

**COPPERHEAD RESOURCES INC.**  
*Start-Up Crowdfunding – Offering Document*

**Form 45-110F1**  
*Offering Document*

**Item 1: RISKS OF INVESTING**

- 1.1 No securities regulatory authority or regulator has assessed, reviewed or approved the merits of these securities or reviewed this offering document. Any representation to the contrary is an offence. This is a risky investment.**
- 1.2 The forecasts and predictions of an early-stage business are difficult to objectively analyze or confirm. Forward-looking statements represent the opinion of the issuer only and may not prove to be reasonable.**

**Item 2: THE ISSUER**

- 2.1 Provide the following information about the issuer:**

- (a) full legal name as it appears in the issuer's articles of incorporation, limited partnership agreement or other organizing documents, as the case may be;

Copperhead Resources Inc. (the "Issuer")

- (b) head office address;

607 - 1750 Davie Street, Vancouver, BC V6G 1W3

- (c) telephone;

647-999-0524

- (d) email address;

damian@resurgentcapital.ca

- (e) website URL.

N/A

**2.2** Provide the following information for a contact person of the issuer who is able to answer questions from purchasers and the securities regulatory authority or regulator:

(a) full legal name (first name, middle name and last name);

Damian Lopez

(b) position held with the issuer;

Chief Executive Officer and Director

(c) business address;

607 - 1750 Davie Street, Vancouver, BC V6G 1W3

(d) business telephone;

647-999-0524

(e) email address.

damian@resurgentcapital.ca

### **Item 3: ISSUER'S BUSINESS**

**3.1** Describe the issuer's business. Provide enough detail for an investor to clearly understand what the issuer does or intends to do.

The Issuer is a natural resources company, presently engaged in the acquisition, exploration and development of mineral properties in Canada. It currently has an option with TSXV-listed Romios Gold Resources to purchase 75% of the Red Line Property. The Red Line claims cover over 1,851 hectares and are located in the central part of the "Golden Triangle" mineralized district of Northwest British Columbia. In addition, the Issuer will continue to identify and potentially acquire additional property interests and conduct exploration and evaluation to assess their potential.

- *Does or will the issuer build, design or develop something? Will it sell something produced by others? Will it provide a service?*

The principal business carried on and intended to be carried on by the Issuer is the acquisition, exploration and development of mineral exploration properties.

- *What are the key details about the issuer's industry and operations? What makes the issuer's business special and different from other competitors in the industry?*

The principal business carried on and intended to be carried on by the Issuer is the exploration of mineral resources on its principal exploration property, being the Red Line Property, covering over 1,851 hectares and located in the central part of the "Golden Triangle" mineralized district of Northwest British Columbia. The claims are situated along the "Eskay Rift" belt of rocks that host the Eskay Creek Au-Ag deposit 30 km to the south. The Issuer intends to undertake a two-phase exploration program on the Red Line Property, upon completion of a technical report (the "**Technical Report**") in compliance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

The Issuer has an experienced management team and board of directors with a long history of raising capital and leading mineral exploration companies.

- *What milestones has the issuer already reached and what do they hope to achieve in the next 2 years? E.g., Complete testing, find a manufacturer, commence a marketing campaign, or buy inventory. What is the proposed timeline for achieving each of the milestones?*

The Issuer has signed a definitive option agreement with Romios Gold Resources pursuant to which the Issuer can acquire a 75% ownership interest in the Red Line Property.

The Issuer has completed an initial \$100,000 exploration program at the Red Line property and commissioned a NI 43-101 compliant technical report that will be publicly filed in the coming weeks.

- *What are the major hurdles that the issuer expects to face in achieving its milestones?*

The risks and uncertainties associated with the Issuer include but are not limited to:

- Exploration and development is a speculative business
- Interest in the Red Line Property is subject to compliance with the Option Agreement
- Insufficient capital
- Financing risks
- Limited operating history and negative operating cash flow
- Price volatility of publicly traded securities

- Property interests subject to challenge
- First Nations land claims
- Uninsurable risks
- Permits and government regulations
- Environmental laws and regulations
- Competition
- Fluctuating mineral prices
- The COVID-19 pandemic and its short-term and long-term effects on the global economy.

- *How are the funds raised from this financing expected to help the issuer advance its business and achieve one or more of the milestones?*

The Issuer intends to use the net proceeds raised from the Offering to fund the exploration and development of its Red Line Property, to pay the balance of the cost associated with the Offering, to support general and administrative expenses for the next 12 months, to evaluate additional mineral properties for acquisition and for general working capital purposes.

- *Has the issuer entered any contracts that are important to its business?*

The Issuer has signed an option agreement dated April 6, 2022 with Romios Gold Resources Inc., pursuant to which the Issuer can acquire a 75% ownership interest in the Red Line Property.

- *Has the issuer conducted any operations yet?*

The Issuer has completed an initial exploration program at the Red Line Property and commissioned a NI 43-101 compliant technical report.

- *Where does the issuer see its business in 3, 5 and 10 years?*

The Issuer intends to further explore, advance and develop the Red Line Property and continue to identify and potentially acquire additional property interests and conduct exploration and evaluation to assess their potential.

- *What are the issuer's future plans and hopes for its business and how does it plan to get there?*

The Issuer intends to conduct a two-phase exploration program on the Red Line Property to further assess its potential. The Issuer will need to undertake and achieve extensive financing and capital raising activities, and extensive exploration on the property.

- *What is the issuer's management experience in running a business or in the same industry?*

The management team has extensive experience in the resource sector and capital markets.

Mr. Damian Lopez, CEO and Director, is a proven venture capital markets professional with over a decade of experience creating, structuring, financing and taking companies public. Mr. Lopez has worked as general counsel and/or been a member of the board of directors of

several resource companies including Emerita Resources Corp. (TSXV: EMO), Lithium Ionic Corp. (TSXV: LTH), TRU Precious Metals Inc. (TSXV: TRU) and Trigon Metals Inc. (TSXV: TM).

Mr. Mike Dai, CFO, is a seasoned financial executive having held several key roles in finance, operations and capital markets. He is a CPA and a CFA charter holder and has been involved in several public transactions throughout his career.

Mr. Matthew Larsen, VP Corporate Development and Director, is an experienced labour and employment lawyer and executive. He has extensive experience with all aspects of workplace law, including union and non-union workplaces, litigation and corporate transactions, including mergers, acquisitions and private and public financings.

Mr. Sasha Kaplun, Director, has over 15 years of capital markets experience across trading, equity research, and investment banking. Mr. Kaplun was previously a partner at Clarus Securities for eight years. He started as an equity research associate in the metals mining sector before moving over to investment banking, where he specialized in mining, diversified, technology, and cannabis sectors.

Mr. Barry Greene, Director, is an entrepreneur and a geoscientist with over 30 years of experience and based in Grand Falls-Windsor, Newfoundland. Mr. Greene has worked across Canada, in the United States and internationally for multi-national geological and engineering consulting companies like Amec Foster Wheeler, Wood Plc., BP Resources Canada, and Rio Algom Exploration Inc.

- *Does the issuer have business premises from which it can operate its business?*

Yes

- *How many employees does the issuer have? How many does it need?*

The Issuer currently has no employees. All services are provided by management. Contractor staff will be engaged during exploration seasons.

**3.2** Describe the legal structure of the issuer and indicate the jurisdiction where the issuer is incorporated or organized.

- (1) *Indicate whether the issuer is a corporation, a limited partnership, a general partnership, an association (as defined under the Instrument) or other.*

Corporation

- (2) *Indicate the province, territory, or state where the issuer is incorporated or organized.*

British Columbia

- 3.3** Indicate where the issuer's articles of incorporation, limited partnership agreement, shareholder agreement or similar document is available for purchasers to review.

The Issuer's certificate of incorporation, notice of articles and articles may be obtained from the records office of the Issuer.

- 3.4** Indicate which statement(s) best describe(s) the issuer's operations (select all that apply) The issuer:

- has never conducted operations,  
 is in the development stage,  
 is currently conducting operations.

- 3.5** Indicate whether the issuer has financial statements available.

No

- 3.6** Describe the number and type of securities of the issuer outstanding as at the date of the offering document. If there are securities outstanding other than the eligible securities being offered, describe those securities.

As at the date hereof, the Company has 10,788,700 common shares issued and outstanding.

#### **Item 4: MANAGEMENT**

- 4.1** Provide the information in the following table for each promoter, director, officer and control person of the issuer:

Full legal name municipality of residence and position at issuer	Principal occupation for the last five years	Number and type of securities of the issuer owned	Date securities were acquired and price paid for the securities	Percentage of the issuer's securities held as of the date of this offering document
<b>Damian Lopez</b> Toronto, Ontario CEO and Director	CEO of Flora Growth Corp. (NASDAQ: FLGC), a vertically integrated cannabis company from 2019 to 2021 and principal at Damian Lopez Professional Consulting Corporation from August 2015 to present. Legal Consultant and Corporate Secretary to various public and private companies, 2015-present.	500,000 Common Shares	500,000 <sup>1</sup> @ \$0.05  March 11, 2022	4.63%
<b>Matthew Larsen</b> Vancouver, British Columbia VP Corporate Development and Director	Lawyer in the Labour and Employment practice group at Fasken Martineau DuMoulin LLP, February 2017 to December 2020; VP of HR and General Counsel at Baptist Housing, January 2021 to June 2021; Senior Employee Relations Advisor at Insurance Corporation of British Columbia November 2021 to March 2022; Legal Counsel of BC Public School Employers' Association, March 2022 to present.	133,333 Common Shares	133,333 @ \$0.075  July 20, 2022	1.24%
<b>Sasha Kaplun</b> Toronto, Ontario	VP, Investment Banking at Clarus Securities from	1,000,000 Common	1,000,000 <sup>2</sup> @ \$0.05	9.27%

<sup>1</sup> 500,000 common shares are held by 2749960 Ontario Ltd., a company whose investment decisions are controlled by Damian Lopez.

<sup>2</sup> 1,000,000 Common Shares are held by Exia Capital Corp., a company whose investment decisions are controlled by Sasha Kaplun.

Director	<p>November 2011 until November 2017;  VP, Corporate Development &amp; Investor Relations at Auxly Cannabis Group from January 2018 to February 2020;  CEO &amp; Director of Madre Tierra Mining from July 2020 to present;  Managing Partner at Jaeger Strategic Advisors from February 2022 to present.</p>	Shares	March 11, 2022	
<p><b>Barry Greene</b>  Grand Falls-Windsor, Newfoundland and Labrador  Director</p>	<p>VP, Property Development at TRU Precious Metals Corp. from December 2020 to October 2022.  Director at TRU Precious Metals Corp. from December 2020 to present.  Director of GBC Grand Exploration Inc., 2018-2020;  Geological consultant with Wood PLC, 2018;  Geological consultant with Amec Foster Wheeler from 2014 to 2017</p>	250,000 Common Shares	250,000 @ \$0.075 October 21, 2022	2.32%
<p><b>Mike Dai</b>  Toronto, Ontario  CFO</p>	<p>Consultant at ALOE Finance Inc. from October 2012 to Present. Vice President, Business Development at New Spark Media Inc. from August 2018 to Present. Chief Executive Officer at Evergreen Acquisitions Corp. from October 2021 to Present.</p>	200,000 Common Shares	200,000 @ \$0.05 March 11, 2022	1.85%

## Expertise, education, and experience that is relevant to the issuer's business

### **Damian Lopez**, *Chief Executive Officer and Director*

Mr. Lopez is a proven venture capital markets professional with over a decade of experience creating, structuring, financing and taking companies public. Most recently, he was a founder and CEO of Flora Growth Corp. (NASDAQ: FLGC) which completed a direct listing on NASDAQ and raised over US\$100M and a founder of Lithium Ionic Corp. which has raised over CAD\$45M and completed its TSXV listing in May 2022. Mr. Lopez has extensive experience with junior resource companies having worked as general counsel and/or been a member of the board of directors of several resource companies including Emerita Resources Corp. (TSXV: EMO), Lithium Ionic Corp. (TSXV: LTH), Halcones Precious Metals Corp. (TSXV: HPM), TRU Precious Metals Inc. (TSXV: TRU) and Trigon Metals Inc. (TSXV: TM). Mr. Lopez holds a B.Com. from University of Toronto and a J.D. from Osgoode Hall.

### **Mike Dai**, *Chief Financial Officer*

Mr. Dai is a seasoned financial executive having held several key roles in finance, operations and capital markets. He is a CPA and a CFA charter holder and has been involved in several public transactions throughout his career. Mr. Dai joined ALOE Finance in 2012, a transaction advisory and financial consulting firm, and is a partner at the firm. Prior to his involvement with ALOE Finance, he held various roles at Grant Thornton LLP, an audit, tax and advisory firm. He is an alumnus of the University of Waterloo, where he obtained his master of accounting.

### **Matthew Larsen**, *VP Corporate Development and Director*

Mr. Larsen is an experienced labour and employment lawyer and executive with a history advising clients across various industries including natural resources, clean technology, banking, manufacturing, and healthcare. He has extensive experience with all aspects of workplace law, including union and non-union workplaces, litigation and corporate transactions, including mergers, acquisitions and private and public financings. Mr. Larsen currently serves as legal counsel for BC Public School Employers' Association. He has earned a BA from University of Alberta and a J.D. from Western University.

### **Sasha Kaplun**, *Director*

Mr. Kaplun has over 15 years of capital markets experience across trading, equity research, and investment banking. He began his career as an analyst with Citigroup in Toronto in their trading and risk treasury group and then with Citi's investment management group. Mr. Kaplun was previously a partner at Clarus Securities for eight years. He started as an equity research associate in the metals mining sector before moving over to investment banking, where he specialized in mining, diversified, technology, and cannabis sectors. Mr. Kaplun holds a bachelor's degree in Business Commerce from Niagara University, where he played NCAA Division 1 Men's Soccer and completed his MBA at the Schulich School of Business, York University in Toronto.

### **Barry Greene**, *Director*

Mr. Greene is an entrepreneur and a geoscientist with over 30 years of experience and based in Grand Falls-Windsor, Newfoundland. Mr. Greene has worked across Canada, in the United States and internationally for multi-national geological and engineering consulting companies like Amec Foster Wheeler, Wood Plc., BP Resources Canada, and Rio Algom Exploration Inc. He also previously served for 16 years as Exploration Manager and then Vice-President of Exploration and as a director for publicly-traded Celtic Minerals Ltd. He has earned a B.Sc. in Geology from Memorial University of Newfoundland and is a registered professional geoscientist (P.Geo.) in Newfoundland and Labrador.

- 4.2** Provide the name of the person involved and details of the time, nature, and the outcome of the proceedings for each of the persons listed under item 4.1 and the issuer who, as the case may be:
- (a) has ever pleaded guilty to or been found guilty of
    - (i) a summary conviction or indictable offence under the *Criminal Code*,
    - (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction,
    - (iii) a misdemeanor or felony under the criminal legislation of the United States of America, or any state or territory therein, or
    - (iv) an offence under the criminal legislation of any other foreign jurisdiction,
  - (b) is or has been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by, or has entered into a settlement agreement with, a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last 10 years related to:
    - (i) the person's involvement in any securities, insurance, or banking activity, or
    - (ii) a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct,
  - (c) is or has been the subject of an order, judgment, decree, sanction, or administrative penalty imposed by a discipline committee, professional order or administrative court of Canada or a foreign jurisdiction in the last ten years related to any professional misconduct,
  - (d) is or has ever been the subject of a bankruptcy or insolvency proceeding, or
  - (e) is a director, officer, founder or control person of a person or company that is or has been subject to a proceeding described in paragraph (a), (b), (c) or (d) above.

Damian Lopez was a director of Braingrid Limited, a Canadian Securities Exchange listed company, which was cease-traded on July 24, 2020 for failing to file its financial statements. The applicable financial statements were subsequently filed and the cease trade order was lifted.

Sasha Kaplun was a director of Muskoka Grown Limited, a private non-reporting issuer which filed for a Notice of Intention to Make a Proposal in connection with a bankruptcy proceeding. Mr. Kaplun resigned after the company went into the filing.

*Instruction: A quasi-criminal offence includes offences under the Income Tax Act (Canada), the Immigration and Refugee Protection Act (Canada) or the tax, immigration, drugs, firearms, money laundering or securities legislation of any province or territory of Canada or foreign jurisdiction.*

**Item 5: CROWDFUNDING DISTRIBUTION**

**5.1** Provide the name of the funding portal the issuer is using to conduct its crowdfunding distribution. If the issuer is using a funding portal that is operated by a registered dealer, provide the name of the registered dealer.

Vested Technology Corp. (Vested.ca)

**5.2** Indicate all the jurisdictions (Canadian provinces and territories) where the issuer intends to raise funds and make this offering document available.

✓	British Columbia
✓	Alberta
✓	Saskatchewan
✓	Manitoba
✓	Ontario
	Quebec
✓	Nova Scotia
✓	New Brunswick
✓	Prince Edward Island
✓	Newfoundland and Labrador
✓	Northwest Territories
✓	Yukon
✓	Nunavut

**5.3** Provide the following information with respect to the crowdfunding distribution:

(a) the date before which the issuer must have raised the minimum offering amount for the closing of the distribution (no later than 90 days after the date this offering document is first made available on the funding portal);

90 days after the date on this offering document

(b) the date(s) and description of amendment(s) made to this offering document, if any.

N/A

5.4 Indicate the type of eligible securities offered.

- Common shares
- Non-convertible preference shares
- Securities convertible into common shares
- Securities convertible into non-convertible preference shares
- Non-convertible debt linked to a fixed interest rate
- Non-convertible debt linked to a floating interest rate
- Limited partnership units
- Shares in the capital of an association. Specify type of shares (e.g. membership, investment, preference, etc.): \_\_\_\_\_

5.5 The securities offered have the following rights, restrictions, and conditions:

- voting rights;

*The Special Warrants do not carry the right to vote. However, each common share issuable upon conversion of the Special Warrants entitles the holder to notice of, and to attend and vote at, each meeting of shareholders on the basis of one vote for each common share held.*

- dividends or interests (describe any right to receive dividends or interest);

*Holders of Special Warrants are not entitled to receive dividends. Dividends may be paid on common shares from available net income if and when declared by the directors of the Issuer.*

- rights on dissolution;

*Holders of Special Warrants are not entitled to participate in the allocation and distribution of assets upon the dissolution or liquidation of the Issuer. All common shares entitle the holders to participate rateably in the allocation and distribution of assets upon the dissolution or liquidation of the Issuer.*

- conversion rights (describe what each security is convertible into);

*The Special Warrants automatically convert into common shares of the Issuer on a one to one basis on the earlier of the date that is (i) at any time, at the discretion of the Company or (ii) the third day following the issuance by a Canadian securities regulatory authority of a*

*receipt for a final prospectus qualifying the issuance of the common shares upon conversion of the special warrants or (iii) on that date that is 12 months from the date of issuance of the Special Warrants.*

- tag-along rights;

N/A

- drag-along rights;

N/A

- pre-emptive rights;

N/A

- other (describe the rights).

N/A

*Instruction: This information is found in the organizing documents referred to in item 3.3.*

- 5.6** Provide a brief summary of any other material restrictions or conditions that attach to the eligible securities being offered, such as tag-along, drag along or pre-emptive rights.

N/A

- 5.7** In a table, provide the following information:

	Total amount (\$)	Total number of securities issuable
Minimum offering amount	\$5,000	50,000
Maximum offering amount	\$200,000	2,000,000
Price per security	\$0.10	

- 5.8** Indicate the minimum investment amount per purchaser, or if the issuer has not set a minimum investment amount, state that fact.

\$100

- 5.9 Note: The minimum offering amount stated in this offering document may be satisfied with funds that are unconditionally available to Copperhead Resources Inc. that are raised using other prospectus exemptions.**

**Item 6: USE OF FUNDS**

**6.1** Provide the following information on the funds previously raised by the issuer:

(a) the amount of funds previously raised;

\$574,033.48

(b) how the issuer raised those funds;

The Issuer raised funds pursuant to private placement offerings of securities.

(c) if the funds were raised by issuing securities, the prospectus exemption that the issuer relied on to issue those securities;

The Issuer relied on the private issuer exemption provided under section 2.4 of NI 45-106.

(d) how the issuer used those funds.

The Issuer used the funds raised to date for initial exploration at the Red Line Property and for general corporate purposes.

If the issuer has not previously raised funds, state that fact.

**6.2** Using the following table, provide a detailed breakdown of how the issuer will use the funds raised from this crowdfunding distribution. If any of the funds will be paid directly or indirectly to a founder, director, officer, or control person of the issuer, disclose in a note to the table the name of the person, the relationship to the issuer and the amount. If more than 10% of the available funds will be used by the issuer to pay debt and the issuer incurred the debt within the two preceding financial years, describe why the debt was incurred.

Description of intended use of funds listed in order or priority	Total amount (\$)	
	Assuming minimum offering amount	Assuming maximum offering amount
General Working Capital	\$4,600	\$184,000
Portal Fees	\$400	\$16,000
<b>TOTAL</b>	<b>\$5,000</b>	<b>\$200,000</b>

**Item 7: PREVIOUS CROWDFUNDING DISTRIBUTIONS**

**7.1** For each crowdfunding distribution in which the issuer group and each founder, director,

officer, and control person of the issuer group have been involved in the past five years, provide the following information:

- (a) the full legal name of the issuer that made the distribution;

N/A

- (b) the name of the funding portal;

N/A

- (c) whether the distribution successfully closed, was withdrawn by the issuer or did not close because the minimum offering amount was not reached, and the date on which any of these occurred.

N/A

#### Item 8: COMPENSATION PAID TO FUNDING PORTAL

- 8.1** Provide a description of each commission, fee or other amount expected to be paid by the issuer to the funding portal for this crowdfunding distribution and the estimated amount to be paid. If a commission is being paid, indicate the percentage that the commission will represent of the gross proceeds of the offering assuming both the minimum and maximum offering amount.

**1. Compensation:**

1.1 In consideration of the Services, Issuer agrees to pay to Vested the following fees:

- (a) **Set-Up Fee:** Vested charges a one-time Set-Up fee (the “**Set-Up Fee**”) in the amount of \$5,000. The Set-Up Fee is refundable upon meeting the crowdfunding minimum raise amount of \$5,000. If the crowdfunding minimum is not met, Vested will retain the Set-Up Fee. The fee shall be credited to the final payment proceeds at closing.
- (b) **Portal Fee:** Portal fee (the “**Portal Fee**”) shall be calculated as 5% of the aggregate amount of actual gross proceeds raised in the Offering (“**Offering Proceeds**”); payable upon each date funds are released to Issuer and automatically deducted from the Subscription Amounts.
- (c) **Payment Processing Fees:** Payment processing fees (the “**Processing Fees**”) calculated as 2.9% of Offering Proceeds and further \$0.30 per each Investor Subscription plus \$200 for filing the 45-106F1 report with the BCSC shall be charged by Vested and/or its third-party payment processor and be automatically

deducted from the Subscription Amounts released to the Issuer. The Processing Fees are subject to change without notice.

- (d) **Compensation Special Warrants:** Issuer shall issue to Vested, at Offering Close, 200,000 Compensation Special Warrants (the "**Compensation Special Warrants**").

**(collectively, the "Fees").**

## Item 9: RISK FACTORS

- 9.1 Describe in order of importance, starting with the most important, the risk factors material to the issuer that a reasonable investor would consider important in deciding whether to buy the issuer's securities.

**Investment in the Special Warrants is highly speculative given the proposed nature of the Issuer's business and its present stage of development. The following are risk factors associated with the Issuer, but are not intended to be all inclusive:**

- (a) The Issuer was only recently incorporated, has not commenced commercial operations, and has no assets other than cash. It has no history of earnings and will not generate earnings or pay dividends in the near future.
- (b) Investment in the Special Warrants is highly speculative given the proposed nature of the Issuer's business and its present stage of development.
- (c) The directors and officers of the Issuer will only devote a portion of their time to the business and affairs of the Issuer and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time.
- (d) There can be no assurance that the Issuer will be successful in filing a prospectus, in which case the Special Warrants may have no economic value. The Special Warrants are subject to an indefinite hold period and the investor may have no ability to sell its Special Warrants.
- (e) When the Special Warrants are converted to common shares, there can be no assurance that an active and liquid market for the Issuer's common shares will develop and an investor may find it difficult to resell its common shares.
- (f) Any transaction may be financed in all or part by the issuance of additional securities by the Issuer and this may result in dilution to the investor, which dilution may be significant and which may also result in a change of control of the Issuer.
- (g) Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, market fluctuations, the proximity and capacity of milling facilities, mineral markets, processing equipment, and changes in environmental, safety and government regulations.

(h) The Issuer does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. The Issuer has no history of earnings and, due to the nature of its business, there can be no assurance that the Issuer will be profitable. The issuer has paid no dividends on its common shares since incorporation and does not anticipate doing so in the foreseeable future.

(i) No assurances can be given that minerals will be insufficient quantities to justify commercial operations or mineral deposits that, though present, are sufficient in quantity and quality to return a profit from production.

(j) The success of the Issuer is currently largely dependent on the performance of its directors and officers. The directors and officers of the Issuer will only devote a portion of their time to the business and affairs of the issuer and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the *Business Corporations Act* (British Columbia).

(k) Income tax consequences in relation to the Special Warrants and common shares will vary according to the circumstances by each purchaser. Purchasers should seek independent advice from their own tax and legal advisors.

**As a result of these factors, an investment in the Special Warrants is only suitable for those investors who are willing to rely solely on the management of the Issuer and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Special Warrants.**

**9.2 We do not currently have the financial resources to pay dividends or distributions to investors. There is no assurance that we will ever have the financial resources to do so.**

## **Item 10: REPORTING OBLIGATIONS**

**10.1** Describe the nature and frequency of any disclosure of information the issuer intends to provide to purchasers after the closing of the distribution and explain how purchasers can access this information.

The Issuer does not anticipate providing purchasers with any additional disclosure, except as may be required under applicable laws.

**10.2** If the issuer is required by corporate legislation, its constating documents (e.g., articles of incorporation or by-laws) or otherwise to provide annual financial statements or an information circular/proxy statements to its security holders, state that fact.

Pursuant to the *Business Corporations Act* (British Columbia), the Company is required to provide its annual financial statements to its shareholders and appoint an auditor, unless unanimously waived by the shareholders. These financial statements must be produced and published within six months of the Company's financial year end. Also, the Company is required to hold an annual general meeting of shareholders each calendar year and within 15 months of

its previous annual general meeting.

**10.3** If the issuer is aware, after making reasonable inquiries, of any existing voting trust agreement among certain shareholders of the issuer, provide the information:

(a) the number of shareholders party to the agreement;

N/A

(b) the percentage of voting shares of the issuer subject to the agreement;

N/A

(c) the name of the person acting as a trustee;

N/A

(d) whether the trustee has been granted any additional powers;

N/A

(e) whether the agreement is limited to a specified period of time.

N/A

#### **Item 11: RESALE RESTRICTIONS**

**11.1** The securities you are purchasing are subject to a resale restriction. You might never be able to resell the securities.

#### **Item 12: PURCHASERS' RIGHTS**

##### **12.1** Rights of Action in the Event of a Misrepresentation

**If there is a misrepresentation in this offering document, you have a right**

(a) to cancel your agreement with Copperhead Resources Inc. to buy these securities,  
or

(b) to damages against Copperhead Resources Inc. and may, in certain jurisdictions,  
have the statutory right to damages from other persons.

**These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.**

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

**Two-day cancellation right:**

You may cancel your agreement to purchase these securities. To do so, you must send a notice to the funding portal not later than midnight on the second business day after you enter into the agreement. If there is an amendment to this offering document, you can cancel your agreement to purchase these securities by sending a notice to the funding portal not later than midnight on the second business day after the funding portal provides you notice of the amendment.

### Item 13: DATE AND CERTIFICATE

**13.1** This offering document does not contain a misrepresentation.

**13.2** If this offering document is signed electronically, include the following statement in bold type:

**On behalf of the issuer, I certify that the statements made in this offering document are true.**

Dated: November 30, 2022

Signed: *"Damian Lopez"*

\_\_\_\_\_  
*Damian Lopez, CEO and Director*

***"I acknowledge that I am signing this offering document electronically and agree that this is the equivalent of my handwritten signature."***