



**CSE FORM 2A**

**LISTING STATEMENT**

**(the “Listing Statement”)**

**of**

**VIRIDIAN METALS INC.**

**(the “Issuer”)**

January 31, 2025

**This Listing Statement is intended to provide full, true and plain disclosure about the Issuer. It is not, and is not to be construed as, a prospectus. It has not been reviewed by a securities regulatory authority and no securities are being sold or qualified for distribution by the filing of this Listing Statement.**

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## **GENERAL MATTERS**

**The Company:** References in this Listing Statement to “*the Company*” or “*Viridian*” refer to Viridian Metals Inc.

On November 6, 2024, Coco Pool Corp. completed a reverse takeover transaction with Viridian Metals Corp. The transaction constituted the Company’s Qualifying Transaction (as such term is defined under the policies of the TSX Venture Exchange (the “TSXV”)) and was completed pursuant to the terms and conditions of an amalgamation agreement (the “Amalgamation Agreement”) dated July 31, 2024, among the Coco Pool Corp., 16217494 Canada Inc. (a wholly owned subsidiary of Coco Pool Corp.) and Viridian Metals Corp. For additional detail on this transaction refer to the filing statement of Coco Pool Corp. dated and filed on SEDAR+ on October 28, 2024 (the “Filing Statement”).

As part of the transaction Coco Pool Corp. changed its name to Viridian Metals Inc.

All references herein to Coco Pool Corp. shall be taken to mean the Company prior to completion of the Qualifying Transaction.

**Glossary of Terms:** See “*Glossary of Terms*” below for the meaning assigned to certain capitalized terms in this Listing Statement.

**Currency:** In this Listing Statement, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to \$ are to Canadian dollars.

**IFRS:** For reporting purposes, the Company prepares its financial statements in Canadian dollars and in conformity with International Financial Reporting Standards.

**Date of Information:** Except as otherwise indicated in this Listing Statement, all information disclosed in this Listing Statement is as of date of this Listing Statement, or as known to the Company, as of the date of this Listing Statement.

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

This Listing Statement contains “forward-looking information” and “forward-looking statements” within the meaning of applicable securities legislation. The forward-looking statements herein are made as of the date of this Listing Statement only, and the Company does not assume any obligation to update or revise them to reflect new information, estimates or opinions, future events or results or otherwise, except as required by applicable law. Often, but not always, forward- looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budgets”, “scheduled”, “estimates”, “forecasts”, “predicts”, “projects”, “intends”, “targets”, “aims”, “anticipates” or “believes” or variations (including negative variations) of such words and phrases or may be identified by statements to the effect that certain actions “may”, “could”, “should”, “would”, “might” or “will” be taken, occur or be achieved. These forward-looking statements include, among other things, statements relating to: expectations, strategies and plans, including the Company’s proposed expenditures for exploration work on its properties, and general and administrative expenses; the results of future exploration work and the estimated timelines for same; the timing, receipt and maintenance of

approvals, licenses and permits from applicable government, regulatory or administrative bodies; expectations generally about the Company's business plans and its ability to raise further capital for corporate purposes and further exploration; future financial or operating performance and condition of the Company and its business, operations and properties; environmental, health and safety regulations affecting the mineral exploration industry; competitive conditions; expectations respecting executive compensation; involvement and impact of Indigenous land claims and NGOs; staffing of exploration activities and access to services and supplies at its properties; the impact of the ongoing wars in Ukraine and the Middle East, the impact of climate change; capital and operating expenditures; and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable.

Although the forward-looking information in this Listing Statement reflects management's current beliefs about the prospects of the Company based on information currently available to management and on what management believes to be reasonable assumptions, there is no certainty that the actual results achieved will be consistent with such forward-looking information. Forward-looking information is not a guarantee of future performance and by its nature is based on assumptions and involves significant known and unknown risks, uncertainties and other factors which may cause actual results, performance, achievements, industry results, prospects and opportunities of the Company in future periods to be materially different from those expressed or implied by the forward-looking information provided in this Listing Statement. Should one or more of these risks or uncertainties materialize, or should assumptions underlying forward-looking information prove incorrect, then any such change could cause actual results, performance or achievements to differ materially from the anticipated results expressed or implied in the forward- looking information set out in this Listing Statement.

With respect to the forward-looking statements information contained in this Listing Statement, although the Company believes that the expectations and assumptions on which the forward- looking information are based are reasonable, undue reliance should not be placed on the statements containing forward-looking information, because no assurance can be given that they will prove to be correct. Since statements containing forward-looking information 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 which include, but are not limited to risks related to general business, economic, competitive, political and social uncertainties; risks related to the effects of the ongoing wars in Ukraine and the Middle East; risks related to climate change; operational risks in exploration, development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the actual results of current exploration activities and actual results of reclamation activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, changes in labour costs and other costs and expenses or equipment or processes to operate as anticipated, accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses, insurrection or war; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; and commodity prices. This list is not exhaustive. A large number of factors could affect the assumptions on which statements about forward looking information are made in this Listing Statement or the underlying assumptions. A discussion of the factors that could cause actual results to differ significantly from the forward-looking information given in this Listing Statement is set out under the heading "Risk Factors". Forward-looking information is based on certain assumptions that the Company believes are reasonable, including that the Company will be able to carry on exploration and development activities as anticipated; required approvals, licenses and permits for

its proposed exploration program on its properties will be obtained; sufficient working capital will be available for exploration and the Company's general operations; the current price of and demand for commodities will be sustained or will improve, the supply of commodities will remain stable, that the general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed on reasonable terms and the Company will not experience any material labour dispute, accident, or failure of plant or equipment and such other assumptions and factors as set out herein. See "*Risk Factors*".

Although the Company has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in the forward-looking information in this Listing Statement, there may be other factors and risks that cause actions, events or results that have not been anticipated. **There can be no assurance that the forward- looking information in this Listing Statement will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The factors discussed in this section should therefore be weighed carefully and readers should not place undue reliance on the forward-looking information provided in this Listing Statement. Forward-looking information contained in this Listing Statement is expressly qualified in its entirety by the foregoing cautionary statements and speak only as of the date of this Listing Statement. Except as required under applicable laws, the Company assumes no obligation to update or revise such information to reflect new events or circumstances. Neither the Company nor any of its representatives make any representation or warranty, express or implied, as to the accuracy, sufficiency or completeness of the information in this Listing Statement.**

#### **DOCUMENTS INCORPORATED BY REFERENCE**

The following documents of the Company, filed with the various securities commissions or similar authorities in Canada, are specifically incorporated by reference into, and form an integral part of, this Listing Statement, provided that such documents are not incorporated by reference to the extent that their contents are modified or superseded by a statement contained in this Listing Statement or in any other subsequently filed document that is also incorporated by reference in this Listing Statement:

1. The filing statement of the Company dated October 28, 2024 and all schedules, attachments and exhibits appended thereto (filed on SEDAR+ on October 28, 2024) (the "**Filing Statement**");
2. the unaudited condensed interim financial statements of Viridian Metals Corp. as at and for the three and nine months ended September 30, 2024 (filed on SEDAR+ on November 18, 2024) (the "**RTO Acquiror Statements**");
3. the management's discussion and analysis of the financial condition and results of operations of the Company as at and for the three and six months ended September 30, 2024 (filed on SEDAR+: November 18, 2024 as part of the filing statement of Coco Pool Corp.) (the "**RTO Acquiror MD&A**");
4. the audited financial statements of Coco Pool Corp. as at and for the year ended August 31, 2024, together with the notes thereto and the auditor's report thereon dated December 10, 2024 (filed on SEDAR+: December 12, 2024) (the "**Coco 2024 Statements**");
5. the management's discussion and analysis of the financial condition and results of operations of

Coco Pool Corp. as at and for the year ended August 31, 2024 (filed on SEDAR+: December 12, 2024) (the “**Coco 2024 MD&A**”);

6. NI 43-101 Technical Report with an effective date of September 23, 2014, on the Kraken Property, Labrador (the “**Technical Report**”) (filed on SEDAR+: October 28, 2024); and
7. the news releases filed on SEDAR+ on the following dates with the following titles:
  - (a) January 24, 2025: Viridian Metals Secures ~2,600km<sup>2</sup> Land Position in the Seal Basin, Labrador;
  - (b) January 17, 2025: Coulter Wright joins Viridian Metals’ Senior Management Team;
  - (c) January 7, 2025: Viridian Metals Selected for BHP Xplor's Prestigious 2025 Accelerator Program;
  - (d) November 26, 2024: Viridian Metals reports higher than average grade from initial 2024 drill results at Kraken;
  - (e) November 20, 2024: Viridian Metals identifies over 150 conductors on Kraken magmatic sulfide project;
  - (f) November 12, 2024: Viridian Metals announces opening of trading on the TSX Venture Exchange on November 14, 2024; and
  - (g) November 6, 2024: Viridian Metals Inc. announces closing of its qualifying transaction.

(collectively the “**News Releases**”)

The documents incorporated or deemed to be incorporated herein by reference contain meaningful and material information relating to the Company and readers should review all information contained in this Listing Statement and the documents incorporated or deemed to be incorporated by reference herein.

**Any statement contained in this Listing Statement or in a document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded, for the purposes of this Listing Statement, to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein, modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement will not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Listing Statement.**

## **GLOSSARY OF TERMS**

**“Board”** or **“Board of Directors”** means the board of directors of the Company.

**“Coco 2024 Statements”** has the meaning given it under *“Documents Incorporated by Reference”*.

**“Coco 2024 MD&A”** has the meaning given it under *“Documents Incorporated by Reference”*.

**“Company”** unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

**“Company”** or **“Viridian”** means Viridian Metals Inc., a company incorporated under the *British Columbia Business Corporations Act*.

**“CSE”** means the Canadian Securities Exchange.

**“Fling Statement”** has the meaning given it under *“Documents Incorporated by Reference”*.

**“Listing Statement”** means this listing statement dated as of the date on the cover page, and includes any appendices, schedules or attachments hereto.

**“News Releases”** has the meaning given it under *“Documents Incorporated by Reference”*.

**“person”** means a company or individual.

**“Qualifying Transaction”** has the meaning given it under *“General Matters”*.

**“RTO Acquiror Statements”** has the meaning given it under *“Documents Incorporated by Reference”*.

**“RTO Acquiror MD&A”** has the meaning given it under *“Documents Incorporated by Reference”*.

**“SEDAR+”** means System for Electronic Document Analysis and Retrieval +, having a website located at [www.sedarplus.com](http://www.sedarplus.com).

**“Shareholder”** means a holder of Shares.

**“Shares”** means the common shares in the capital of the Company and **“Share”** means any one of them.

**“Omnibus Equity Incentive Plan”** means the Omnibus Equity Incentive plan of the Company as most recently approved by Shareholders on September 12, 2024.

**“TSXV”** means the TSX Venture Exchange.

**TABLE OF CONCORDANCE**

<b>Information Required by Form 2A Listing Statement</b>	<b>Disclosure Document</b>	<b>Page #</b>
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		Viridian Metals Corp. 18
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	Technical Report	All
Use of Proceeds	See below	See below
Dividends or Distributions	Filing Statement	36
Management's Discussion and Analysis	Filing Statement	Appendix B and Appendix D
	Coco 2024 MD&A	All
	RTO Acquiror MD&A	All
Description of the Securities	See below	See below
Consolidated Capitalization	See below	See below
Options to Purchase Securities	See below	See below
Prior Sales	Filing Statement	Coco Pool Corp. 15
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	News Releases	News Release dated November 6, 2024.



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Audit Committees and Corporate Governance	Filing Statement	41 - 43
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Promoters	See below	See below
Legal Proceedings and Regulatory Actions	See below	See below
Interests of Management and Others in Material Transactions	Filing Statement	16 and 29
Auditors, Transfer Agents and Registrars	See below	See below
Material Contracts	Filing Statement	17 and 30
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Financial Statement Disclosure	Filing Statement	Appendix A, Appendix C, Appendix E
	Coco 2024 Statements	All
	RTO Acquiror Statements	All

### USE OF PROCEEDS

The Company is not raising any funds concurrent with the Listing.

The Company anticipates that its working capital of \$681,205 as of December 31 2024, is sufficient to fund operations for the next 12-month period.

The total funds available to the Company are expected to be used over the 12 months following this Listing Statement, principally, as set out below, subject to reallocation as may be determined in the discretion of the Company as circumstances warrant:

<b>Use of Available Funds</b>	
<b>Available Funds</b>	
Working Capital <sup>(1)</sup>	\$681,205
<b>Total</b>	<b>\$681,205</b>
<b>Expenses</b>	
Listing Fee	\$20,000
Executive Compensation	\$229,800
Marketing and promotion	\$118,115
Exploration Expenses <sup>(2)</sup>	\$170,802
General & Administrative Expenses <sup>(3)</sup>	\$115,615
Unallocated Working Capital	\$26,873
<b>Total</b>	<b>\$681,205</b>

**Notes:**

- (1) Working capital as of December 31, 2024.
- (2) Exploration expenses relate to the Kraken Project – Exploration Program Phase 1 and supplemental work as recommended in the Technical Report dated October 28, 2024. The Company incurs Exploration Expenses and they come due. The figure noted in the table above represents the remainder of the total work program of \$225,000 recommended in the Technical Report.
- (3) Estimated General & Administrative Expenses for 12 months includes, among other things, property taxes, office rent, audit fees, legal fees, transfer agent and registrar fees, CSE fees and other typical administrative costs.

Although the Company intends to expend the funds available to it as set out above, the amount actually expended for the purposes described above could vary significantly depending on, among other things, mineral prices, unforeseen events, potential acquisitions, and the Company's future operating and capital needs from time to time. There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. Due to the nature of the business of mineral exploration, budgets are regularly reviewed with respect to both the success of the exploration program and other opportunities which may become available to the Company.

## **DESCRIPTION OF EQUITY SECURITIES**

### **Shares**

The Company is authorized to issue an unlimited number of common shares with no par value ("Shares"). Each Share carries one vote at all meetings of shareholders of the Company, carries the right to receive a proportionate share, on a per share basis, of the assets of the Company available for distribution in the event of a liquidation, dissolution or winding-up of the Company and the right to receive any dividend if declared by the Company.

The Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do the provisions relating thereto contain any sinking or purchase fund provisions or provisions requiring a securityholder to contribute additional capital. The articles of the Company do not contain any provisions restricting the issuance of additional securities or any other material restrictions.

As at the date hereof, 49,608,938 Shares are issued and outstanding.

### **Warrants**

A total of 9,228,938 Shares are reserved for issuance upon the exercise of certain share purchase warrants as follows:

- 140,000 exercisable at a price of \$0.45 per Share on or before August 23, 2027;
- 62,500 exercisable at a price of \$0.45 per Share on or before August 3, 2026;
- 1,565,200 exercisable at a price of \$0.45 per Share on or before August 2, 2027;
- 500,000 exercisable at a price of \$0.45 per Share on or before June 6, 2027;
- 2,222,000 exercisable at a price of \$0.45 per Share on or before May 23, 2026;
- 1,890,238 exercisable at a price of \$0.40 per Share on or before May 14, 2027;
- 1,160,000 exercisable at a price of \$0.45 per Share on or before September 13, 2027;
- 1,125,000 exercisable at a price of \$0.40 per Share on or before July 29, 2027.
- 426,000 exercisable at a price of \$0.45 per Share on or before November 4, 2029.
- 138,000 exercisable at a price of \$0.22 per Share and expiring on February 8, 2026.

### **Options**

2,815,796 Shares are reserved for issuance upon the exercise of the 2,815,796 stock options granted under the Omnibus Equity Incentive Plan. See "*Options to Purchase Securities*" on the following page.

## **CONSOLIDATED CAPITALIZATION**

The following table sets out the consolidated capitalization of the Company as at December 31, 2023, June 30, 2024, and as of the date of this Listing Statement.

Description of Security	Number Authorized to be Issued	Amount Outstanding as at December 31, 2023 audited	Amount Outstanding as at September, 2024 (unaudited)	Amount Outstanding as of the date of this Listing Statement
Shares	Unlimited	43,079,200	48,670,328	49,608,938
Warrants	N/A	5,649,700	8,802,938	9,228,938
Options	10% of Shares	142,600	285,196	2,052,914

### **OPTIONS TO PURCHASE SECURITIES**

The Company has a Omnibus Equity Incentive Plan under which it is authorized to grant options to purchase Shares to directors, senior officers, employees and/or consultants of the Company. For a full description of the Omnibus Equity Incentive Plan please see the section entitled “*Security Based Compensation*” in the Filing Statement at pages 44 – 48.

The following table sets out certain information in respect of options to purchase securities of the Company:

Optionee category	Number of Options	Exercise Price	Expiry Date
Directors (who are not executive officers)	25,374	\$0.11	September 30, 2032
	24,632	\$0.22	February 8, 2034
	9,200	\$0.17	March 27, 2034
Executive officers	4,600	\$0.22	February 8, 2034
	100,000	\$0.45	November 27, 2027
Consultants	112,624	\$0.11	September 30, 2032
	108,766	\$0.22	February 8, 2034
	2,430,600	\$0.45	November 27, 2027
<b>Total</b>	<b>2,815,796</b>		

### **TRADING PRICE AND VOLUME**

The Shares are listed and posted for trading on the TSXV under the trading symbol “VRDN”. The table set out below presents, on a monthly basis, the reported high and low sale prices (which are not necessarily the closing prices) and the aggregate volume of trading of the Shares on the TSXV for the periods noted:

Month	High	Low	Trading Volume
January 2025 <sup>(1)</sup>	0.61	0.26	717,879
December 2024	0.325	0.18	42,159
November 2024 <sup>(1)</sup>	0.32	0.29	97,609
June – October 2024 <sup>(2)(3)</sup>	0.26	0.26	0
May 2024 <sup>(2)(3)</sup>	0.39	0.22	2,070
April 2024 <sup>(2)</sup>	0.22	0.22	0
March 2024 <sup>(2)</sup>	0.22	0.22	0
February 2024 <sup>(2)</sup>	0.22	0.22	0

Notes:

- (1) January 1, 2025, to January 30, 2025.
- (2) Trading prices and volumes have been adjusted to reflect the consolidation of the Shares undertaken in connection with the Qualifying Transaction.
- (3) The stock was halted from May 24, 2024 to November 14, 2024 whilst the Qualifying Transaction was being undertaken.

### **ESCROWED SECURITIES – SUPPLEMENTAL DISCLOSURE**

Certain of the Company's securities are held in escrow pursuant to escrow agreements required by the TSXV in respect of the completion of the Company's Qualifying Transaction with Viridian Metals Corp. and listing on the TSXV.

A total of 35,195,444 Shares remain held in escrow following an initial release of 2,378,076 from escrow following the closing of the Qualifying Transaction. In addition 923,400 share purchase warrants are held in escrow.

Further information regarding the securities held in escrow, the names of the holders of such securities and the terms of such escrow agreements can be found in the Filing Statement at pages 51 – 54.

The Company expects the terms of the escrow agreements to remain in place upon listing on the CSE.

### **PRINCIPAL SECURITYHOLDERS**

To the best of the Company's knowledge, the following persons or corporations beneficially owns, directly or indirectly or exercises control or direction over Shares carrying 10% or more of the voting rights attached to all outstanding Shares of the Company:

Name	Type of Ownership	Number of Shares Held	Percentage
Lee Bowles	Direct	10,163,520	20.49%
Tyrell Sutherland	Indirect	19,723,500	39.76%

#### **DIRECTORS, EXECUTIVE OFFICERS, AND PROMOTERS – SUPPLEMENTAL DISCLOSURE**

Tyrell Sutherland, through his wholly owned company Sans Peur Exploration Services Inc., has since the date of the Filing Statement, acquired 53,500 Shares by way of acquisition in the public market. His total holdings are now as shown in the table above in the section entitled *Principal Security Holders*.

Coulter Wright was appointed as Corporate Secretary of the Company on January 17, 2025. Mr. Wright is resident in North York, Ontario and currently holds 200,000 Shares representing 0.40% of the Shares and 100,000 Stock Options of the Issuer.

#### **PROMOTERS**

As of the date hereof there are no, and for the two years immediately preceding the date hereof there has not been any promoter of the Issuer.

#### **LEGAL PROCEEDINGS AND REGULATORY ACTIONS**

There are no legal proceedings outstanding, threatened or pending as of this date by or against the Company or to which it is a party or its business or any of its assets is the subject of, nor to the knowledge of the directors and officers of the Company are any such legal proceedings contemplated.

There have not been any penalties or sanctions imposed against the Company by a court relating to provincial or territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company, and the Company has not entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority, as of this date.

#### **AUDITORS, TRANSFER AGENT AND REGISTRARS**

The registrar and transfer agent and registrar is Odyssey Trust Company, 1230 – 300 5th Ave SW, Calgary, AB T2P 3C4.

The auditor of the Company is McGovern Hurley LLP are located at 251 Consumers Rd Suite 800, North York, ON, M2J 4R3.

#### **OTHER MATERIAL FACTS**

There are no other material facts about the securities of the Company that are not disclosed under any other items and are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to the securities of the Company.

### **CERTIFICATE OF THE ISSUER**

The foregoing contains full, true and plain disclosure of all material information relating to the Issuer. It contains no untrue statement of material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

DATED January 31, 2025

\_\_\_\_\_  
(signed) "*Tyrell Sutherland*"

Chief Executive Officer

\_\_\_\_\_  
(signed) "*Sabino Di Paola*"

Chief Financial Officer

### **ON BEHALF OF THE BOARD OF DIRECTORS**

\_\_\_\_\_  
(signed) "*Alan Grujic*"

Director

\_\_\_\_\_  
(signed) "*Lee Bowles*"

Director