



## NOTICE TO INTERNATIONAL SHAREHOLDERS REQUIRING EXEMPTIONS TO PARTICIPATE IN OFFERING

January 22, 2021

Dear Shareholder:

On January 22, 2021, Mineworx Technologies Ltd. (the "**Corporation**") announced details of the Corporation's rights offering (the "**Rights Offering**") to the holders of its common shares ("**Common Shares**") of record at the close of business on January 28, 2021 (the "**Record Date**"). Pursuant to the Rights Offering, each holder of Common Shares (a "**Shareholder**") will receive one transferable right (each, a "**Right**") for each Common Share held as of the Record Date. Details of the Rights Offering are described in the Corporation's rights offering circular dated January 22, 2021 (the "**Circular**"), a copy of which may be obtained under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Rights are evidenced by transferable rights certificates (the "**Rights Certificates**"). The holders of Rights will be entitled to subscribe for one (1) Common Share for every one (1) Right held (the "**Basic Subscription Privilege**") upon payment of the subscription price of \$0.015 per share (the "**Subscription Price**"). The Rights may be exercised until 5:00 p.m. (Toronto time) on March 8, 2021 (the "**Expiry Time**"). Holders of Rights that exercise their Rights in full under the Basic Subscription Privilege may subscribe for additional Common Shares at the Subscription Price (the "**Additional Subscription Privilege**"). The Common Shares available under the Additional Subscription Privilege will be those Common Shares offered pursuant to the Rights Offering that have not been subscribed and paid for by the Expiry Time.

Rights Certificates are not being mailed to Shareholders resident outside of Canada (the "**Eligible Jurisdictions**"), unless such Shareholders are able to establish to the satisfaction of the Corporation on or before February 26, 2021 that they are eligible to participate in the Rights Offering.

As a Shareholder whom the Corporation believes is, or may be, resident in a jurisdiction that is not an Eligible Jurisdiction (an "**Ineligible Shareholder**"), you are being sent an exempt purchaser status certificate (the "**Exempt Purchaser Status Certificate**"), a copy of which is enclosed.

If you wish to participate in the Rights Offering, you must execute and return to the Corporation the Exempt Purchaser Status Certificate **on or before February 26, 2021** to confirm your eligibility to participate in the Rights Offering and provide all further information or documentation that the Corporation may require, in its sole discretion. The Corporation, in its sole discretion, will determine your eligibility to participate in the Rights Offering. Once your eligibility to participate in the Rights Offering is confirmed, Computershare Investor Services Inc., the subscription agent retained by the Corporation in connection with the Rights Offering (the "**Subscription Agent**"), will forward to you a Rights Certificate evidencing the number of Rights you are entitled to.

If you do not satisfy the Corporation of your eligibility to participate in the Rights Offering on or before February 26, 2021, the Subscription Agent will hold the Rights Certificates representing the Rights of such Ineligible Shareholders until the Expiry Time, following which time the Rights will become null and void.

If you are the beneficial owner of Common Shares, please note that such Common Shares and the Rights are likely registered in the name of your broker or an agent of that broker. Without your specific instructions, your broker or its agents or nominees will not be able to execute or deliver the Exempt Purchaser Status Certificate. Therefore, if you choose to participate in the Rights Offering, please ensure that instructions respecting the execution or delivery of the Exempt Purchaser Status Certificate are communicated to your broker or an agent of that broker.

If you hold your Rights through a broker, the Exempt Purchaser Status Certificate must be guaranteed by an “Eligible Institution” (as defined below), or in some other manner satisfactory to the Subscription Agent and the Corporation (except that no guarantee is required if the signature is that of an Eligible Institution). An “Eligible Institution” means a Canadian Schedule I chartered bank, a member of the Securities Transfer Association Medallion Program (STAMP), a member of the Stock Exchange Medallion Program (SEMP) or a member of the New York Stock Exchange, Inc. Medallion Signature Program (MSP). Members of these programs are usually members of a recognized stock exchange in Canada or the United States, members of the Investment Dealers Association of Canada, members of the National Association of Securities Dealers or banks and trust companies in the United States.

A completed and executed Exempt Purchaser Status Certificate should be delivered by e-mail to the Corporation at [shiela@mineworx.net](mailto:shiela@mineworx.net) on or before February 26, 2021 followed by delivery of an original copy to the Corporation at:

Mineworx Technologies Ltd.  
c/o DLA Piper (Canada) LLP  
1000, 250 2<sup>nd</sup> Street SW  
Calgary, AB T2P 0C1  
Attention: Catherine Kay

Any questions or requests for assistance may be directed to the Subscription Agent at the contact information set out below:

**E-Mail:** [corporateactions@computershare.com](mailto:corporateactions@computershare.com)  
**Toll Free:** 1-800-564-6253

Sincerely,  
“*Greg Pendura*”  
President and Chief Executive Officer  
Mineworx Technologies Ltd.

**EXEMPT PURCHASER STATUS CERTIFICATE - INELIGIBLE SHAREHOLDERS  
(RESIDENT OUTSIDE OF ELIGIBLE JURISDICTIONS AND THE UNITED STATES)**

Unless otherwise defined herein, all capitalized terms used herein shall have the meaning ascribed thereto in Mineworx Technologies Ltd.'s (the “**Corporation**”) Notice to Ineligible Shareholders dated January 22, 2021.

The undersigned hereby represents and warrants to the Corporation, the Subscription Agent and their respective directors, officers, employees, legal counsel and agents as follows:

1. The undersigned is resident at the following address, being a jurisdiction outside of Canada:  
  
\_\_\_\_\_.
2. The undersigned has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of an investment in the securities and it is able to bear the economic risk of loss of its entire investment.
3. The Corporation has provided to it the opportunity to ask questions and receive answers concerning the terms and conditions of the Rights Offering and it has had access to such information concerning the Corporation as it has considered necessary or appropriate in connection with its investment decision to acquire the securities.
4. The undersigned is acquiring the securities for its own account, for investment purposes only and not with a view to any resale, distribution or other disposition of the securities in violation of any applicable securities laws.
5. The undersigned (i) has adequate net worth and means of providing for its current financial needs and possible personal contingencies, (ii) has no need for liquidity in this investment, and (iii) is able to bear the economic risks of an investment in the securities for an indefinite period of time.
6. The undersigned (i) was not offered the securities in the United States or to a U.S. Person (as defined in Regulation S under the U.S. Securities Act of 1933), (ii) did not execute or deliver this form and will not exercise the Rights in the United States, (iii) is not purchasing the securities on behalf of a person in the United States or a U.S. Person, and (iv) confirms that delivery of the underlying Common Shares will not be to an address in the United States. Under the laws of the undersigned's place of residence, the undersigned is entitled to receive, own and exercise the Rights.
7. The undersigned will base its investment decision on a copy of the Circular. It acknowledges that neither the Corporation nor any of its affiliates has made any representations, express or implied, to us with respect to the Corporation, the Rights Offering, the Rights or the Common Shares or the accuracy, completeness or adequacy of any financial or other information concerning the Corporation, the Rights Offering or the Common Shares, other than the information contained or incorporated by reference in the Circular.
8. The undersigned has not purchased the securities as a result of any form of general solicitation or general advertising, including advertisements, articles, notices or other communications published in any newspaper, magazine or similar media or broadcast over radio, internet, television or other form of telecommunications, or any seminar or meeting whose attendees have been invited by general solicitation or general advertising.

9. The undersigned understands and agrees that there may be material tax consequences to the undersigned of an acquisition or disposition of the securities. The Corporation gives no opinion and makes no representation with respect to the tax consequences to the undersigned under federal, state, local or foreign tax law of the undersigned's acquisition or disposition of such securities.
10. The undersigned understands and agrees that the financial statements of the Corporation have been prepared in accordance with International Financial Reporting Standards, which may differ from the generally accepted accounting principles of the undersigned jurisdiction of residence, and thus may not be comparable to financial statements of companies in the undersigned's jurisdiction of residence.
11. The distribution to, and exercise by, the undersigned of such Rights is not unlawful and is exempt from any prospectus or similar filing requirement under the laws applicable to the undersigned or the laws of the undersigned's place of residence and does not require obtaining any approvals of a regulatory authority in the undersigned's place of residence.
12. It confirms that, to the extent it is purchasing the Rights or Common Shares for the account of one or more other persons, (a) it has been duly authorized to sign this Certificate and make the confirmations, acknowledgements and agreements set forth herein on their behalf and (b) the provisions of this Certificate constitute legal, valid and binding obligations of the undersigned and any other person for whose account it is acting.
13. It irrevocably authorizes the Corporation, its affiliates and any person acting on their behalf to produce this Certificate or a copy hereof to any interested party in any administrative or legal proceedings, dispute or official inquiry with respect to the matters covered hereby.

The undersigned acknowledges that the Corporation and the Subscription Agent and their respective directors, officers and employees are relying on the foregoing representations and warranties and are entitled and requested to do so in forwarding a Rights Certificate to the undersigned, accepting the undersigned's subscription and in issuing and distributing the subscribed for Common Shares.

The undersigned acknowledges that the foregoing representations and warranties are true and accurate as of the date of this Exempt Purchaser Status Certificate and will be true and accurate as of each of the dates of issuance of each of the securities described herein (collectively, the "**Issuance Dates**"). If any such representation or warranty shall not be true and accurate prior to any Issuance Date, the undersigned shall give immediate written notice of such fact to the Corporation and the Subscription Agent.

Instructions:

For the purposes of the representations above "United States" and "U.S. Person" have the meaning given to such terms under Regulation S of under the U.S. Securities Act. For purposes of Regulation S, "United States" means the United States of America, its territories and possessions, any state of the United States and the District of Columbia. "U.S. Person" includes, with certain exceptions, (i) any natural person resident in the United States; (ii) any partnership or corporation organized or incorporated under the laws of the United States; (iii) any estate of which any executor or administrator is a U.S. Person; (iv) any trust of which any trustee is a U.S. Person; (v) any agency or branch of a foreign entity located in the United States; (vi) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. Person; (vii) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated or (if any individual) resident in the United States; and (viii) any partnership or corporation if (a) organized or incorporated under the laws of any jurisdiction other than the United States and (b) formed by a U.S. Person principally for the purposes of investing in securities not registered under the U.S. Securities Act.

Dated: \_\_\_\_\_

Signed: \_\_\_\_\_

\_\_\_\_\_  
Witness (if Shareholder is an individual)

\_\_\_\_\_  
Print the name of Shareholder

\_\_\_\_\_  
Print Name of Witness

\_\_\_\_\_  
If Shareholder is not an individual, print name  
and title of authorized signing officer or  
representative

Signature guaranteed by (if applicable):

\_\_\_\_\_  
Authorized Signature of Guarantor

\_\_\_\_\_  
Name of Guarantor

\_\_\_\_\_  
Address and Phone Number of Guarantor