

# OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

June 4, 2026



**TOUCHSTONE EXPLORATION INC.**  
("Touchstone" or the "Company")

## PART 1 SUMMARY OF OFFERING

### What are we offering?

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<b>Offering:</b>	<p>Common shares of the Company (the "<b>Offer Shares</b>"), which upon issuance will rank <i>pari passu</i> in all respects with the Company's existing issued common shares of no par value (the "<b>Common Shares</b>"). Holders of Common Shares are entitled to dividends, if as and when declared by the directors, to one vote per Common Share at meetings of shareholders and, upon liquidation, to receive such assets of the Company as are distributable to holders of Common Shares.</p> <p>The Offering (as defined below) is being conducted on a "best efforts" basis by Canaccord Genuity Corp., as agent on behalf of a syndicate of agents.</p> <p>The Offering will be made pursuant to the terms and conditions of an agency agreement to be entered into on or before the Closing Date (as defined below) between the Company and the Agents (as defined below).</p>
<b>Offering price:</b>	C\$0.13 per Offer Share.
<b>Offering amount</b>	Up to 38,462,000 Offer Shares, for aggregate proceeds up to approximately C\$5,000,000 (the " <b>Offering</b> ").
<b>Closing date:</b>	On or about June 10, 2026 (the " <b>Closing Date</b> ")
<b>Exchanges:</b>	The Common Shares are listed on the Toronto Stock Exchange (" <b>TSX</b> ") and the AIM market of the London Stock Exchange (" <b>AIM</b> ") under the stock symbol TXP. Application will be made for the Offer Shares to be admitted to the TSX.
<b>Offering Jurisdictions</b>	The Common Shares will be offered for sale to purchasers in each of the provinces of Canada other than Québec.
<b>Last closing prices:</b>	The closing price of the Common Shares on June 3, 2026 on the TSX was C\$0.135. The closing price of the Common Shares on AIM on June 3, 2026 was 7.25 pence.

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***No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.***

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

- The Company has active operations and its principal asset is not cash, cash or cash equivalents or its exchange listing.
- The Company has filed all periodic and timely disclosure documents that it is required to have filed.
- The Company is relying on the exemptions in Coordinated Blanket Order 45-935 *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the "Order") and is qualified to distribute securities in reliance on the exemptions included in the Order.
- The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the twelve (12) months immediately preceding the date of the news release announcing this Offering, will not exceed \$25,000,000.
- The Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of twelve (12) months following the distribution.
- The Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.

## PART 2 SUMMARY OF DESCRIPTION OF BUSINESS

### What is our business?

The Company, through its subsidiaries, is actively engaged in the exploration, acquisition, development and production of hydrocarbons from onshore reservoirs in the Republic of Trinidad and Tobago ("**Trinidad**"). The Company's core strategy is to leverage Canadian operational experience and technical capability across its Trinidad onshore properties to create long-term shareholder value.

Following the acquisition of an operating interest in the Central Block Exploration and Production (Public Petroleum Rights) Licence (the "**Central Licence**") in May 2025, the Company's strategic focus has evolved. It now encompasses both oil production from mature onshore fields and natural gas development linked to both the domestic market and the liquefied natural gas ("**LNG**") export market.

### Recent developments

On May 16, 2025, Touchstone Exploration (Trinidad) Ltd., an indirect wholly owned Trinidad subsidiary of the Company, completed the acquisition of one hundred percent (100%) of the share capital of Shell Trinidad Central Block Limited for preliminary cash consideration of US\$28.4 million.

The acquired entity held a sixty-five percent (65%) operating interest in the onshore Central Licence, with Heritage Petroleum Company Limited holding the remaining thirty five percent (35%) participating interest. The Central block assets include four producing natural gas wells and a gas processing facility, with production from the Carapal Ridge, Baraka, and Baraka East liquids-rich natural gas pools. To streamline operations and achieve administrative efficiencies, the acquired entity was amalgamated with an indirect wholly owned subsidiary of the Company on December 12, 2025.

In 2025, the Company drilled the Cascadura-4ST2 well and the Cascadura-5 wells in the Cascadura field of the Ortoire block. The Cascadura-5 well, drilled into the Cascadura block B zone, was brought onstream in November 2025. However, the well underperformed relative to internal forecasts, resulting in a material downward technical revision of the reserves assigned to that specific reservoir block as of December 31, 2025. Additionally, the loss of the Cascadura-4ST2 wellbore due to mechanical failure has deferred planned production from that location.

To optimize asset performance, the Company is currently upgrading its natural gas facility infrastructure on the Cascadura field. Installation of a new compressor is underway, with commissioning targeted for June 2026. The compressor is designed to alleviate production constraints associated with elevated sales pipeline pressures and is expected to enhance production rates and improve operational stability.

In the fourth quarter of 2025, the Company successfully drilled the CR-3 development well on the Central block, representing the first new well drilled on the field in over 17 years. Following completion and facility tie-in, production commenced on March 28, 2026. To address an initial inflow restriction and maximize production performance, the Company is preparing for a coiled tubing cleanout and acid stimulation program at the CR-3 well.

The Company has been advised that Atlantic LNG Train 4 commenced a scheduled 54-day maintenance shutdown on May 26, 2026. During this maintenance period, Central block gas volumes are being redirected to Train 2/3, as well as the domestic market.

The Company has drilled two crude oil development wells on the WD-8 block in March and April 2026. Both wells were successfully completed and placed on production in May 2026.

#### **Material facts**

There are no material facts about the securities being distributed that have not been disclosed in this Offering Document or in any other document filed by the Company in the twelve (12) months preceding the date of this Offering Document.

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

The available funds from this Offering will be used in combination with the available funds from the concurrent Non-LIFE Offering (as defined below) and the Debenture (as defined below) to fund development drilling, execute low-cost production-enhancing workovers, and strengthen the balance sheet by reducing aged vendor payables.

Below is a summary of each significant event that must occur for the business objectives to be accomplished, the specified period in which the Company expects each event to occur, and the cost related to each event:

<b>Business Objectives and Milestones</b>	<b>Target Completion</b>	<b>Cost Related to Each Business Objective (Minimum) (US\$000's)<sup>(1)</sup></b>	<b>Cost Related to Each Business Objective (100%) (US\$000's)<sup>(2)</sup></b>
Execute low-cost production-enhancing workovers	Second quarter 2026	1,136	1,136
Development drilling	Second half 2026	3,999	8,417
Strengthen the balance sheet by reducing aged vendor payables	June 2026	4,865	5,447

Notes:

(1) Assumes the minimum aggregate gross proceeds from the Offering, the Non-LIFE Offering and the Debenture (all as defined below).

(2) Assumes the maximum aggregate gross proceeds from the Offering, the Non-LIFE Offering and the Debenture (all as defined below).

## PART 3 USE OF AVAILABLE FUNDS

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

The available funds from this Offering will be used in combination with proceeds from (i) a concurrent private placement to institutional investors on a "reasonable endeavors basis" by Canaccord Genuity Limited and Cavendish Capital Markets Limited in the United Kingdom (the "**UK Private Placement**"), (ii) retail investors pursuant to a retail offering of Common Shares via Winterflood Securities Limited's proprietary WRAP platform at the website [wrap.winterflood.com](http://wrap.winterflood.com) (the "**WRAP Offer**"), (iii) a subscription by Purebond Limited ("**Purebond**") for up to 15.4% (being Purebond's pro-rata portion) of the securities offered under the Offering, the UK Private Placement and the WRAP Offer in an initial tranche (the "**Purebond Tranche 1 Subscription**"), (iv) Purebond's subscription for additional securities under the initial tranche to the extent that the aggregate gross proceeds received by the Company from the Offering and the Non-LIFE Offering (as defined below) are less than US\$10,000,000, provided that Purebond's aggregate holdings would not exceed 19.99% of the issued and outstanding Common Shares (the "**Purebond Additional Tranche 1 Subscription**" and, together with the UK Private Placement, the WRAP Offer and the Purebond Tranche 1 Subscription, the "**Non-LIFE Offering**") and (v) Purebond's subscription for an unsecured debenture (the "**Debenture**") due in 2028 up to an amount that would result in the Company receiving aggregate gross proceeds of US\$10,000,000 if the aggregate gross proceeds received by the Company from the Offering and the Non-LIFE Offering are less than US\$10,000,000.

The Company expects to receive (i) minimum aggregate gross proceeds of US\$10,000,000 from the Offering, the Non-LIFE Offering and the Debenture and (ii) maximum aggregate gross proceeds of US\$15,000,000 from the Offering, the Non-LIFE Offering and the Debenture.

Subject to shareholder approval from independent shareholders at a general and special meeting of shareholders of the Company to be held on or about July 23, 2026 (the "**General Meeting**") and other applicable approvals, the Company expects that the Debenture issued to Purebond will be repaid in full and such repayment amount redirected into a subscription for Common Shares one (1) Business Day following the General Meeting (provided shareholder approval is obtained), or otherwise as described in the repayment and subscription agreement between the Company and Purebond. If shareholder approval is not obtained, such subscription and repayment mechanics will not proceed, and the Debt Securities will remain outstanding. It is expected that such Common Shares will be admitted to trading on AIM and the TSX on or about July 28, 2026. Accordingly, If the approvals and other conditions required to repay in full the Debenture and redirect the repayment amount into Common Shares (or otherwise settle them) are not subsequently satisfied, the portion of Purebond's commitment not satisfied through the issuance of Common Shares in connection with the Non-LIFE Offering will remain in the form of the debt securities pending any further approvals.

The Offering and the Non-LIFE Offering will be completed in Canadian dollars and GBP, respectively. The Debenture will be completed in U.S. dollars. The aggregate proceeds from the Offering, the Non-LIFE offering and the Debenture will be calculated and converted in accordance with terms of the applicable definitive agreements.

(US\$000's)	Assuming minimum of the Offering, Non-LIFE Offering and Debenture only	Assuming 100% of the Offering, Non-LIFE Offering and Debenture
A Amount to be raised by this Offering	10,000 <sup>(1)</sup>	15,000 <sup>(2)</sup>
B Selling commissions and fees	-	(300)
C Estimated Offering costs (e.g., legal, accounting, audit)	(750)	(750)

(US\$000's)	Assuming minimum of the Offering, Non- LIFE Offering and Debenture only	Assuming 100% of the Offering, Non-LIFE Offering and Debenture
<b>D Net proceeds of Offering (D = A - (B+C))</b>	<b>9,250</b>	<b>13,950</b>
E Estimated working capital deficiency as at April 30, 2026 <sup>(3)</sup>	(32,031)	(32,031)
F Convertible debenture balance included in working capital and maturing in August 2028 <sup>(4)</sup>	10,844	10,844
G Additional sources of funding	-	-
<b>H Total available funds<sup>(3)</sup> (H = D+E+F+G)</b>	<b>(11,937)</b>	<b>(7,237)</b>

Notes:

- (1) Assumes the minimum aggregate gross proceeds from the Offering, the Non-LIFE Offering and the Debenture.
- (2) Assumes the maximum aggregate gross proceeds from the Offering, the Non-LIFE Offering and the Debenture.
- (3) The estimated working capital deficiency as at April 30, 2026 is an unaudited estimate based on preliminary information and is subject to customary adjustments. Like similar junior international oil and gas producers, the Company carries a working capital deficit in the ordinary course of its business which is managed and financed through cash flows from operations.
- (4) Despite its August 2028 maturity, the convertible debenture is classified as a current liability under IFRS because the holder has the option to convert the instrument at any time.

The estimated working capital deficit as of April 30, 2026 primarily reflects the classification of \$14.2 million of current bank debt and \$10.8 million in convertible debentures as current liabilities, together with elevated trade payables resulting from the Company's 2025 and year to date 2026 development and acquisition activities.

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

(US\$000's)	Assuming minimum of the Offering, Non-LIFE Offering and Debenture only <sup>(1)</sup>	Assuming 100% of the Offering, Non- LIFE Offering and Debenture <sup>(2)</sup>
<b>Description of intended use of available funds listed in order of priority</b>		
Well workovers on Company's Ortoire and Central blocks	1,136	1,136
Drilling operations on Company's Central and WD-4 blocks	3,999	8,417
Working capital and vendor payables	4,865	5,447
Fees	(750)	(1,050)
Less estimated working capital deficiency as at April 30, 2026 (item E in table above)	(32,031)	(32,031)
Convertible debenture balance included in working capital and maturing in August 2028 (Item F in table above)	10,844	10,844
<b>Total intended use of available funds</b>	<b>(11,937)</b>	<b>(7,237)</b>

Notes:

- (1) Assumes the minimum aggregate gross proceeds from the Offering, the Non-LIFE Offering and the Debenture.
- (2) Assumes the maximum aggregate gross proceeds from the Offering, the Non-LIFE Offering and the Debenture.

The above-noted allocation represents the Company's current intentions with respect to its use of proceeds based on the current knowledge, planning, and expectations of management. Although the Company intends to expend the available funds, including from this Offering, as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds is deemed prudent or necessary, and the actual use of proceeds may vary materially from what is set forth above. The amounts allocated and spent will depend on various factors, including the Company's ability to execute on its business plan and financing objectives.

As at April 30, 2026, the Company had an estimated working capital deficit of US\$21.2 million, excluding the convertible debenture maturing in 2028. In addition, the Company projects a breach of its bank debt net senior funded debt to trailing annual EBIDA and debt service coverage covenants as of December 31, 2026. Such a breach could provide the lender the right to declare the outstanding bank debt balance immediately due and payable at that time.

Despite its working capital deficiency, the Company reasonably expects to have sufficient available funds to meet its business objectives and liquidity requirements for at least twelve (12) months following the completion of the Offering. There can be no assurance that the Company's actual use of proceeds will not differ materially from its current expectations due to various factors, including changes in operational priorities, market conditions, and unforeseen expenses.

The Company's most recent unaudited interim condensed consolidated financial statements as at and for the three months ended March 31, 2026 were prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities in the normal course of business. However, the interim financial statements include a note regarding the existence of material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern.

Although there can be no assurance that the going concern note will be entirely eliminated from its next interim financial statements, a portion of the proceeds from the Offering, the Non-LIFE Offering and the Debenture are expected to be used to strengthen liquidity and reduce working capital constraints identified in the going concern note included in the interim financial statements.

Under Management's current assumptions, including the lower US\$10 million funding scenario, this strategic use of capital is expected to mitigate the risk of year-end 2026 financial covenant breaches under its Trinidad-based loan agreement. Additionally, the Company has secured a formal waiver from its lender, eliminating the testing of the debt service coverage covenant for the 2026 financial year.

#### How have we used the other funds we have raised in the past twelve (12) months?

Previous Financing	Intended Use of Funds	Use of Funds to Date	Variance and Impact of Variance on Business Objectives and Milestones
<u>October 30, 2025:</u> The Company issued 63,636,363 common shares at £0.11 per share (approximately C\$0.20 per share) for gross proceeds of US\$9,138,000 (£7,000,000). Net proceeds totaled US\$8,374,000 after transaction costs.	The net proceeds from the common shares were to be used to fund the Company's revised 2025 capital program and to satisfy the remaining equity raise requirement under the Company's Trinidad-based Loan Agreement. The planned expenditures included drilling one development well on the Company's Central block and capital investments related to the Cascadura natural gas facility compression project.	US\$8,374,000	No variances or impact to business objectives.

## **PART 4 FEES AND COMMISSIONS**

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

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<b>Agents:</b>	Canaccord Genuity Corp. as agent on behalf of a syndicate of agents (collectively, the " <b>Agents</b> ").
<b>Compensation type:</b>	Cash fee, including a cash commission and a corporate finance fee of C\$75,000.
<b>Cash commission:</b>	6% of the gross proceeds of the Offering.

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**Do the Agents have a conflict of interest?**

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

## **PART 5 PURCHASERS' RIGHTS**

**Rights of Action in the Event of a Misrepresentation**

**If there is a misrepresentation in this Offering Document, you have a right**

- (a) to rescind your purchase of these securities with the Company, or**
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.**

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

## **PART 6 ADDITIONAL INFORMATION**

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

Security holders can access the Company's continuous disclosure filings on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) under the Company's issuer profile. For further information regarding the Company, visit its website at [www.touchstoneexploration.com](http://www.touchstoneexploration.com).

Please refer to: Appendix A – *Acknowledgements, Covenants, Representations and Warranties of the Investor*; and Appendix B – *Indirect Collection of Personal Information* attached hereto.

**PART 7            DATE AND CERTIFICATE**

This Offering Document, together with any document filed under Canadian securities legislation on or after June 4, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

**June 4, 2026**

(signed) "*Paul R. Baay*"

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Name: Paul R. Baay  
Title: President and Chief Executive Officer

(signed) "*Scott Budau*"

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Name: Scott Budau  
Title: Chief Financial Officer

## ADVISORIES

### Currency

In this Offering Document, unless otherwise specified or the context otherwise requires, all financial amounts are expressed in United States dollars ("\$" or "US\$"), which is the Company's financial reporting currency. References to "C\$" are to Canadian dollars; and references to "£" or "GBP" are to United Kingdom pounds sterling.

### CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain information provided in this offering document (this "**Offering Document**") may constitute "forward-looking statements" and "forward-looking information" within the meaning of applicable Canadian securities laws (collectively, "**forward-looking statements**"). Such forward-looking statements may relate to, without limitation, the Company's forecasts, estimates, expectations, and objectives for future operations and may include statements regarding the Offering, the UK Private Placement, the Purebond Tranche 1 Subscription, the Purebond Additional Tranche 1 Subscription, and the Debenture. Forward-looking statements can be identified by the use of words such as "anticipates", "believes", "estimates", "expects", "forecasts", "intends", "plans", "potential", "projects" and similar expressions, or are events or conditions that "could", "may", "should" "will", "would" occur or be achieved.

Forward-looking statements reflect the Company's current expectations regarding future events, performance and results based on information currently available and are based on opinions and estimates of the Company as of the date such statements are made. In making such statements, or providing such information, the Company has made assumptions regarding, among other things: the Company's ability to close the Offering on the terms disclosed herein; the terms of the Offering, the Non-LIFE Offering and the Debenture, including the size, pricing and timing thereof, the type of securities being offered thereunder, the investors participating therein, the intended use of proceeds therefrom (including with respect to future exploration, development and production activities and the locations thereof and anticipated reduction to aged vendor payables), the expectation that the proceeds received by the Company pursuant to the Offering, the Non-LIFE Offering and the Debenture will result in the Company's compliance with financial covenants under its loan facilities and will eliminate the going concern note in the Company's future financial statements; the conditions and approvals required and applications being filed in connection with the Offering, the Non-LIFE Offering and the Debenture; the expected development drilling, production-enhancing workovers and the reduction of aged vendor payables including the cost thereof and the milestones required to achieve such business objectives, the forecasted production rates derived from previous well production tests and the expectation that such wells will increase production levels and cash flows from operations; and future liquidity and future sources of liquidity and the Company's expectation to settle all current and future financial liabilities in a timely manner.

Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indicators of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from those discussed in the forward-looking statements, many of which are beyond the Company's control and may significantly affect anticipated future results including, but not limited to: failure to complete the Offering, the Non-LIFE Offering and the Debenture (including the Company's failure to obtain the necessary approvals under the applicable Canadian securities laws with respect to the same); risks associated with negotiating with foreign governments as well as risks associated with conducting international activities; risks of revocation of governmental authorizations; the ability to obtain timely regulatory approvals; uncertainty in acquiring and maintaining necessary licenses, permits and access rights; drilling risks and uncertainties including the ability to find petroleum and natural gas reserves on an economic basis and the potential for technical problems that could lead to well blow-outs and environmental damage; lack of revenues; availability of external financing on acceptable terms; actual results of current exploration activities; changes in project parameters as plans continue to be refined; failure of equipment or processes to operate as anticipated; accidents, labour or community disputes; industry conditions including changes in laws and regulation; the adoption of new environmental laws and regulations; impact of the global economic

conditions; uncertainties inherent in estimating reserves; the volatility in commodity prices; the impact (and duration thereof) of ongoing geopolitical events and their effect on market prices for crude oil and natural gas.

Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Certain of these risks are set out in more detail in the Company's December 31, 2025 Annual Information Form dated March 30, 2026 which has been filed on SEDAR+ and can be accessed at [www.sedarplus.ca](http://www.sedarplus.ca). The forward-looking statements contained in this Offering Document are made as of the date hereof, and except as may be required by applicable securities laws, the Company assumes no obligation nor intent to update publicly or revise any forward-looking statements made herein or otherwise, whether as a result of new information, future events or otherwise.

## APPENDIX A

### ACKNOWLEDGEMENTS, COVENANTS, REPRESENTATIONS AND WARRANTIES OF THE INVESTOR

Each purchaser of the Offer Shares (the "**Investor**") makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Company and the Agents, as at the date hereof, and as of the Closing Date:

- (a) the Investor confirms that it (i) has such knowledge and experience in financial and business affairs as to be capable of evaluating the merits and risks of its investment in the Offer Shares (including the potential loss of its entire investment); (ii) is aware of the characteristics of the Offer Shares and understands the risks relating to an investment therein; and (iii) is able to bear the economic risk of loss of its investment in the Offer Shares and understands that it may lose its entire investment in the Offer Shares;
- (b) the Investor is resident in the jurisdiction disclosed to the Agents or the Company and the Investor was solicited to purchase in such jurisdiction;
- (c) the subscription for the Offer Shares by the Investor does not contravene any of the applicable securities legislation in the jurisdiction in which the Investor resides and does not give rise to any obligation of the Company to prepare and file a prospectus, registration statement or similar document or to register the Offer Shares or to be registered with or to file any report or notice with any governmental or regulatory authority, other than standard post-closing filings required to be made in Canada for offerings exempt from the registration requirements;
- (d) the Investor (i) is not in the United States, its territories or possessions, any State of the United States or the District of Columbia (collectively, the "**United States**"), (ii) was outside of the United States at the time the buy order for the Offer Shares was originated, (iii) is not subscribing for the Offer Shares for the account of a person in the United States, (iv) is not subscribing for the Offer Shares for resale in the United States, and (v) was not offered the Offer Shares in the United States;
- (e) the funds representing the aggregate subscription funds which will be advanced by the Investor to the Company hereunder, as applicable, will not represent proceeds of crime for the purposes of the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada) (the "**PCMLTFA**") or for the purposes of the United States Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act, as may be amended from time to time (the "**PATRIOT Act**") and the Investor acknowledges that the Company may in the future be required by law to disclose the Investor's name and other information relating to the Investor's subscription of the Offer Shares, on a confidential basis, pursuant to the PCMLTFA and the PATRIOT Act, and that, to the best of its knowledge: (i) none of the subscription funds to be provided by the Investor (A) have been or will be derived from or related to any activity that is deemed criminal under the laws of Canada, the United States or any other jurisdiction; or (B) are being tendered on behalf of a person who has not been identified to the Investor; and (ii) it will promptly notify the Company if the Investor discovers that any of such representations ceases to be true, and to provide the Company with appropriate information in connection therewith;
- (f) neither the Company, the Agents, nor any of their respective directors, employees, officers, affiliates or agents has made any written or oral representations to the Investor: (i) that any person will resell or repurchase the Offer Shares; (ii) that any person will refund all or any part of the subscription amount; or (iii) as to the future price or value of the Offer Shares;
- (g) the Investor is not purchasing the Offer Shares with knowledge of any material information concerning the Company that has not been generally disclosed. The Investor's Offer Shares are not being purchased by the Investor as a result of, nor does the Investor, if any, have knowledge of, any material fact (as defined in securities laws, regulations and rules, and the blanket rulings

and policies and written interpretations of, and multilateral or national instruments adopted by, the securities regulatory authorities in the jurisdiction in which the Investor is resident or subject to (the "**Securities Laws**") or material change (as defined in Securities Laws) concerning the Company that has not been generally disclosed and the decision of the Investor, to tender this offer and acquire the Investor's Offer Shares has not been made as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Company or any other person and is based entirely upon the offering document;

- (h) no securities commission, agency, governmental authority, regulatory body, stock exchange or other regulatory body has reviewed or passed on the investment merits of the Offer Shares and there is no government or other insurance covering the Offer Shares;
- (i) if required by applicable Securities Laws or the Company, the Investor will execute, deliver and file or assist the Company in filing such reports, undertakings and other documents with respect to the issue and/or sale of the Offer Shares as may be required by any securities commission, stock exchange or other regulatory authority;
- (j) the Company is relying on an exemption from the requirement to provide the Investor with a prospectus or registration statement under the Securities Laws and, as a consequence of acquiring the Offer Shares pursuant to such exemption, the Investor may not receive information that would otherwise be required to be given under the Securities Laws;
- (k) if the Investor is:
  - (i) a corporation, the Investor is duly incorporated and is validly subsisting under the laws of its jurisdiction of incorporation and has all requisite legal and corporate power and authority to subscribe for the Offer Shares as contemplated herein and to carry out and perform its obligations under the terms of this Offering Document;
  - (ii) a partnership, syndicate or other form of unincorporated organization, the Investor has the necessary legal capacity and authority to observe and perform its covenants and obligations under this Offering Document and has obtained all necessary approvals in respect thereof; or
  - (iii) an individual, the Investor is of the full age of majority and is legally competent to observe and perform his or her covenants and obligations under this Offering Document;
- (l) the Investor is responsible for obtaining such legal and tax advice as it considers appropriate in connection with the performance of this Offering Document and the transactions contemplated under this Offering Document, and that the Investor is not relying on legal or tax advice provided by the Company or its counsel;
- (m) the performance and compliance with the terms of this Offering Document, the subscription for the Offer Shares, the delivery of any subscriber questionnaire and the completion of the transactions described herein by the Investor will not result in any material breach of, or be in conflict with or constitute a material default under, or create a state of facts which, after notice or lapse of time, or both, would constitute a material default under any term or provision of the constating documents, bylaws or resolutions of the Investor if the Investor is not an individual, the Securities Laws or any other laws applicable to the Investor, any agreement to which the Investor is a party, or any judgment, decree, order, statute, rule or regulation applicable to the Investor, and to the knowledge of the Investor, does not trigger any obligation to prepare and file a prospectus, registration statement or similar document, or any other report with respect to such purchase, or any registration or other obligation or reporting requirement on the part of the Company, and the Investor will provide such evidence of compliance with all such matters as the Company may request;

- (n) the Investor has obtained all necessary consents and authorities to enable it to agree to subscribe for the Offer Shares and to perform its obligations under this Offering Document and the Investor has otherwise observed all applicable laws, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in any territory in connection with its acceptance and the Investor has not taken any action which will or may result in the Company acting in breach of any regulatory or legal requirements of any territory in connection with the Offering or the Investor's subscription;
- (o) where required by law, the Investor is either purchasing the Offer Shares as principal for its own account and not as agent or trustee for the benefit of another or is deemed to be purchasing the Offer Shares as principal for its own account in accordance with applicable Securities Laws; and
- (p) certain fees and commissions may be payable by the Company in connection with the Offering.

## APPENDIX B

### INDIRECT COLLECTION OF PERSONAL INFORMATION

By purchasing Offer Shares, the Investor acknowledges that the Company and the Agents and their respective agents and advisers may each collect, use and disclose its name and other specified personally identifiable information (including its name, jurisdiction of residence, address, telephone number, email address and aggregate value of the Offer Shares that it has purchased) (the "**Information**"), for purposes of (i) meeting legal, regulatory, stock exchange and audit requirements and as otherwise permitted or required by law or regulation, and (ii) issuing ownership statements issued under a direct registration system or other electronic book-entry system, or certificates that may be issued, as applicable, representing the Offer Shares to be issued to the Investor. The Information may also be disclosed by the Company to: (i) stock exchanges, (ii) revenue or taxing authorities and (iii) any of the other parties involved in the Offering, including legal counsel, and may be included in record books in connection with the Offering. The Investor is deemed to be consenting to the disclosure of the Information.

By purchasing Offer Shares the Investor acknowledges (A) that Information concerning the Investor will be disclosed to the relevant Canadian securities regulatory authorities, including the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission, and may become available to the public in accordance with the requirements of applicable securities and freedom of information laws and the Investor consents to the disclosure of the Information; (B) the Information is being collected indirectly by the applicable Canadian securities regulatory authorities under the authority granted to them in securities legislation; and (C) the Information is being collected for the purposes of the administration and enforcement of the applicable Canadian securities legislation; and by purchasing the Offer Shares, the Investor shall be deemed to have authorized such indirect collection of personal information by the relevant Canadian securities regulatory authorities.

The Investor may contact the following public official in the applicable province with respect to questions about the commission's indirect collection of such Information at the following address, telephone number and email address (if any):

#### **Alberta Securities Commission**

Suite 600, 250 – 5th Street SW  
Calgary, Alberta T2P 0R4  
Telephone: 403 297-6454  
Facsimile: 403 297-6156  
Toll free in Canada: 1 877 355-0585  
Public official contact regarding indirect collection of information: FOIP Coordinator

#### **British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2  
Inquiries: 604-899-6854  
Toll free in Canada: 1-800-373-6393  
Facsimile: 604-899-6506  
Email: FOI-privacy@bcsc.bc.ca  
Public official contact regarding indirect collection of information: Privacy Officer

#### **Financial and Consumer Services Commission (New Brunswick)**

85 Charlotte Street, Suite 300  
Saint John, New Brunswick E2L 2J2  
Telephone: 506-658-3060  
Toll free in Canada: 1-866-933-2222  
Facsimile: 506-658-3059  
Email: info@fcnb.ca

Public official contact regarding indirect collection of information: Chief Executive Officer and Privacy Officer

**The Manitoba Securities Commission**

500 – 400 St. Mary Avenue

Winnipeg, Manitoba R3C 4K5

Telephone: 204-945-2561

Toll free in Manitoba: 1-800-655-5244

Facsimile: 204-945-0330

Public official contact regarding indirect collection of information: Director

**Government of Nunavut Office of the Superintendent of Securities**

Legal Registries Division

P.O. Box 1000, Station 570

4th Floor, Building 1106

Iqaluit, Nunavut X0A 0H0

Telephone: 867-975-6590

Facsimile: 867-975-6594

Public official contact regarding indirect collection of information: Superintendent of Securities

**Ontario Securities Commission**

20 Queen Street West, 22nd Floor

Toronto, Ontario M5H 3S8

Telephone: 416-593-8314

Toll free in Canada: 1-877-785-1555

Facsimile: 416-593-8122

Email: [exemptmarketfilings@osc.gov.on.ca](mailto:exemptmarketfilings@osc.gov.on.ca)

Public official contact regarding indirect collection of information: Inquiries Officer

**Government of the Northwest Territories**

Office of the Superintendent of Securities

P.O. Box 1320

Yellowknife, Northwest Territories X1A 2L9

Telephone: 867-767-9305

Facsimile: 867-873-0243

Public official contact regarding indirect collection of information: Superintendent of Securities

**Nova Scotia Securities Commission**

Suite 400, 5251 Duke Street

Duke Tower

P.O. Box 458

Halifax, Nova Scotia B3J 2P8

Telephone: 902-424-7768

Facsimile: 902-424-4625

Public official contact regarding indirect collection of information: Executive Director

**Prince Edward Island Securities Office**

95 Rochford Street, 4th Floor Shaw Building

P.O. Box 2000

Charlottetown, Prince Edward Island C1A 7N8

Telephone: 902-368-4569

Facsimile: 902-368-5283

Public official contact regarding indirect collection of information: Superintendent of Securities

**Financial and Consumer Affairs Authority of Saskatchewan**

Suite 601 - 1919 Saskatchewan Drive

Regina, Saskatchewan S4P 4H2

Telephone: 306-787-5842

Facsimile: 306-787-5899

Public official contact regarding indirect collection of information: Executive Director, Securities Division

**Government of Newfoundland and Labrador**

**Office of the Superintendent**

Department of Digital Government and Service NL

P.O. Box 8700

Confederation Building 2nd Floor, West Block

Prince Philip Drive

St. John's, Newfoundland and Labrador A1B 4J6

Attention: Superintendent of Securities

Telephone: 709-729-2571

Facsimile: 709-729-6187

Public official contact regarding indirect collection of information: Superintendent of Securities

**Office of the Superintendent of Securities**

**Government of Yukon**

**Department of Community Services**

307 Black Street, 1st Floor

P.O. Box 2703, C-6

Whitehorse, Yukon Y1A 2C6 Telephone: 867-667-5466

Facsimile: 867-393-6251 Email: securities@yukon.ca

Public official contact regarding indirect collection of information: Superintendent of Securities