IMPORTANT NOTICE
The Depository Trust Company

B #:	24742-26
Date:	08/25/2026
To:	All Clients
Category:	Dividends
From:	Supervisor, Stock Dividend Department
Attention:	Dividend Managers, Cashiers, and Reorganization Managers
Subject:	**Rights Offering**: Encanto Potash Corp. **CUSIP**: 29251N401 **Rights CUSIP**: 29251N120 **Record Date**: 08/20/2026 **DTC Instruction Deadline**: August 31st at 2:00 P.M. (Eastern Time) **Rights Expire**: September 10th at 2:00 P.M. (Pacific Time) **Rate**: 1 right for each share held as of record date

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

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

Encanto Potash Corp is offering a rights offering to eligible shareholders as of record close of business on August 20, 2026 (the Record Date). Pursuant to the Rights Offering, each eligible holder of Common Shares (a "**Shareholder**") will receive one (1) right (each, a "**Right**") for each one (1) Common Share held.

Review all the enclosed documentation for Eligible Holders criteria and the details for Qualified/Eligible Jurisdictions.

After contacting DTC, clients must reach out to Endeavor Trust Corporation to complete any required paperwork and satisfy any additional documentation requirements. **Any questions or requests contact the Rights Agent by telephone or by email at:**

- Tel: 604-559-8880
- Email(s): admin@endeavortrust.com
  youhee.lee@endeavortrust.com

All record date holders participating in the offer must fill out and email the indemnification letter for the release/withdrawal of rights to the Stock Dividends department by the DTC Instruction Deadline.

Email the completed indemnity letter to the following contacts at DTC:

Subject Line: *Encanto Potash Corp. Rights CUSIP 29251N401* (DTC participant)

Stockdividendprocessing@dtcc.com
Cneumann@dtcc.com
YGuzman@dtcc.com
MLeather@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.

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

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.

ENCANTO POTASH CORP.
Notice to Security holders – August 2026

“We have a working capital deficiency of $33,857,640 as of July 31, 2026. Even if 100% of the Rights Offering (defined below) is subscribed for, the available funds on closing will not be sufficient to eliminate or significantly reduce the working capital deficiency.”

Rights Offering Notice
Filed pursuant to National Instrument 45-106

The Rights, the Units, the Common Shares and Warrants issuable upon 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 the securities laws of any state of the United States. Shareholders of the Company who are, or who are acting for the account or benefit of, U.S. persons cannot participate in the Offering unless such shareholder can provide evidence satisfactory to the Company, that such shareholder and any person for whose account or benefit the shareholder is acting is an “accredited investor” 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. "United States" and "U.S. person" are as defined in Regulation S under the U.S. Securities Act.

The purpose of this notice is to advise holders of common shares ("**Common Shares**") of Encanto Potash Corp. (the "**Company**" or "**Encanto**") 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.

1. Who can participate in the Rights Offering?

The Company is issuing to Eligible Holders (defined below) as at the close of business (2:00 p.m. Vancouver, BC time) on August 20, 2026 (the "**Record Date**") transferable Rights to subscribe for 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**") resident in each of the provinces and territories of Canada, except Quebec (the "**Eligible Jurisdictions**"). You will be presumed to be resident in the place shown in our records as your registered address, unless the contrary is shown 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**").

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 2:00 p.m. (Pacific) time on September 10, 2026 (the “**Expiry Date**”) or notify and provide transfer instructions to Endeavor Trust Corporation (the "**Rights Agent**"), then any rights remaining unexercised by the Expiry Time will be null and void.

3. How many Rights are we Offering?

We are offering a total of 19,098,379 Rights to purchase up to an aggregate of 15,278,703 Units.

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.

5. What does one Right entitle you to receive?

One point two-five Rights (1.25) will entitle an Eligible Holder to purchase one unit (a "**Unit**") at a price of $0.02 per Unit (the "**Basic Subscription Privilege**") until 2:00 p.m. (Vancouver, BC time) on the Expiry Date, 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 Four Warrants will entitle the holder to purchase one additional Common Share at a price of $0.07 until 2:00 p.m. (Vancouver, BC time) on the date that is one year from the date of issuance of the Warrant. The securities underlying each Unit will be separable, upon the earlier of: (1) 60 days following the Expiry Date; or (2) board of directors' approval.

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 2:00 p.m. (Vancouver, BC time) on the Expiry Date.

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 Endeavor Trust Corporation

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 2:00 p.m. (Vancouver, BC time), or such earlier time as may be required by the Rights Agent pursuant to their internal procedures, on September 10, 2026.

If you are a beneficial Eligible Holder, you must arrange exercises, transfers or purchases of Rights through your Participant before 2:00 p.m. (Vancouver, BC time), or such earlier time as may be required by the depositary holding your Shares pursuant to their internal procedures, on September 10, 2026, 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.

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.sedarplus.ca or at www.epotash.com, or you can ask your Participant for a copy or contact the Company at (604) 609-6110. 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: August 12, 2026

ENCANTO POTASH CORP.

"Glen Macdonald"

Glen Macdonald, President & CEO

PLEASE READ THIS MATERIAL CAREFULLY AS YOU ARE REQUIRED TO MAKE A DECISION BEFORE 2:00 P.M. (VANCOUVER, PACIFIC TIME) ON SEPTEMBER 10, 2026.

*This rights offering circular (this "**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 August 12, 2026, rights offering notice (the "**Notice**"), which you should have already received. Your Rights Subscription Form 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.*

Rights Offering Circular **AUGUST 12, 2026**

ENCANTO POTASH CORP.

OFFERING OF RIGHTS TO SUBSCRIBE FOR UNITS AT A PURCHASE PRICE OF $0.02 PER UNIT

We have a working capital deficiency of $33,857,640 as of July 31, 2026. Even if 100% of the Offering (defined below) is subscribed for, the available funds on closing will not be sufficient to eliminate or significantly reduce the working capital deficiency.

References in this Circular to we, our, us and similar terms mean to Encanto Potash 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.

SUMMARY OF THE RIGHTS OFFERING

Why are you reading this Circular?	We are issuing to the registered holders of our outstanding Common Shares on the close of business on August 20, 2026 (the "**Record Date**") and who reside in all provinces or territories of Canada except Quebec (the "**Eligible Jurisdictions**") an approximate total of 19,098,379 transferable rights (each, a "**Right**") to subscribe for an approximate total 15,278,703 units of the Company (each, a "**Unit**") on the terms described in this Circular (the "**Offering**"). The purpose of this Circular is to provide you with detailed information about your rights and obligations in this Offering. You should read this Circular together with the Notice.
What is being offered?	Each holder of Common Shares on the Record Date who resides in an Eligible Jurisdiction will receive one Right for every Common Share held. The Company will not be issuing fractional Rights.

Who is eligible to receive Rights?	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 our satisfaction. Neither the 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 Endeavor Trust Corporation, (the "**Rights Agent**"), located at Suite 702, 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4 (the "**Subscription Office**"), who will hold such Rights as agent for the benefit of all such Ineligible Holders.
What does one Right entitle you to receive?	One point two five (1.25) Rights entitle you to subscribe for one Unit upon payment of the Subscription Price, as defined below (called the "**Basic Subscription Privilege**"). No fractional units will be issued. Each Unit will consist of one Common Share and one transferable share purchase warrant (a "**Warrant**"). Four Warrants entitle the holder to purchase one additional Common Share (a “**Warrant Share**”) for $0.07 until 2:00 p.m. (Pacific time) on September 10, 2027 (12 months following the Expiry Date). 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 (the "**Additional Subscription Privilege**").
What is the subscription price?	$0.02 per whole Unit (the "**Subscription Price**").
When does the offer expire?	On September 10, 2026 (the "**Expiry Date**") at 2:00 p.m. (Pacific time) (the "**Expiry Time**").
What are the significant attributes of the Rights issued under the Offering and the securities to be issued upon the exercise of the Rights?	One point two five (1.25) Rights entitle you to subscribe for one Unit upon payment of the Subscription Price. No fractional units will be issued. The rights are transferable. We are authorized to issue an unlimited number of Common Shares, of which, as at the date of this Circular, 19,098,379 are issued and outstanding. Eligible Holders are entitled to dividends if, as and when declared by our directors, to one vote per Common 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. The Warrants will provide for adjustment in the number of Warrant Shares issuable upon exercise of the Warrants and/or exercise price per security upon the occurrence of certain events.

What are the minimum and maximum number or amount of Common Shares and Warrants that may be issued under the Offering?	An approximate maximum of 15,278,703 Units comprised of an approximate maximum of 15,278,703 Common Shares, and approximate maximum of 15,278,703 Warrants will be issued under the Offering. There is no minimum number of Units that may be issued under the Offering. However, there are stand-by commitments to purchase up to 10,000,000 of the Units not otherwise purchased under the Offering by holders of Rights, including under the Basic Subscription Privilege and the Additional Subscription Privilege. See "*Stand-by Commitments*".
Where will the Rights and the Units issuable upon the exercise of the Rights be listed for trading?	The Common Shares are listed on the NEX board of the TSX Venture Exchange ("**TSXV**") under the trading symbol "EPO.H". The Common Shares underlying the Units and the Warrant Shares issuable upon exercise of the Warrants underlying the Units will also trade on the NEX board of the TSXV. The Rights and the Units will not be listed for trading on any stock exchange.
When will the Units separate into Common Shares and Warrants?	The securities underlying each Unit will be separable, upon the earlier of: (1) 60 days following the Expiry Date; or (2) board of directors' approval.

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.

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 Offering; the net proceeds to be available upon completion; the use of proceeds from the Offering and the availability of funds from sources other than the Offering; the listing of the Common Shares and Units on the TSXV; and our ability to continue as a going concern.

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 Offering; the estimated costs of the Offering; the estimated amount of funds raised under the Offering; 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 Offering; delays in obtaining or failure to obtain required approvals to complete the Offering; the uncertainty associated with estimating costs to completion of the Offering, including those yet to be incurred; uncertainties related to the success of the Company's business; dilution of the shareholdings of shareholders who do not exercise all of their Rights under the 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 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 Offering, including those described in the Company's public disclosure documents on SEDAR+ at www.sedarplus.ca.

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 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.

NOTICE TO SHAREHOLDERS IN THE UNITED STATES

NEITHER THIS RIGHTS OFFERING NOR THE UNITS, COMMON SHARES AND WARRANTS ISSUABLE IN CONNECTION WITH THE RIGHTS OFFERING, NOR THE WARRANT SHARES, 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, the Units issuable upon exercise of the Rights, the Common Shares and Warrants underlying the Units, and 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 securities laws of any state of the United States. Shareholders of the Company who are, or who are acting for the account or benefit of, U.S. persons cannot participate in the Offering unless such shareholder can provide evidence satisfactory to the Company, that such shareholder and any person for whose account or benefit the shareholder is acting is an "accredited investor" 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. "**United States**" and "**U.S. person**" are as defined in Regulation S under the U.S. Securities Act.

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 Offering will be approximately $255,574, after deducting estimated expenses of $50,000 associated with the Offering.

		Assuming minimum offering or stand-by commitment only ($)	Assuming 15% of the Offering($)	Assuming 50% of the Offering ($)	Assuming 75% of the Offering ($)	Assuming 100% of Offering ($)
A	Amount to be raised by this Offering	200,000	45,836	152,787	229,180	305,574
B	Selling commissions and fees	Nil	Nil	Nil	Nil	Nil
C	Estimated offering costs (e.g., legal, Rights Agent, audit)	50,000	50,000	50,000	50,000	50,000
D	Available funds: D = A - (B+C)	150,000	(4,164)	102,787	179,480	255,574
E	Additional sources of funding required	Nil	Nil	Nil	Nil	Nil
F	Working Capital Deficiency	**33,857,640**	**33,857,640**	**33,857,640**	**33,857,640**	**33,857,640**
G	Total: G=(D+E)-F	(33,707,640)	(33,861,804)	(33,754,853)	(33,678,160)	(33,602,066)

As at July 31, 2026, the Company's working capital deficiency was $33,857,640. <u>The available funds will not eliminate or significantly reduce our current working capital deficiency.</u> We expect that our working capital deficiency will increase in the 12 months following closing of the Offering due to an anticipated increase in expenditures during that period. There can be no assurance however that our revenues will increase to the extent anticipated or at all.

To manage the working capital deficiency, the Company intends to negotiate debt postponement agreements with its creditors. There is no assurance that such negotiations will be successful in part or at all.

How will we use the available funds?

The net proceeds from the 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 minimum offering or stand-by commitment only ($)	Assuming 15% of the Offering ($)	Assuming 50% of the Offering ($)	Assuming 75% of the Offering ($)	Assuming 100% of Offering ($)
A	Reimburse lender for payment of outstanding audit fees to our auditor	65,300	Nil	65,300	65,300	65,300
B	General working capital	84,700	(4,164)	37,487	114,180	190,274
C	Total: Equal to D in the available funds in chart above	150,000	(4,164)	102,787	179,480	255,574

We intend to spend the available funds as stated. We will reallocate funds only for sound business reasons. The ability of the Company to continue operations and carry out its planned business objectives is dependent on its ability to raise adequate financing from shareholders and other investors, the continued support from its directors, creditors and stakeholders, and the successful development of mineral properties or alternatively upon the Company's ability to dispose of its interest in mineral properties on an advantageous basis in the future. The outcome of these matters cannot be predicted at this time. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

There are material uncertainties that cast significant doubt upon the Company's ability to continue as a going concern.

How long will the available funds last?

Assuming 100% of the Offering is subscribed for, the net proceeds of the Offering will provide funds for us to repay loans advanced to the Company to complete the 2023, 2024 and 2025 Audited Financial Statements. Management expects that additional monies will need to be raised to negotiate with its creditors for settlement and/or postponement of outstanding liabilities. There is no assurance that these negotiations will be successful at all.

We will also seek to raise additional funds through one or more debt or equity financings in the next 12 months. See "*Forward-Looking Statements*" in this Circular and the Company's management discussion and analysis related to its financial statements filed on SEDAR+ at www.sedarplus.ca for a summary of certain risk factors that could negatively affect our future revenues or ability to secure additional equity or debt financings. There can be no assurance that we will be successful in securing any financings over the 12 months following the completion of the Offering.

INSIDER PARTICIPATION

Will insiders be participating?

Glen Macdonald, our President, CEO and a director, who does not own or control any Common Shares, cannot directly participate in the Offering.

Nick Watters, a director, who owns or controls nil Common Shares, cannot directly participate in the Offering. Mr. Watters has provided a stand-by guarantee for 500,000 Units.

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

To the knowledge of our directors and officers, as of the date of this Circular and before the Offering, no person beneficially owns, directly or indirectly, or controls or directs more than 10% of the voting rights attached to all outstanding Common Shares, other than:

Name	Holdings Before the Offering	Holdings After the Offering
GEM Global Yield Fund LLC SCS	3,000,000 (15.71%)	3,000,000 (8.73%)

As a result of GEM Global Yield Fund LLC SCS beneficially owning or exercising control or direction over, directly or indirectly, more than 10% of the issued and outstanding Common Shares, it is considered to be a related party of the Company under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Rights Offering is not subject to the related party transaction rules under MI 61-101 based on the exception in Section 5.1(k) thereof applicable to certain rights offerings.

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 Units to which you are entitled to subscribe for under the Basic Subscription Privilege. If you do not exercise your Rights or elect to sell or transfer your Rights, the value of the Common Shares currently held by you will be diluted by approximately 45% as a result of the exercise of Rights by others.

Assuming you hold 1,000,000 Common Shares, and if you do not exercise any of your Rights and the Offering is fully subscribed for, your shareholdings will be diluted by 45%. In addition, if all the underlying Warrants are in the aggregate exercised, your shareholdings will be diluted an additional 10%.

STAND-BY COMMITMENTS

Who are the stand-by guarantors and what are the fees?

The following persons (the "**Stand-by Guarantors**") have agreed to provide a stand-by commitment to purchase up to a total 10,000,000 Units that are not purchased by Eligible Holders in connection with the Offering, for total commitments of $200,000**.**

Name of Stand-by Guarantor	Number of Units Committed to Purchase	Amount of Commitment
Nadir Nathoo	1,000,000	$20,000
Shahnaz Khoja	1,000,000	$20,000
James Watt	1,000,000	$20,000
Daniel Boase	1,000,000	$20,000
Steve Voelpel(2)	1,000,000	$20,000
Clair Calvert	1,000,000	$20,000
Gerald Hannahs	1,000,000	$20,000
Peter Dalrymple	1,000,000	$20,000
Paul Chow(3)	500,000	$10,000
Nick Watters(1)	500,000	$10,000
Gordon Keep(4)	1,000,000	$20,000
Total	**10,000,000**	**$200,000**

(1) Nick Watters is a related party of the Company by virtue of serving as a director of the Company.
(2) Steve Voelpel holds 375,000 options exercisable at $0.065 until June 26, 2027.
(3) Paul Chow holds 375,000 options exercisable at $0.065 until June 26, 2027.
(4) Fiore Management & Advisory Corp. (FMAC), a private company controlled by Gordon Keep, holds 195,000 options exercisable at $0.065 until June 26,2027.

There is no ranking among the Stand-By Guarantors as to who will purchase Units under their guarantees and they will purchase Units as guarantors on a pro rata basis.

As consideration for their stand-by commitments, the Company will issue non-transferable bonus Common Share purchase warrants (the "**Bonus Warrants**") to the Stand-By Guarantors entitling them to purchase up to a total 2,500,000 Common Shares, being 25% of the total number of Units the Stand-By Guarantors have committed to purchase, at a price of $0.07 per Common Share for a period of 1 year from the Expiry Date.

Name of Stand-by Guarantor	Number of Bonus Warrants
Nadir Nathoo	Up to 250,000
Shahnaz Khoja	Up to 250,000
James Watt	Up to 250,000
Daniel Boase	Up to 250,000

Name of Stand-by Guarantor	Number of Bonus Warrants
Steve Voelpel	Up to 250,000
Clair Calvert	Up to 250,000
Gerald Hannahs	Up to 250,000
Peter Dalrymple	Up to 250,000
Paul Chow	Up to 125,000
Nick Watters	Up to 125,000
Gordon Keep	Up to 250,000
Total	**Up to 2,500,000**

The Stand-by Guarantors who receive Rights as shareholders on the Record Date will not receive Bonus Warrants for exercising their Basic Subscription Privilege and their Additional Subscription Privilege. If a Stand-by Guarantor exercises none of its Rights or exercises only a portion of its Rights, then the number of Bonus Warrants that will be issued to the Stand-by Guarantor will be reduced in accordance with the TSXV's policy.

The Stand-By Guarantors may terminate their obligation under the stand-by commitment if, among other things:

1. there is a material adverse change in the business of the Company;
2. any of the other Stand-By Guarantors fail to perform their commitment;
3. the Company is in material default of its obligations under the Stand-by Guarantee Agreement;
4. any closing conditions are not satisfied; or
5. the Common Shares are halted, suspended or de-listed.

Have we confirmed that the Stand-By Guarantors have the financial ability to carry out their stand-by commitments?

The Company has confirmed that the Stand-By Guarantors have the financial ability to carry out their stand-by commitments.

What are the security holdings of the Stand-By Guarantors before and after the Rights Offering?

Name of Stand-By Guarantor	Number of securities held directly or indirectly before the Offering and percentage of outstanding Common Shares	Number of securities directly or indirectly held after the Offering and percentage of outstanding Common Shares if the Stand-By Guarantor takes up the entire stand-by commitment
Nadir Nathoo	Nil (Undiluted)	1,000,000 shares (2.91%) and 1,000,000 warrants and 250,000 Bonus Warrants
Shahnaz Khoja	Nil (Undiluted)	1,000,000 shares (2.91%) and 1,000,000 warrants and 250,000 Bonus Warrants
James Watt	Nil (Undiluted)	1,000,000 shares (2.91%) and 1,000,000 warrants and 250,000 Bonus Warrants
Daniel Boase	Nil (Undiluted)	1,000,000 shares (2.91%) and 1,000,000 warrants and 250,000 Bonus Warrants
Nick Watters(1)	Nil (Undiluted)	500,000 shares (1.46%) and 500,000 warrants and 125,000 Bonus Warrants
Clair Calvert	Nil (Undiluted)	1,000,000 shares (2.91%) and 1,000,000 warrants and 250,000 Bonus Warrants
Gerald Hannahs	Nil (Undiluted)	1,000,000 shares (2.91%) and 1,000,000 warrants and 250,000 Bonus Warrants
Peter Dalrymple	Nil (Undiluted)	1,000,000 shares (2.91%) and 1,000,000 warrants and 250,000 Bonus Warrants
Steve Voelpel(2)	Nil (Undiluted) 375,000 (1.93%) (Partially Diluted)	1,000,000 (2.91%) shares and 1,000,000 warrants and 250,000 Bonus Warrants
Paul Chow(3)	400,000 (2.09%) (Undiluted) 775,000 (3.98%) (Partially Diluted)	900,000 shares (2.62%) and 500,000 warrants and 125,000 Bonus Warrants
Gordon Keep(4)	Nil (Undiluted) 195,000 (1.01%) (Partially Diluted)	1,000,000 shares (2.91%) and 1,000,000 warrants and 250,000 Bonus Warrants

(1) Nick Watters is a related party of the Company by virtue of serving as a director of the Company.
(2) Steve Voelpel holds options to acquire 375,000 shares at $0.065 until June 26, 2027.
(3) Paul Chow holds options to acquire 375,000 shares at $0.065 until June 26, 2027.
(4) FMAC, a private company controlled by Gordon Keep holds options to acquire 195,000 shares at $0.065 until June 26, 2027.

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 Offering.

HOW TO EXERCISE THE RIGHTS

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

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

If you are a registered holder of Common Shares in an Eligible Jurisdiction, a certificate (the "**Rights Subscription Form**") representing the total number of transferable Rights to which you are entitled as at the Record Date will be mailed to you along with a copy of the Notice. To exercise the Rights represented by the Rights Subscription Form, you must complete and deliver the Rights Subscription Form, 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 Subscription Form and delivery to the Rights Agent will only be effective when received by the Rights Agent at its Subscription Office. See "*Appointment of Rights Agent - Who is the Rights Agent?*" Rights Subscription Forms and payments received after the Expiry Time will not be accepted.

To exercise your Rights, you must:

1. ***Complete and sign Form 1 on the Rights Subscription Form.*** The maximum number of Rights that you may exercise under the Basic Subscription Privilege is shown in the box on the upper righthand corner of the face of the Rights Subscription Form. If you complete the Form 1 so as to exercise some but not all of the Rights evidenced by the Rights Subscription Form, 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 Subscription Form is surrendered to the Rights Agent.

2. ***Additional Subscription Privilege.*** Complete and sign Form 2 on the Rights 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 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 Endeavor Trust Corporation.*** To exercise the Rights, you must pay the Subscription Price. 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 Additional Units subscribed for under the Additional Subscription Privilege.

4. ***Delivery.*** Deliver or mail the completed Rights Subscription Form 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.

The signature of the Rights Subscription Form holder must correspond in every particular with the name that appears on the face of the Rights 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 of the subscription or the issuance of Units for the subscription 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 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 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 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.

Can I combine, exchange or divide my Rights Subscription Form?

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

Who is eligible to receive Rights?

No offering outside of Eligible Jurisdictions

The Rights are being offered to Eligible Holders in each of the provinces and territories of Canada, except Quebec. 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. This Circular is not to be construed as an offering of the Rights, nor are the Units issuable upon exercise of the Rights offered for sale, in any jurisdiction outside the Eligible Jurisdictions or to holders of Common Shares who are residents of any jurisdiction other than the Eligible Jurisdictions.

Ineligible Holders may not acquire Rights or the Units issuable upon exercise of the Rights unless approved by the Company

We will not issue or forward Rights Subscription Forms to Ineligible Holders 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 Notice, for information purposes only, together with a letter advising them that their Rights Subscription Forms will be held by the Rights Agent. An Ineligible Holder, either registered or beneficial, may apply to the Company to claim their Rights Subscription Form by providing documentation confirming that the delivery of their Rights Subscription Form, 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 notice to the Rights Agent that such Ineligible Holder is an approved ineligible holder (an "**Approved Ineligible Holder**") and instruct the Rights Agent to deliver the Rights Subscription Form to the Approved Ineligible Holder. The Rights Subscription Form, and any Units that may be issued upon the exercise of the Rights, may be endorsed with restrictive legends according to applicable securities laws.

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 us, on or before August 31, 2026 representing to us 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**"). Participants receiving Rights on behalf of beneficial Ineligible Holders will be instructed by CDS not to permit the exercise of such Rights unless the holder is an Approved Eligible Holder.

Holders of Rights who are not resident in Canada should be aware that the purchase and sale of Rights or Common Shares or Warrants may have tax consequences in the jurisdiction where they reside, which are not described in this Circular. Accordingly, such holders should consult their own tax advisors about the specific tax consequences in the jurisdiction where they reside of acquiring, holding and disposing of Rights or Common Shares or Warrants.

Approved Ineligible Holders in the United States

The Rights, the Units issuable upon exercise of the Rights, the Common Shares and Warrants underlying the Units, and the Warrant Shares, have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States. A direct or indirect shareholder of the Company with an address of record in the United States, and any shareholder who is or who is acting for the account or benefit of a U.S. person, will be an Ineligible Holder and cannot participate in the Offering; provided, however, that such Ineligible Holder may be accepted by the Company as an Approved Ineligible Holder if: (1) the Ineligible Holder, and any person for whose account or benefit the Ineligible Holder is acting, 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 an "**Accredited Investor**"); and (2) the Ineligible Holder 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 us 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 we deem necessary to confirm the status of the Ineligible Holder and the status of any person for whose account or benefit the Ineligible Holder is acting as an Accredited Investor in order to comply with Rule 506(c) of Regulation D); and (3) satisfies us that such offering to and subscription by such Ineligible Holder is lawful and in compliance with all applicable securities and other laws, and may have its Rights Subscription Forms issued and forwarded by the Rights Agent upon direction from us.

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 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 Subscription Form for the maximum number of Units that you may subscribe for and also complete Form 2 on the Rights Subscription Form, specifying the number of Additional Units desired. Send the purchase price for the Additional Units under the Additional Subscription Privilege with your Rights Subscription Form to the Rights Agent. The purchase price is payable in Canadian funds by certified cheque, bank draft or money order payable to the order of Endeavor Trust Corporation. 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 practicable after the Expiry Date, the Rights Agent will mail to each holder of Rights who completed Form 2 on the Rights Subscription Form, 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

The Rights will not trade on the TSXV. If you do not wish to exercise your Rights, you may sell or transfer them directly or through your stockbroker or investment dealer at your expense, subject to any applicable resale restrictions. See "*How to exercise the rights – Are there restrictions on the resale of securities?*" You may elect to exercise only a part of your Rights and dispose of the remainder, or dispose of all your Rights. Any commission or other fee payable in connection with the exercise or any trade of Rights (other than the fee for services to be performed by the depository as described herein) 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. The Rights will not be listed on any stock exchange and no market is expected to develop for the Rights.

Additional Rights may also be purchased through a stockbroker or investment dealer by a shareholder of the Company.

Eligible Holders of Rights in Canada with Rights Subscription Forms in registered form may, instead of exercising their Rights to subscribe for Units, sell or transfer their Rights to any person in Canada (a "**transferee**") by completing Form 3 on the Rights Subscription Form and delivering the Rights Subscription Form 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 Subscription Form, have the signature guaranteed by an "eligible institution" to the satisfaction of the Rights Agent and deliver the Rights Subscription Form 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 Subscription Form 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 Subscription Form for all purposes and will not be affected by notice to the contrary. A Rights Subscription Form 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

The Rights will not trade on the TSXV. If you hold Common Shares through a Participant, you must arrange for the exercise, transfer or purchase of Rights through that Participant.

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

Listing and trading of the Common Shares comprising the Units issuable on exercise of the Rights will require the approval of the TSXV upon application by the Company. The Common Shares must meet the TSXV's public distribution requirement to be allowed to trade on the TSXV.

The Common Shares and Warrants underlying the Units will not be separable, until the earlier of: (1) 60 days have elapsed following the Closing of the Offering; or (2) the board of directors' approval. The Common Shares issuable upon the exercise of the Warrants will be listed on the TSXV under the trading symbol "EPO.H".

Are there restrictions on the resale of securities?

Rights, the Units 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.

The Rights and the Units issuable on exercise of the Rights, the Common Shares and Warrants underlying the Units, and the Warrant 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, the Rights, and the Common Shares and Warrants underlying Units 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. In addition, Warrants 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 Act and any applicable U.S. state securities laws. Any Rights, and any Common Shares and Warrants underlying Units, issued to Approved Ineligible Holders pursuant to Rule 506(c) of Regulation D, and any Warrant Shares issued upon exercise of such Warrants in reliance on an exemption from the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws, will be "restricted securities" as defined in Rule 144 under the U.S. Securities Act and will be represented by physical instruments imprinted with restrictive legends in customary form. "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 Rights can only be exercised to acquire one whole Unit, which is comprised of one Common Share and one Warrant. No fractional Units will be issued.

APPOINTMENT OF RIGHTS AGENT

Who is the Rights Agent/Depository?

Endeavor Trust Corporation is the Rights Agent for the 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 Stand-By Guarantors?

If we do not receive funds from one or more of the Stand-By Guarantors when they are obligated to perform their commitment, we will still complete the Offering and issue Units to those holders who have exercised their Basic Subscription Privilege and, if applicable, their Additional Subscription Privilege, and the Stand-By Guarantors who have performed their commitment. The Stand-by Guarantors will have the right to acquire more Units, on a *pro rata* basis, to provide the funds not provided by Stand-by Guarantor(s) who didn't perform their commitment.

ADDITIONAL INFORMATION

Where can you find more information about the Company?

You can find more information about the Company on SEDAR+ at www.sedarplus.ca in the Company's continuous disclosure documents. You can also find additional information about us at http://www.epotash.com.

MATERIAL FACTS AND MATERIAL CHANGES

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

ENCANTO POTASH CORP.

ENDEAVOR TRUST CORPORATION
702 – 777 Hornby Street, Vancouver, BC, V6Z 1S4
Tel: 604-559-8880 Fax: 604-559-8908
Email: admin@EndeavorTrust.com
Web: www.EndeavorTrust.com

Use a black or blue pen. Print in CAPITAL letters. Please complete the information fields below in full.

Holder Account Number			
Name **(please print)**			
Address			
City	Province/State		Postal/Zip Code
Telephone (Daytime #)		Email	

RIGHTS SUBSCRIPTION FORM

THIS IS YOUR RIGHTS SUBSCRIPTION FORM. PLEASE USE THIS FORM TO PARTICIPATE IN THE RIGHTS OFFERING BY FULLY COMPLETING EACH BOX BELOW (AS APPLICABLE), ATTACHING YOUR SUBSCRIPTION PAYMENT, AND RETURNING THE FORM TO ENDEAVOR TRUST CORPORATION BY SEPTEMBER 10, 2026. YOUR RIGHTS BALANCE IS STATED ON THE ENCLOSED DIRECT REGISTRATION (DRS) ADVICE.

FOR MORE INFORMATION ON THESE RIGHTS AND THE RIGHTS OFFERING, PLEASE SEE THE RIGHTS OFFERING CIRCULAR OF ENCANTO POTASH CORP. (THE "COMPANY") DATED AUGUST 12, 2026 (THE "OFFERING CIRCULAR").

SUBSCRIPTION INSTRUCTIONS

BASIC SUBSCRIPTION: A shareholder or transferee of Rights wishing to subscribe for Common Shares must complete Box 1 on the reverse of this page and deliver this Rights Subscription Form together with payment in full of the subscription price to Endeavor Trust Corporation at its office shown on the reverse of this page prior to September 10, 2026.

Completion of Box 1 constitutes a representation by the holder that (A) such holder is not an Ineligible Shareholder (as defined below) or (B) if such holder is an Ineligible Shareholder (i) it has advised the Company of this fact in writing and, (ii) that such offering to and subscription by such holder is lawful and in compliance with all applicable securities and other laws where such holder is resident.

ADDITIONAL SUBSCRIPTION: To subscribe for additional Common Shares, shareholders must complete Box 2 on the reverse of this page. **Shareholders can only submit a request for additional Common Shares if all available Common Shares under the Basic Subscription (outlined above) have been subscribed for.** Payment for additional Common Shares should be combined with the payment for the Basic Subscription on one certified cheque, bank draft or money order made out to Endeavor Trust Corporation. A refund cheque will be issued for any additional Common Shares requested and not issued.

TO SELL, TRANSFER, DIVIDE, OR COMBINE RIGHTS

To SELL or TRANSFER your Rights, please see the instructions provided with the enclosed DRS advice. Note that the Rights expire at 2:00 p.m. (Pacific time) on September 10, 2026. If you plan on selling or transferring your Rights, ensure to provide ample time for intermediary processing.

To DIVIDE or COMBINE your Rights, please deliver the enclosed DRS advice together with a letter of instruction detailing the division or combination of Rights to Endeavor Trust Corporation at the addresses on the reverse of this page. If you are dividing or combining your Rights, the registered name MUST remain the same. If you would like to change the registered name of the Rights, see the SELL or TRANSFER instructions above. Note that the Rights expire at 2:00 p.m. (Pacific time) on September 10, 2026. If you plan on dividing or combining your Rights, ensure to provide ample time for intermediary processing.

RIGHTS MAY NOT BE SOLD OR TRANSFERRED TO RESIDENTS OUTSIDE OF THE PROVINCES AND TERRITORIES OF CANADA.

INELIGIBLE SHAREHOLDERS

SUBSCRIPTIONS WILL NOT BE ACCEPTED FROM INELIGIBLE SHAREHOLDERS, PROVIDED THAT THE COMPANY MAY ACCEPT A SUBSCRIPTION FROM AN INELIGIBLE SHAREHOLDER IF THE COMPANY DETERMINES THAT SUCH OFFERING AND SUBSCRIPTION IS LAWFUL AND IN COMPLIANCE WITH ALL SECURITIES AND OTHER LAWS APPLICABLE IN THE JURISDICTION WHERE SUCH PERSON IS RESIDENT. SEE THE OFFERING CIRCULAR FOR MORE INFORMATION. AN "INELIGIBLE SHAREHOLDER" MEANS A HOLDER OF RIGHTS WHO IS NOT RESIDENT IN A PROVINCE OR TERRITORY OF CANADA.

THIS RIGHTS SUBSCRIPTION FORM AND THE RIGHTS SHOWN ON THE ENCLOSED DRS ADVICE WILL BE VOID IF NOT USED FOR SUBSCRIPTION BEFORE SEPTEMBER 10, 2026

BOX 1 – BASIC SUBSCRIPTION

The undersigned hereby irrevocably subscribes for the principal amount of Common Shares indicated below upon the terms and subject to the conditions stated in the Company's Rights Offering Circular dated August 12, 2026. One point two five (1.25) Rights entitles the holder to subscribe for one (1) Unit at a price of CAD$0.02 per Unit purchased (only whole Common Shares and Warrants will be issued). Payment in full of the total subscription price must be made to Endeavor Trust Corporation by certified cheque, bank draft or money order.

TO CALCULATE HOW MANY COMMON SHARES YOU MAY SUBSCRIBE FOR PURSUANT TO YOUR BASIC SUBSCRIPTION PRIVILEGE, REFER TO THE NUMBER OF RIGHTS ISSUED TO YOU ON THE ENCLOSED DRS ADVICE.

CALCULATION EXAMPLE:
If you were issued 500 Rights and you want to subscribe for all available Common Shares, the Total Common Shares you would subscribe for would be: 400 Common Shares (500 Rights / 1.25 = 400 Common Shares).

TOTAL UNITS YOU WISH TO SUBSCRIBE:

____

TOTAL FUNDS SUBMITTED:

$ ______________________________

CALCULATION: *MULTIPLY THE NUMBER OF UNITS BY CAD$0.02*

SUBSCRIBER'S SIGNATURE:

____

DATE:

BOX 2 – ADDITIONAL SUBSCRIPTION

IF YOU DO NOT WISH TO SUBSCRIBE FOR ADDITIONAL COMMON SHARES BEYOND YOUR BASIC SUBSCRIPTION PRIVILEGE, DO NOT COMPLETE THIS BOX

The undersigned, having exercised all available Rights under this Rights Subscription Form in respect of their Basic Subscription privilege, hereby irrevocably subscribes for additional Units at a price of CAD$0.02 per Unit and agrees to accept the same or any smaller number that may be allotted in accordance with the terms and conditions set forth on this Rights Subscription Form and in the Company's Rights Offering Circular dated August 12, 2026. Payment in full of the total subscription price for any additional Units must be made to Endeavor Trust Corporation (by certified cheque, bank draft or money order) with this subscription for additional Units. In the event of an oversubscription for additional Units pursuant to the Additional Subscription Privilege, Endeavor Trust Corporation shall return to subscribers the excess funds paid for subscriptions of such additional Units:

TOTAL <u>ADDITIONAL</u> UNITS YOU WISH TO SUBSCRIBE:

____

TOTAL FUNDS SUBMITTED:

$ ______________________________

CALCULATION: *MULTIPLY THE NUMBER OF UNITS BY CAD$0.02*

SUBSCRIBER'S SIGNATURE:

____

DATE:

STEP 3 – PAYMENT & DELIVERY

Both this 1) Subscription Form and 2) your combined payment (from Box 1 and Box 2) must be validly completed and delivered to Endeavor Trust Corporation by 2:00 p.m. (Pacific time) on September 10, 2026 to the address listed below. Payments must be issued by **CERTIFIED CHEQUE, BANK DRAFT OR MONEY ORDER** in the name of **Endeavor Trust Corporation** and sent to:

By Registered Mail, Hand or Courier:
ENDEAVOR TRUST CORPORATION
Suite 702, 777 Hornby Street,
Vancouver, British Columbia, V6Z 1S4
Attention: Securities Processing

Privacy Notice: *Endeavor Trust Corporation is committed to protecting your personal information. In the course of providing services to you and our corporate clients, we receive non-public personal information about you - from transactions we perform for you, forms you send us, other communications we have with you or your representatives, etc. This information could include your name, address, social insurance number, securities holdings and other financial information. We use this to administer your account, to better serve your and our clients' needs and for other lawful purposes relating to our services. Some of your information may be transferred to servicers in the U.S.A. for data processing and/or storage. Endeavor Trust Corporation will use the information you are providing in order to process your request and will treat your signature(s) as your consent to us so doing.*

ENCANTO POTASH CORP.

NOTICE TO INELIGIBLE SHAREHOLDERS

August 12, 2026

Dear Shareholder:

On August 12, 2026 Encanto Potash Corp. (the "**Company**") issued a news release providing details of the Company's rights offering (the "**Rights Offering**") to the holders of its common shares ("**Common Shares**") of record at the close of business on August 20, 2026 (the "**Record Date**"). Pursuant to the Rights Offering, each holder of Common Shares (a "**Shareholder**") will receive one (1) transferable right (each, a "**Right**") for each one (1) Common Share held as of the Record Date. One point two five (1.25) Rights entitle the holder to subscribe for one (1) unit of the Company (each, a "**Unit**"), with each Unit consisting of one (1) Common Share and one (1) transferable share purchase warrant (a "**Warrant**"). Four (4) Warrants entitle the holder to purchase one (1) additional Common Share (a "**Warrant Share**") at a price of $0.07 until 2:00 p.m. (Pacific time) on September 10, 2027. Details of the Rights Offering are described in the Company's rights offering circular dated August 12, 2026 (the "**Circular**"), a copy of which may be viewed under the Company's profile on SEDAR+ www.sedarplus.ca.

Rights are evidenced by rights subscription forms (the "**Rights Subscription Forms**"). The Rights are being offered only to Shareholders resident in Eligible Jurisdictions ("**Eligible Holders**"). One point two five (1.25) Rights entitle an Eligible Holder to subscribe for one (1) Unit at a subscription price of $0.02 per Unit (the "**Basic Subscription Privilege**") until 2:00 p.m. (Pacific time) on September 10, 2026.

Eligible Holders who exercise 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 in the Rights Offering that have not been subscribed and paid for under the Basic Subscription Privilege by September 10, 2026.

Eligible Holders who exercise their Rights must enclose payment in Canadian funds by certified cheque, bank draft or money order payable to the order of Endeavor Trust Corporation, the Company's rights agent.

The offer of these securities is made in all provinces and territories of Canada except Quebec (collectively, the "**Eligible Jurisdictions**"). The Rights Offering is not being made in jurisdictions other than the Eligible Jurisdictions. The Circular is not to be construed as an offering of the Rights, nor are the Units issuable upon exercise of the Rights offered for sale, in any jurisdiction outside the Eligible Jurisdictions or to holders of Common Shares who are residents of any jurisdiction other than the Eligible Jurisdictions

The Rights, the Units issuable upon exercise of the Rights, the Common Shares and Warrants underlying the Units, and 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 securities laws of any state of the United States. The Circular does not constitute an offer to sell or a solicitation of an offer to buy any of the Rights or the underlying Units within the United States, and such securities may not be offered to or for the account or benefit of any person in the United States or any U.S. person. "**United States**" and "**U.S. person**" are as defined in Regulation S under the U.S. Securities Act.

This letter is not to be construed as an offering of the Rights, nor are the Units 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.

As a Shareholder whom the Company believes is, or may be, resident in a jurisdiction that is not an Eligible Jurisdiction, you are being sent this Notice to Ineligible Shareholders.

You may transfer your Rights, provided that (i) you notify and provide transfer instructions to Endeavor Trust Corporation, the rights agent retained by the Company in connection with the Rights Offering (the "**Rights Agent**"), in writing, **on or before August 31, 2026**, and (ii) that the transferee's address on the transfer instructions is in an Eligible Jurisdiction.

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 August 31, 2026** 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 in the Rights Offering is confirmed, the Rights Agent will forward to you a Rights Subscription Form evidencing the number of Rights you are entitled to.

If you are the beneficial owner of Common Shares, please note that such Common Shares and the Rights are likely registered in the name of your broker or an agent of that broker. Without your specific instructions, your broker or its agents or nominees will not be able to execute or deliver the Exempt Purchaser Status Certificate. Therefore, if you choose to participate in the Rights Offering, please ensure that instructions respecting the execution or delivery of the Exempt Purchaser Status Certificate are communicated to your broker or an agent of that broker.

A completed and executed Exempt Purchaser Status Certificate should be delivered to the Company on or before August 31, 2026 at:

Endeavor Trust Corporation
Suite 702, 777 Hornby Street,
Vancouver, British Columbia, V6Z 1S4, Canada

Any questions or requests for assistance may be directed to the Rights Agent, Endeavor Trust Corporation, at Suite 702, 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4.

Yours sincerely,

(signed) *"Glen Macdonald"*
Glen Macdonald
President and Chief Executive Officer
Encanto Potash Corp.

ENCANTO POTASH CORP.

INELIGIBLE SHAREHOLDERS

EXEMPT PURCHASER STATUS CERTIFICATE

Unless otherwise defined herein, all capitalized terms used herein shall have the meaning ascribed thereto in the Notice to Ineligible Shareholders dated August 12, 2026 of Encanto Potash Corp. (the "**Company**").

The undersigned hereby represents and warrants to the Company, the Rights Agent and their respective directors, officers, employees, legal counsel and agents as follows:

1. The undersigned is resident in a jurisdiction outside of the provinces and territories of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, North West Territories, Yukon and Nunavut.

2. The undersigned (i) was not offered the securities in the United States and is not a U.S. Person, (ii) did not execute or deliver this Exempt Purchaser Status Certificate and will not exercise the Rights in the United States, (iii) is not acquiring the securities on behalf of a person in the United States or a U.S. Person, and (iv) confirms that delivery of the underlying Units, Common Shares, Warrants and Warrant Shares will not be to an address in the United States.

3. The distribution to, and exercise by, the undersigned of the Rights is not unlawful and is exempt from any prospectus or similar filing requirement under the laws applicable to the undersigned or the laws of the undersigned's jurisdiction of residence or, if such is not applicable, the distribution to, and exercise by, the undersigned of such Rights is permitted without the need to rely on any exemptions, and does not require obtaining any approvals of a regulatory authority in the undersigned's jurisdiction of residence.

4. The laws applicable to the undersigned and the laws of the undersigned's jurisdiction of residence do not require the Company to make any filings or seek any approvals of any kind whatsoever from any securities regulator of any kind whatsoever in the undersigned's jurisdiction of residence in connection with the distribution to, and exercise by, the undersigned of the Rights or the distribution of Common Shares issuable upon exercise of the Rights.

5. Under the laws of the undersigned's jurisdiction of residence, the undersigned is entitled to receive, own and exercise the Rights and to acquire the Units, Common Shares, Warrants and Warrant Shares issuable upon exercise of the Rights.

6. The undersigned has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of an investment in the securities and it is able to bear the economic risk of loss of its entire investment.

7. The Company has provided the undersigned with the opportunity to ask questions and receive answers concerning the terms and conditions of the Rights Offering and the undersigned has had access to such information concerning the Company as it has considered necessary or appropriate in connection with its investment decision to acquire the securities.

8. The undersigned is acquiring the securities for its own account, for investment purposes only and not with a view to any resale, distribution or other disposition of the securities in violation of any applicable securities laws.

9. The undersigned (i) has adequate net worth and means of providing for its current financial needs and possible contingencies, (ii) has no need for liquidity in this investment, and (iii) is able to bear the economic risks of an investment in the securities for an indefinite period of time.

10. The undersigned has based its investment decision on a copy of the Circular. The undersigned acknowledges that neither the Company nor any of its affiliates has made any representations, express or implied, with respect to the Company, the Rights Offering, the Rights or the Units or the accuracy, completeness or adequacy of any financial or other information concerning the Company, the Rights Offering, the Rights or the Units, other than the information contained or incorporated by reference in the Circular.

11. The undersigned has not purchased the securities as a result of any form of general solicitation or general advertising, including advertisements, articles, notices or other communications published in any newspaper, magazine or similar media or broadcast over radio, internet, television or other form of telecommunications, or any seminar or meeting whose attendees have been invited by general solicitation or general advertising.

12. The undersigned understands and agrees that there may be material tax consequences to the undersigned of an acquisition or disposition of the Rights, Units, Common Shares, Warrants and Warrant Shares. The Company gives no opinion and makes no representation with respect to the tax consequences to the undersigned under federal, state, provincial, local or foreign tax law of the undersigned’s acquisition or disposition of the Rights, Units, Common Shares, Warrants or Warrant Shares.

13. The undersigned understands and agrees that the financial statements of the Company have been prepared in accordance with International Financial Reporting Standards, which may differ from the generally accepted accounting principles of the undersigned’s jurisdiction of residence, and thus may not be comparable to financial statements of companies in the undersigned’s jurisdiction of residence.

14. The undersigned confirms that, to the extent it is acquiring the Rights or Common Shares for the account of one or more other persons, (i) it has been duly authorized to sign this Exempt Purchaser Status Certificate and make the confirmations, acknowledgements and agreements set forth herein on their behalf, and (ii) the provisions of this Exempt Purchaser Status Certificate constitute legal, valid and binding obligations of the undersigned and any other person for whose account it is acting.

15. The undersigned irrevocably authorizes the Company, its affiliates and any person acting on their behalf to produce this Exempt Purchaser Status Certificate or a copy hereof to any interested party in any administrative or legal proceedings, dispute or official inquiry with respect to the matters covered hereby.

The undersigned acknowledges that the Company and the Rights Agent and their respective directors, officers and employees are relying on the foregoing representations and warranties and are entitled and requested to do so in forwarding a Rights Subscription Form to the undersigned, accepting the undersigned's subscription and in issuing and distributing the subscribed for Units.

The undersigned acknowledges that the foregoing representations and warranties are true and accurate as of the date of this Exempt Purchaser Status Certificate and will be true and accurate as of each of the dates of issuance of each of the securities described herein (collectively, the "**Issuance Dates**"). If any such representation or warranty shall not be true and accurate prior to any Issuance Date, the undersigned shall give immediate written notice of such fact to the Company and the Rights Agent.

Note: For the purposes of the representations above, "**United States**" and "**U.S. Person**" have the respective meanings given to such terms in Rule 902 of Regulation S under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"). For purposes of Regulation S, "**United States**" means the United States of America, its territories and possessions, any state of the United States and the District of Columbia. "**U.S. Person**" includes, with certain exceptions, (i) any natural person resident in the United States; (ii) any partnership or corporation organized or incorporated under the laws of the United States; (iii) any estate of which any executor or administrator is a U.S. Person; (iv) any trust of which any trustee is a U.S. Person; (v) any agency or branch of a foreign entity located in the United States; (vi) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. Person; (vii) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated or (if any individual) resident in the United States; and (viii) any partnership or corporation if (a) organized or incorporated under the laws of any jurisdiction other than the United States and (b) formed by a U.S. Person principally for the purposes of investing in securities not registered under the U.S. Securities Act.

Dated: ______________________	Signed: ______________________
______________________ Witness (if Shareholder is an individual)	______________________ Print the name of Shareholder
______________________ Print Name of Witness	______________________ If Shareholder is not an individual, print name and title of authorized signing officer or representative