

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

*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.*

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

**(AMENDING AND RESTATING THE OFFERING DOCUMENT DATED APRIL 16, 2026)**

**New Issue**

**April 17, 2026**

**RPX GOLD INC.**



**Minimum: \$4,000,000**

**Maximum: \$12,300,000**

**SUMMARY OF OFFERING**

**What are we offering?**

<b>LIFE Offering:</b>	<p>RPX Gold Inc. (“<b>RPX</b>”, or the “<b>Company</b>”) is hereby offering: (i) common shares in the capital of the Company (each, a “<b>Common Share</b>”); (ii) Common Shares (the “<b>FT Shares</b>”) which shall qualify as “flow-through shares” within the meaning of subsection 66(15) of the <i>Income Tax Act</i> (Canada) (the “<b>Tax Act</b>”); and (iii) Common Shares (the “<b>CFT Shares</b>”), which shall qualify as “flow-through shares” within the meaning of subsection 66(15) of the Tax Act. The CFT Shares will be sold on a structured flow-through share financing basis whereby the Company will issue the CFT Shares to an agent for one or more disclosed principals.</p> <p>The offer and sale of the Common Shares, FT Shares and CFT Shares are referred to herein as the “<b>LIFE Offering</b>”. The Common Shares, FT Shares and CFT Shares are referred to herein as the “<b>LIFE Offering Securities</b>”.</p> <p>The LIFE Offering Securities will be offered for sale by way of private placement in all the provinces of Canada, except Quebec, pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – <i>Prospectus Exemptions</i> (“<b>NI 45-106</b>”) as amended by Coordinated Blanket Order 45-935 – <i>Exemptions from Certain Conditions of the Listed Issuer Financing Exemption</i> (together, the “<b>Listed Issuer Financing Exemption</b>”).</p>
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<p><b>Concurrent Offering:</b></p>	<p>Concurrently with the LIFE Offering, and pursuant to available exemptions from the prospectus requirement other than the Listed Issuer Financing Exemption, the Company is offering (i) units of the Company comprised of one Common Share and one-half of one Common Share purchase warrant (each whole Common Share purchase warrant, a “<b>Warrant</b>”) (each, a “<b>Unit</b>”) at a price of \$0.17 per Unit; (ii) “flow-through units” comprised of one FT Share and one-half of one Warrant (the “<b>FT Units</b>”) at a price of \$0.204 per FT Unit; and (iii) “flow-through units” comprised of one CFT Share and one-half of one Warrant (the “<b>CFT Units</b>”) at a price of \$0.238 per CFT Unit. The CFT Units will be sold on a structured flow-through share financing basis whereby the Company will issue the CFT Units to an agent for one or more disclosed principals. The FT Shares partially comprising the FT Units and the CFT Shares partially comprising the CFT Units will each qualify as a “flow-through share” within the meaning of that term in subsection 66(15) of the Tax Act.</p> <p>Each Warrant will be exercisable to acquire one Common Share (each a “<b>Warrant Share</b>”) at an exercise price of \$0.27 per share for a period of twenty-four (24) months from the date of closing.</p> <p>The Units being offered in the Concurrent Offering may also be offered in the United States and in certain offshore foreign jurisdictions pursuant to applicable regulatory requirements and in accordance with Ontario Securities Commission Rule 72-503 - <i>Distributions Outside Canada</i> (“<b>OSC Rule 72-503</b>”).</p> <p>The offer and sale of the Units, FT Units and CFT Units are referred to herein as the “<b>Concurrent Offering</b>”. The Common Shares, FT Shares, CFT Shares and Warrants comprising the Units, FT Units and CFT Units are referred to herein as the “<b>Concurrent Offering Securities</b>”, and together with the LIFE Offering Securities, the “<b>Securities</b>”.</p> <p>The LIFE Offering and the Concurrent Offering are together referred to herein as the “<b>Offering</b>”.</p>
<p><b>LIFE Offering Price:</b></p>	<p>\$0.17 per Common Share  \$0.204 per FT Share  \$0.238 per CFT Share.</p>
<p><b>LIFE Offering Amount:</b></p>	<p>Closing of the LIFE Offering is subject to the receipt of minimum aggregate gross proceeds of \$4,000,000 by way of the issue and sale of any combination of Common Shares under the LIFE Offering and Units under the Concurrent Offering, and up to maximum aggregate gross proceeds of \$12,300,000 (plus the Agents’ Option (as defined below)), by way of the issue and sale of any combination of the Securities, subject to any maximums permitted dilution limits under the Listed Issuer Financing Exemption.</p> <p>The Company understands that purchasers of CFT Shares may subsequently (i) donate some or all of such CFT Shares to registered charities as part of a charitable donation arrangement promoted by a third party, who may sell such CFT Shares to purchasers arranged by the Agents (as defined herein), and/or (ii) sell some or all of such CFT Shares to purchasers arranged by the Agents, in each case following closing of the LIFE Offering (each a “<b>Follow-On</b>”).</p>

	<b>Transaction</b> ”). The Company will have no involvement or participation in any Follow-On Transaction, other than to register any transfer of securities required as a result.
<b>Agent:</b>	Haywood Securities Inc., as lead agent and sole bookrunner (the “ <b>Lead Agent</b> ”), together with a syndicate of agents, including Research Capital Corporation and Paradigm Capital Inc. (collectively, the “ <b>Agents</b> ”). The Securities will be offered and sold pursuant to an agency agreement (the “ <b>Agency Agreement</b> ”) to be entered into between the Company and the Agents on or prior to the Closing Date (as defined below).
<b>Agents’ Option:</b>	The Company will grant the Agents an option, exercisable, in whole or in part, by the Lead Agent, at any time up to forty-eight (48) hours prior to the Closing Date, to sell up to an additional 15% of the Offering, being \$1,845,000, in any combination of Securities at their respective issue prices, in each case subject to any maximums permitted under applicable securities laws.
<b>Closing Date:</b>	The Offering may be completed in one or more closings and is expected to close by May 13, 2026, or such other date as may be determined by the Company and the Lead Agent (the “ <b>Closing Date</b> ”). At the Closing Date, the Securities will be issued against receipt of funds.
<b>Exchange</b>	The Common Shares are listed on the TSX Venture Exchange (the “ <b>TSXV</b> ”) under the symbol “RPX” and on the OTCQB under the ticker symbol “RDEXF”. The Warrants are not listed on any stock exchange.
<b>Last Closing Price:</b>	The closing price of the Common Shares on the TSXV and the OTCQB on April 17, 2026, was \$0.175 and US\$0.133, respectively.
<b>Resale Restrictions</b>	The LIFE Offering Securities offered under the Listed Issuer Financing Exemption to investors resident in Canada will not be subject to a “restricted period” under applicable Canadian securities laws. The Concurrent Offering Securities issued by way of other available exemptions under National Instrument 45-106 – <i>Prospectus Exemptions</i> will be subject to a restricted period expiring four months and one day following the Closing Date. The Compensation Options (as defined below) will be subject to a restricted period expiring four months and one day following the Closing Date.
<b>Description of Common Shares:</b>	The Common Shares have attached thereto the following rights, privileges, restrictions and conditions: (i) each holder of Common Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Company, except meetings at which only holders of other classes or series of shares are entitled to attend, and at all such meetings shall be entitled to one (1) vote in respect of each Common Share held by such holder; (ii) the holders of Common Shares shall be entitled to receive dividends if and when declared by the board of directors of the Company; and (iii) in the event of any liquidation, dissolution or winding-up of the Company or other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, the holders of Common Shares shall be entitled to receive the remaining property or assets of the Company.
<b>Description of FT Shares and CFT Shares and Use of Proceeds:</b>	The FT Shares and the CFT Shares have the same rights, privileges, restrictions and conditions as the Common Shares, as described immediately above.  The FT Shares and the CFT Shares will be issued on a “flow-through” basis and will be “flow-through shares” as defined in subsection 66(15) of the Tax Act. The Company will use an amount equal to the gross proceeds received

	<p>by the Company from the sale of the FT Shares and the CFT Shares, pursuant to the provisions in the Tax Act, to incur eligible “Canadian exploration expenses” that qualify as “flow-through mining expenditures” as both terms are defined in the Tax Act and “eligible Ontario exploration expenditure” as defined in subsection 103(4) of the Taxation Act, 2007 (Ontario) (the “<b>Qualifying Expenditures</b>”) related to the Company's Wawa Gold Project (as defined below) in Ontario, Canada, on or before December 31, 2027, and to renounce all the Qualifying Expenditures in favour of the purchasers of the FT Shares and the CFT Shares effective on or prior to December 31, 2026. In the event the Company is unable to renounce Qualifying Expenditures effective on or prior to December 31, 2026 for each FT Share and CFT Share purchased in an aggregate amount not less than the gross proceeds raised from the issue of the FT Shares and the CFT Shares, the Company will indemnify each FT Share purchaser and CFT Share purchaser for the additional taxes payable by such purchaser as a result of the Company’s failure to renounce the Qualifying Expenditures as agreed (other than if such failure or reduction is as a result of a Follow-On Transaction).</p> <p>The Company intends to use the proceeds from the sale of the Common Shares as set forth below.</p>
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*The LIFE Offering Securities and the Concurrent Offering Securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any U.S. state securities laws, and may not be offered or sold to, or for the account or benefit of, any “U.S. person” or any person in the “United States” (as such terms are defined in Regulation S under the U.S. Securities Act), absent an exemption from the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. The Warrants will not be exercisable by, or on behalf of, a person in the United States or a U.S. person unless exemptions from the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws are available at the time of exercise. LIFE Offering Securities and Concurrent Offering Securities offered or sold to, or for the account or benefit of, any U.S. person or any person in the United States will be “restricted securities” within the meaning of Rule 144 under the U.S. Securities Act subject to certain restrictions on transfer set forth therein, and will be represented by definitive certificates or other instruments bearing a legend regarding such restrictions.*

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

- **The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The Company is relying on the exemptions in 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 LIFE Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this Offering Document, will not exceed \$25,000,000.**
- **The Company will not close this LIFE Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The Company will not allocate the available funds from this LIFE Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.**

Please refer to Appendix “A” – *“Acknowledgements, Covenants, Representations and Warranties of the Purchaser”* for acknowledgements, covenants, representations and warranties that each purchaser of Securities under this Offering Document is deemed to make.

#### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

This Offering Document contains forward-looking statements and information within the meaning of applicable securities legislation (collectively, **“forward-looking statements”**). These forward-looking statements relate to, among other things, the objectives, goals, strategies, beliefs, intentions, plans, estimates and outlook of the Company.

Forward-looking statements can generally be identified by the use of words such as “believe”, “anticipate”, “expect”, “continue”, “intend”, “aim”, “plan”, “budget”, “goal”, “estimate”, “forecast”, “foresee”, “close to”, “target”, “potential” or negative versions thereof and similar expressions, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. Forward-looking statements are based on estimates and assumptions made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors the Company believes are appropriate in the circumstances. Any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking statements. Statements containing forward-looking statements are not historical facts but instead represent management’s expectations, estimates and projections regarding future events or circumstances and are subject to change. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, undue reliance should not be placed on such statements.

The forward-looking statements in this Offering Document include, among other things, statements relating to: the LIFE Offering and the Concurrent Offering; the availability of the proceeds from the LIFE Offering and the Concurrent Offering; the intended use of the proceeds from the LIFE Offering and the Concurrent Offering and the allocation thereof; the expectation that the LIFE Offering and the Concurrent Offering will close and the timing of the Closing Date; raising the minimum or maximum proceeds of the LIFE Offering and the Concurrent Offering; our business objectives and milestones; our mineral projects including statements concerning our plans at the Wawa Gold Project (as defined herein); drilling plans; the future financial or operating performance of the Company; costs of capital, operating and exploration expenditures; costs and timing of the development of new deposits; costs and timing of future exploration; requirements for additional capital and availability of funding; our business plans and strategies; and our

expectations regarding certain of our future results, including, among others, revenue, expenses, expenditures, operations, and use of future cash flow.

In making the forward-looking statements in this Offering Document, the Company has made several assumptions, including, but not limited to, assumptions concerning: the geological interpretation and statistical inferences or assumptions drawn from drilling and sampling analysis that are involved in the calculation of mineral reserves and mineral resources; expectations regarding industry trends, overall market growth rates and our growth rates and growth strategies; that there is no material deterioration in general business and economic conditions; that there is no unanticipated fluctuation of interest rates and foreign currency exchange rates; that the supply and demand for, deliveries of, and the level and volatility of prices of precious and base metals; that the Company receives regulatory and governmental approvals for its development projects and other operations on a timely basis; feasibility of mine and plant development; our business plans and strategies; expenditure and financing requirements; that the Company is able to obtain financing for its development projects on reasonable terms; our ability to execute on our strategic growth priorities and to successfully integrate acquisition targets; that the Company is able to procure exploration equipment and services, and operating supplies in sufficient quantities and on a timely basis; that engineering and construction timetables and capital costs for the Company's development and expansion projects are not incorrectly estimated or affected by unforeseen circumstances; exploration and development risks, that unforeseen changes to the political stability or government regulation in the country in which the Company operates do not occur; our ability to retain key personnel; and that the Company maintains its ongoing relations with its employees, affected communities and business partners.

Actual results may differ materially from those expressed or implied in the forward-looking statements contained in this Offering Document. The Company anticipates that subsequent events and developments may cause the Company's views to change. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking statements are: the Company's expectations in connection with the projects and exploration programs being met; the impact of general business and economic conditions; global liquidity and credit availability on the timing of cash flows and the values of assets and liabilities based on projected future conditions; fluctuating gold prices; currency exchange rates (such as the Canadian dollar versus the United States Dollar); variations in ore grade or recovery rates; changes in accounting policies, changes in the Company's mineral reserves and resources; changes in project parameters as plans continue to be refined, changes in project development; construction, production and commissioning time frames; the possibility of project cost overruns or unanticipated costs and expenses; higher prices for fuel, power, labour and other consumables contributing to higher costs and general risks of the mining industry; failure of plant, equipment or processes to operate as anticipated; unexpected changes in mine life, seasonality and weather; costs and timing of the development of new deposits; success of exploration activities; permitting time lines; government regulation of mining operations; environmental risks; unanticipated reclamation expenses; title disputes or claims; limitations on insurance; and other factors not currently viewed as material that could cause actual results to differ materially from those described in the forward-looking statements. If any of these risks or uncertainties materialize, or if the opinions, estimates, or assumptions underlying the forward-looking statements prove incorrect, actual results or future events might vary materially from those anticipated in the forward-looking statements. Important factors that could cause actual results to differ materially from these expectations are discussed in greater detail under "Risk Factors" in the Company's annual management discussion and analysis for the year ended July 31, 2025 dated October 8, 2025, the Company's interim management discussion and analysis for the three months ended October 31, 2025, dated December 10, 2025, and the Company's interim management discussion and analysis for the three and six months ended January 31, 2026, dated March 10, 2026, which can be found under the Company's profile on SEDAR+ at

[www.sedarplus.ca](http://www.sedarplus.ca). When relying on forward-looking statements to make decisions with respect to the Company, carefully consider these risk factors and other uncertainties and potential events. The Company undertakes no obligation to update or revise any forward-looking statement, except as required by law.

Although we have attempted to identify important risk factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other risk factors not presently known to us or that we presently believe are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking statements. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking statements, which speak only as of the date made. The forward-looking statements contained in this Offering Document represent our expectations as of the date of this Offering Document (or as the date they are otherwise stated to be made) and are subject to change after such date. However, we disclaim any intention or obligation or undertaking to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required under applicable securities laws.

### **Scientific and Technical Information**

The scientific and technical information contained in this Offering Document has been reviewed and approved by Jean-Francois Montreuil. Mr. Montreuil is a “Qualified Person” within the meaning of National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators (“NI 43-101”).

## **SUMMARY DESCRIPTION OF BUSINESS**

### **What is our business?**

The Corporation is engaged in the identification, acquisition and exploration of mineral properties with a particular focus on gold exploration projects located in northern Ontario. The Corporation’s flagship asset is a 100%-owned gold exploration project located near Wawa, Ontario, Canada (the “**Wawa Gold Project**”). The Common Shares are listed on the TSXV (TSXV: RPX) and OTCQB Marketplace (OTCQB: RDEXF). The Wawa Gold Project is the subject of an updated technical report entitled “Technical Report – Preliminary Economic Assessment – Wawa Gold Project”, with an effective date of February 18, 2026 (mineral resource effective date of December 8, 2025) (the “**Technical Report**”), which is available for review under the Company’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

### ***Wawa Gold Project***

The Wawa Gold Project, located approximately 2 km east of the Town of Wawa in northern Ontario, covers over 7,123 hectares (“**ha**”), including 307 claims covering 4,887 ha; 17 leases covering 790 ha; and 106 patents covering 1,446 ha. The Wawa Gold Project hosts several former smaller scale mining operations with a combined historic production of 419,560 tonnes with a recovered 120,093 oz of gold (“**Au**”) at an average head grade of 9.04 grams per tonne (“**g/t**”) Au.

On March 30, 2021, the Company acquired the remaining interest in the Wawa Gold Project that it did not already hold through the payment of \$11.3 million in cash, the granting of a 2% net smelter return royalty (“**NSR**”) valued at \$160,000 and the set-off of a \$1.1 million payment that was payable to the Company by the vendors. 1.5% of the 2% NSR is subject to a buyback for a total cost of \$1.75 million. As a result, the Company holds 100% of the Wawa Gold Project, subject to various royalty payments. On August 29, 2023, the Company entered into a royalty agreement with Franco-Nevada Corporation for the sale of a 1.5% NSR

for \$6.75 million, less transaction costs. On December 12, 2024, the Company acquired a patented mining and surface rights claim within the boundaries of the Wawa Gold Project for cash consideration of \$57,285 and the granting of a 2% NSR. On August 1, 2025, the Company completed a vertical short-form amalgamation with its wholly-owned subsidiaries. On February 12, 2026, the Company changed its name to “RPX Gold Inc.”. On February 18, 2026, the Company announced the results of a Preliminary Economic Assessment (the “**2026 PEA**”) in respect of the Wawa Gold Project. The Company filed the 2026 PEA on SEDAR+ on March 18, 2026.

### ***Other Property***

The Company holds claims in another prospective mineral property which has not been the focus of the Company’s exploration programs in recent years. The other property, owned 100% by the Company is the Cayenne Property, located in the Genoa Township, approximately 110 km southwest of Timmins, Ontario, which covers approximately 133 ha and is comprised of 5 claims and leases.

The Company also holds NSR’s on the following properties: (i) a 1.5% NSR on approximately 75 square km of claims 20 km east of the Newmont Borden Gold mine near Chapleau, Ontario; and (ii) a 1.5% NSR on approximately 70 square km of patents 100 km southwest of Timmins and 36 km south of Foleyet, Ontario.

### **Recent developments**

The following is a brief summary of key recent developments involving or affecting the Company:

- On February 19, 2025, the Company announced the results of three holes for 2,793m of drilling at the Wawa Gold Project. The drilling results confirmed the extension of gold mineralization in both the Jubilee & Minto Shears considering large step out drilling of over 100m. These initial drill results defined gold mineralization outside of the MRE in the faulted southern extension of the Jubilee Shear.
- On March 20, 2025, the Company announced gold assay results from four drill holes for 1,487m of assayed drill core. Step-out drilling at the Jubilee Shear intersected 5.68 g/t Au over 10.72m, including 19.05 g/t Au over 2.00m, which was 600m down plunge from previous drilling. Near surface drilling at the past producing Parkhill Mine, located in the Hanging Wall of the Jubilee Shear, intersected 6.49 g/t Au over 1.11m more than 300m from the historical workings and confirmed the continuity of gold mineralization for future drilling.
- On May 8, 2025, the Company announced that it was evaluating the potential of developing an early-stage open pit operation at the Wawa Gold Project. The Company announced that it was refocusing a component of its drilling program to evaluate a potential open pit operation in two areas in the Jubilee Shear with approximately 8,500m of drilling planned over a 3-month period.
- On May 12, 2025, the Company announced the initial results of this near-surface drilling program. The Company announced near-surface intersection of 14.51 g/t Au over 4.81m, including 90.40 g/t Au over 0.67m at the edge of the MRE within an area for consideration for a potential open-pit operation. Several high-grade gold intersections > 5.00 g/t Au at depth in the Jubilee Shear located hundreds of meters away from the MRE, which are indicative of the potential for future growth to the mineral resource.
- On June 18, 2025, the Company announced further results of this near surface drilling program at the Wawa Gold Project. The Company announced 45.38 g/t Au over 3.13m core length, including

141.00 g/t Au over 0.88 m in hole SD-25-559 and near-surface intersection of 1.86 g/t Au over 19.09m including 4.28 g/t Au over 4.88m in hole SD-25-544. Previous intersections from the same area include:

- 14.51 g/t Au over 4.81m, including 90.40 g/t Au over 0.67m in hole SD-25-552;
  - 109.00 g/t Au over 0.86 g/t Au in historical hole U0590L3 from unsampled historical core; and
  - 176.00 g/t Au over 0.78m in hold SD-16-15 that is located on strike from hole SD-25-559.
- On July 9, 2025, the Company announced the closing of a brokered private placement offering comprised of: (i) 55,000,000 non-flow-through units at a price of \$0.10 per unit; (ii) 12,500,000 flow-through units at a price of \$0.12 per unit; and (iii) 10,714,284 charity flow-through units at a price of \$0.14 per unit, for aggregate gross proceeds to the Company of \$8,500,000 (the “**July 2025 Financing**”). Each unit consists of one Common Share and one-half of one Common Share purchase warrant. The July 2025 Financing was conducted on a “best efforts” basis by Research Capital Corporation, as sole bookrunner and co-lead agent, and Haywood Securities Inc., as co-lead agent (together, the “**July Agents**”). In consideration for their services, the July Agents received a cash commission equal to 6.0% of the gross proceeds of the July 2025 Financing (subject to a reduction to 3.0% for certain purchasers on a president's list) and that number of non-transferable broker warrants equal to 6.0% of the number of securities sold in the July 2025 Financing (subject to a reduction to 3.0% for certain purchasers on a president's list). Each broker warrant is exercisable to purchase one Common Share at an exercise price of \$0.10 until July 9, 2028.
  - On July 23, 2025, the Company announced that the initial testing of the areas with open pit potential was completed. This phase of the drilling program consisted of 47 drill holes totalling 8,817.4 m. The highlights announced to-date pertaining to Open-Pit Evaluation Drilling included:
    - 7.76 g/t Au over 15.49 m core length, including 84.20 g/t Au over 1.00 m in hole SD-25-573;
    - 3.43 g/t Au over 9.63 m, including 9.77 g/t Au over 3.00 m in hole SD-25-574;
    - 5.37 g/t Au over 8.85 m, including 25.90 g/t Au over 1.03 m in hole SD-25-587;
    - 3.75 g/t Au over 7.63 m, including 8.95 g/t Au over 2.73 m in hole SD-25-589;
    - 9.03 g/t Au over 14.00 m core length, including 54.40 g/t Au over 2.00 m in hole SD-25-581;
    - 2.66 g/t Au over 10.13 m including 9.18 g/t Au over 1.12 m and 6.85 g/t Au over 1.00 m in hole SD-25-570;
    - 2.47 g/t Au over 7.50 m including 12.90 g/t Au over 0.73 m in hole SD-25-576;
    - 45.38 g/t Au over 3.13 m core length, including 141.00 g/t Au over 0.88 m in SD-25-559;
    - 1.86 g/t Au over 19.09 m, including 4.28 g/t Au over 4.88 m in SD-25-544; and
    - 14.51 g/t Au over 4.81 m, including 90.40 g/t Au over 0.67 m in SD-25-552,
  - On August 1, 2025, the Company completed a vertical short-form amalgamation of the Company with its wholly-owned subsidiaries, Augustine Ventures Inc. and Wawa GP Inc., each of whom were inactive.
  - On October 9, 2025, as part of what is now the 2026 PEA and in preparation of a potential prefeasibility study, the Company announced the commencement of a 9,000 m drilling program to better define near-surface gold mineralization and collect samples for additional environmental, metallurgical and geotechnical analysis.

- On November 10, 2025, the Company announced gold assay results from its Wawa Gold Project in Ontario. The new assay results are from two (2) drill holes totaling 1,487m completed as part of the exploration drilling program finished in July 2025. The holes were drilled to follow up on high-grade surface sampling results of 75.90 g/t and 47.80 g/t gold.
- On February 12, 2026, the Company changed its name to “RPX Gold Inc.” following receipt of shareholder approval at its annual meeting of shareholders on January 21, 2026 and all required regulatory and stock exchange approvals.
- On February 18, 2026, the Company announced the results of the 2026 PEA for its 100%-owned Wawa Gold Project located in northwestern Ontario, Canada. The 2026 PEA outlines a phased development plan beginning with open pit mining of near surface mineralization followed by underground mining. The Wawa Gold Project was evaluated at a life of mine (“**LOM**”) average of 2,000 tonnes per day of Run of Mine and demonstrates strong economics using a long-term gold price of US\$3,500/oz (the “**Base Case**”), and enhanced economics using a long-term gold price of US\$4,500/oz (the “**Upside Case**”). Highlights of the 2026 PEA include:
  - After-tax NPV (5%) of C\$523 million and an after-tax IRR of 99.7% at a Base Case gold price, and an after-tax NPV (5%) of C\$935M and an IRR of 181% at an Upside Case gold price.
  - Base Case average annual after-tax free cash flow<sup>1</sup> (excluding initial capital expenditures) of C\$85M and cumulative after-tax free cash flow of C\$767M; first 5 years of production generating C\$354M after-tax free cash flow (excluding initial capital expenditures);
  - LOM Cash Costs<sup>2</sup> of US\$1,835/oz and AISC<sup>1</sup> of US\$2,149/oz, at the base case gold price;
  - 81% of the gold production coming from Indicated resources;
  - Initial Capital: ~C\$51 million;
  - Payback Period: <1 year; and
  - Phased open-pit and underground development utilizing toll milling.
- On March 18, 2026, the Company filed the 2026 PEA under its profile on SEDAR+.

## Material facts

There are no material facts about the LIFE Offering Securities being distributed pursuant to the LIFE Offering that have not been disclosed in this Offering Document or in any other document filed on the Company’s profile at [www.sedarplus.ca](http://www.sedarplus.ca) in the 12 months preceding the date of this Offering Document. There can be no guarantee that the Company will be successful in raising either the minimum or the maximum amount under this Offering.

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

The Company intends to use the gross proceeds from the sale of the Common Shares for general corporate and working capital purposes.

The Company intends to use the gross proceeds from the sale of the FT Shares and CFT Shares to incur Qualifying Expenditures on the Wawa Gold Project in Ontario, Canada on or before December 31, 2027.

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<sup>1</sup> LoM Cash costs per ounce of gold, all-in sustaining cost (“**AISC**”) per ounce of gold and free cash flow are non-GAAP measures or ratios. These measures have no standardized meaning under IFRS and may not be comparable to similar measures used by other issuers.

This includes a work program and expenditures to advance the characterization of the Jubilee-Minto Deposits. The work program includes a diamond drilling campaign to improve the confidence in the existing mineral resources and to collect additional information in the areas of the deposit covered solely by historical drilling. The Company intends to use this information to update the existing mineral resources. The work program also includes the collection of additional information to assess the environmental, geotechnical, metallurgical and material sorting characteristics of the deposits. The updated mineral resource and the collected data are intended to support a Prefeasibility Study for potential open-pit and underground production as part of the phased development approach that was outlined in the Preliminary Economic Assessment announced in February 2026. The Company expects such activities will be carried out over a period of 6 months in the 2026 calendar year, following the closing of the Offering. The Company expects to incur the expenditures for such activities on or before December 31, 2027.

### USE OF AVAILABLE FUNDS

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

The allocation between the amount of funds to be raised under the LIFE Offering and under the Concurrent Offering is not known at this time. The table below presents the amount of available funds following the Offering assuming a minimum Offering size of \$4,000,000 and assuming a maximum Offering size of \$12,300,000. In each case, it has been assumed that equal amounts will be raised as between the LIFE Offering and the Concurrent Offering for illustrative purposes only. There can be no assurances as to the actual amounts that will be raised pursuant to the Offering or as to the allocation of funds raised from the LIFE Offering and the Concurrent Offering.

		Assuming minimum Offering only.	Assuming 100% of the Offering.	Assuming 100% of the Offering as well as the Exercise in full of the Agents' Option <sup>(1)</sup>
A.	Amount to be raised by this offering.	\$2,000,000	\$6,150,000	\$7,072,500
B.	Selling commissions and fees. <sup>(2)</sup>	\$240,000	\$738,000	\$848,700
C.	Estimated offering costs (e.g., legal, accounting, audit).	\$250,000	\$250,000	\$250,000
D.	Net proceeds of offering: $D = A - (B+C)$ .	\$1,510,000	\$5,162,000	\$5,973,800
E.	Working capital as at most recent month end (deficiency). <sup>(3)</sup>	\$2,769,000	\$2,769,000	\$2,769,000
F.	Additional sources of funding. <sup>(4)</sup>	\$2,000,000	\$6,150,000	\$7,072,500
G.	Total available funds: $G = D+E+F$ .	\$6,279,000	\$14,081,000	\$15,815,300

(1) The Agents' Option may be exercised for any combination of Common Shares, FT Shares, CFT Shares, Units, FT Units and CFT Units.

(2) Calculated in the aggregate on the Offering (amounts in A and F).

(3) The working capital as at February 28, 2026, is an estimate made by management; actual results may differ.

(4) Reflects assumed proceeds from the Concurrent Offering

The Company has experienced an increase in working capital, in part, as a result of the closing of the July 2025 Financing. The Company is an exploration stage mining company which earns no revenue, and exploration and development work undertaken by the Company is funded by available cash from financing activities. The Company has raised working capital through the sale of securities.

### How will we use the available funds?

Description of intended use of available funds listed in order of priority.	Assuming minimum Offering only.	Assuming 100% of the Offering.	Assuming 100% of the Offering as well as the Exercise in full of the Agents' Option
Exploration drilling	\$0	\$5,345,000	\$5,345,000
Existing Qualifying Expenditure Commitments	\$496,567	\$496,567	\$496,567
Permitting and Technical Studies	\$0	\$3,939,000	\$4,030,650
Community Consultations	\$0	\$1,100,000	\$1,100,000
Working capital and general corporate purposes	\$5,782,433	\$3,200,433	\$4,843,083
<b>Total available funds:</b>	<b>\$6,279,000</b>	<b>\$14,081,000</b>	<b>\$15,815,300</b>

The above noted allocation represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan and sustain its operations for not less than 12 months from the Closing Date of the Offering.

The most recent audited annual financial statements and interim financial report of the Company included a going-concern note. The Company is still in the exploration stage and the Company has not yet generated positive cash flows from its operating activities, which may cast doubt on the Company's ability to continue as a going concern. The Offering is intended to permit the Company to advance the Wawa Gold Project based on the recommendations of the Technical Report, and maintain its ownership of the Wawa Gold Project and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

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

On July 9, 2025, the Company closed the July 2025 Financing of a sale of: (i) 55,000,000 non-flow-through units; (ii) 12,500,000 flow-through units; and (iii) 10,714,284 charity flow-through units, for aggregate gross proceeds to the Company of \$8,500,000. The Company sold a total of 42,664,284 shares and 21,332,142 warrants pursuant to the Listed Issuer Financing Exemption and the remaining securities were sold pursuant to other available exemptions in the July 2025 Financing.

The net proceeds from the sale of flow-through common shares and charity flow-through common shares in the July 2025 Financing were used by the Company to incur Qualifying Expenditures related to the Company's Wawa Gold Project in Ontario. All Qualifying Expenditures were renounced in favour of the subscribers of the flow-through units and charity flow-through units effective December 31, 2025. The net proceeds from the sale of the non-flow through units in the July 2025 Financing were used by the Company for working capital, general corporate purposes, and the evaluation of the potential for future open pit production at the Wawa Gold Project, including technical studies and permitting.

Description of intended use of available funds listed in order of priority.	Intended allocation of proceeds from Previous Financing	Actual allocation of proceeds from Previous Financing	Explanation of variances	Impact of variances on business objectives and milestones
Exploration drilling	\$3,000,000	\$2,795,329	Not a full year has been incurred to date	N/A
Qualifying Expenditures	\$2,390,951	\$2,390,951	Not a full year has been incurred to date	N/A
Permitting and Technical Studies	\$2,000,000	\$820,740	Not a full year has been incurred to date	N/A
Working capital and general corporate purposes.	\$2,675,869	\$816,759	Not a full year has been incurred to date	N/A

### 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?**

<b>Agent:</b>	Haywood Securities Inc., as sole bookrunner and lead agent, together with a syndicate of agents, including Research Capital Corporation and Paradigm Capital Inc. The Securities will be offered and sold pursuant to the Agency Agreement to be entered into between the Company and the Agents.
<b>Compensation type:</b>	Cash fee and non-transferable compensation options.
<b>Cash commission:</b>	6.0% of the gross proceeds of the Offering.
<b>Compensation Options:</b>	6.0% of the aggregate number of Securities sold under the Offering, (the “ <b>Compensation Options</b> ”). Each Compensation Option will entitle the holder thereof to acquire one Common Share at a price of \$0.17 for a period of 24 months from the Closing Date.

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

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

### 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.**

#### **ADDITIONAL INFORMATION**

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

Securityholders can access the Company's continuous disclosure at [www.sedarplus.ca](http://www.sedarplus.ca). For further information regarding the Company, visit our website at <https://www.rpxgold.com/>.

***Purchasers should read this Offering Document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment in the LIFE Offering Securities.***

## DATE AND CERTIFICATE

**This Offering Document, together with any document filed under Canadian securities legislation on or after April 17, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

April 17, 2026.

By: (signed) Michael Michaud  
Name: Michael Michaud  
Title: Chief Executive Officer

By: (signed) Eric Josipovic  
Name: Eric Josipovic  
Title: Chief Financial Officer

**APPENDIX “A”**  
**ACKNOWLEDGEMENTS, COVENANTS, REPRESENTATIONS AND WARRANTIES OF THE PURCHASER**

In addition to any other acknowledgements, covenants, representations and warranties made by each purchaser of LIFE Offering Securities (referred to in this Appendix “A” as the “**Securities**”) under the LIFE Offering (the “**Purchaser**”), each such Purchaser makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Company, as at the date hereof, and as of the final closing date which is expected to take place on or about May 13, 2026:

- a) the Purchaser is resident in the jurisdiction disclosed to the Company and the Purchaser was solicited to purchase in such jurisdiction;
- b) the Purchaser has not received, nor has the Purchaser requested, nor does the Purchaser have any need to receive, any prospectus, sales or advertising literature, offering memorandum or any other document describing or purporting to describe the business and affairs of the Company which has been prepared for delivery to, and review by, prospective purchasers in order to assist them in making an investment decision in respect of the purchase of the Securities pursuant to the LIFE Offering;
- c) the Purchaser has relied only upon publicly available information relating to the Company and not upon any verbal or written representation as to fact, and the Purchaser acknowledges that the Company has not made any written representations, warranties or covenants in respect of such publicly available information except as set forth in this Offering Document;
- d) legal counsel retained by the Company is acting as counsel to the Company and not as counsel to the Purchaser and the Purchaser may not rely upon such counsel. The Purchaser should obtain independent 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 Purchaser is not relying on legal or tax advice provided by the Company or its counsel;
- e) the Purchaser acknowledges that:
  - i. no securities commission or similar regulatory authority has reviewed or passed on the merits of the LIFE Offering;
  - ii. there is no government or other insurance covering the LIFE Offering; and
  - iii. there are risks associated with the purchase of the LIFE Offering;
- f) the Company has advised the Purchaser that the Company is relying on an exemption from the requirements to provide the Purchaser with a prospectus and to sell the Securities through a person or company registered to sell securities under applicable securities laws and, as a consequence of acquiring the Securities pursuant to this exemption, certain protections, rights and remedies provided by the applicable securities laws, including statutory rights of rescission or damages, will not be available to the Purchaser and the Purchaser may not receive information that would otherwise be required to be given;
- g) the Purchaser either

- i. is not an “insider” of the Company or a “registrant” (each as defined under applicable securities laws of Ontario); or
  - ii. has identified itself to the Company as either an “insider” or a “registrant” (each as defined under applicable securities laws of Ontario);
- h) the Purchaser will not become a “control person” within the meaning of Canadian securities laws by virtue of the purchase of the Securities, and does not intend to act in concert with any other person to form a control group of the Company in connection with the acquisition of the Securities;
- i) the Purchaser has not received, nor does it expect to receive, any financial assistance from the Company, directly or indirectly, in respect of the Purchaser’s subscription for Securities;
- j) if the Purchaser is:
  - i. a corporation, the Purchaser 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 Securities pursuant to the terms set out in this Offering Document;
  - ii. a partnership, syndicate or other form of unincorporated organization, the Purchaser has the necessary legal capacity and authority to subscribe for the Securities pursuant to the terms set out in this Offering Document and has obtained all necessary approvals in respect thereof; or
  - iii. an individual, the Purchaser is of the full age of majority and is legally competent to subscribe for the Securities pursuant to the terms set out in this Offering Document;
- k) the subscription for the Securities and the completion of the transactions described herein by the Purchaser 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, by-laws or resolutions of the Purchaser if the Purchaser is not an individual, the applicable securities laws or any other laws applicable to the Purchaser, any agreement to which the Purchaser is a party, or any judgment, decree, order, statute, rule or regulation applicable to the Purchaser;
- l) the Purchaser is not purchasing the Securities with knowledge of any material fact or material change about the Company that has not been generally disclosed and the decision of the Purchaser, to acquire Securities 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;
- m) if the Purchaser is a resident of or otherwise subject to the securities laws of a jurisdiction other than Canada, it certifies that it is not resident in any jurisdiction in Canada and it is knowledgeable of, or has been independently advised as to, the applicable securities laws in the jurisdiction of its residence which would apply to this Offering Document. The delivery of any investor questionnaire to be completed by the Purchaser and the purchase of the Securities by such Purchaser does not contravene the applicable laws (including applicable securities laws) in the jurisdiction in which it is resident or to which it is subject and, to the knowledge of the Purchaser, 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 it will provide such evidence of compliance with all such matters as the Company may request;

- n) the Purchaser is aware that the Securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or the securities laws of any state of the United States and that the Securities may not be offered, sold or otherwise disposed of, directly or indirectly, in the United States, any state or territory of the United States or the District of Columbia, without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an exemption from such registration and it acknowledges that the Company has no obligation or present intention of filing a registration statement under the U.S. Securities Act in respect of the sale or resale of the Securities;
- o) unless the Purchaser has separately executed and delivered to the Company and the Agent Exhibit A (U.S. Accredited Investor Agreement) or Exhibit B (U.S. QIB Agreement), as applicable, attached to the U.S. Private Placement Memorandum and Offering Document delivered to U.S. Purchaser offerees and purchasers of the Securities (which in addition to the acknowledgements, covenants, representations and warranties contained herein, the Purchaser makes the representations, warranties and covenants set forth therein), the Purchaser: (i) is not in the United States; (ii) was outside of the United States at the time the buy order for the Securities was originated; (iii) is not subscribing for the Securities for the account of a person in the United States; (iv) is not subscribing for the Securities for resale in the United States; and (v) was not offered the Securities in the United States;
- p) the funds representing the aggregate subscription funds which will be advanced by the Purchaser 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 Purchaser acknowledges that the Company may in the future be required by law to disclose the Purchaser’s name and other information relating to the Purchaser’s subscription of the Securities, 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 Purchaser (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 Purchaser; and (ii) it will promptly notify the Company if the Purchaser discovers that any of such representations ceases to be true, and to provide the Company with appropriate information in connection therewith;
- q) neither the Company, nor any of its respective directors, employees, officers, affiliates or agents, except as may be provided herein, has made any written or oral representations to the Purchaser:
  - i. that any person will re-sell or re-purchase the Securities;
  - ii. that any person will refund all or any part of the purchase price of the Securities acquired by the Purchaser;
  - iii. as to the future price or value of the Securities; or

- iv. that the Securities will be listed on any exchange or quoted on any quotation and trade reporting system, or that application has been or will be made to list any such security on any exchange or quote the security on any quotation and trade reporting system;
- r) if required by applicable securities laws or the Company, the Purchaser 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 Securities as may be required by any securities commission, stock exchange or other regulatory authority;
- s) the Purchaser has obtained all necessary consents and authorities to enable it to agree to subscribe for the Securities pursuant to the terms set out in this Offering Document and the Purchaser 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 the purchase of the Securities and the Purchaser 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 LIFE Offering or the Purchaser's subscription;
- t) the Purchaser is purchasing the Securities for investment purposes only and not with a view to resale or distribution; and
- u) the Purchaser acknowledges that certain fees may be payable by the Company in connection with the LIFE Offering.

Each Purchaser of Securities resident outside of Canada or outside of the United States makes, and is deemed to make, the following additional acknowledgements, covenants, representations and warranties to the Company and the Agent, as at the date hereof, and as of the closing date which is expected to take place on or about May 13, 2026:

- a) it is knowledgeable of, or has been independently advised as to, the applicable securities laws of the securities regulatory authorities (the "**International Authorities**") having application to the LIFE Offering and the Company in the jurisdiction (the "**International Jurisdiction**") in which the Purchaser is resident;
- b) it is purchasing the securities with investment intent and not with a view to distribution, and not as part of a plan or scheme to conduct an indirect distribution to a person or company in Canada,
- c) it will not re-distribute the securities into any jurisdiction of Canada in the four month and one day period following closing of the offering except pursuant to a Canadian prospectus or prospectus exemption;
- d) it is purchasing the Securities pursuant to an applicable exemption from any prospectus, registration or similar requirements under the applicable securities laws of the International Jurisdiction, or the Purchaser is permitted to purchase the Securities under the applicable securities laws of the International Jurisdiction without the need to rely on such exemptions;
- e) the applicable securities laws of the International Jurisdiction do not require the Company to make any filings or seek any approvals of any nature whatsoever with or from any of the International Authorities in connection with the LIFE Offering or the Securities, including any resale thereof;

- f) the LIFE Offering and the completion of the offer and sale of the Securities to the Purchaser as contemplated herein complies in all respects with the applicable securities laws of the International Jurisdiction, and does not trigger:
  - (i) any obligation to prepare and file a prospectus or similar or other Offering Document, or any other report with respect to such purchase in the International Jurisdiction; or
  - (ii) any continuous disclosure reporting obligation of the Company in the International Jurisdiction;
- g) it will not sell, transfer or dispose of the Securities except in accordance with all applicable laws, including applicable securities laws of Canada and the United States, and it acknowledges that the Company shall have no obligation to register any such purported sale, transfer or disposition which violates applicable Canadian or United States securities laws; and
- h) it will, if requested by the Company, deliver to the Company a certificate or opinion of local counsel from the International Jurisdiction which will confirm the matters.