

**“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.”**

**FORM 2A**  
**LISTING STATEMENT**

**CAMEO RESOURCES INC.**

**(the “Issuer”)**

**May 6, 2024**

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## **1. RISK DISCLOSURE**

An investment in the Issuer involves a substantial degree of risk and should be regarded as speculative due to the nature of the business of the Issuer. As a result, the purchase of the Issuer's Common Shares should be considered only by those persons who can afford a loss of their entire investment. Prospective investors should carefully consider, in addition to matters set forth elsewhere in this Prospectus, the following factors relating to the business of the Issuer. Common Shareholders should carefully review all risk factors. This information is presented as of the date of this Prospectus and is subject to change, completion, or amendment without notice. Certain risk factors include, among others:

- The Issuer has no current mining operations and no revenue.
- The Issuer has no history of earnings. The Issuer may need to raise further funds to carry out exploration of its properties.
- Since inception, the Issuer has had negative operating cash flow. The Issuer has incurred losses since its founding. The losses and negative operating cash flow are expected to continue for the foreseeable future as funds are expended on the exploration program on the Nevada Project and administrative costs. The Issuer cannot predict when it will reach positive operating cash flow.
- There is no assurance the Issuer will be able to raise additional funds or settle debt by the issuance of shares for debt to satisfy any indebtedness. In addition, if exploration programs are successful, additional funds will be required to place the Property into commercial production.
- The business of mineral exploration involves a high degree of risk. Few mineral properties that are explored are ultimately developed into producing mineral properties.
- The Issuer's management is experienced in exploring for minerals, but lacks technical training and experience with developing and operating a mine. With no direct training or experience in these areas, management may not be fully aware of many of the specific requirements related to working within this area of industry and their decisions and choices may not take into account standard engineering or managerial approaches that mineral producing companies commonly use.
- The success of the Issuer is largely dependent upon the performance of its directors and management. The loss of the services of these persons will have an adverse material effect on the Issuer's business. There is no assurance that the Issuer can maintain the services of its directors or other qualified personnel required to operate the business.
- The Issuer will be applying for all necessary licenses and permits under applicable laws and regulations to carry on the exploration activities which it is currently planning in respect of the Nevada Project, and the Issuer believes it will comply in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to change in regulations and in various operational circumstances.
- Companies engaged in the exploration of mineral properties generally experience increased costs and delays as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Issuer may require for the conduct of its exploration activities will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any exploration project which the Issuer might undertake.
- Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions.
- Amendments to current laws, regulations and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material impact on the Issuer and cause an increase in capital expenditures or exploration costs or a reduction in production levels for producing properties or require abandonment of new exploration properties.

- Exploration of mineral properties involves numerous risks, including unexpected or unusual geological conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, and political and social instability. The Issuer does not maintain insurance against environmental risks.
- Significant and increasing competition exists for mineral opportunities in the State of Nevada. Therefore, the Issuer may be unable to acquire additional meritorious mineral properties on terms it considers acceptable. Accordingly, there can be no assurance that the Issuer's exploration programs will yield any mineral reserves or results in any commercial mineral operation.
- Unfavorable economic conditions may negatively impact the Issuer's financial viability as a result of increased financing costs and limited access to capital markets.
- Directors of the Issuer may, from time to time, serve as directors of, or participate in ventures with other companies involved in natural resource exploration or development. As a result, there may be situations that result in a conflict of interest.
- The Issuer and/or its directors may be subject, with or without merit, to a variety of civil or other legal proceedings. The Issuer does not know of any such pending or actual material legal proceedings as of the date of this Prospectus.
- The Issuer intends to retain any future earnings to finance its business and operations and future growth. Therefore, the Issuer does not anticipate declaring any cash dividends in the foreseeable future.
- The Issuer's business relies upon the accuracy of its determination as to whether its mineral exploration property contains a mineral deposit. No assurance can be given that any mineral deposits exist in any of its mineral properties or, if any, mineral deposits exist whether such mineral deposits can be recovered, or that such mineral deposits may be recovered economically.
- Due to the fact that the Issuer raises its capital in Canadian dollars and uses Canadian dollars in its financial statements, currency fluctuations can have a material effect on operations. In addition, the Issuer currently incurs exploration expenditures and has obligations in US dollars but raises capital and reports its financial statements in Canadian dollars, which may result in currency exchange losses.
- Purchasers of the securities under this Prospectus will experience an immediate and substantial dilution in the net tangible book value of their investment.
- At its last financial year-end, the Issuer has had negative operating cash flow. The Issuer has incurred losses, and these losses, along with the negative operating cash flow are expected to persist for the foreseeable future as funds are expended on the exploration program on the Property and administrative costs are incurred. The Issuer cannot predict when it will reach positive operating cash flow.

## **2. DOCUMENTS INCORPORATED BY REFERENCE:**

NI 41-101F1 Amended and Restated Prospectus of the Issuer dated February 26, 2024 filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

### 3. PUBLIC FLOAT AND DISTRIBUTION TABLE

<u>Issued Capital Public Float</u>	Number of Securities (non-diluted)	Number of Securities (fully diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Total outstanding (A)	29,040,001	30,840,001	100.00%	100.00%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	13,463,333	15,493,333	46.36%	50.24%
Total Public Float (A-B)	15,576,668	15,346,668	53.64%	49.76%
<u>Freely-Tradeable Float</u>				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	9,733,335	9,733,335	33.52%	31.56%
Total Tradeable Float (A- C)	19,306,666	21,106,666	66.48%	68.44%

**4. PUBLIC SECURITYHOLDERS (REGISTERED AND BENEFICIAL)**

<u>Class of Security</u>		
<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 99 shares	1	2
100 – 499 shares	0	0
500 – 999 shares	0	0
1,000 – 1,999 shares	0	-
2,000 – 2,999 shares	0	-
3,000 – 3,999 shares	0	-
4,000 – 4,999 shares	0	-
5,000 or more shares	194	20,076,666
<b>Total</b>	195	20,076,668

**5. NON-PUBLIC SECURITYHOLDERS (REGISTERED)**

<u>Class of Security</u>		
<u>Size of Holding</u>	<u>Number of holders</u>	<u>Total number of securities</u>
1 – 99 shares	0	0
100 – 499 shares	0	0
500 – 999 shares	0	0
1,000 – 1,999 shares	0	0
2,000 – 2,999 shares	0	0
3,000 – 3,999 shares	0	0
4,000 – 4,999 shares	3	8,963,333
<b>Total</b>	3	8,963,333

## CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, **Cameo Resources Inc.** hereby applies for the listing of the above-mentioned securities on the Canadian Securities Exchange. The foregoing contains full, true and plain disclosure of all material information relating to **Cameo Resources 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 Vancouver, British Columbia this 6<sup>th</sup> day of May, 2024.

*“Souhail Abi-Farrage”*

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Souhail Abi-Farrage  
President, Director and CEO

*“Leonard Senft”*

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Leonard Vern Senft, Director

*“Casey Lewis”*

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Casey Lewis, Director

*“Vanni Barbon”*

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Vanni Barbon, CFO and Corporate Secretary

## **CERTIFICATE OF THE PROMOTER**

Pursuant to a resolution duly passed by its Board of Directors, **Cameo Resources Inc.** hereby applies for the listing of the above-mentioned securities on the Canadian Securities Exchange. The foregoing contains full, true and plain disclosure of all material information relating to **Cameo Resources 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 Vancouver, British Columbia this 6<sup>th</sup> day of May, 2024

*“Souhail Abi-Farrage”*

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Souhail Abi-Farrage