



NOTICE TO UNITED STATES 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.

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 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 2nd 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
Toll Free: 1-800-564-6253

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

**EXEMPT PURCHASER STATUS CERTIFICATE - INELIGIBLE SHAREHOLDERS
(RESIDENT IN 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.

This Certificate applies only to persons that are U.S. Purchasers. A “U.S. Purchaser” is (a) any “U.S. person” as defined in Regulation S under the *U.S. Securities Act of 1933*, as amended (the “**U.S. Securities Act**”), (b) any person purchasing the Rights or Common Shares on behalf of any “U.S. Person”, (c) any person that receives or received an offer of the Rights or Common Shares while in the United States, (d) any person that is in the United States at the time the purchaser’s buy order was made or this Certificate was executed or delivered. “U.S. person” includes but is not limited to (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 partnership or corporation organized outside the United States by a U.S. person principally for the purpose of investing in securities not registered under the U.S. Securities Act, unless it is organized or incorporated, and owned, by accredited investors who are not natural persons, estates or trusts; or (iv) any estate or trust of which any executor or administrator or trustee is a U.S. person.

The undersigned, understands and agrees that none of the securities have been or will be registered under the U.S. Securities Act, or applicable state, provincial or foreign securities laws, and the securities are being offered and sold to the undersigned in reliance upon the exemption provided in Section 4(a)(2) of the U.S. Securities Act and Rule 506 of Regulation D under the U.S. Securities Act for non-public offerings. The Rights and Common Shares are being offered and sold within the United States only to persons that are an “institutional accredited investor” (“**Accredited Investor**”) that satisfies one or more of the criteria set forth in Rule 501(a)(1), (2), (3) or (7) of Regulation D under the U.S. Securities Act or a “**Qualified Institutional Buyer**” within the meaning of Rule 144A under the U.S. Securities Act. The Rights and Common Shares offered hereby are not transferable except in accordance with the restrictions described herein.

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 not resident in 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, including United States 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 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.
7. The undersigned satisfies one or more of the categories indicated below (**the undersigned must check the appropriate line(s)**):

_____ An exemption from registration under the U.S. Securities Act and any applicable state securities law is available for the exercise of the Rights and purchase of the underlying Common Shares, as the undersigned is a “**Qualified Institutional Buyer**” within the meaning of Rule 144A under the U.S. Securities Act and is acquiring the Rights and the underlying Common Shares for its own account or for the account of one or more Qualified Institutional Buyers with respect to which it exercises sole investment discretion, and in each case not with a view to any resale, distribution or other disposition of the Rights and the underlying Common Shares in violation of United States federal or state securities laws, and it is understood that the Corporation and the Subscription Agent may require evidence to verify the foregoing representation and that any Common Shares issued will bear a restrictive legend.

An exemption from registration under the U.S. Securities Act and any applicable state securities law is available for the exercise of the Rights and purchase of the underlying Common Shares, as the undersigned is an “institutional accredited investor” (“**Accredited Investor**”) that satisfies one or more of the criteria set forth in Rule 501(a)(1), (2), (3) or (7) of Regulation D under the U.S. Securities Act and is acquiring the Rights and the underlying Common Shares for its own account or for the account of one or more Accredited Investors with respect to which it exercises sole investment discretion, and in each case not with a view to any resale, distribution or other disposition of the Rights and the underlying Common Shares in violation of United States federal or state securities laws and satisfies one or more of the categories of Accredited Investor indicated below (**the undersigned must check the appropriate line(s)**):

_____ An organization described in Section 501(c)(3) of the United States Internal Revenue Code, a corporation, a Massachusetts or similar business trust, partnership or limited liability company, not formed for the specific purpose of acquiring the Rights or Common Shares, **with total assets in excess of US\$5,000,000;**

_____ A trust that (a) has total assets in excess of US\$5,000,000, (b) was not formed for the specific purpose of acquiring the Rights or Common Shares and (c) is directed in its purchases of Rights or Common Shares by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D of the U.S. Securities Act;

_____ A bank as defined in Section 3(a)(2) of the U.S. Securities Act or a savings and loan association or other institution as defined in Section 3(a)(5)(A) of the U.S. Securities Act, whether acting in its individual capacity or fiduciary capacity;

_____ A broker or dealer registered pursuant to Section 15 of the United States Securities Exchange Act of 1934, as amended;

- _____ An insurance company as defined in Section 2(a)(13) of the U.S. Securities Act;
- _____ An employee benefit plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees that has total assets in excess of US\$5,000,000;
- _____ An employee benefit plan within the meaning of the United States Employee Retirement Income Security Act of 1974, as amended, for which the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of US\$5,000,000, or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;
- _____ An investment company registered under the United States Investment Company Act of 1940, as amended, or a business development company as defined in Section 2(a)(48) of that Act;
- _____ A Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the United States Small Business Investment Act of 1958, as amended;
- _____ A private business development company as defined in Section 202(a)(22) of the United States Investment Advisers Act of 1940, as amended;
- _____ A natural person whose individual net worth, or joint net worth with that person's spouse, at the date hereof exceeds U.S.\$1,000,000, excluding the value (if any) of such person's primary residence; (Note: The value of an individual's primary residence may not be included in this net worth calculation, and any indebtedness in excess of the value of an individual's primary residence should be considered a liability and should be deducted from an individual's net worth.); or
- _____ A natural person who had an individual income in excess of U.S.\$200,000 in each of the two most recent years or joint income with that person's spouse in excess of U.S.\$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year,

and it is understood that the Corporation and the Subscription Agent may require evidence to verify the foregoing representation and that any Common Shares issued will bear a restrictive legend

8. 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.
9. The undersigned understands and agrees that the financial statements of the Corporation have been prepared in accordance with International Financial Reporting Standards, which differ from United

States generally accepted accounting principles, and thus may not be comparable to financial statements of United States companies.

10. 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. The undersigned acknowledges and agrees that that its purchase of the Rights and Common Shares is not part of a plan or scheme to evade the registration requirements of the U.S. Securities Act. It understands and agrees that, although offers and sales of the Rights and Common Shares are being made in the United States to Qualified Institutional Buyers and to Accredited Investors, they are not being made under Rule 144A.
11. It understands that the Rights and Common Shares will be “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act and it agrees that for so long as such securities are “restricted securities” (as so defined), they may not be deposited into any unrestricted depositary facility established or maintained by any depositary bank.
12. As long as the securities are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act, it will not reoffer, resell, pledge or otherwise transfer the Rights and the Common Shares, except (a) in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act or (b) in another transaction pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and, in each case, in accordance with any applicable securities laws of any state or other jurisdiction of the United States:
13. The undersigned understands and acknowledges that upon the issuance thereof, and until such time as the same is no longer required under the applicable requirements of the U.S. Securities Act or applicable U.S. state laws and regulations, the certificates representing the securities, and all securities issued in exchange therefor or in substitution thereof, will bear a legend (in addition to the legends required by Canadian securities laws) in substantially the following form:

“THE SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933 (THE “US SECURITIES ACT”), OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (A) IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE US SECURITIES ACT OR (B) IN A TRANSACTION PURSUANT TO ANOTHER EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE US SECURITIES ACT, IN EACH CASE, IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. EACH HOLDER, BY ITS ACCEPTANCE OF THESE SHARES, REPRESENTS THAT IT UNDERSTANDS AND AGREES TO THE FOREGOING RESTRICTIONS”

It will notify any person to whom it subsequently reoffers, resells, or otherwise transfers the Rights and the Common Shares of the foregoing restrictions on transfer.

Delivery of certificates bearing such a legend may not constitute “good delivery” in settlement of transactions on Canadian stock exchanges or over-the-counter markets. If the Corporation is a “foreign issuer” with no “substantial U.S. market interest” (all within the meaning of Regulation S under the U.S. Securities Act) at the time of sale, a new certificate, which will constitute “good delivery”, will be made available to the purchaser upon provision by the Subscriber of a declaration together with such other evidence of the availability of an exemption as the Corporation or its transfer agent may reasonably require.

14. 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 United States, state, local or foreign tax law of the undersigned’s acquisition or disposition of such securities, in particular, no determination has been made whether the Corporation will be a “passive Foreign investment company” (“**PFIC**”) within the meaning of Section 1291 of the United States Internal Revenue Code.
15. It understands and acknowledges that the Corporation has no obligation to recognize any offer, sale, pledge or other transfer made other than in compliance with the restrictions on transfer set forth and described herein and consents to the Corporation making a notation on its records or giving instructions to any transfer agent of the Corporation in order to implement the restrictions on transfer set forth and described in this Certificate.
16. 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.
17. 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.
18. The undersigned is resident in the United States of America, its territories and possessions or any state of the United States or the District of Columbia (collectively the “**United States**”), is a “U.S. Person” as such term is defined in Regulation S of the U.S. Securities Act or was in the United States at the time the securities were offered or the Common Shares were acquired.
19. The undersigned understands that the Corporation has no obligation to register any of the securities or to take action so as to permit sales pursuant to the U.S. Securities Act (including Rule 144 thereunder).
20. The undersigned understands and acknowledges that the Corporation is not a “foreign issuer”.

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.

Signed: _____

Dated: _____

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