



## Frequently Asked Questions

### U.S. Investors

#### **How can U.S. residents participate in the Rights Offering?**

A U.S. resident needs to be an Accredited Investor or Qualified Institutional Buyer

#### **I'm an Individual, what are the qualifications to be an Accredited Investor?**

A 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 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,

#### **How can an Accredited Investor participate?**

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** the subscription agent will then forward to you a Rights Certificate evidencing the number of Rights you are entitled to.

#### **Will I be sent a certificate?**

Rights Certificates are not being mailed to Shareholders resident outside of Canada, unless such Shareholders are able to establish on or before February 26, 2021 that they are eligible to participate in the Rights Offering.

#### **What happens to the rights if I'm not an Accredited Investor?**

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.

#### **What if my shares are held in a brokerage account?**

Without your specific instructions, your broker or its agents or nominees will not be able to execute or deliver the Exempt Purchaser Status Certificate. 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.

Contact your brokerage firm to discuss how they can assist you.

**Why are the Non-Accredited U.S. shareholders restricted from participating in this transaction?**

Mineworx (similar to most Canadian junior companies) is not registered with the SEC and U.S. Security Laws prohibit the company from selling securities (this includes the rights and the common shares) to anyone who is not an Accredited Investor or Qualified Institutional Buyer.

**Why are you doing this transaction if it negatively effects U.S. holders?**

This process would be the same if the company raised the funds through a private placement which Non-Accredited Investors would also be excluded from and create a similar level of dilution that will occur in this transaction.

**If I'm not an Accredited Investor can I sell my Rights?**

If a U.S. resident shareholder is not an accredited investor, he will not be entitled to receive his rights and thus, has no ability to transfer or sell them. A U.S. resident, including U.S. resident shareholders, do not need to be accredited investors to purchase rights through the facilities of the Exchange to the extent that they are available. If a U.S. resident wanted to purchase rights in a private transaction, he would need to be an accredited investor.

**Where can I get the forms I need to fill out?**

A copy is being mailed to you on Feb 2, but they are also available on the company website and through this link

**I have not received any information regarding this transaction.**

The materials will be mailed On Feb 2. If you have not received your information, please contact your broker or alternatively Computershare at 1-800-564-6253 or [corporateactions@computershare.com](mailto:corporateactions@computershare.com)