

PRIVATE PLACEMENT SUBSCRIPTION AGREEMENT

TO: **Auric Minerals Corp.**, (the “Issuer”), with an address at: 106-482 South Service Road East, Suite 125 Oakville ON L6J 2X6.

Subject and pursuant to the terms set out in the Terms, the General Provisions, and the other appendices, acknowledgements, provisions and forms attached which are hereby incorporated by reference, the undersigned purchaser (the “Purchaser”) hereby irrevocably subscribes for, and on Closing will purchase from the Issuer, the following securities at the following price:

_____ Special Warrants

CAD\$0.04 per Special Warrant for a total purchase price of CAD\$_____

The Purchaser owns, directly or indirectly, the following securities of the Issuer:

None _____

[Check if applicable] The Purchaser is: an insider of the Issuer a member of a Pro Group
 a director, officer or Promoter of the Issuer a Voting Holder (as defined herein)

The Purchaser directs the Issuer to issue, register and deliver the certificates representing the Purchased Securities as follows:

REGISTRATION INSTRUCTIONS	DELIVERY INSTRUCTIONS
Name to appear on certificate	Name and account reference, if applicable
Account reference if applicable	Contact name
Address	Address
	Telephone Number

EXECUTED by the Purchaser this _____ day of _____, 2021. By executing this Subscription Agreement, the Purchaser certifies that the Purchaser and any beneficial purchaser for whom the Purchaser is acting is resident in the jurisdiction shown as the “Address of Purchaser”.

	EXECUTION BY PURCHASER:
Accepted this _____ day of _____, 2021	X
AURIC MINERALS CORP.	Signature of individual (if Purchaser is an individual)
Per:	X
_____	Authorized signatory (if Purchaser is not an individual)
Authorized signatory	Name of Purchaser and/or authorized signatory (please print)
	Name of beneficial purchaser for whom Purchaser is contracting (if applicable) (please print)
	Address of Purchaser (residence)
	Address of beneficial purchaser (if applicable)
	Telephone number and e-mail address

The Issuer accepts the subscription as set forth above on the terms and conditions contained in this Subscription Agreement.

TERMS

Reference date of this Subscription Agreement _____, 2021 (the "Agreement Date")

The Offering

The Issuer	Auric Minerals Corp.
Offering	The offering (the "Offering") consists of an aggregate of up to 500000 Special Warrants of the Issuer (the "Special Warrants")
Purchased Securities	The "Purchased Securities" are Special Warrants. Each Special Warrant entitles the holder to acquire, for no additional consideration, one common share unit from the date that the Issuer's shares commence trading on a recognized stock exchange. The Special Warrants are exercisable by the holders thereof at any time after the closing date of the Offering (the "Closing Date") for no additional consideration and all unexercised Special Warrants will be deemed to be exercised on the day following the Closing Date, and (b) the third business day after a receipt is issued for a (final) prospectus by the securities regulatory authorities in each of the Provinces of Canada where the Special Warrants are sold (the "Qualifying Provinces") qualifying the Common Shares to be issued upon the exercise or deemed exercise of the Special Warrants (the "Final Qualification Prospectus").
Y44Cancellation Rights	You have two business days to cancel your purchase. To do so, send a notice to the Company stating that you want to cancel your purchase. You must send the notice before midnight on the 2 nd business day after you sign the agreement to purchase the securities. You can send the notice by fax or email or deliver it in person to the Company at the address above. Keep a copy of the notice for your records.
Auric Minerals Corp Total amount	Up to \$ _____
Price	CAD\$0.04 per Special Warrant
Special Warrants	<p>The Special Warrants will be issued and registered in the name of the purchasers or their nominees. The Special Warrants will be transferable subject to resale restrictions and legends.</p> <p>The certificates representing the Special Warrants will, among other things, include provisions for the appropriate adjustment in the class, number and price of the Special Warrant Shares issued upon exercise of the Special Warrants upon the occurrence of certain events, including any subdivision, consolidation or reclassification of the Issuer's common shares, the payment of stock dividends and the amalgamation of the Issuer.</p>
Selling Jurisdictions	The Special Warrants may be sold in certain provinces of Canada and in certain overseas jurisdictions as the Issuer may determine in accordance with available exemptions (the "Selling Jurisdictions").
Exemptions	The Offering will be made in accordance with the following exemptions from the prospectus requirements: <u>the private issuer exemption</u> found in section 2.4 of National Instrument 45-106 Prospectus and Registration

Exemptions.

Resale restrictions and legends

The Purchased Securities will be subject to resale restrictions.

Purchasers are advised to consult with their own legal counsel or advisors to determine the resale restrictions that may be applicable to them.

Closing Date

Payment to the Issuer for, and delivery of, the Special Warrants is scheduled to occur on _____, 2021 or on such other date or dates as may be determined by the Issuer (the “Closing Date”).

Additional definitions

In the Subscription Agreement, the following words have the following meanings unless otherwise indicated:

- (a) “Purchased Securities” means the Special Warrants purchased under this Subscription Agreement;
- (b) “Securities” means the Special Warrants, the Special Warrant Shares;
- (c) “Special Warrants”, as defined above, includes the certificates representing the Special Warrants.

End of Term