Name of Listed Issuer:	Symbol(s):
Heritage Mining Ltd. (the "Issuer")	HML

Date: August 17, 2026 Is this an updating or amending Notice: Yes ☐ No ☒

If yes provide date(s) of prior Notices: N/A.

Issued and Outstanding Securities of Issuer Prior to Issuance: 253,119,754.

Pricing

Date of news release announcing proposed issuance: August 17 , 2026 or

Date of confidential request for price protection: N/A

Closing Market Price on Day Preceding the news release: $0.025 or

Day preceding request for price protection: N/A

Closing

Number of securities to be issued: 17,484,025 common shares in the capital of the Issuer ("Shares"), comprising: (i) 12,368,380 Shares issued at a deemed price of $0.022 per Share in settlement of an aggregate of $272,104.46 of indebtedness; (ii) 1,000,000 Shares issued at a deemed price of $0.025 per Share as the first tranche of consideration under the Melba North Option Agreement; (iii) 600,000 Shares issued at a deemed price of $0.025 per Share under the Three-Claim Purchase Agreement; (iv) 500,000 Shares issued at a deemed price of $0.025 per Share under the Culhane Purchase Agreement; and (v) 3,015,645 Shares issued at a deemed price of $0.029 per Share under the AGE Purchase Agreement, in each case as described in this Form 9.

Issued and outstanding securities following issuance: 270,603,779

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with Policy 6 – Distributions. In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL placees.

Part 1. Private Placement – Shares for Debt Settlement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN$) raised in the jurisdiction
Ontario	9	$0.022	$219,650.75
British Columbia	1	$0.022	$7,500.00

Australia (Western Australia)	1	$0.022	$40,000.00
United States (Arizona)	1	$0.022	$4,953.71
Total number of purchasers:	12		
Total dollar value of distribution in all jurisdictions:			$272,104.46 (settlement of indebtedness – no cash raised)

Table 1B – Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN$)	Conversion Price (if Applicable) (CDN$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date	Describe relationship to Issuer
Great White Capital Inc., Toronto, ON	1,659,090	$0.022	N/A	s. 2.14 of NI 45-106 (securities for debt)	16,237,272 common shares owned, controlled or directed by Peter Schloo (including 16,073,389 common shares held through Great White Capital)	August 13, 2026	Company controlled by Peter Schloo, Chief Executive Officer, President and Director of the Issuer
Patrick Mohan, Minett, ON	1,090,909	$0.022	N/A	s. 2.14 of NI 45-106 (securities for debt)	3,825,881 common shares	August 13, 2026	Director of the Issuer
Ascencia Group Inc., Mississauga, ON	1,090,909	$0.022	N/A	s. 2.14 of NI 45-106 (securities for debt)	2,373,332 common shares owned, controlled or directed by Wray Carvelas (including 1,899,999 common shares held through Ascencia Group Inc.)	August 13, 2026	Company controlled by Wray Carvelas, Director of the Issuer

Thomas Reid, Newmarket, ON	1,090,909	$0.022	N/A	s. 2.14 of NI 45-106 (securities for debt)	3,460,000 common shares	August 13, 2026	Director of the Issuer
Tara Gilfillan, Toronto, ON	681,818	$0.022	N/A	s. 2.14 of NI 45-106 (securities for debt)	Nil	August 13, 2026	Chief Financial Officer of the Issuer (appointed effective August 14, 2026)

1 An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: Nil. The 12,368,380 Shares were issued in settlement of an aggregate of $272,104.46 of outstanding indebtedness of the Issuer; no cash proceeds were or will be received..
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. N/A – no cash proceeds. The issuance settles outstanding indebtedness incurred by the Issuer for director fees, executive services, legal, consulting, geological, drilling, contract and road building services, thereby preserving the Issuer's cash for working capital and its mineral exploration programs..
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A – no cash proceeds. Indebtedness owing to Related Persons was settled through the issuance of Shares as set out in Table 1B and item 4 below..
4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities. The Issuer settled an aggregate of $272,104.46 of outstanding indebtedness owing to twelve creditors through the issuance of 12,368,380 Shares at a deemed price of $0.022 per Share, being the volume-weighted average trading price of the Shares on the CSE of $0.0222849 for the twenty (20) trading days ending at the close of trading on August 12, 2026, in full and final satisfaction of such indebtedness, pursuant to consent resolutions of the board of directors of the Issuer effective August 13, 2026 and debt settlement agreements between the Issuer and each creditor. The indebtedness settled is as follows:

Creditor	**Nature of Indebtedness**	**Amount of Indebtedness**	**Number of Settlement Shares**
Great White Capital Inc. (a company controlled by Peter Schloo)	Executive services fees ($12,500.00) and accrued director fees ($24,000.00)	$36,500.00	1,659,090
Patrick Mohan	Accrued director fees	$24,000.00	1,090,909
Ascencia Group Inc. (a company controlled by Wray Carvelas)	Accrued director fees	$24,000.00	1,090,909
Thomas Reid	Accrued director fees	$24,000.00	1,090,909
PJS Law Corporation	Legal fees	$7,500.00	340,909
FTAB Consulting Inc.	Consulting fees ($4,000.00) and bonus ($6,000.00)	$10,000.00	454,545

Tara Gilfillan	Consulting fees ($5,000.00) and bonus ($10,000.00)	$15,000.00	681,818
Olinda Gold Pty Ltd.	Structural geological consulting fees	$40,000.00	1,818,181
Q-Geo Consulting LLC	Consulting fees	$4,953.71	225,168
Darryl Goulet	Contract services	$25,000.00	1,136,363
Johnathan Carpenter	Diamond drilling services	$7,500.00	340,909
Genier Bros. Trucking Ltd.	Road building services (Invoices 57473-S, 57474-S and 57537-S, inclusive of HST)	$53,650.75	2,438,670
Total		**$272,104.46**	**12,368,380**

5. Description of securities to be issued:
   (a) Class Common shares.
   (b) Number 12,368,380.
   (c) Price per security $0.022 (deemed).
   (d) Voting rights One vote per common share.
6. Provide the following information if warrants, (options) or other convertible securities are to be issued:
   (a) Number N/A.
   (b) Number of securities eligible to be purchased on exercise of warrants (or options) N/A.
   (c) Exercise price N/A.
   (d) Expiry date N/A.

   Provide the following information if debt securities are to be issued:
   (a) Aggregate principal amount N/A.
   (b) Maturity date N/A.
   (c) Interest rate N/A.
   (d) Conversion terms N/A.
   (e) Default provisions N/A.
7. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
   (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A.
   (b) Cash N/A.
   (c) Securities N/A.
   (d) Other N/A.
   (e) Expiry date of any options, warrants etc. N/A.
   (f) Exercise price of any options, warrants etc. N/A.
8. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship N/A.

9. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.). None.

10. State whether the private placement will result in a change of control or if the issuance will materially affect control of the Issuer. No. The issuance of the Shares will not result in a change of control of the Issuer and will not materially affect control of the Issuer..

11. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A.

12. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.

Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: The Issuer issued Shares as consideration under four mineral property transactions, each relating to the Issuer's Melba Mine project area located southwest of Matheson, Ontario, approximately seven kilometres west off the King's Highway 11, on the section of highway travelling from Kirkland Lake to Cochrane, close to the Ontario and Quebec border: (i) under an option agreement dated August 11, 2026 (the "Melba North Option Agreement"), the Issuer acquired the sole and exclusive option to acquire a 100% interest in forty-two (42) unpatented mining claims in the Melba North area, Province of Ontario; (ii) under a purchase agreement dated August 11, 2026 (the "Three-Claim Purchase Agreement"), the Issuer acquired mining claims nos. 898588, 898589 and 898590, located in the Melba Area, Larder Lake Mining Division, Ontario; (iii) under a purchase agreement dated August 12, 2026 (the "Culhane Purchase Agreement"), the Issuer acquired thirty-two (32) mining claims and an undivided 75% legal and beneficial interest in Mining Lease 109680, located in the Melba Area, Larder Lake Mining Division, Ontario; and (iv) under a previously disclosed purchase agreement dated September 22, 2025 (the "AGE Purchase Agreement") relating to the Issuer's acquisition of a 75% interest in the Melba Mine, the Issuer issued the third tranche of consideration Shares.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: (i) The Melba North Option Agreement (option agreement) dated August 11, 2026 among the Issuer, Gravel Ridge Resources Ltd. ("Gravel Ridge"), 1544230 Ontario Inc. ("1544230") and Perry English (collectively, the "Optionors"); (ii) the Three-Claim Purchase Agreement (purchase agreement) dated August 11, 2026 between the Issuer and each of William Dean Clifford and Jerry U Damiani (the "Three-Claim Vendors"); (iii) the Culhane Purchase Agreement (purchase agreement) dated August 12, 2026 among the Issuer, Patrick Culhane and Melba Mining Company Limited (the "Culhane Vendors"); and (iv) the AGE Purchase Agreement (asset purchase agreement) dated September 22, 2025 between the Issuer and Advanced Gold Exploration Inc. ("AGE"). Each counterparty deals at arm's length with the Issuer.

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

   (a) Total aggregate consideration in Canadian dollars: Melba North Option Agreement: $6,000 in cash plus 2,000,000 Shares issuable in two tranches; Three-Claim Purchase Agreement: $15,000 payable in Shares; Culhane Purchase Agreement: 500,000 Shares (deemed value $12,500); AGE Purchase Agreement: $390,000 in aggregate (as previously disclosed), of which the current tranche is 3,015,645 Shares (deemed value $87,500)..

   (b) Cash: $6,000 paid to the Optionors upon signing of the Melba North Option Agreement. Cash consideration under the AGE Purchase Agreement was previously disclosed in the Issuer's Form 9 dated September 23, 2025..

   (c) Securities (including options, warrants etc.) and dollar value: (i) Melba North Option Agreement: 1,000,000 Shares at a deemed price of $0.025 per Share ($25,000) issued as the first tranche within seven (7) business days of receipt of CSE acceptance, and a further 1,000,000 Shares issuable on the second anniversary of the effective date; (ii) Three-Claim Purchase Agreement: 600,000 Shares at a deemed price of $0.025 per Share ($15,000), being the closing price of the Shares on the CSE on the trading day immediately preceding the closing date; (iii) Culhane Purchase Agreement: 500,000 Shares at a deemed price of $0.025 per Share ($12,500); and (iv) AGE Purchase Agreement: 3,015,645 Shares at a deemed price of $0.029 per Share ($87,500), such number having been determined by reference to the twenty (20) trading day volume-weighted average trading price of the Shares for the period ending June 23, 2026..

   (d) Other: The Issuer granted (i) a 1.5% net smelter returns royalty to Gravel Ridge and 1544230 under the Melba North Option Agreement (with a right of the Issuer to repurchase 0.5% for $600,000); (ii) a 1.5% net smelter returns royalty to the Three-Claim Vendors (with a right of the Issuer to repurchase 0.5% for $500,000); and (iii) a 2.0% net smelter returns royalty to the Culhane Vendors (with a right of the Issuer to repurchase 1.0% for C$500,000)..

(e) Expiry date of options, warrants, etc. if any: N/A.

(f) Exercise price of options, warrants, etc. if any: N/A.

(g) Work commitments: N/A.

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). Arm's length negotiation between the Issuer and each of the Optionors, the Three-Claim Vendors, the Culhane Vendors and AGE, respectively..

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A as they are not material transactions for the Issuer.

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	**Number and Type of Securities to be Issued**	**Dollar value per Security (CDN$)**	**Conversion price (if applicable)**	**Prospectus Exemption**	**Total Securities, Previously Owned, Controlled or Directed by Party**	**Describe relationship to Issuer (1)**
Gravel Ridge Resources Ltd. ([●])	500,000 common shares	$0.025	N/A	s. 2.13 of NI 45-106 (petroleum, natural gas and mining properties)	Nil	Arm's Length
1544230 Ontario Inc. ([●]) (as beneficial owner of the interest held of record by Perry English)	500,000 common shares	$0.025	N/A	s. 2.13 of NI 45-106 (petroleum, natural gas and mining properties)	Nil	Arm's Length
William Dean Clifford	300,000 common shares	$0.025	N/A	s. 2.13 of NI 45-106 (petroleum, natural gas and mining properties)	Nil	Arm's Length
Jerry U Damiani	300,000 common shares	$0.025	N/A	s. 2.13 of NI 45-106 (petroleum, natural gas and mining properties)	Nil	Arm's Length
Melba Mining Company Limited ([●]) (all 500,000 common shares issuable under the Culhane	500,000 common shares	$0.025	N/A	s. 2.13 of NI 45-106 (petroleum, natural gas and mining properties)	Nil	Arm's Length

Purchase Agreement registered to Melba Mining Company Limited as directed by the Culhane Vendors)						
Advanced Gold Exploration Inc. (James Atkinson)	3,015,645 common shares	$0.029	N/A	s. 2.13 of NI 45-106 (petroleum, natural gas and mining properties)	[●] (includes 3,854,625 common shares issued on January 6, 2026 as the second tranche under the AGE Purchase Agreement; first tranche to be confirmed from the Issuer's share register)	Arm's Length

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: Legal due diligence and mineral title review on MLAS prior to signing each of the agreements described above..

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.): N/A.

    (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A.

    (b) Cash N/A.

    (c) Securities N/A.

    (d) Other N/A.

    (e) Expiry date of any options, warrants etc. N/A.

    (f) Exercise price of any options, warrants etc. N/A.

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A.

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. The mining claims and mining lease interests acquired under the Melba North Option Agreement, the Three-Claim Purchase Agreement and the Culhane Purchase Agreement are located in the Melba area and are contiguous to or otherwise related to the Issuer's 75% interest in the Melba Mine acquired from AGE under the AGE Purchase Agreement dated September 22, 2025..

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.

2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.

3. the Issuer has obtained the express written consent of each applicable individual to:

   (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and

   (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time

4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).

5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated August 17, 2026.

Peter Schloo

Name of Director or Senior Officer

Signed by:

Peter Schloo

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Signature

CEO, President & Director

Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.