



## 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<sup>nd</sup> 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\$0.10 per Special Warrant
- Special Warrants** 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.
- 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.
- 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: the private issuer exemption 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**