital LP), own or exercise control or direction over, directly or indirectly, 42,409,995 Shares, representing approximately 19.94% of the issued and outstanding Shares. In the event that these Shareholders purchase 33,927,996 Shares pursuant to the Basic Subscription Privilege, these Shareholders would own an aggregate of 76,337,991 Shares.

In addition, funds managed by Wexford Capital LP, including the Wexford Funds, which have provided a standby commitment for the 90% of the Rights Offering (see "*Standby Commitment*" below), hold approximately 17.62% of the outstanding Shares (19.9% on a partially-diluted basis, assuming the exercise of certain warrants).

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

To the knowledge of the directors and senior officers of the Company, as at the date hereof, no person or company beneficially owns, directly or indirectly, or controls or directs more than 10% of any class of the Company's voting securities, other than as set out below.

| Name | Holdings before the Rights Offering (Non-Diluted) | Holdings before the Rights Offering (Partially Diluted) | Holdings after the Rights Offering (Non-Diluted) | Holdings after the Rights Offering (Partially Diluted) |
|---|---|---|---|---|
| Wexford Capital LP | 37,477,158 Shares (17.62%)(1)(4) | 43,530,524 (19.90%)(3)(4) | 67,458,884 Shares (17.62%)(2)(4) | 77,375,549 Shares (19.70%)(2)(5) |

(1) Based on 212,692,988 issued and outstanding Shares.
(2) Based on 382,847,378 issued and outstanding Shares, assuming the issuance of 100% of the Shares under the Rights Offering and full exercise of the Shareholders' Basic Subscription Privilege and no acquisitions made by the Wexford Funds pursuant to their Standby Purchase Agreement.
(3) Based on the 212,692,988 issued and outstanding Shares plus the exercise of 6,053,366 warrants beneficially owned, controlled or directed by Wexford Capital LP that it is currently entitled to exercise in accordance with the terms thereof, out of a total of 8,802,927 warrants beneficially owned, controlled or directed by Wexford Capital LP. Please see Note 4 below regarding conditions relating to the exercise of certain warrants.
(4) For purposes of Canadian securities laws, Wexford Capital has (or would have) beneficial ownership of, or control or direction over, 19.9% of the Shares on a partially-diluted basis, assuming the exercise of certain warrants. The warrants may only be exercised if, upon giving effect to such exercise, Wexford Capital LP, its managed funds and any other person acting jointly or in concert with them would not beneficially own, or exercise control or direction over, more than 19.9% of the issued and outstanding Shares. Only the 6,053,366 warrants beneficially owned, controlled or directed by Wexford Capital LP that it is currently entitled to exercise are included in the beneficial ownership calculation.
(5) Assuming the exercise of all 8,802,927 warrants and 1,113,737 Bonus Warrants beneficially owned, controlled or directed by Wexford Capital LP before giving effect to any adjustment to the exchange ratio of such warrants in connection with the Rights Offering, as described under "*Dilution*" below. Due to the beneficial ownership cap on exercise of such warrants described under Note 4 above, such adjustment could not result in Wexford Capital LP's beneficial ownership percentage exceeding 19.9% on a partially-diluted basis.

As a result of Wexford Capital LP exercising control or direction over 10% or more of the Shares, the Wexford Funds, which are controlled by Wexford Capital LP, are considered to be related parties to the Company under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). Under MI 61-101, related party transactions are, with certain limited exceptions, subject to formal valuation and minority shareholder approval requirements unless exemptions from those requirements are available. The Offering is exempt from the related party rules under MI 61-101 by virtue of Section 5.1(k) of MI 61-101 applicable to certain rights offerings.

The Rights that will be issued to the above noted insiders under the Rights Offering are eligible to be exercised pursuant to the Basic Subscription Privilege. In addition, the above noted insiders are eligible to exercise the Additional Subscription Privilege (if available).

If no Shareholder other than the Standby Purchasers exercises the Basic Subscription Privilege and the Standby Purchasers acquire all available Shares pursuant to their standby guaranty of 170,154,390 Shares, including 153,138,951 Shares purchased by the Wexford Funds and 17,015,439 Shares purchased by Horizon, funds managed by Wexford Capital LP would hold 190,616,109 Shares, representing approximately 49.8% of the Company's issued and outstanding Shares on an undiluted basis (or approximately 49.9% on a partially-diluted basis, assuming the exercise of 1,113,737 Bonus Warrants (as defined below) beneficially owned, controlled or directed by Wexford Capital LP), and Horizon would hold 18,734,894 Shares, representing approximately 4.9% on an undiluted basis (or approximately 4.9% on a partially-diluted basis, assuming the exercise of 123,749 Bonus Warrants issuable to Horizon) of the Company's issued and outstanding Shares. As described above, the 8,802,927 warrants beneficially owned, controlled or directed by Wexford Capital LP (subject to adjustment as described under "*Dilution*" below) may only be exercised if, upon giving effect to such exercise, Wexford Capital LP, its managed funds and any other person acting jointly or in concert with them would not beneficially own, or exercise control or direction over, more than 19.9% of the issued and outstanding Shares. Accordingly, such warrants could not be exercised and are not included in the foregoing calculation.

## 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 Shares, you should exercise your Rights and pay the Subscription Price for the Shares to which you are entitled under the Basic Subscription Privilege. If you fail to do so, your percentage ownership of the Shares will be diluted by approximately 44.4%.

As an illustration, if you own 1,000,000 Shares on the Record Date, fail to exercise your right to purchase 800,000 Shares under the Offering, and all other Shareholders fully exercise their Basic Subscription Privilege and Additional Subscription Privilege (i.e., the Company issues 170,154,390 Shares), your percentage ownership of the issued and outstanding Shares will change from 0.47% to 0.26%.

In addition to the forgoing, the Company currently has 58,691,296 Share purchase warrants outstanding exercisable at prices from $0.22 to $0.31, as described in the following table:

| Number of Warrants Outstanding | Exercise Price | Expiry Date |
|---|---|---|
| 1,361,196 | $0.31 | December 12, 2026 |
| 812,500 | $0.26 | April 4, 2027 |
| 30,070,000 | $0.31 | May 3, 2028 |
| 2,004,500 | $0.25 | May 3, 2028 |
| 21,933,991 | $0.30 | June 30, 2028 |
| 2,509,109 | $0.22 | June 30, 2027 |

Each of these warrants is subject to adjustment in accordance with the terms of the warrant indentures or warrant certificates governing the respective warrants, which generally provide that the exercise price and exchange ratio of the warrants will be adjusted as a result of a rights offering, as follows:

The exercise price of the warrants will be adjusted immediately after the Record Date so that it equals the exercise price of the warrants in effect on the Record Date multiplied by a fraction, the numerator of which is:

(i) the total number of Shares outstanding on the Record Date plus the number of Shares equal to the aggregate price of the total number of additional Shares offered for subscription or purchase, divided by

(ii) the Current Market Price (as defined under such warrant Indenture or warrant Certificate), and the denominator of which is the total number of Shares outstanding on the Record Date plus the total number of additional Shares offered for subscription or purchase.

The exchange ratio of the warrants (the "**Exchange Rate**") will be adjusted immediately after the Record Date so that it equals the Exchange Rate in effect on the Record Date multiplied by a fraction, the numerator of which is the exercise price in effect immediately prior to such adjustment, and the denominator of which is the exercise price resulting from such adjustment. The intent behind the adjustment provisions is to ensure that the economic value of these warrants is not negatively impacted by the Rights Offering.

The foregoing is a summary only and is subject to the terms of the applicable warrant indenture and warrant certificates. The adjustments will be made after the Record Date and will be subject to the approval of the TSXV. Any exercise of any existing convertible securities by the Standby Purchasers (including any warrants currently held by the Standby Purchasers) will not result in additional rights from the Rights Offering. Exercises of existing convertible securities by all other shareholders after the Record Date will not result in additional rights from the Rights Offering.

## STANDBY COMMITMENT

### Who are the Standby Purchasers and what are the fees?

We have entered into rights offering standby purchase agreements (the “**Standby Purchase Agreements**”) with the Standby Purchasers dated July 27, 2026. Pursuant to the Standby Purchase Agreements, the Standby Purchasers have severally agreed, subject to certain terms, conditions and limitations, to exercise their Basic Subscription Privilege, if any, and, in addition thereto, to acquire any additional Shares available as a result of any unexercised Rights under the Offering. Pursuant to the Standby Purchase Agreements, if no Shareholder other than the Standby Purchasers exercise their Basic Subscription Privilege, the Standby Purchasers will purchase an additional 138,797,100 Shares. For example, if we have received subscriptions for $10,000,000 of Shares by the Expiry Date, other than the Standby Purchasers’ Basic Subscription Privilege subscription for $3,762,874.80 of Shares, then the Standby Purchasers will be obligated to purchase $6,655,652 of Shares under the Standby Purchase Agreements in order to complete the Rights Offering.

The Company intends to proceed with the Rights Offering even if the Standby Purchasers’ obligations under the Standby Purchase Agreements are not met. However, if the Standby Purchasers become entitled to terminate such obligations and thereafter do so, the anticipated proceeds of the Rights Offering may not be fully realized and this may have a material adverse effect on the Company. Each Standby Purchaser (being the Wexford Funds and Horizon Kinetics) may terminate its Standby Purchase Agreement under certain circumstances, including if: (i) any inquiry, investigation or other proceeding is commenced by a governmental entity pursuant to applicable laws in relation to the Company or in relation to any of the Company’s directors and officers, any of which suspends or ceases trading in the Rights or the Shares or operates to prevent or restrict the lawful distribution of the Rights or the Shares; (ii) any order is issued by a governmental entity, or there is any change of law, either of which suspends or ceases trading in any of the Rights or Shares or operates to prevent or restrict the lawful distribution of any of the Rights or the Shares; (iii) the Company is in material default of its representations and warranties or its obligations under the Standby Purchase Agreement and fails to remedy such breach on or before the date that is five business days following the date upon which the Standby Purchasers have provided written notice of such breach; (iv) if any Material Adverse Change (as defined in the respective Standby Purchase Agreement) occurs at any time following the execution of such Standby Purchase Agreement; (v) there should develop or occur or come into effect, any catastrophe of national or international consequence or any law or other occurrence of any nature whatsoever or, in the case of any of the foregoing that is existing, a material acceleration or worsening thereof, that, in the opinion of the Standby Purchaser, acting reasonably, materially adversely affects, or is reasonably likely to materially adversely affect the financial markets in Canada or the United States or which results in or is reasonably likely to result in a Material Adverse Change; (vi) the Shares or the Rights are de-listed or suspended or halted for trading for a period greater than three business days for any reason by the TSXV at any time prior to the closing of the Rights Offering; (vii) the conditions in favour of the Standby

Purchasers under the Standby Purchase Agreement have not been satisfied by September 23, 2026; or (viii) the Rights Offering is otherwise terminated or cancelled or the closing of the Rights Offering has not occurred on or before September 23, 2026.

In consideration for the guaranty provided by the Standby Purchasers under the Standby Purchase Agreements, the Company has agreed to issue non-transferable share purchase warrants (the "**Bonus Warrants**") to purchase such number of Shares as is equal to 1% of the aggregate proceeds of the Rights Offering divided by $0.165, being the closing price of the Shares on the TSXV on July 27, 2026, at an exercise price of $0.165. Accordingly, the Wexford Funds are collectively expected to receive 1,113,737 Bonus Warrants, and Horizon is expected to receive 123,749 Bonus Warrants, for a total aggregate issuance of 1,237,486 Bonus Warrants, to the Standby Purchasers. Each Bonus Warrant will be exercisable to acquire one Share until the date that is five years after the closing of the Rights Offering, which will be August 28, 2031. For greater clarity, the Bonus Warrants will only be issued after the Rights Offering has closed in consideration for the Standby Purchasers' commitment.

Wexford Capital LP, which controls the Standby Purchaser Wexford Funds, is an "insider" and a "related party" of the Company (as such terms are defined under applicable securities laws) by virtue of it having beneficial ownership of, or control or direction over, directly or indirectly, securities of the Company carrying more than 10% of the voting rights attached to all of the Company's outstanding voting securities. Wexford Capital LP is additionally the agent for the lenders of the Bridge Loan, which is intended to be repaid by the Company from the proceeds of the Offering.

The foregoing is a summary of certain terms of the Standby Purchase Agreements and is qualified in its entirety by reference to the full text of the Standby Purchase Agreement, which can be found under the Company's issuer profile at www.sedarplus.ca.

**Have we confirmed that the Standby Purchasers have the financial ability to carry out their standby commitment?**

Yes, the Company has confirmed that the Standby Purchasers have the financial ability to carry out their respective obligations pursuant to the Standby Purchase Agreement. The Company further notes that funds managed by Wexford Capital LP have already advanced as an interest-bearing demand loan an aggregate of $5,000,000 to the Company, which will be repaid upon completion of the Rights Offering.

**What are the security holdings of the standby guarantors before and after the Rights Offering?**

See "*Insider Participation – who are the holders of 10% or more of our securities before and after the Rights Offering*?" for a description of the Wexford Funds security holdings both before and after the Offering. Horizon currently holds 1,719,455 Shares representing 0.8% of the outstanding Shares on a non-diluted basis. If no party other than the Standby Purchasers exercises their Basic Subscription privilege, Horizon will hold 18,734,894 Shares, representing 4.9% of the outstanding Shares.

## MANAGING DEALER, SOLICITING DEALER AND UNDERWRITING CONFLICTS

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

There is no managing dealer or soliciting dealer in respect of the Rights Offering nor any fees payable.

## HOW TO EXERCISE THE RIGHTS

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

If you are a registered holder of Shares, a direct registration advice issued under Odyssey Trust Company (the "**Rights Agent**")'s direct registration system (the "**DRS Advice**") representing the total number of transferable Rights to which you are entitled as of the Record Date and a Rights subscription form (the "**Subscription Form**") have been mailed to you with a copy of the Notice. To exercise the Rights represented by the DRS Advice, you must complete and deliver the Subscription Form in accordance with the instructions set out below. Rights not exercised at or prior to 12:00 p.m. (Eastern time) on August 27, 2026 (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 and delivery to the Rights Agent will only be effective when actually received by the Rights Agent at its office. See "*Appointment of Rights Agent – Who is the Rights Agent?*". Subscription Forms and payments received after the Expiry Time will not be accepted.

In order to exercise your Rights you must:

1. ***Complete and sign Box 1 of the Subscription Form***. The maximum number of Rights that you may exercise under the Basic Subscription Privilege is shown on the face of the DRS Advice. If you complete Box 1 of the Subscription Form so as to exercise some but not all of the Rights evidenced by the DRS Advice, 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 Subscription Form is delivered to the Rights Agent.

2. ***Additional Subscription Privilege***. Complete and sign Box 2 of the Subscription Form only if you also wish to participate in the Additional Subscription Privilege. *See* "*How to Exercise the Rights? – What is the Additional Subscription Privilege?*"

3. ***Enclose payment in Canadian funds by certified cheque, bank draft or money order payable to the order of Odyssey Trust Company***. In order to purchase one Share, you must own a full Right and pay a price of $0.12 per Share. In addition to the amount payable for any Shares you wish to purchase under the Basic Subscription Privilege, you must also pay the amount required for any Shares subscribed for under the Additional Subscription Privilege.

4. ***Delivery***. Deliver or mail the completed Subscription Form and payment in the enclosed return envelope addressed to the Rights Agent so that it is received before the Expiry Time. If you are mailing your documents, registered mail is recommended. Please allow sufficient time to avoid late delivery. The address for the Rights Agent is as follows:

Odyssey Trust Company
Traders Bank Building
Attn: Corporate Actions
1100 – 67 Yonge Street
Toronto ON M5E 1J8

The signature on the Subscription Form must correspond in every particular with the name that appears on the face of the Subscription Form.

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. We 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. We reserve the right to reject any subscription if it is not in proper form or if the acceptance thereof or the issuance of Shares pursuant thereto could be unlawful. We also reserve the right to waive any defect in respect of any particular subscription. Neither we 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 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 of 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 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.

Neither we 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 Share that you wish to subscribe for; and
2. you may subscribe for Additional Shares pursuant to the Additional Subscription Privilege by instructing such Participant to exercise the Additional Subscription Privilege in respect of the number of Additional Shares you wish to subscribe for, and forwarding to such Participant the Subscription Price for such Additional Shares requested.

Any excess funds will be returned to the applicable Participant for the account of the beneficial holder, without interest or deduction. Participants may not issue Rights to Ineligible Holders.

**Who is eligible to receive Rights?**

The Rights Offering is only being made to Eligible Holders. Eligible Holders are holders of Common Shares on the Record Date who are resident in Eligible Jurisdictions, being Canada or a jurisdiction outside of Canada and the United States other than a jurisdiction that does not 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 the Company in such jurisdiction in connection with this offering. The Rights and Shares issuable upon exercise of the Rights are not being offered, with limited exceptions, to persons who are or appear to be, or who the Company or the Rights Agent have reason to believe are, residents of jurisdictions other than the Eligible Jurisdictions, nor will the Company or Rights Agent accept subscriptions from any Ineligible Holder or from any transferee of Rights who is or appears to be, or who the Company or Rights Agent have reason to believe is, a resident of any jurisdiction or place other than the Eligible Jurisdictions, except in the circumstances described below. This Circular and/or DRS Advice will not be delivered to any Ineligible Holder unless such Ineligible Holder satisfies the Company that it is an Approved Ineligible Holder (as defined below). Rights delivered to brokers, dealers or other intermediaries may not be delivered by those intermediaries to beneficial Shareholders who are resident in Ineligible Jurisdictions. Ineligible Holders will be presumed to be resident in the place of their registered address.

**The United States is not an Eligible Jurisdiction**. The Rights, and Shares issuable on the exercise of the Rights, have not been, and will not be, registered under the U.S. Securities Act or any U.S. state securities laws. Consequently, this Rights Offering is not being made in the United States, and under no circumstances is it to be construed as an offering of any securities for sale to a U.S. person or a person located in the United States, or a solicitation thereto or therein of an offer to buy any securities of the Company. Accordingly, subscriptions for Shares will not be accepted from or on behalf of shareholders whose addresses of record are in the United States or otherwise believed by the Company to be in the United States or U.S. persons.

An Ineligible Holder that satisfies the Company, in its sole discretion, that the rights offering to and subscription by such Shareholder or transferee is lawful and in compliance with all applicable securities and other laws where such Shareholder or transferee is resident (such Shareholder is referred to herein as an "**Approved Ineligible Holder**") may have its DRS Advice issued and forwarded by the Rights Agent upon direction from the Company. The Rights Agent will hold the Rights of Ineligible Holders until 4:00 p.m. (Eastern time) on August 27, 2026. Ineligible Holders must satisfy the Company as to their eligibility to participate in the Rights Offering on or before 4:00 p.m. (Eastern time) on August 17, 2026, in order to have the Rights issued to them. Following such date and prior to the Expiry Time, the Rights Agent shall, for the account of registered Ineligible Holders, attempt to sell the Rights of such Ineligible Holders represented by DRS Advices in the possession of the Rights Agent on such date(s) and at such price(s) as the Rights Agent determines in its sole discretion. No charge will be made for the sale of Rights by the Rights Agent except for a proportionate share of any brokerage commissions incurred by the Rights Agent and the costs of or incurred by the Rights Agent in connection with the sale of the Rights. Ineligible Holders will not be entitled to instruct the Rights Agent in respect of the price or the time at which the rights are to be sold. The Rights Agent will endeavour to effect sales of Rights on the open market and any proceeds received by the Rights Agent with respect to the sale of Rights net of brokerage fees and costs incurred and, if applicable, the Canadian tax required to be withheld, will be divided on a pro rata basis among such registered Ineligible Holders and delivered by mailing cheques in Canadian funds as soon as practicable to such registered Ineligible Holders at their addresses recorded on the Company's books. Amounts of less than $10.00 will not be remitted. The Rights Agent will act in its capacity as agent of the registered Ineligible Holders on a best-efforts basis only and the Company and the Rights Agent do not accept responsibility for the price obtained on the sale of, or the inability to sell, the Rights on behalf of any registered Ineligible Holder.

DRS Advices in respect of Rights issued to Ineligible Holders will not be issued and forwarded to Ineligible Holders. Ineligible Holders have been sent the Notice of Rights Offering for information purposes only, together with a letter advising them that their DRS Advices will be issued to and held by the Rights Agent, which will hold such Rights as agent for the benefit of all Ineligible Holders. Instructions as to the exercise of the Rights held by Ineligible Holders will not be accepted from such Shareholders (unless such holders satisfy the Company that the offer of Rights to, and subscriptions by, such holders is lawful and in compliance with all securities and other laws as described in the paragraph immediately above). Ineligible Holders may transfer their rights, provided that (i) such holders notify and provide transfer instructions to the Company and the Rights Agent, in writing, on or before August 17, 2026, and (ii) that the transferee's address on the transfer instructions is in an Eligible Jurisdiction. If the Company (i) is not satisfied that the offer of Rights to, and subscription by, such Ineligible Holders is lawful and in compliance with all securities and other laws as described in the paragraph immediately above, and (ii) does not receive transfer instructions from such Ineligible Holders to a transferee with an address in an Eligible Jurisdiction, such Rights will expire on the Expiry Date.

Shareholders will be presumed to be resident in the place of their registered address, unless the contrary is shown to the satisfaction of the Company. A registered Ineligible Holder whose address of record is outside the Eligible Jurisdictions but who holds Shares on behalf of a holder who is eligible to participate in the Rights Offering must notify the Company and the Rights Agent, in writing, on or before August 17, 2026 if such beneficial holder wishes to participate in the Rights Offering. Otherwise, the Rights will expire on the Expiry Date.

Rights delivered to brokers, dealers or other Participants may not be delivered by those intermediaries to Ineligible Holders. Participants receiving Rights that would otherwise be deliverable to Ineligible Holders may attempt to sell those Rights for the accounts of such Ineligible Holders and should deliver the proceeds of sale to such persons.

Participants are responsible for any action pertaining to Rights that may have been received on behalf of Ineligible Holders who are not eligible to participate in the Rights Offering.

Holders of Rights who are Ineligible Holders should be aware that the acquisition and disposition of the Rights and Shares may have tax consequences in the jurisdiction where they reside and in Canada that are not described herein. Consequently, such Ineligible Holders should consult their own tax advisors concerning the tax implications of acquiring or disposing of Rights or Shares.

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

Eligible Holders who have exercised all the Rights evidenced by such holder's DRS Advice may subscribe for Additional Shares, if available, at the Subscription Price. Additional Shares will be allocated from those Shares, if any, available as a result of Rights that are unexercised by the Expiry Time.

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

If the aggregate number of Additional Shares subscribed for by those who exercise their Additional Subscription Privilege exceeds the number of available Additional Shares, each such holder of Rights will be entitled to receive the number of Additional Shares equal to the lesser of (i) the number of Shares that holder subscribes for under the Additional Subscription Privilege, and (ii) the number of Shares that is equal to the aggregate number of Shares available through unexercised Rights multiplied by the quotient of the number of Rights exercised by such holder pursuant to the Basic Subscription Privilege divided by the aggregate number of Rights exercised pursuant to the Basic Subscription Privilege by holders of Rights that have subscribed for Shares under the Additional Subscription Privilege.

A Rights holder may subscribe for Additional Shares by (i) completing and signing Box 2 of the Subscription Form, and (ii) delivering the Subscription Form, together with payment for those Additional Shares, to the Rights Agent on or before the Expiry Time. If payment for all Additional Shares subscribed for pursuant to the Additional Subscription Privilege does not accompany the subscription, the over-subscription will be invalid.

If the Rights Offering is fully subscribed, then the funds included for any over-subscriptions will be returned by us to the relevant Shareholders. If the Rights Offering is not fully subscribed, certificates representing the Shares, due to Shareholders as a result of over-subscriptions will be delivered by us together with the certificates representing such securities due to those Shareholders pursuant to their subscriptions in accordance with the Basic Subscription Privilege. In addition, we will return to any over-subscribing Shareholder within 30 calendar days of the Expiry Date any excess funds paid in respect of an over-subscription for Shares where the number of Additional Shares available to that Shareholder is less than the number of Additional Shares subscribed for. No interest will be payable by us in respect of any excess funds returned to Shareholders.

**How does a Rights holder sell or transfer Rights?**

The Rights will trade on the TSXV. Holders of Rights not wishing to exercise their Rights may sell or transfer them directly or through their securities broker or dealer at the Shareholder's expense, subject to any applicable resale restrictions. Rights will not be registered in the name of an Ineligible Holder. Holders of Rights may elect to exercise only a part of their Rights and dispose of the remainder or dispose of all of their Rights. Any commission or other fee payable in connection with the exercise or any trade of Rights is the responsibility of the holder of such Rights. Depending on the number of Rights a holder may wish to sell, the commission payable in connection with a sale of Rights could exceed the proceeds received from such sale.

If you are a registered holder of Rights and wish to transfer your Rights, you must obtain a Stock Power of Attorney form (a "**Transfer Form**") from the Rights Agent, complete the form and have the signature guaranteed by an "eligible institution" to the satisfaction of the Rights Agent. 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, or a member of the Stock Exchange Medallion Program. 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 to obtain a new Rights DRS Advice for the transferee 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 DRS Advice for all purposes and will not be affected by notice to the contrary. A Rights DRS Advice so completed should be delivered to the appropriate person in ample time for the transferee to use it before the expiration of the rights.

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

The underlying Shares issuable upon the exercise of your Rights will be listed on the TSXV under the trading symbol “BTR” and will be available for trading on or about August 6, 2026, but no later than August 7, 2026.

**Are there restrictions on the resale of securities?**

The Shares issuable upon exercise of Rights distributed to Shareholders in the Eligible Jurisdictions may be resold without hold period restrictions under 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. There may be further restrictions on Shares acquired by Approved Ineligible Holders in Ineligible Jurisdictions, including the United States, subject to the laws of that respective jurisdiction.

The Rights may not be transferred to, or for the account or benefit of, a person within the United States or a U.S. person, and may be transferred only in transactions outside of the United States in accordance with Regulation S under the U.S. Securities Act, which will permit the resale of the Rights by persons provided that the offer is not made to a person in the United States, neither the seller nor any person acting on its behalf knows that the transaction has been prearranged with a buyer in the United States, and no “directed selling efforts” (as that term is defined in Regulation S under the U.S. Securities Act), are conducted in the United States in connection with the resale. In order to enforce this resale restriction, holders thereof will be required to execute a declaration certifying that such sale is being made outside the United States in accordance with Regulation S under the U.S. Securities Act. Any person within the United States that acquires the Rights through the facilities of the TSXV or otherwise, other than pursuant to the initial distribution of Rights by the Company, may be unable to exercise such Rights in accordance with the U.S. Securities Act or applicable U.S. state securities laws. **The Company reserves the right to reject any such exercise of the Rights by a person within the United States that subsequently acquires the Rights and the acquisition of the Rights by such person within the United States does not constitute an offer of the underlying Shares to such person.**

**The foregoing is a summary only and is not intended to be exhaustive. Holders of Rights should consult with their advisors concerning restrictions on resale and should not resell their securities until they have determined that any such resale is in compliance with the requirements of applicable legislation.**

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. Where the exercise of Rights would appear to entitle a holder of Rights to receive a fractional Share, the holder's entitlement will be reduced to the next lowest whole number of Shares and no additional compensation will be paid.

## APPOINTMENT OF RIGHTS AGENT

**Who is the Rights Agent?**

Odyssey 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.

**What happens if we do not receive funds from the Standby Purchasers, or if the Rights Offering is terminated?**

We have entered into an agreement with the Rights Agent under which the Rights Agent will return the money held by it to holders of Rights that have already subscribed for securities under the Rights Offering if the Rights Offering is terminated. If the Offering is terminated, the Rights Agent will return all funds held to holders of Rights that have subscribed for securities in connection with the Rights Offering without interest or deduction.

## ADDITIONAL INFORMATION

**Where can you find more information about us?**

You can access our continuous disclosure documents filed with Canadian securities regulators under our issuer profile at www.sedarplus.ca.

## MATERIAL FACTS AND MATERIAL CHANGES

**There is no material fact or material change about us that has not been generally disclosed.**

BONTERRA

**DATE:** **July 28, 2026**

**TO:** **Ineligible Holders of Bonterra Resources Inc. (the "Company") common shares ("Common Shares")**

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Enclosed for your information is a copy of the Notice of Rights Offering (the "**Notice**") of the Company dated July 28, 2026. The Company is issuing to holders of record of its Common Shares at the close of business on August 6, 2026 subscription rights ("**Rights**") to subscribe for Common Shares. As described in the Notice under the heading "*Who is Eligible to Receive Rights*", subscriptions will not be accepted from any holder of Rights who is not, or who the Company or Odyssey Trust Company (the "**Rights Agent**") has reason to believe is not, a resident of a province or territory of Canada or any other jurisdiction in which the issue of Common Shares pursuant to the exercise of Rights would be in violation of applicable securities laws.

If the Common Shares registered in your name are registered with an address other than in a province or territory of Canada, the Rights allocable in respect of the Common Shares registered in your name will be held by the Rights Agent until 4:00 p.m. (Toronto time) on August 17, 2026 in order to give you the opportunity to claim your Rights upon satisfying the Company that: (i) you are resident in a province or territory of Canada; or (ii) the exercise of your Rights will not be in violation of securities and other laws applicable in the jurisdiction where you are resident.

You, or any beneficial holder for whom you hold Common Shares, may transfer Rights by providing transfer instructions to the Rights Agent, provided that the transferee's address on the transfer instructions must be in a province or territory of Canada. Any such transfer instructions must be received by the Rights Agent prior to 4:00 p.m. (Toronto time) on August 17, 2026.

From and after 9:30 a.m. (Toronto time) on August 18, 2026 and until 12:00 p.m. (Toronto time) on August 27, 2026, the Rights Agent will attempt to sell the Rights allocable to you and other ineligible holders in the manner described in the Notice.

For details on the terms and conditions or your Rights, please consult the Notice. If you have further questions, you may contact Odyssey Trust Company at:

Toll Free : 1-888-290-1175
E-Mail: corp.actions@odysseytrust.com

Thank you for your continued support of the Company.

Sincerely yours,

*"Cesar Gonzalez"*
Cesar Gonzalez
Interim Chief Executive Officer and Executive Chairman