

**CSE FORM 2A**

**LISTING STATEMENT**  
**(the “Listing Statement”)**

**WINDFALL GEOTEK INC.**  
**(the “Company”)**

**August 12, 2024**

**This Listing Statement is intended to provide full, true and plain disclosure about the Company. 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 “Windfall” refer to Windfall Geotek Inc.

**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 ON 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 anticipated expenditures for operations, and general and administrative expenses; expectations generally about the Company’s business plan 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 and operations; competitive conditions; expectations respecting executive compensation; 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 relating to the Company's business plans; delays in obtaining governmental approvals or financing; 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 operational activities as anticipated; sufficient working capital will be available for the Company's operations; that the general business and economic conditions impacting the Company will not change in a material adverse manner; that financing will be available if and when needed on reasonable terms; 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:

- (a) the audited consolidated financial statements of the Company as at and for the years ended February 29, 2024 and February 28, 2023, together with the notes thereto and the auditor's report thereon dated June 28, 2024 (filed on SEDAR+ on June 28, 2024) (the "**Annual Financial Statements**");
- (b) the management's discussion and analysis of the financial condition and results of operations of the Company as at and for the years ended February 29, 2024 and February 28, 2023 (filed on SEDAR+ on June 28, 2024) (the "**Annual MD&A**" and, together with the Annual Financial Statements, the "**Financial Disclosure Documents**");
- (c) the management information circular of the Company dated November 13, 2023, filed in connection with the annual general meeting of shareholders of the Company held on December 20, 2023 (filed on SEDAR+ on November 23, 2023) (the "**2023 AGM Circular**"); and
- (d) the news releases filed on SEDAR+ on the following dates with the following titles:
  - i. February 15, 2024: Windfall Geotek Announces Temporary TSXV Trading Halt; and
  - ii. February 16, 2024: Windfall Geotek Announces BOD Appointments, Creation of Advisory Board, & Corporate Update.

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

“**2023 AGM Circular**” has the meaning given it under “*Documents Incorporated by Reference*”.

“**Annual Financial Statements**” has the meaning given it under “*Documents Incorporated by Reference*”.

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

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

“**CBCA**” means the *Canada Business Corporations Act*, including the regulations thereunder, as amended.

“**CEO**” means chief executive officer.

“**CFO**” means chief financial officer.

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

“**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 “**Windfall**” means Windfall Geotek Inc., a company incorporated under the CBCA.

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

“**Financial Disclosure Documents**” 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.

“**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 Common Shares.

“**Stock Option Plan**” means the stock option plan of the Company as most recently approved by Shareholders on December 20, 2023.

“**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>
Corporate Structure (Name, address and incorporation)	See below	See below
Describe the Business (Describe the Business)	See below	See below
Describe the Business (History)	Annual MD&A	2, 4
Describe the Business (Companies with Mineral Properties)	Annual MD&A See below	2, 4 See below
Use of Proceeds	See below	See below
Dividends or Distributions	See below	See below
Management's Discussion and Analysis	Annual MD&A	N/A
Management's Discussion and Analysis (Disclosure of outstanding security data)	Annual MD&A	14
Management's Discussion and Analysis (More recent financial information)	Annual MD&A	N/A
Description of Equity Securities	See below	See below
Consolidated Capitalization	See below	See below
Options to Purchase Securities	See below	See below
Prior Sales	See below	See below
Prior Sales (Trading price and volume)	See below	See below
Principal Securityholders	See below	See below
Directors and Executive Officers (Name, occupation and security holding)	See below	See below
Directors and Executive Officers (Cease trade orders, bankruptcies, penalties or sanctions)	See below	See below
Directors and Executive Officers (Conflicts of Interest)	See below	See below
Directors and Executive Officers (Management of Junior Issuers)	February 16, 2023 Press Release	N/A
Executive Compensation Disclosure	2023 AGM Circular	7
Indebtedness of Directors and Executive Officers	2023 AGM Circular	15
Audit Committees and Corporate Governance	See below	See below
Risk Factors	Annual MD&A	12
Promoters	See below	See below
Legal Proceedings and Regulatory Actions	See below	See below
Interests of Management and Others in Material Transactions	See below	See below
Auditors, Transfer Agents and Registrars (auditors)	See below	See below
Auditors, Transfer Agents and Registrars (Transfer agents, registrars, trustees or other agents)	See below	See below
Material Contracts	See below	See below
Experts (Names of Experts)	See below	See below
Experts (Interest of Experts)	See below	See below

Financial Statement Disclosure for Issuers (Annual financial statements)	Annual Financial Statements	N/A
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## CORPORATE STRUCTURE

The full corporate name of the Company is “Windfall Geotek Inc.”. The Company’s head office and registered office is located at Suite 265 – 7705 boulevard Taschereau, Brossard, Quebec, J4Z 1A7.

The Company was incorporated under the laws of Canada as a “capital pool company” on February 23, 1996 under the name “Majescor Resources Inc.” and, on July 14, 2017, changed its to name “Albert Mining Inc.” On October 17, 2019, the Company changed its name to “Windfall Geotek Inc.” The Company is a “reporting issuer” (as such term is defined under applicable securities laws) in the Provinces of Quebec (currently the Company’s principal regulator), Ontario, British Columbia and Alberta. The Common Shares are currently listed on the TSXV under the trading symbol “WIN”, the Frankfurt Stock Exchange under the trading symbol “L7C2”, and the OTC Pink under the trading symbol “WINKF”. The Company has applied to list the Common Shares on the Exchange and intends to contemporaneously delist from the TSXV upon listing on the Exchange.

As at the date of this Listing Statement, the Company does not have any subsidiaries.

## DESCRIPTION OF THE BUSINESS

The Company is an exploration mining company, which also utilizes a proprietary AI (artificial intelligence) technology platform to establish a competitive advantage in the identification, selection, and development of prospective exploration mining opportunities. Since the time of incorporation, the principal business carried on by the Company has been the acquisition, exploration, and development of mineral properties. To assist with the assessment of, and funding in properties, the Company has utilized its platform for the acquisition of over 7,000 mineral exploration claims, and the investment in 17 exploration mining companies. Management believes that this platform also enables the Company to diversify risk, and obtain an alternate source of funding through the sale of its AI solutions services through which the Company has been generating revenue.

In early 2021, the Company invested several months of management and technical time to perform a detailed comparative analysis on its mineral exploration claim portfolio, due to its holdings in several properties at the time. Based on this process, the Sobeski Lake property was determined to be a property for further development. The Sobeski Lake property consists of 113 mining claims, and covers an area of approximately 2,253 hectares in Red Lake, Ontario. An important factor in the selection of the Sobeski Lake property for further exploration was the success the company had with its Red Lake Camp customer, which exhibited >98% similarity in gold mineralization. Since staking the Sobeski Lake property, the Company has completed a soil sampling program in which a total of 497 samples were taken. The objective of the program was to determine if there were coincident gold-in-soil anomalies over the statistical analysis of the area using the Company’s AI technology platform. The results of this program were successful as anomalous gold-in-soil samples returned values as high as 640-ppb gold. One large gold-in-soil anomaly was outlined with several smaller outlier anomalies detected.

A technical report on the Sobeski Lake property, entitled “NI 43-101 Independent Technical Report on the Sobeski Lake Property” (the “**Technical Report**”) was prepared in compliance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (“**NI 43-101**”) with an effective date of September 6, 2021. The Technical Report is available on the Company’s profile page on SEDAR+.

In the future, the Company intends to focus primarily on exploration of the Sobeski Lake property, as well as maintain and further develop (as necessary) its AI platform. The Company will also consider opportunities for further acquisitions in the mining industry.

### *Employees and Consultants*

As of the date of this Listing Statement, the Company has two consultants (being the Chief Executive Officer and the Chief Financial Officer) and three employees.

## HISTORY

A description of the Company's business development over the last completed financial year is set out in the Financial Disclosure Documents filed on SEDAR+ (see "*Documents Incorporated by Reference*" above).

### USE OF AVAILABLE FUNDS

#### *Use of Available Funds*

The Company is not raising any funds in conjunction with the listing. Accordingly, there are no proceeds.

The Company anticipates that its working capital of \$537,599 as of June 30, 2024 will fund operations for the next 12-month period. A summary of the estimated expenses of the Company for the next 12 months is set out below. Other than the costs stated below, the Company does not anticipate incurring any other material capital expenditures during the next 12-month period. Any unallocated proceeds will be used for the evaluation and acquisition of additional mineral properties and for general working capital purposes.

Use of Available Funds	
Available Funds	
Working Capital	\$537,599
Revenue <sup>1</sup>	\$230,000
<b>Total</b>	<b>\$767,599</b>
Expenses	
Professional fees (legal, audit, etc.) and expenses relating to listing on the Exchange	\$108,000
Phase 1 – 12 month expenses	
External service providers	\$172,000
AI platform – internal resources	\$50,000
Management – internal resources	\$25,000
General and administrative expenses	\$10,000
AI platform business	
Salaries/consulting fees – management and employees	\$268,000
Office other G&A	\$12,000
Unallocated working capital	\$122,599
<b>Total</b>	<b>\$767,599</b>

#### Notes:

- The Company has a 12-month forward revenue pipeline of \$1 million, or, probability weighted, \$390,000. The figure included is for three months forward revenue pipeline of \$300,000, or, probability weighted, \$230,000. No incremental costs are associated with these revenues except sales commissions, which range from 10-20% depending on size, and structure of the contract.

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.

#### *Business Objectives and Milestones*

The Company's efforts, with assistance of a geological services provider, supported the completion and publication of a 43-101 technical report. Consistent with this report, the following table describes the Company's 12-month plan and budget for Sobeski Lake:

Milestone	Target Date	Estimated cost
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Lidar survey (25 square km)	August 2024	\$50,000
High resolution magnetic survey (700 km)	October 2024	\$52,000
Induced polarity survey	April 2025	\$70,000
AI platform - internal resources (geologist and data scientist - 25% 1 year)	July 2025	\$50,000
Management - internal resources (CEO and CFO - 10% 1 year)	July 2025	\$25,000
General and administrative expenses (travel, office, etc.)	July 2025	\$10,000
Total		\$257,000

### **DIVIDENDS OR DISTRIBUTIONS**

The Company has not declared nor paid any dividends on its Shares over the last completed financial year. Subject to restrictions in corporate law relating to solvency, there are no restrictions in the Company's articles or elsewhere which would prevent the Company from paying dividends. However, there are no plans to pay any dividends in the foreseeable future as the Company intends to retain its cash to finance its exploration activities. Any decisions to pay dividends in cash or, otherwise in the future will be made at the discretion of the Board and will depend on the availability of distributable earnings and the operating results and the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Board. No assurance in relation to the payment of dividends can be given by the Company.

### **DESCRIPTION OF EQUITY SECURITIES**

#### **Shares**

The Company is authorized to issue an unlimited number of Common Shares, of which 134,091,628 are issued and outstanding as of the date of this Listing Statement as fully paid and non-assessable. All of the Common Shares rank equally as to voting rights and the entitlement to dividends. Shareholders are entitled to receive notice of, and to attend and vote at, all meetings of the Shareholders of the Company and to receive all notices and other documents required to be sent to holders of Common Shares in accordance with the Company's articles, corporate law and any applicable stock exchange. On a poll, every Shareholder is entitled to one vote for each Share held. Distribution in the form of dividends, if any, will be set by the Board. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking fund or purchase fund provisions. Subject to the applicable corporate laws and the rights of the Shareholders, the Board is authorized to issue additional Common Shares on such terms and conditions and for such consideration as the Board may deem appropriate without further securityholder action.

#### **Warrants**

The Company does not have any warrants outstanding as of the date of this Listing Statement.

#### **Options**

A description of the Company's options is set out at page 22 of the Q3 Financial Statements filed on SEDAR+ (see "*Documents Incorporated by Reference*" above).

### CONSOLIDATED CAPITALIZATION

The following table sets forth share capital of the Company as at the date of this Listing Statement.

Description of Security	Amount Authorized	Outstanding as at the Date of this Listing Statement
Common Shares	unlimited	134,091,628
Options	10% of shares outstanding	13,280,000

### ESCROWED SECURITIES

As at the date of this Listing Statement, the Company does not have any securities subject to escrow provisions.

### OPTIONS TO PURCHASE SECURITIES

The Company has adopted an incentive stock option plan (the “**Stock Option Plan**”), pursuant to which the Board may from time to time, in its discretion and in accordance with the terms of the Stock Option Plan and with Exchange and other regulatory requirements, grant to directors, officers, employees and consultants (together, “**service providers**”) options to purchase Common Shares (“**Options**”). The purpose of the Stock Option Plan is to assist the Company in attracting, retaining and motivating service providers of the Company and of its affiliates and to closely align the personal interests of such service providers with the interests of the Company and its shareholders.

The Stock Option Plan provides that, subject to the requirements of the Exchange, the aggregate number of Common Shares reserved for issuance pursuant to Options granted under the Stock Option Plan will not exceed 10% of the number of Common Shares of the Company that are issued and outstanding from time to time.

The Stock Option Plan is administered by the board of directors of the Company, which has full and final authority with respect to the granting of all Options thereunder subject to express provisions of the Stock Option Plan.

Options may be granted under the Stock Option Plan to such directors, employees, consultants or management company employees of the Company and its subsidiaries, if any, as the board of directors may from time to time designate. The exercise prices are determined by the board of directors, but shall, in no event, be less than the closing market price of the listed security on the Exchange on the trading day prior to the earlier of dissemination of a news release disclosing the issuance of the convertible security or the posting of notice of the proposed issuance of the convertible security with the Exchange. The Stock Option Plan complies with National Instrument 45-106 *Prospectus Exemptions*. Moreover, the Company cannot issue Options to related persons if in the aggregate their Options would, on a fully diluted basis, exceed 10% of the issued and outstanding Common Shares of the Company.

As at the date of this Listing Statement, there are 13,280,000 Options issued and outstanding. 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)	1,200,000	\$0.05	06/29
Executive officers	4,600,000	\$0.055	02/27, 06/29
Employees	1,055,000	\$0.07	07/25, 06/29
Consultants	3,000,000	\$0.05	06/29
Former directors, executive officers and consultants	3,425,000	\$0.08	02/25, 02/27
<b>Total</b>	<b>13,280,000</b>		

### PRIOR SALES

The Company has not issued any Common Shares (or securities convertible into Common Shares) for the 12 months prior to the date of this Listing Statement other than the Options described above.

### TRADING PRICE AND VOLUME

The Common Shares are currently listed on the TSXV under the trading symbol “WIN”. Trading of the Common Shares was halted on February 15, 2024. The Company has applied to list the Common Shares on the Exchange. The Company will contemporaneously delist from the TSXV upon listing on the Exchange.

The following table sets out the price ranges and volume traded on the TSXV for the Company’s Common Shares for the 12-month period prior to the date of this Listing Statement until the date on which trading in the Common Shares became halted (as reported by TMX Money, at [www.tmxmoney.com](http://www.tmxmoney.com)):

Period	Price Range (\$)		Volume
	High	Low	
June, 2024	\$0.03	\$0.03	0
May, 2024	\$0.03	\$0.03	0
April, 2024	\$0.03	\$0.03	0
March, 2024	\$0.03	\$0.03	0
February, 2024	\$0.03	\$0.03	1,201,300
January, 2024	\$0.05	\$0.03	2,149,100
December, 2023	\$0.06	\$0.04	814,200
November, 2023	\$0.05	\$0.04	762,900
October, 2023	\$0.06	\$0.04	911,900
September, 2023	\$0.07	\$0.04	1,309,800
August, 2023	\$0.10	\$0.06	1,690,200
July, 2023	\$0.11	\$0.08	1,203,300
June, 2023	\$0.13	\$0.08	4,413,500

On February 14, 2024, the last full trading day before trading of the Common Shares was halted, the closing price per Common Share on the TSXV was \$0.03.

### PRINCIPAL SECURITYHOLDERS

To the best of the Company’s knowledge, no person 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 other than Brent Anderson. Mr. Anderson currently holds 15,600,000 Shares, which represents approximately 11.6% of the issued and outstanding Shares.

### DIRECTORS AND EXECUTIVE OFFICERS

#### Name, Occupation and Security Holdings

The following table sets out the name, province and country of residence, position or offices held with the Company, and principal occupation within the preceding five years of each of the Company’s directors and executive officers.

<b>Name and Municipality of Residence and Position</b>	<b>Principal Occupation and Positions Held During the Last Five Years</b>	<b>Term of Office</b>	<b>Number &amp; Percentage of Common Shares<sup>(1)</sup> Beneficially Owned or Controlled Directly or Indirectly as of Date of this</b>
David Beck Toronto, ON CEO and Chairman of the Board of Directors	<p>CEO and Chairman of the Board, Windfall Geotek Inc., December 14, 2023 – Present</p> <p>President Sprout Capital Corp., June 2023 - November 2023</p> <p>CFO, Advance United Holdings Inc., Jan. 2022 – May 2023</p> <p>President, Sprout Capital Corp., October 2021 – December 2021</p> <p>CEO &amp; Chairman, 3 Sixty Secure Corp., April 2020 – September 2021</p> <p>President, Sprout Capital Corp., April 2017 – March 2020</p>	December 14, 2023 – Present	Nil
Scott Kelly Vancouver, BC Chief Financial Officer and Corporate Secretary	<p>CFO, Windfall Geotek Inc. (TSXV-WIN), February 2, 2022 – Present</p> <p>CFO &amp; Director, Dryden Gold Corp. (CSE-DRY), October 2022 – Present</p> <p>CFO, Ethos Gold Corp. (TSXV-ECC), August 2014 – April 2021</p> <p>CFO, Mako Mining Corp. (TSXV-MKO), June 2014 – February 2021</p>	February 2, 2022 – Present	Nil
Dorian L. Nicol Nevada City, CA Director	<p>CEO &amp; Director, Honey Badger Silver Inc., (TSXV-TUF), July 2023 – Present</p> <p>CEO &amp; Director, Blue Thunder Mining Inc. (TSXV-BLUE), October 2022 – Present</p> <p>VP Exploration &amp; Director, Altair Resources Inc. (TSXV-ALTR), October 2021 – March 2022</p> <p>VP Exploration &amp; Director, Chaarat Gold Holdings Ltd. (AIM-CGH), November 2018 – March 2020</p>	February 23, 2024 – Present	Nil
Joseph Lafleur Waterloo, ON Director	President & Founder, Poly ML Inc., October 2020 – Present	February 23, 2024 – Present	Nil

	Senior Investment Adviser, Kernaghan & Partners Ltd., January 2012 – June 2020		
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### **Biographical and Other Information Regarding Directors and Executive Officers**

David Beck is the Chief Executive Officer and a director of the Company. Mr. Beck expects to spend approximately 100% of his time in order to fulfill his duties and responsibilities in these roles. Mr. Beck has entered into a consulting agreement as well as a non-competition and non-disclosure agreement with the Company.

Each of the two independent directors of the Company, Dorian Nicol and Joseph Lafleur, expect to spend approximately 10% of their time in their role as directors of the Company. Neither of Mr. Nicol nor Mr. Lafleur has entered into any agreement (including a non-competition or non-disclosure agreement) with the Company.

Biographical information on the directors and executive officers other than Scott Kelly can be found in the documents incorporated by reference into this Listing Statement, as reflected in the Table of Concordance above. A biography for Mr. Kelly can be found immediately below.

#### **Scott Kelly (age 49)**

Chief Financial Officer and Corporate Secretary

Mr. Kelly has approximately 20 years of experience acting as a senior officer and/or director of various private and public companies with large scale resource assets throughout North and South American. He has managed companies through all stages from IPOs through to successful acquisitions by major multi-national corporations. He holds the position of CFO of Dryden Gold Corp., South Pacific Metals Corp, and was the former CFO for Mako Mining Corp and Ely Gold Royalties, which was eventually acquired by Gold Royalty Corp for \$300M. Mr. Kelly obtained his Bachelor of Commerce degree from Royal Roads University in 2001.

Mr. Kelly expects to spend approximately 40% of his time in order to complete his duties and responsibilities as the Chief Financial Officer and Corporate Secretary of the Issuer. Mr. Kelly has not entered into a non-competition and non-disclosure agreement with the Company but has entered into a consulting agreement.

### **Share Ownership by Directors and Executive Officers**

As at the date of this Listing Statement, the directors and executive officers of the Company, as a group, do not beneficially own, control or direct, directly or indirectly, any Common Shares.

### **Cease Trade Orders**

Other than as described below, none of the directors or executive officers is, as at the date of this Listing Statement, or has been, within ten years before the date of this Listing Statement, a director, chief executive officer or chief financial officer of any company (including the Company) that was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than thirty consecutive days that was issued:

- (a) while such person was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) after such person ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while such person was acting in the capacity as director, chief executive officer or chief financial officer.

On September 1, 2023, the Ontario Securities Commission issued a cease trade order prohibiting the trading by any person of any securities of iSign Media Solutions Inc. (“iSign”), due to the failure of iSign to file its annual financial statements, management’s discussion and analysis and related certifications for the year ended April 30, 2023. At the

time the cease trade order was issued, David Beck (the Chief Executive Officer and a director of the Company) was a director of iSign. As iSign has not yet filed the above-noted documents, the cease trade order remains outstanding.

### **Corporate Bankruptcies**

Other than as described below, no director or executive officer (or any personal holding company of such director or executive officer), is, as of the date of this Listing Statement, or has been within ten years before the date of this Listing Statement, a director or executive officer of any company (including the Company) that, while such director or executive officer was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

David Beck previously served as the Chairman and Chief Executive Officer of 3Sixty Secure Corp. (“3Sixty”). In September 2021, Mr. Beck ceased to hold these roles with 3Sixty, concurrently with the appointment of a receiver by a creditor of 3Sixty. In December 2021, 3Sixty made an assignment in bankruptcy.

### **Personal Bankruptcies**

No director or executive officer (or any personal holding company of such director or executive officer), has, within the ten years before the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such director or executive officer.

### **Penalties or Sanctions**

Other than as described below, no director or officer (or any personal holding company of such director or officer), has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in making an investment decision.

In May 2002, Joseph Lafleur, a director of the Issuer, entered into a settlement agreement with the Investment Dealers Association of Canada (the “IDA”), due to conduct of Mr. Lafleur that included failing to report a trade or related client complaint, and soliciting financial assistance from a client. Pursuant to the settlement agreement, Mr. Lafleur was required to pay a fine and was suspending from acting in a supervisory capacity with any member of the IDA until August 8, 2007, after which he was required to fulfill certain conditions upon reapproval for acting in a supervisory capacity.

### **Conflicts of Interest**

To the best of the Company’s knowledge, the Company is not aware of any existing or potential material conflicts of interest between the Company and any of the directors or officers of the Company as of the date hereof. However, the Company provides no assurance that its directors and officers will not have conflicts of interest from time to time. The Company’s directors and officers may serve as directors or officers of other mineral exploration and development companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the Company’s directors and management may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The interests of these companies may differ from time to time. Pursuant to the *Canada Business Corporations Act*, directors and officers of the Company are required to act honestly and in good faith with a view to the best interests of the Company. Therefore, if a conflict of interest arises at a Board meeting, the director in conflict will abstain from voting for or against any resolution involving any such conflict. Generally, as a matter of practice, directors who have disclosed a material interest in any contract or transaction that the Board is considering will also not take part in any Board

discussion respecting that contract or transaction. In appropriate cases, the Company will establish a special committee of independent directors to review a matter in which directors or officers may have a conflict.

## **AUDIT COMMITTEE**

### **Composition of the Audit Committee**

The members of the audit committee of the Company are Dorian L. Nicol (Chair), Joseph Lafleur, and David Beck. All such members are “financially literate” and, except for Mr. David Beck who is CEO of the Company, are “independent” members of the Audit Committee, as such terms are defined in National Instrument 52-110 *Audit Committees*.

### **Education and Relevant Experience**

The education and related experience of each of the members of the Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee is set out below:

#### ***David Beck***

Mr. Beck is a former Founder and Director of several TSX Venture Exchange and CSE companies. He currently serves as a Director of Panther Minerals, Inc. (CSE-PURR). Mr. Beck has invested in, financed, managed and assisted in the growth of numerous companies in the resource and technology sectors since 1998. Mr. Beck received a BSc Honours in Engineering Physics from Queens’s University, a MBA (Dean’s List) from Ivey Business School (University of Western Ontario).

#### ***Dorian Nicol***

Mr. Nicol has over 48 years of worldwide experience in minerals exploration and mining. He led the early work in Papua New Guinea, which recognized the large porphyry system in the Eastern Highlands, which eventually became the K92 gold deposit. Mr. Nicol has held senior positions on several public companies (TSX, TSX-V, ASX, AIM, and ASE), having served as CEO / President, VP – Exploration, Technical Director, and Independent Director. Mr. Nicol is a registered and chartered geologist. He has a B.Sc. Earth Science from M.I.T. and an M.A. Geology from Indiana University.

#### ***Joseph Lafleur***

Mr. Lafleur has over 35 years of experience in the financial services industry, which started with Midland Walwyn, and continued with success at several other investment dealers. He was also a member of TD Evergreen Advisory Board and played an instrumental role in building their private banking and wealth management division. Mr. Lafleur has a business degree from Wilfrid Laurier University.

## **PROMOTERS**

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

## **LEGAL MATTERS AND REGULATORY ACTIONS**

### **Legal Proceedings**

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.

### **Regulatory Actions**

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..

### **INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

None of the following persons or companies had any material interest, direct or indirect, in any transaction within the most recently completed financial year of the Company or during the current financial year, that has materially affected or is reasonably expected to materially affect the Company:

- (a) a director or executive officer of the Company;
- (b) a person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of any class or series of the Company's outstanding voting securities; and
- (c) an associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b) above.

### **EXPERTS**

#### **Names of Experts**

The following persons or companies whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company named in this filing as having prepared or certified a report, valuation, statement or opinion:

- Auditors. Davidson & Company LLP, auditor of the Company, who prepared the independent auditor's report on the Company's audited financial statements incorporated by reference in this filing, has informed the Company's audit committee that it is independent of the Company within the meaning of the code of professional conduct of the Chartered Professional Accountants of British Columbia.
- Legal. Certain legal matters in respect of this Listing Statement have been passed upon on behalf of the Company by CC Corporate Counsel Professional Corporation.

#### **Interest of Experts**

None of the persons set out under the heading "Experts – Names of Experts" have held, received or is to receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of its associates or affiliates when such person prepared the report, valuation, statement or opinion aforementioned or thereafter.

### **AUDITORS, TRANSFER AGENT AND REGISTRAR**

#### **Transfer Agent and Registrar**

The registrar and transfer agent of the Company shares is Computershare Investor Services Inc., 1500 rue University, 7e Étage, Montreal, Québec H3A 3S8.

#### **Auditor**

The auditor of the Company is Davidson & Company LLP, 1200 – 609 Granville Street, P.O. Box 10372, Pacific Center, Vancouver, BC V7Y 1G6.

### **MATERIAL CONTRACTS**

The Company does not currently have any material contracts in force.



**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 Windfall Geotek Inc. It contains no untrue statement of a 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 at Toronto, Ontario, this 12<sup>th</sup> day of August, 2024.

*“David Beck”*

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David Beck  
Chief Executive Officer

*“Scott Kelly”*

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Scott Kelly  
Chief Financial Officer

*“Joseph Lafleur”*

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Joseph Lafleur  
Director

*“Dorian Nicol”*

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Dorian Nicol  
Director