BC Securities Commission
Invest Right

1200–701 West Georgia Street
Vancouver, BC V7Y 1L2
www.bcsc.bc.ca

Phone 604 899 6500
Toll-free 1 800 373 6393
inquiries@bcsc.bc.ca

RECEIPT

Green Bridge Metals Corporation

This is the receipt of the **British Columbia Securities Commission** for the **Short Form Base Shelf Prospectus** of the above Issuer dated **June 22, 2026** (the prospectus).

This receipt also evidences that the **Ontario Securities Commission** has issued a receipt for the prospectus.

The prospectus has been filed under Multilateral Instrument 11-102 *Passport System* in **Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Nunavut** and **Northwest Territories**. A receipt for the prospectus is deemed to be issued by the regulator in each of those jurisdictions, if the conditions of the Instrument have been satisfied.

June 22, 2026

Maggie Zhang

Maggie Zhang, CPA, CA
Senior Securities Analyst
Corporate Finance

SEDAR+ Filing Number 06427532

This short form prospectus is a base shelf prospectus. This short form base shelf prospectus has been filed under legislation in each of the provinces and territories of Canada that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this short form base shelf prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities, except in cases where an exemption from such delivery requirements is available.

No securities regulatory authority has expressed an opinion about these securities, and it is an offence to claim otherwise. This short form base shelf prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. See "Plan of Distribution". Information has been incorporated by reference in this short form base shelf prospectus from documents filed with securities commissions or similar authorities in Canada. *Copies of the documents incorporated herein by reference may be obtained on request without charge from Green Bridge Metals Corp. at 800 – 1199 West Hastings Street, Vancouver, British Columbia, Canada, telephone 1-866-750-3350 and are also available electronically at www.sedarplus.ca.*

*The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state or any other jurisdiction of the United States (as defined in Regulation S under the U.S. Securities Act) (the "**United States**") and may not be offered, sold or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, a U.S. person (as defined in Regulation S under the U.S. Securities Act) (a "**U.S. Person**") unless registered under the U.S. Securities Act and any applicable securities laws of any state or any other jurisdiction of the United States or exemptions from such registration requirements of the U.S. Securities Act and any applicable securities laws of any state or any other jurisdiction of the United States are available. This short form base shelf prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States or to any U.S. Person, see "Plan of Distribution" below.*

SHORT FORM BASE SHELF PROSPECTUS

New Issue June 22, 2026

GREEN BRIDGE METALS

GREEN BRIDGE METALS CORPORATION

$50,000,000

COMMON SHARES
DEBT SECURITIES
WARRANTS
SUBSCRIPTION RECEIPTS
UNITS

Green Bridge Metals Corporation ("**Green Bridge**" or the "**Company**") may, from time to time, offer and issue the following securities: (i) common shares of the Company ("**Common Shares**"); (ii) senior or subordinated secured or unsecured debt securities (collectively, "**Debt Securities**"), which may include debt securities convertible into or exchangeable for other securities of the Company described in this short form base shelf prospectus (the "**Prospectus**"); (iii) warrants to acquire Common Shares or other securities of the Company described in this Prospectus ("**Warrants**"); (iv) subscription receipts of the Company exchangeable for Common Shares or other securities of the Company described in this Prospectus ("**Subscription Receipts**"); or (v) units comprised of one or more of the other securities described in this Prospectus ("**Units**", and collectively with the Common Shares, Debt Securities, Warrants and Subscription

Receipts, the "**Securities**"), having an aggregate offering price of up to $50,000,000 during the 25-month period that this Prospectus, including any amendments thereto, remains effective. The Securities may be offered separately or together, in amounts, at prices and on terms to be determined based on market conditions at the time of sale and set forth in an accompanying shelf prospectus supplement (a "**Prospectus Supplement**").

The specific terms of the Securities offered in a particular offering will be set out in the applicable Prospectus Supplement and may include, where applicable: (i) in the case of Common Shares, the number of Common Shares offered, the offering price and any other specific terms; (ii) in the case of Debt Securities, the specific designation, aggregate principal amount, the currency or the currency unit for which the Debt Securities may be purchased, maturity, interest provisions, authorized denominations, offering price, covenants, events of default, any terms for redemption at the option of the Company or the holder, any exchange or conversion terms, whether the Debt Securities will be secured by any of the Company's assets or guaranteed by any other person, priority or subordination of the Debt Securities to other indebtedness and any other specific terms; (iii) in the case of Warrants, the designation, number and terms of the Securities issuable upon exercise of the Warrants, any procedures that will result in the adjustment of these numbers, the exercise price, dates and periods of exercise, the currency in which the Warrants are issued and any other specific terms; (iv) in the case of Subscription Receipts, the number of Subscription Receipts offered, the offering price, the designation, number and terms of the Securities issuable in exchange for the Subscription Receipts upon satisfaction of certain release conditions, any procedures that will result in the adjustment of these numbers, any additional payments to be made to holders of Subscription Receipts upon satisfaction of the release conditions, the terms of the release conditions, the terms governing the escrow of all or a portion of the gross proceeds from the sale of the Subscription Receipts, terms for the refund of all or a portion of the purchase price for the Subscription Receipts in the event that the release conditions are not met or any other specific terms; and (v) in the case of Units, the designation, number and terms of the Common Shares, Warrants, Debt Securities or Subscription Receipts comprising the Units.

For greater certainty, this Prospectus may qualify the issuance of Debt Securities, including Debt Securities convertible into other Securities of the Company, in respect of which the payment of principal or interest may be determined, in whole or in part, by reference to published rates of a central banking authority or one or more financial institutions, such as a prime rate, or to recognized market benchmark interest rates. A Prospectus Supplement may include specific variable terms pertaining to the above-described Securities that are not within the alternatives or parameters set forth in this Prospectus. The Company does not intend to issue "novel" securities pursuant to this Prospectus, as such term is defined under National Instrument 44-102 – *Shelf Distributions* ("**NI 44-102**").

All shelf information permitted under applicable securities laws to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus, to the extent required by applicable securities laws. Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement, and only for the purposes of the distribution of the Securities to which the Prospectus Supplement pertains. You should read this Prospectus and any applicable Prospectus Supplement carefully before you invest in any Securities issued pursuant to this Prospectus.

An investment in the Securities involves a high degree of risk. Investors or prospective investors should carefully read the "*Risk Factors*" section detailed in this Prospectus.

Certain directors and officers of the Company and certain persons for whom the Company is required to file a consent in connection herewith, reside outside of Canada. Although such persons have appointed the Company as their agent for service of process, it may not be possible for investors to enforce judgements obtained in Canada against such persons. See "*Enforcement of Judgments Against Foreign Persons or Companies*".

This Prospectus constitutes a public offering of the Securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such Securities. The Company may offer and sell the Securities to, or through, underwriters or dealers, including by way of an "at-the-market distribution" (as defined in NI 44-102) of Common Shares (an "**ATM Distribution**") and also may offer and sell certain of the Securities directly to other purchasers or through agents pursuant to exemptions from registration or qualification under applicable securities laws. The Prospectus Supplement relating to each issue of the Securities offered thereby will set forth the names of any underwriters, dealers or agents involved in the offering and sale of such Securities and will set forth the terms of the offering of such Securities, the method of distribution of such Securities, including, to the extent applicable, the proceeds to the Company and any fees, discounts or any other compensation payable to underwriters, dealers or agents, and any other material terms of the plan of distribution. See "*Plan of Distribution*".

Information with respect to a purchaser's right to withdraw from or rescind an agreement to purchase securities is provided herein. See "*Purchasers' Statutory Rights of Withdrawal and Rescission*".

No underwriter has been involved in the preparation of, or has performed a review of, the contents of this Prospectus.

The Securities may be sold from time to time in one or more transactions at a fixed price or prices, or at non-fixed prices. If offered on a non-fixed price basis, the Securities may be offered at market prices prevailing at the time of sale, at prices related to such prevailing market prices, or at prices to be negotiated with purchasers at the time of sale, which prices may vary as between purchasers and during the period of distribution of the Securities.

In connection with any offering of the Securities (unless otherwise specified in a Prospectus Supplement), excluding an ATM Distribution, the underwriters, dealers or agents may over-allot or effect transactions which stabilize or maintain the market price of the Securities offered at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. A purchaser who acquires Securities forming part of the underwriters', dealers' or agents' over-allocation position acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of an over-allotment option or secondary market purchases. No underwriter, dealer or agent involved in an ATM Distribution undertaken pursuant to any Prospectus Supplement, no affiliate of such underwriter, dealer or agent and no person or company acting jointly or in concert with such underwriter, dealer or agent will over-allot or effect transactions which stabilize or maintain the market price of the Common Shares offered. See "*Plan of Distribution*".

The Common Shares are listed on the Canadian Securities Exchange (the "**CSE**") under the stock symbol "GRBM". On June 19, 2026, being the last complete trading day prior to the date of this Prospectus, the closing price of the Common Shares on the CSE was $0.20. **Unless otherwise specified in a Prospectus Supplement, there is no market through which the Securities, other than the Common Shares, may be sold and holders may not be able to resell any of such Securities, other than the Common Shares, purchased under this Prospectus or any Prospectus Supplement. This may affect the pricing of such Securities, other than the Common Shares, on the secondary market, the transparency and availability of trading prices, the liquidity of such Securities, and the extent of issuer regulation. See "*Risk Factors*".**

The Company's head office is located at 800 – 1199 West Hastings Street, Vancouver, British Columbia, Canada, V6E 3T5. Its registered and records office is located at 25th floor, 700 West Georgia Street, Vancouver, British Columbia, Canada, V7Y 1C3.

TABLE OF CONTENTS

ABOUT THIS PROSPECTUS

This Prospectus provides a general description of the Securities that the Company may offer. Each time the Company sells any of the Securities under this Prospectus, it will provide purchasers of the Securities with a Prospectus Supplement that will contain specific information about the terms of that offering in accordance with applicable securities laws. The Prospectus Supplement may also add, update or change information contained in this Prospectus or in the documents incorporated by reference herein. Before investing in any of the Securities, you should read both this Prospectus and any applicable Prospectus Supplement together with additional information found in the documents incorporated by reference in this Prospectus under "*Documents Incorporated by Reference*".

You should rely only on the information contained in or incorporated by reference into this Prospectus. The Company has not authorized anyone to provide you with different information. The Company is not making an offer of the Securities in any jurisdiction where the offer is not permitted. You should bear in mind that although the information contained in this Prospectus and any Prospectus Supplement is accurate as of any date on the front of such documents, such information may also be amended, supplemented or updated by the subsequent filing of additional documents deemed by law to be or otherwise incorporated by reference into this Prospectus and by any subsequently filed Prospectus amendments.

Unless stated otherwise or the context otherwise requires, all currency presentation and references to dollar amounts in this Prospectus and any Prospectus Supplement are references to Canadian dollars. The Company's financial statements that are incorporated by reference into this Prospectus and any Prospectus Supplement are expressed in Canadian dollars and have been prepared in accordance with International Financial Reporting Standards. Unless the context otherwise requires, references in this Prospectus and any Prospectus Supplement to "**Green Bridge**", the "**Company**", "**we**", "**us**" or "**our**" includes the Company and each of its material subsidiaries.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus and the documents incorporated by reference into this Prospectus contain "forward-looking statements" within the meaning of applicable Canadian securities laws ("**forward-looking statements**"). All statements, other than those of historical fact, which address activities, events, outcomes, results, developments, performance or achievements that the Company anticipates or expects, may, or will occur in the future (in whole or in part) should be considered forward-looking statements.

Statements concerning estimates of mineral resources may also be deemed to constitute forward-looking statements to the extent that they involve estimates of the mineralization that will be encountered if the property in which that mineralization is contained is developed. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "estimates" or "intends", or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements.

Forward-looking statements included or incorporated by reference in this Prospectus include, but are not limited to, statements that describe the Company's future plans, objectives or goals; exploration and development plans; timing of such exploration and development plans; potential results of such exploration and development plans; recommended work programs and the expected results therefrom; the expectation that the current working capital will be sufficient to fund current operations and capital requirements for the next 12 months; the expectation to incur operating losses in future periods due to continuing expenses associated with advancing the Company's mineral projects, seeking new business opportunities, and general and administrative costs; and the expectation that the Company will continue to raise necessary funds primarily through the issuance of Securities.

Any such forward-looking statements are based, in part, on assumptions and factors that may change, thus causing actual results or achievements to differ materially from those expressed or implied by the forward-looking statements. Such factors and assumptions may include, but are not limited to: assumptions concerning commodity prices; cut-off grades, accuracy of mineral resource estimates and resource modeling; timing and reliability of sampling and assay data; representativeness of mineralization, timing and accuracy of metallurgical test work; anticipated political and social conditions; expected government policy, including any reforms; ability to successfully raise additional capital; and other assumptions used as a basis for preparation of the Technical Reports.

Forward-looking statements are subject to a variety of risks and uncertainties, both general and specific, which could cause actual events or results to differ materially from those reflected in the forward-looking statements, including, without limitation: the ability to raise funding to continue exploration; development and mining activities; debt risk; share price fluctuation; global economic conditions; negative operating cash flow; uncertainty of future revenues or of a return on investment; no defined mineral reserves with no mineral properties in production or under development; speculative nature of mineral exploration and development; risk of global outbreaks and contagious diseases; risks from international operations; risks associated with an emerging and developing market; relationships with, and claims by, local communities and indigenous groups; geopolitical risks; risks related to obtaining future environmental licenses for exploration; permitting risk; the inherent operational risks associated with mining, exploration, and development, many of which are beyond the Company's control; land title risk; fraud and corruption; ethics and business practices; legal proceedings; certain mineral properties that the Company has an interest in are located outside of Canada and are held indirectly through foreign affiliates; exchange rate fluctuations; joint ventures; property commitments; infrastructure; properties located in remote areas; lack of availability of resources; key management; dependence on highly skilled personnel; competition; significant shareholders; conflicts of interest; uninsurable risks; information systems; public company obligations; internal controls providing no absolute assurances as to reliability of financial reporting and financial statement preparation and ongoing evaluation may identify areas in need of improvement; the Company's foreign subsidiary operations; the Company's valuation and stock price; the value of the Common Shares (as defined below); the ability of the Company to raise additional capital; future issuances of Common Shares, as well as those factors discussed in this Prospectus. See "*Risk Factors*".

For additional risk factors that could cause results to differ materially from forward-looking information, see the section entitled "*Risk Factors*" below and in the Annual Information Form (as defined herein), the Annual MD&A (as defined herein) and the Interim MD&A (as defined herein). Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Forward-looking statements are made based on management's informed judgement, beliefs, estimates and opinions on the date the statements are made. Other than as required by applicable law, the Company undertakes no obligation to update forward-looking statements if such judgements, beliefs, estimates and opinions or other circumstances should change. Accordingly, investors should appreciate the inherent uncertainty of, and not place undue reliance on, forward-looking statements.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in each of the provinces and territories of Canada (the "**Commissions**"). Copies of the documents incorporated herein by reference may be obtained on request without charge from the Company at 800 – 1199 West Hastings Street, Vancouver, BC, Canada, V6E 3T5, telephone: 1-866-

750-3350 and are also available electronically on the Canadian System for Electronic Document Analysis and Retrieval ("**SEDAR+**") at www.sedarplus.ca. The Company's filings through SEDAR+ are not incorporated by reference into this Prospectus except as specifically set forth herein.

The following documents of the Company, which have been filed with the Commissions, are specifically incorporated by reference into, and form an integral part of, this Prospectus:

(a) the annual information form of the Company dated April 15, 2026 (the "**Annual Information Form**");

(b) the management information circular of the Company dated April 22, 2025 prepared in connection with the Company's annual general and special meeting of shareholders held on May 22, 2025;

(c) the material change report dated February 3, 2026 in respect of the Company's non-brokered private placement completed on February 3, 2026 (the "**February 2026 Private Placement**");

(d) the audited consolidated financial statements of the Company for the years ended November 30, 2025 and 2024, together with the notes thereto and the auditors' report thereon and related amended management's discussion and analysis for the years ended November 30, 2025 and 2024, as filed on April 10, 2026 (the "**Annual MD&A**");

(e) the amended unaudited condensed financial statements of the Company for the three months ended February 28, 2026 and 2025, together with the notes thereto and related amended management's discussion and analysis for the three months ended February 28, 2026 and 2025 (the "**Interim MD&A**");

(f) the technical report entitled "*Technical Report and Mineral Resource Estimate for the Serpentine Project, St. Louis County, Minnesota, USA*" with an effective date of July 14, 2025 and a report date of August 18, 2025, authored by Michael B. Dufresne, M.Sc., P.Geol., P.Geo., Kristopher J. Raffle, B.Sc., P.Geo. of APEX Geoscience Ltd., Eugene Puritch, P.Eng., FEC, CET and Fred H. Brown, P.Geo. of P&E Mining Consultants Inc.;

(g) the technical report entitled "*Technical Report and Mineral Resource Estimate for the South Contact Zone Project, St. Louis County, Minnesota, USA*" with an effective date of September 18, 2024 and a report date of September 26, 2024, authored by Michael B. Dufresne, M.Sc., P. Geol. P. Geo., Andrew J. Turner, B.Sc., P. Geol., P. Geo., Fallon T. Clarke, B.Sc., P. Geo., and Christian Bohm, PhD, P. Geo., of APEX Geoscience Ltd.; and

(h) the technical report entitled "*Updated Technical Report for the Chrome Puddy Property, Ontario, Canada*" with an effective date of May 31, 2024 and a report date of July 25, 2024, authored by Rob L'Heureux, M.Sc., P. Geol. and Philo Schoeman, M.Sc., P. Geo., of APEX Geoscience Ltd.

Any documents of the type described in Section 11.1 of Form 44-101F1 - *Short Form Prospectus* ("**Form 44-101F1**") filed by the Company with a Commission subsequent to the date of this Prospectus and prior to the expiry of this Prospectus, or the completion of the issuance of Securities pursuant hereto, will be deemed to be incorporated by reference into this Prospectus.

Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes

such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not constitute a part of this Prospectus, except as so modified or superseded.

A Prospectus Supplement containing the specific terms of an offering of the Securities and other information relating to the Securities will, subject to an exemption from the delivery requirements, be delivered to purchasers of such Securities together with this Prospectus and will be deemed to be incorporated into this Prospectus as of the date of such Prospectus Supplement only for the purpose of the offering of the Securities covered by that Prospectus Supplement.

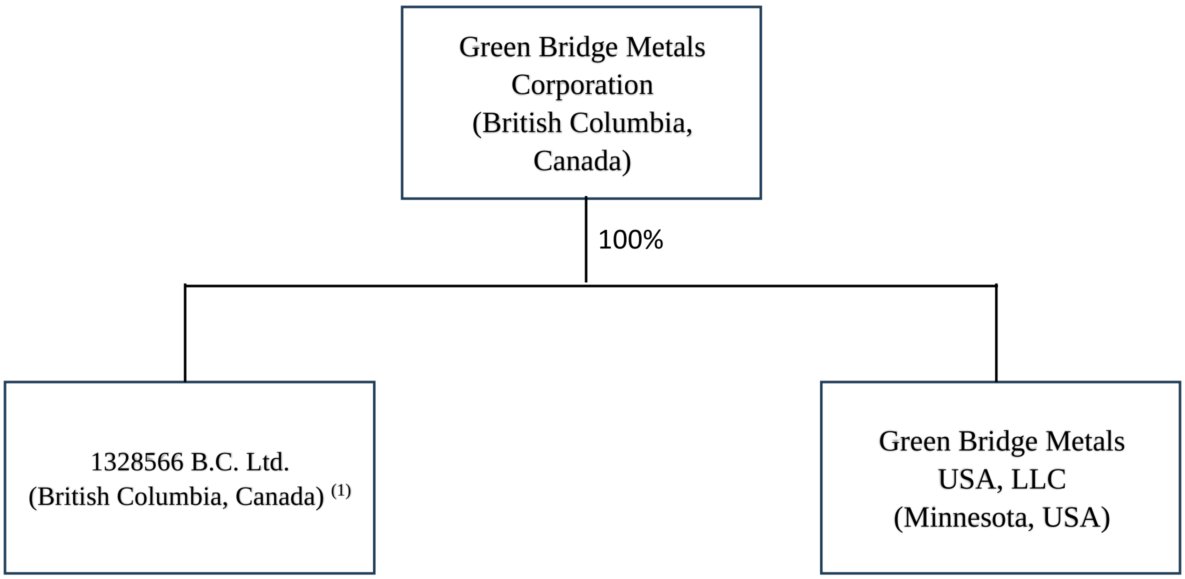
In addition, certain marketing materials (as that term is defined in applicable Canadian securities legislation) may be used in connection with a distribution of Securities under this Prospectus and the applicable Prospectus Supplement(s). Any template version of any “marketing materials” (as such term is defined in National Instrument 44-101 – *Short Form Prospectus Distributions*) filed after the date of a Prospectus Supplement and before the termination of the distribution of the Securities offered pursuant to such Prospectus Supplement (together with this Prospectus) is deemed to be incorporated by reference in such Prospectus Supplement.

Upon filing of a new annual information form and related annual consolidated financial statements with, and where required, accepted by, the applicable securities regulatory authorities during the currency of this Prospectus, the previous annual information form, including all amendments thereto, the previous annual financial statements and all unaudited condensed consolidated interim financial statements (and related management’s discussion and analysis in the interim reports for such periods), material change reports and management information circulars filed prior to the commencement of the fiscal year in which the new annual information form is filed, shall be deemed no longer to be incorporated into this Prospectus for purposes of future offers and sales of Securities hereunder.

SUMMARY DESCRIPTION OF BUSINESS

The Company was incorporated on August 16, 2018, under the *Business Corporations Act* (British Columbia) under the name “Michelin Mining Corp.” On November 29, 2019, it changed its name from “Michelin Mining Corp.” to “Mich Resources Ltd.”, and on October 18, 2023, it changed its name from “Mich Resources Ltd.” to “Green Bridge Metals Corporation”.

The following diagram illustrates the organizational structure of the Company, including its subsidiaries, as of the date of this Prospectus.



Note:

(1) 1328566 B.C. Ltd. was dissolved on December 29, 2025.

The Company’s business is to acquire, explore, and develop interests in mining projects, in particular projects with critical mineral rich assets. The Company’s strategic focus is on nickel, copper, titanium and platinum group elements in tier one mining jurisdictions across North America. The Company is listed on the Canadian Securities Exchange under the symbol “GRBM” and also trades on the OTCQB under the symbol “GBMCF” and on the Frankfurt Stock Exchange under the symbol “J48”.

The Company is advancing critical mineral assets in North America, with a focus on the Duluth Complex’s South Contact Zone. The Company’s projects target copper, nickel, PGM, cobalt, and titanium to support global electrification and infrastructure needs. The Company does not own any operating mines and has no operating income from mineral production. Funding for operations is raised primarily through public and private share offerings.

The Company intends to advance exploration and development activities at the South Contact Zone Project (as defined below) and the Serpentine Project (as defined below), including completion of surface exploration and drilling programs, metallurgical studies, environmental baseline work and related technical studies. The Company anticipates that these business objectives will be pursued over the next 12 to 24 months. The estimated costs to achieve these objectives are approximately $10 million.

The Company holds an option to acquire an 80% interest in the early-stage exploration project, the South Contact Zone project (the “**South Contact Zone Project**”) in St. Louis County, Minnesota, USA. The

South Contact Zone Project is comprised of four non-contiguous properties: Wyman-Siphon, Skibo, Titac and Boulder. On May 8, 2024, the Company entered into an option agreement (the "**SCZ Agreement**") with Encampment Minerals Inc. ("**EMI**"), pursuant to which the Company was granted the option to acquire an 80% interest in the South Contact Zone Project. The effective and closing date of the SCZ Agreement was June 19, 2024 (the "**SCZ Date**"). To earn the initial 60% interest, the Company is required to incur exploration expenditures totaling US$12,650,000 on the South Contact Zone Project over a maximum four-year period commencing on the SCZ Date, including minimum expenditures of US$1,275,000 prior to the first anniversary (incurred), US$2,900,000 prior to the second anniversary (incurred), US$6,150,000 prior to the third anniversary, and US$12,650,000 prior to the fourth anniversary of the SCZ Date. Upon earning the initial 60% interest, the Company has the option to earn an additional 20% interest if, within two years from the date the initial 60% interest is earned, the Company: (i) makes a cash payment of US$4,000,000 to EMI; (ii) completes a technical report in compliance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") for mineral resource estimates on the South Contact Zone Project; and (iii) incurs additional expenditures of US$10,000,000 on the South Contact Zone Project. Upon acquisition of the initial 60% interest, the Company also has the option of entering into a joint venture agreement with EMI. The South Contact Zone Project is comprised of 45 mineral leases which expire between December 1, 2027 and September 13, 2067. On May 27, 2026 the Company announced its initial assay results from its phase one diamond drill program at the Titac property within the South Contact Zone Project, which was comprised of six diamond core drill holes. The results confirmed the first three holes indicated the presence of broad intervals of copper mineralization associated with the oxide ultramafic intrusions, with potential polymetallic mineralization within the intrusions, including copper, titanium dioxide, vanadium pentoxide and platinum group elements. As of the date of this Prospectus, the assay results from the remaining three holes remain pending.

The Company also holds an option to acquire a 70% interest in the early-stage exploration copper-nickel Serpentine project (the "**Serpentine Project**"), situated approximately 100 km north-northeast of the port city of Duluth, Minnesota. The Serpentine Project consists of approximately 405 hectares of mineral tenure comprised of state nonferrous mineral rights and private mineral estate held under nine mineral leases (four state and five private). On July 11, 2025, the Company entered into a definitive option agreement (the "**Serpentine Agreement**") with EMI, pursuant to which the Company was granted the option to acquire up to a 70% interest in the Serpentine Project. Under the Serpentine Agreement, the Company may earn a 50% interest by issuing $2,000,000 worth of Common Shares (issued) and incurring the requisite exploration expenditures of $10,000,000 on the Serpentine Project before the second anniversary of the Serpentine Agreement's closing date, November 21, 2025 (i.e., a minimum of $3,500,000 prior to the first anniversary of the closing date and a minimum of $6,500,000 prior to the second anniversary of the closing date). While the Company has not incurred the aforementioned minimum exploration expenditure of $3,500,000, the Company expects to incur this expenditure prior to the November 21, 2026 deadline. Only upon completing the option to earn a 50% interest in the Serpentine Project, may the Company earn an additional 20% interest within three years of the closing date (i.e., November 21, 2028) by issuing an additional $4,000,000 worth of Common Shares to EMI and funding additional expenditures of $15,000,000, and completing a NI 43-101 pre-feasibility study on the Serpentine Project. On January 5, 2026, the Company entered into an operator designation agreement (the "**Operator Agreement**") with EMI and Green Bridge Metals USA, LLC (the "**Operator**"), a wholly-owned subsidiary of the Company, pursuant to which the Operator was appointed as exclusive operator of the Serpentine Project for the term of the Serpentine Agreement. Under the Operator Agreement, the Operator is responsible for preparing work programs and budgets for review and approval by an exploration committee, with two representatives appointed by the Company and one representative appointed by EMI; obtaining necessary permits and approvals; conducting prospecting, exploration, development and related mining activities; and ensuring compliance with applicable laws and underlying property agreements. EMI remains responsible for payment of federal annual mining claim maintenance fees, property taxes and other payments required to maintain the Serpentine Project, for which the Company and the Operator are jointly obligated to reimburse

EMI (together with a 10% management fee), with such amounts credited toward the Company’s annual expenditure commitments under the Serpentine Agreement. The Serpentine Project is comprised of one mineral lease which expires March 12, 2059.

The Company also holds an option to acquire a 100% interest in the Chrome-Puddy exploration project (the “**Chrome-Puddy Project**”) and the Danby Triangle property (together with the Chrome-Puddy Project, the “**Pavey Properties**”), both situated in the Thunder Bay Mining Division of Ontario, Canada. The Company has entered into an option agreement with Pavey Ark Minerals Inc. (“**Pavey Ark**”) effective as of October 19, 2023 (the “**Pavey Date**”), pursuant to which the Company holds an option to acquire a 100% interest in the Pavey Properties (the “**Pavey Agreement**”). Pursuant to the Pavey Agreement, to earn a 100% interest, the Company is required to make: (i) a $200,000 cash payment (paid) and issue 5,000,000 Common Shares (issued) on the Pavey Date; (ii) cash payments of $150,000 on each of the first (paid), second (paid), third and fourth anniversaries of the Pavey Date; and (iii) issuances of Common Shares valued at $250,000 on each of the first (issued), second (issued), third and fourth anniversaries of the Pavey Date. The Company is also required to incur expenditures of (i) a minimum of $700,000 following the second anniversary of the Pavey Date and prior to the third anniversary of the Pavey Date, and (ii) a minimum of a further $700,000 following the third anniversary of the Pavey Date and prior to the fourth anniversary of the Pavey Date. Upon earning a 100% interest in the Pavey Properties, Pavey Ark is entitled to a 1.5% net smelter royalty. The Chrome-Puddy Project comprises 11 patented claims covering 226.81 hectares which do not have expiry dates, as well as 75 staked claims covering 1,319.33 hectares which generally carry two-year terms when assessment work must be completed (i.e., the staked claims have expiry dates ranging from December 10, 2026 to August 6, 2027). On October 15, 2024, the Company was relieved of the requirement to fund a minimum work program of $550,000 prior to the first anniversary of the Pavey Agreement, subject to implementation of a drill program in 2025. The drill program for the Pavey Properties was not completed in 2025 and the Company and Pavey Ark have agreed to defer the expenditure requirement to 2026, with the option of the Company to elect to resume such expenditures sooner in its discretion. The Company expects to incur approximately $50,000 of metallurgical work on the Pavey Properties in the second half of 2026. The Company has complied with all payment obligations pursuant to the Pavey Agreement.

The Company does not currently have any active permits. Site specific permits will be required for exploration and development drilling at both the South Contact Zone Project, Serpentine Project and Chrome-Puddy Project. As of the date of this Prospectus, a permit application has been submitted to the state of Minnesota for exploration drilling at the Serpentine Project.

The following table describes the mineral leases held by the Company at the South Contact Zone Project and Serpentine Project.

Project	**Area**	**Section-Township-Range**	**Serial Number**	**Acres**	**Date Leased**	**Expiry Date**
South Contact Zone	Skibo	03-57-14	MM-10207-N	320	9/11/2008	9/11/2058
South Contact Zone	Skibo	04-57-14	MM-10208-N	359	9/11/2008	9/11/2058

Project	**Area**	**Section-Township-Range**	**Serial Number**	**Acres**	**Date Leased**	**Expiry Date**
South Contact Zone	Skibo	09-57-14	MM-10209-N	240	9/11/2008	9/11/2058
South Contact Zone	Skibo South	16-57-14	MM-10222-N	600	3/12/2009	3/12/2059
South Contact Zone	Skibo	03-57-14-A	MM-10256-N	40	12/15/2009	12/15/2059
South Contact Zone	Skibo	04-57-14-A	MM-10257-N	159	12/15/2009	12/15/2059
South Contact Zone	Skibo	10-57-14-A	MM-10258-N	400	12/15/2009	12/15/2059
South Contact Zone	Skibo	22-58-14	MM-10293	400	2/26/2010	2/26/2060
South Contact Zone	Skibo	27-58-14	MM-10294	40	2/26/2010	2/26/2060
South Contact Zone	Skibo	33-58-14	MM-10295	240	2/26/2010	2/26/2060
South Contact Zone	Skibo	02-57-14	MM-10470	200	10/26/2013	10/26/2063
South Contact Zone	Skibo	11-57-14	MM-10472	40	10/26/2013	10/26/2063
South Contact Zone	Skibo	21-57-14	MM-10477	520	10/26/2013	10/26/2063
South Contact Zone	Skibo	23-57-14	MM-10479	240	10/26/2013	10/26/2063
South Contact Zone	Skibo	14-58-14	MM-10483	160	10/26/2013	10/26/2063

Project	**Area**	**Section-Township-Range**	**Serial Number**	**Acres**	**Date Leased**	**Expiry Date**
South Contact Zone	Skibo	15-58-14	MM-10484	80	10/26/2013	10/26/2063
South Contact Zone	RGGS	Multiple	Skibo	1881.58	12/1/2007	12/1/2027
South Contact Zone	RGGS	Multiple	Skibo South	1,760	6/1/2008	6/1/2028
South Contact Zone	Siphon-Wyman	25-59-14	MM-10210-N	400	9/11/2008	9/11/2058
South Contact Zone	Siphon-Wyman	26-59-14	MM-10211-N	40	9/11/2008	9/11/2058
South Contact Zone	Siphon-Wyman	20-59-13	MLMB200290	240	9/13/2017	9/13/2067
South Contact Zone	Siphon-Wyman	21-59-13	MLMB200291	160	9/13/2017	9/13/2067
South Contact Zone	Siphon-Wyman	29-59-13	MLMB200292	480	9/13/2017	9/13/2067
South Contact Zone	Siphon-Wyman	30-59-13	MLMB200293	40	9/13/2017	9/13/2067
South Contact Zone	Siphon-Wyman	31-59-13	MLMB200294	240	9/13/2017	9/13/2067
South Contact Zone	RGGS	Multiple	Wyman Creek	1,760	12/1/2007	12/1/2027
South Contact Zone	Titac-Boulder Creek	03-54-14	MM-10283	320	2/26/2010	2/26/2060
South Contact Zone	Titac-Boulder Creek	09-54-14	MM-10285	600	2/26/2010	2/26/2060

Project	**Area**	**Section-Township-Range**	**Serial Number**	**Acres**	**Date Leased**	**Expiry Date**
South Contact Zone	Titac-Boulder Creek	10-54-14	MM-10286	480	2/26/2010	2/26/2060
South Contact Zone	Titac-Boulder Creek	15-54-14	MM-10287	318	2/26/2010	2/26/2060
South Contact Zone	Titac-Boulder Creek	16-54-14	MM-10288	640	2/26/2010	2/26/2060
South Contact Zone	Titac-Boulder Creek	34-55-14	MM-10290	120	2/26/2010	2/26/2060
South Contact Zone	Titac-Boulder Creek	02-54-14	MM-200037	400	3/3/2016	3/3/2066
South Contact Zone	Titac-Boulder Creek	11-54-14	MM-200038	400	3/3/2016	3/3/2066
South Contact Zone	Titac-Boulder Creek	14-54-14	MM-200039	320	3/3/2016	3/3/2066
South Contact Zone	Titac-Boulder Creek	21-54-14	MM-200040	640	3/3/2016	3/3/2066
South Contact Zone	Titac-Boulder Creek	22-54-14	MM-200041	640	3/3/2016	3/3/2066
South Contact Zone	Titac-Boulder Creek	23-54-14	MM-200042	560	3/3/2016	3/3/2066
South Contact Zone	Titac-Boulder Creek	35-55-14	MM-200043	320	3/3/2016	3/3/2066
South Contact Zone	Titac/RGGS	Multiple	RGGS	2,760	5/1/2016	5/1/2066
South Contact Zone	Boulder Lake North	05-53-14	MM-10279	80	2/26/2010	2/26/2060

Project	Area	Section-Township-Range	Serial Number	Acres	Date Leased	Expiry Date
South Contact Zone	Boulder Lake North	06-53-14	MM-10280	535.35	2/26/2010	2/26/2060
South Contact Zone	Boulder Lake North	07-53-14	MM-10281	452	2/26/2010	2/26/2060
South Contact Zone	Boulder Lake North	08-53-14	MM-10282	280	2/26/2010	2/26/2060
Serpentine	Serpentine	05-53-14	MM-10221	80	3/12/2009	3/12/2059

For additional information with respect to the Company's business, operations and financial condition, refer to the Annual Information Form, the Annual MD&A and the Interim MD&A, available on SEDAR+ at www.sedarplus.ca.

RECENT DEVELOPMENTS

There have not been any material developments in the business of the Company since November 30, 2025, the date of the Annual MD&A, which have not been disclosed in this Prospectus or the documents incorporated by reference therein.

CONSOLIDATED CAPITALIZATION

The applicable Prospectus Supplement will describe any material change, and the effect of such material change, on the share and loan capitalization of the Company that will result from the issuance of the Securities pursuant to such Prospectus Supplement.

Except for the issuance of 33,333,333 units of the Company issued pursuant to the February 2026 Private Placement, there has not been any material change in the share and loan capital of the Company, on a consolidated basis, since November 30, 2025, being the date of the Annual MD&A.

USE OF PROCEEDS

The use of proceeds from the sale of Securities will be described in a Prospectus Supplement relating to a specific issuance of Securities. This information will include the net proceeds to the Company from the sale of the Securities, the use of those proceeds and the specific business objectives that the Company expects to accomplish with those proceeds. As of the date of this Prospectus, the Company expects net proceeds from the sale of the Securities to be used towards exploration and development of the Company's mineral property interests and general corporate purposes, including funding potential future acquisitions, capital expenditures, and debt repayment. More detailed information regarding the use of proceeds from any sale of the Securities will be included in the applicable Prospectus Supplement.

Although the Company regularly engages in discussions with potential counterparties with respect to potential transactions, as of the date of this Prospectus, the Company does not have any planned acquisitions that would meet the definition of a "probable" acquisition pursuant to Section 10.2(2) of Form 44-101F1.

All expenses relating to an offering of the Securities and any compensation paid to underwriters, dealers or agents, as the case may be, will be paid out of the Company's general funds, unless otherwise stated in the applicable Prospectus Supplement.

The Company has not, to date, generated positive cash flow from operating activities. The Company had negative operating cash flow for the year ended November 30, 2025. The Company cannot guarantee it will generate positive cash flow from operating activities in future periods. To the extent that the Company has negative cash flow in any future period, the Company may need to deploy a portion of its existing working capital to fund such negative cash flows. The Company expects that the current working capital will be sufficient to fund current operations and capital requirements for the next 12 months. The Company's expectations regarding sufficient financial resources to fund the Company's planned operations and cash requirements for at least 12 months following the date of this Prospectus is based on expectations and assumptions that reflect management's intended courses of action for the Company and current expectations for the period covered, given management's judgment as to the most probable set of conditions. These expectations and assumptions, although considered reasonable by management at the date of this Prospectus, may prove to be incorrect and may not materialize as expected. Subsequent to the date of this Prospectus, events and circumstances may occur that were unanticipated or that otherwise impact actual results. Accordingly, there is a significant risk that actual results achieved for this 12-month period will vary from the expected results and that such variations may be material. There is no representation that actual results achieved during this period will be the same in whole or in part as those that are currently expected. Important factors that could cause actual results to vary materially from the anticipated results. See "*Risk Factors*".

RISK FACTORS

An investment in any of the Securities is speculative and involves a high degree of risk due to the nature of the Company's business and the present stage of exploration of its mineral properties. The following risk factors, as well as risks currently unknown to the Company, could materially and adversely affect its future business, operations and financial condition and cause them to differ materially from the estimates described in forward-looking statements relating to the Company, or its business, property or financial results, each of which could cause purchasers of Securities to lose all or part of their investment. The risks set out below do not comprise a definitive list of all risk factors related to the Company's business and operations. Before deciding to invest in any of the Securities, investors should consider carefully the risk factors set out below, those contained in the section entitled "*Cautionary Note Regarding Forward-Looking Statements*" above, those contained in the documents incorporated by reference in this Prospectus and any Prospectus Supplement, including those described in the Company's annual and interim financial statements, the related notes thereto and the corresponding annual and interim management's discussion and analysis and the Annual Information Form.

Risks Related to an Offering of Securities

An Investment in the Securities is Speculative

An investment in the Securities and the Company's prospects generally, are speculative due to the risky nature of its business and the present state of its development. Only investors who are experienced in high-risk investments and who can afford to lose their entire investment should consider an investment in the Company and should carefully consider the risk factors described below and under the heading "*Risk*

Factors" in the Annual Information Form. The Company has no history of earnings, limited cash reserves, a limited operating history, has not paid dividends, and is unlikely to pay dividends in the immediate or near future. The likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business.

Discretion in the Use of Proceeds

While detailed information regarding the use of proceeds from the sale of the Securities will be described in the applicable Prospectus Supplement, the Company will have broad discretion over the use of net proceeds from an offering by the Company of the Securities. There may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary. In such circumstances the net proceeds will be reallocated at the Company's sole discretion.

Management will have discretion concerning the use of proceeds described in the applicable Prospectus Supplement as well as the timing of their expenditures. As a result, an investor will be relying on the judgment of management for the application of the proceeds. Management may use the net proceeds described in a Prospectus Supplement in ways that an investor may not consider desirable. The results and the effectiveness of the application of the proceeds are uncertain. If the proceeds are not applied effectively, the Company's results of operations may suffer.

Additional Financing

The continued development of the Company may require additional financing. There is no guarantee that the Company will be able to achieve its business objectives. The Company intends to fund its business objectives by way of additional offerings of equity and/or debt financing as well as through anticipated positive cash flow from operations in the future. The failure to raise or procure such additional funds or the failure to achieve positive cash flow could result in the delay or indefinite postponement of current business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Company. If additional funds are raised by new equity Securities, existing shareholders could suffer significant dilution, and any new equity Securities issued could have rights, preferences and privileges superior to those of holders of other Securities. In addition, any debt financings may increase the Company's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions or the disposition of assets. Debt financings may also contain provisions which, if breached, may entitle lenders or their agents to accelerate repayment of loans and/or realize upon security over the assets of the Company, and there is no assurance that the Company would be able to repay such loans in such an event or prevent the enforcement of security granted pursuant to such debt financing. The Company will require additional financing to fund its operations until positive cash flow is achieved.

Market for Securities

There is currently no market through which the Securities, other than the Common Shares, may be sold and, unless otherwise specified in the applicable Prospectus Supplement, such unlisted Securities may not be listed on any securities or stock exchange or any automated dealer quotation system. As a consequence, purchasers may not be able to resell such unlisted Securities purchased under this Prospectus and a Prospectus Supplement. This may affect the pricing of our Securities, other than our Common Shares, in the secondary market, the transparency and availability of trading prices, the liquidity of these Securities and the extent of issuer regulation. There can be no assurance that an active trading market for our Securities, other than the Common Shares, will develop or, if developed, that any such market, including for the Common Shares, will be sustained.

Volatile Market Price of the Common Shares

The market price of the Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control. This volatility may affect the ability of holders of Common Shares to sell their securities at an advantageous price. Market price fluctuations in the Common Shares may be due to the Company's operating results failing to meet expectations of securities analysts or investors in any period; downward revision in securities analysts' estimates; adverse changes in general market conditions or economic trends; changes in the economic performance or market valuations of companies in the industry in which the Company operates; addition or departure of the Company's executive officers, directors and other key personnel and consultants; release or expiration of transfer restrictions on outstanding Common Shares; sales or perceived sales of additional shares; regulatory changes affecting the Company's industry generally and its business both domestically and abroad; announcements of developments and other material events by the Company or its competitors, fluctuations in the cost of vital production materials and services; changes in global financial markets, global economies, general market conditions, interest rates and volatility in the price of the Company's products which may be impacted by a variety of factors; fluctuations in the price of Common Shares that cause short sellers to enter the market; the sentiment of retail investors (including as may be expressed on financial trading and other social media sites); significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or its competitors; operating and share price performance of other companies that purchasers deem comparable to the Company or from a lack of market comparable companies; or news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Company's industry or target markets; along with a variety of additional factors. These broad market fluctuations may adversely affect the market price of the Common Shares.

Financial markets have recently experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Common Shares may decline even if the Company's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market uncertainty continue, the Company's operations could be adversely impacted, and the trading price of the Common Shares may be materially adversely affected.

Active Liquid Market for Common Shares

There may not be an active, liquid market for the Common Shares. There is no guarantee that an active trading market for the Common Shares will be maintained on the CSE, or any other stock exchange on which the Company may list the Common Shares in the future. Investors may not be able to sell their Common Shares quickly or at the latest market price if trading in the Common Shares is not active.

Risks Related to Dilution

The Company may issue additional Securities in the future, which may dilute a shareholder's holdings in the Company. The Company's articles permit the issuance of an unlimited number of Common Shares, and shareholders will have no pre-emptive rights in connection with such further issuance. The directors of the Company have discretion to determine the price and the terms of further issuances. Moreover, additional Common Shares will be issued by the Company on the exercise of options issued under the Company's stock option plan, and upon the exercise of outstanding Common Share purchase warrants. Furthermore, the Company may complete additional corporate and property acquisitions pursuant to which it may issue Common Shares or other equity as partial or full consideration for such acquisitions.

Enforcement of Foreign Judgements

One of the Company's management team resides outside of Canada. Some or all of the assets of such person may be located outside of Canada. Therefore, it may not be possible for investors to collect or to enforce judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable Canadian securities laws against such persons. Moreover, it may not be possible for investors to effect service of process within Canada upon such persons.

Risks Related to the Company's Business

Dependence on option agreements to acquire mineral property interests

The Company does not currently hold a direct ownership interest in any mineral property. All of the Company's mineral property interests are held pursuant to various option agreements, none of which have been completed, and there can be no assurance that the Company will successfully exercise any such options or acquire any ownership interest in the underlying mineral properties. The ability of the Company to earn its interests in these properties is subject to the satisfaction of various conditions, including the completion of required exploration or development expenditures, the making of cash or share payments, the issuance of securities, and compliance with other contractual obligations within prescribed timeframes. Failure by the Company to satisfy the terms of any option agreement, whether due to financial constraints, operational delays, adverse market conditions, or otherwise, could result in the termination of the applicable option agreement and the loss of the Company's rights to the relevant property, without compensation. As a result, the future viability of the Company's business is highly dependent on its ability to maintain and complete these option agreements. If the Company is unable to complete one or more of its option agreements, its ability to continue exploration activities, advance its business strategy, or generate long-term shareholder value could be materially and adversely affected.

Speculative nature of mineral exploration and development

Mineral exploration and development generally involves a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of minerals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. The financing, exploration, development and mining of any of the Company's exploration properties is furthermore subject to a number of macroeconomic, legal and social factors, including the price of minerals, laws and regulations, political conditions, currency fluctuations, the ability to hire and retain qualified people, the inability to obtain suitable adequate machinery, equipment or labour and obtaining necessary services in jurisdictions in which the Company operates. Unfavourable changes to these and other factors have the potential to negatively affect the Company's business, plans, prospects, strategies, financial performance and condition and results.

The exploration for and development of mineral deposits is a speculative venture involving significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate or even mitigate. While the discovery of a commercially viable mineral body may result in an increase in value for shareholders, few mineral properties which are explored are ultimately developed into producing mines. At present, none of the Company's mineral properties have a known body of bankable commercial minerals and the proposed exploration programs are exploratory. There is no certainty that the expenditures made by the Company towards the exploration and evaluation of mineral deposits on its properties will result in discoveries or production of commercial quantities of minerals.

Substantial expenditures may be required to locate, evaluate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site, and substantial additional financing will be required. It is impossible to ensure that the Company will be able to secure the necessary financing needed to pursue the exploration or development activities planned by the Company or that its activities will result in an economically viable or profitable commercial mining operation. The decision as to whether a particular property contains a commercial mineral deposit and should or could be brought into production will depend on the results of exploration programs and/or geological and other studies, and the recommendations of duly qualified engineers and geologists. Several significant factors will be considered, including, but not limited to: (i) the particular attributes of the deposit, such as size, grade, metallurgical characteristics, and proximity to infrastructure; (ii) mineral prices, which are highly cyclical; (iii) government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, permitting, importing and exporting of minerals and environmental protection; (iv) available working capital and ongoing costs of exploration and development; (v) availability, terms and cost of additional funding; and (vi) local community and landowner opposition to access mineral rights. The exact effect of these factors cannot be accurately predicted, but one or any combination of these factors may result in the Company not being able to pursue its business plans or strategy or its shareholders not receiving an adequate return on invested capital.

Ability to raise funding to continue exploration, development and mining activities

The Company does not generate operating cash flow from a producing mine and has incurred operating losses to date. The Company expects to incur operating losses in future periods due to continuing expenses associated with advancing its mineral projects, seeking new business opportunities, and general and administrative costs. The Company has relied on cash received from share issuances to fund its business activities, including planned corporate expenditures and exploration expenses. The Company's ability to continue as a going concern is dependent upon the successful execution of its business plan and raising additional capital and/or evaluating strategic alternatives for its mineral property interests. The Company expects to continue to raise the necessary funds primarily through the issuance of Common Shares. While the Company has been successful in securing financing to date, there can be no assurances that future equity financing, debt facilities or strategic alternatives will be available on acceptable terms to the Company or at all, in which case the Company may need to reduce its longer-term exploration plans. These financing requirements will result in dilution of existing Company shareholders. Failure to obtain such financing may result in delay or indefinite postponement of the Company's activities.

Limited operating history

The Company has a limited operating history upon which its business and future prospects may be evaluated. It is difficult to evaluate Green Bridge's business and future prospects. Green Bridge has no history of earnings, and operating losses are expected to continue for the foreseeable future. While the Board is optimistic about Green Bridge's prospects, there is no certainty that anticipated outcomes and sustainable revenue streams will be achieved. There is no assurance that the Common Shares will provide a return on investment in the future. Green Bridge has no plans to pay dividends in the future.

Negative operating cash flow

Green Bridge has negative operating cash flow and may continue to have negative operating cash flow in future periods. To the extent that Green Bridge has negative operating cash flow, Green Bridge will need to continue to deploy a portion of its cash reserves to fund such negative operating cash flow. Green Bridge expects to continue to sustain losses in the future until it begins to generate revenue from the commercial production of its properties. There is no guarantee that Green Bridge will ever have commercial production or be profitable.

Uncertainty of mineral resource estimates and actual results may differ materially

Any estimates of mineral resources or other mineralization on the Company's properties are estimates only and are subject to considerable uncertainty. Such estimates are based on interpretations of geological data obtained from drilling, sampling and other exploration techniques and on assumptions regarding geology, grade continuity, metallurgical recovery, cut-off parameters, commodity prices, operating costs and other factors. Until mineralized material is actually mined and processed, the quantity of metal or minerals and grades must be considered as estimates only, and no assurance can be given that the indicated levels of metals or minerals will be produced or that such estimates will be realized. Mineral resource estimates may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues. Any material change in mineral resource estimates, grades, recovery assumptions, operating costs or commodity prices could materially and adversely affect the Company's business, financial condition and prospects.

Mineral resources are not mineral reserves and have no demonstrated economic viability

The Company's mineral resource estimates are not mineral reserves and do not have demonstrated economic viability. There is no assurance that any part of a mineral resource will ever be converted into mineral reserves. Inferred mineral resources have a lower level of confidence than indicated mineral resources and are considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves. There is no certainty that further exploration will result in the upgrading of inferred mineral resources to a higher category. Failure to establish mineral reserves or otherwise demonstrate economic viability could materially and adversely affect the Company's ability to develop its properties and could have a material adverse effect on the Company's business, financial condition and prospects.

The inherent operational risks associated with mining, exploration and development, many of which are beyond the Company's control

The Company's activities are subject to a high degree of risk due to factors that, in some cases, cannot be foreseen or anticipated, or controlled. These risks include, but are not limited to, tectonic or weather activity that may provoke landslides or other impacts, labour disruptions, legislative and regulatory changes, the inability to obtain adequate sources of power, water, labour, suitable or adequate machinery and equipment, and expert attorneys and consultants. In addition, the Company may be unable to acquire or obtain such requirements as water rights and surface rights, which may be critical for the continued advancement of exploration, development and operational activities on its mineral concessions. These processes could generate delays and adverse decisions, however unexpected, could negatively impact project development and the Company's prospects.

Exposure to global financial conditions

Global financial conditions have been characterized by ongoing volatility. Global financial conditions could suddenly and rapidly destabilize in response to current or future events, as government authorities may have limited resources to respond to future crises. Global capital markets have continued to display increased volatility in response to global events. International conflict and other geopolitical tensions and events, including war, military action, terrorism, trade disputes, and international responses thereto, have historically led to, and may in the future lead to, uncertainty or volatility in global energy, supply chain, and financial markets. In particular, the conflict in the Middle East and the conflict between Russia and Ukraine and any restrictive actions that are or may be taken by Canada, the U.S., and other countries whether or not in response thereto, such as sanctions or export controls, could have potential negative implications to the global capital markets.

Future crises may be precipitated by any number of causes, including natural disasters, pandemics or other public health emergencies, geopolitical instability, international trade disputes, changes to energy prices or sovereign defaults. Market events and conditions, including the emergence of new global health risks, significant fluctuations in fuel and energy costs and prices, political instability and war in the Middle East, Russia and the United States, and rising trade tensions, including the imposition or threat of tariffs and retaliatory trade measures, have resulted in commodity prices remaining volatile. Tariffs on a wide range of imported goods have been implemented or proposed by various countries, creating additional cost uncertainty and potential reductions in global demand for raw materials and industrial goods. Even in sectors not directly affected by tariffs, the broader impact of a global trade war could negatively affect consumer demand, economic growth, and investor confidence, all of which may adversely impact the Company's operations.

These conditions have also caused a loss of confidence in global financial markets, causing consumer spending to decrease, employment rates to reach historic lows and consumer debt levels to increase. Notwithstanding various actions by governments, concerns about the general condition of the capital markets have caused these markets to be volatile. These events are illustrative of the effect that events beyond the Company's control may have on commodity prices, demand for metals, availability of credit, investor confidence, and general financial market liquidity, all of which may adversely affect the Company's business. Global financial conditions have always been subject to volatility. Increased volatility, combined with trade friction, inflationary pressures, and weakening global forecasts may negatively impact access to public and private financing. Any sudden or rapid destabilization of global economic conditions could negatively impact the Company's ability to obtain equity or debt financing or make other suitable arrangements to finance their projects. Additionally, increased levels of volatility and market turmoil can adversely impact the operations of the Company, and the value and the price of the Common Shares could be adversely affected.

Risks from international operations

Changes in political situations may affect the manner in which Green Bridge operates. A portion of the operations of Green Bridge are conducted in the United States, which is exposed to various levels of economic, political, currency and other risks and uncertainties. These risks and uncertainties include, but are not limited to: fluctuations in currency exchange rates, labour shortages, expropriation and nationalization, renegotiation or nullification of existing concessions, licenses, permits, approvals and contracts, changes in taxation and mining laws, regulations and policies, restrictions on foreign exchange and repatriation, and changing political conditions and governmental regulations relating to foreign investment and the mining business. The occurrence of mining regime changes adds uncertainties that cannot be accurately predicted and any future material adverse changes in government policies or legislation in the United States that affect foreign ownership, mineral exploration, development of mining activities and may affect Green Bridge's viability.

Recent changes to trade policies and tariff risks may adversely impact commodity markets, supply chains and development of the Properties

The recent imposition of tariffs and retaliatory tariffs by the United States, Canada, the European Union, China and other jurisdictions on various imports, including certain metals and industrial goods, may have a material adverse effect on the Company's business, financial condition, and development projects. Tariffs on raw materials, mining equipment or critical supplies required for mining and processing operations could increase the Company's capital and operating costs, reduce competitiveness, and create uncertainty in global commodity markets. The development of the Company's properties may require the importation of specialized mining technology and equipment, the costs of which could be materially increased by applicable tariffs.

Changes in trade policy and the imposition of tariffs may disrupt supply chains by increasing the cost and availability of equipment, spare parts, and key inputs. If procurement costs rise or supply chain constraints limit access to critical materials, this could result in higher capital and operating costs, project delays, or interruptions in production. Such disruptions could adversely affect the development timeline and capital requirements of the Company's properties.

The broader uncertainty surrounding the global trade policies, including those of the United States, the European Union and other major trading partners, and potential retaliatory measures from other foreign governments may also contribute to volatility in commodity prices, exchange rates and overall economic output. There can be no assurance that future trade policies will not impose further restrictions or additional tariffs that could materially impact the Company's future operations and growth plans.

Community relations

Community relations are an important part of the Company's business. Developing and growing social license with the communities in which the Company operates is critical to continuing successful exploration and development. Community support for operations is a key component of a successful exploration or development project. As a business in the mining industry, the Company may come under pressure to demonstrate that other stakeholders benefit and will continue to benefit from our commercial activities. The Company may face opposition with respect to our current and future development and exploration projects which could materially adversely affect our business, results of operations, financial condition and share price. Furthermore, any inability of the Company to develop and grow its social license, or any deterioration in the Company's relationship with the local communities, could materially adversely affect our business, results of operations, financial condition and share price.

Permitting risk

Green Bridge's mineral exploration and development activities are subject to receiving and maintaining licenses, permits and approvals (collectively, "**permits**") from appropriate governmental authorities in Minnesota and Ontario. Green Bridge may be unable to obtain on a timely basis or maintain in the future all necessary permits to explore and develop its properties. Delays may occur in connection with obtaining necessary renewals or permits for Green Bridge's existing operations and activities, additional permits for existing or future operations or activities, or additional permits associated with new legislation. It is possible that previously issued permits may become suspended or revoked for a variety of reasons, including through government or court action. Green Bridge can provide no assurance that it will continue to hold or obtain, if required to, all permits necessary to develop or continue operating at any particular site, which could adversely affect its operations.

Failure to comply strictly with applicable laws, regulations and local practices may have a material adverse impact on the Company's operations or business

While the Company seeks to fully comply with applicable laws, regulations and local practices, failure to comply strictly with applicable laws, regulations and local practices relating to mineral rights applications and tenure could result in loss, reduction, cancellation or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests. Any such loss, reduction or imposition of partners could have a material adverse impact on the Company's operations or business. Furthermore, increasing complexity of mining laws and regulations may render the Company incapable of strict compliance.

Land title risk

Although Green Bridge has investigated the right to explore and exploit its various properties and obtained records from government offices with respect to all the mineral claims, licenses, concessions and other rights in and to lands comprising its properties, there is no guarantee of title. Other parties may dispute the title to a property or the property may be subject to prior unregistered agreements and transfers or land claims by aboriginal, native, or indigenous peoples. The title to Green Bridge's properties may be affected by undetected encumbrances or defects or governmental actions. Green Bridge has not conducted surveys of all of its properties and the precise area and location of claims or the properties may be challenged. Title insurance is generally not available for mineral properties. Failure by Green Bridge to meet its payment and other obligations pursuant to laws governing its mineral claims, licenses, concessions and other forms of land and mineral tenure could result in the loss of its material property interests which could have a material adverse effect on Green Bridge, which could cause a significant decline in Green Bridge's share price.

Limited supplies, supply chain disruptions, and inflation

Our exploration activities require skilled personnel and a supply of other resources, such as natural gas, diesel, oil and electricity. Supply may be interrupted due to a shortage or the scarce nature of inputs. Supply might also be interrupted due to transportation and logistics associated with the remote location of some of our operations, and government restrictions or regulations which delay importation of necessary items. Global supply chains have been further affected by the current conflict between Russia and Ukraine and could be strained further by any exacerbation of this conflict. Any interruptions to the procurement and supply of resources, or the availability of skilled personnel, as well as increasing rates of inflation, could have an adverse impact on our future cash flows, earnings, results of operations, and financial condition.

Conflicts of Interest

Certain of the directors and/or officers of Green Bridge also serve as directors and/or officers of other companies involved in natural resource exploration, development and mining operations and consequently there exists the possibility for such directors and/or officers to be in a position of conflict. Any decision made by any of such directors and/or officers will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of Green Bridge and Green Bridge shareholders. In addition, each director is required to declare and refrain from voting on any matter in which such director may have a conflict of interest in accordance with the procedures set forth in applicable corporate and other laws.

Environmental risks and hazards

All phases of the Company's consolidated operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, including potential loss of title, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties.

Failure to comply with applicable environmental laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current environmental laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs, reductions in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Changes in climate conditions

Governments are moving to introduce climate change legislation and treaties at the international, national, state/provincial and local levels. Regulation relating to emission levels (such as carbon taxes) and energy efficiency is becoming more stringent. If the current regulatory trend continues, the Company expects that this may result in increased costs at some of its operations. In addition, the physical risks of climate change may also have an adverse effect on the Company's operations. These risks include extreme weather events such as increased frequency or intensity of wildfire seasons or prolonged drought which could have the potential to disrupt the Company's operations. Effects of climate change or extreme weather events could cause prolonged disruption to the delivery of essential commodities, which may cause the Company's production efficiency to be reduced.

The Company can provide no assurance that efforts to mitigate the risks of climate changes will be effective and that the physical risks of climate change will not have an adverse effect on the Company's operations and profitability.

EARNINGS COVERAGE RATIOS

The applicable Prospectus Supplement will provide, as required, the earnings coverage ratios with respect to the issuance of the Securities pursuant to such Prospectus Supplement.

PRIOR SALES

Information in respect of the Securities that the Company issued within the previous 12-month period, including issuances of all securities convertible or exchangeable into Securities, will be provided as required in a Prospectus Supplement with respect to the issuance of Securities pursuant to such Prospectus Supplement.

TRADING PRICE AND VOLUME

The Common Shares are listed on the CSE under the stock symbol "GRBM". Trading price and volume information for the Securities will be provided as required in each Prospectus Supplement to this Prospectus.

DIVIDEND POLICY

All Common Shares are entitled to an equal share in the dividends declared and paid by the Company. There are no restrictions in the Company's articles which could prevent the Company from paying dividends as long as there are no reasonable grounds for believing that the Company is insolvent or the payment of dividends would render the Company insolvent.

The Company intends to retain all future earnings, if any, and other cash resources for the future operation and development of its business, and accordingly, does not intend to declare or pay any cash dividends in the foreseeable future. Payment of any future dividends will be at the discretion of the board of directors after taking into account many factors including the Company's operating results, financial condition and current and anticipated cash needs.

DESCRIPTION OF SHARE CAPITAL

Authorized Capital

The Company's authorized capital consists of an unlimited number of Common Shares without par value. As of the date of this Prospectus, 231,247,798 Common Shares are issued and outstanding and no preferred shares are issued and outstanding.

Common Shares

The holders of the Common Shares are entitled to receive notice of all meetings of shareholders and to attend and vote the Common Shares at the meetings. Each Common Share carries with it the right to one vote. The Common Shares have no pre-emptive, subscription, conversion, exchange, redemption, retraction, purchase for cancellation or surrender provisions and there are no sinking fund provisions.

In the event of a liquidation, dissolution or winding-up of the Company or other distribution of its assets, the holders of the Common Shares will be entitled to receive, on a pro rata basis, all of the assets remaining after the Company has paid out its liabilities. Distributions in the form of dividends, if any, will be set by the Board.

Restricted Share Units

The Company can issue restricted share units ("**RSUs**") pursuant to its equity incentive plan (the "**Equity Incentive Plan**"). As of the date hereof, there are 11,900,000 RSUs outstanding under the Equity Incentive Plan.

The Equity Incentive Plan was approved by the shareholders of the Company on March 13, 2024. The Equity Incentive Plan provides incentives to directors, officers, senior management personnel and employees of the Company and enables the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company's shareholders. The Company may award an eligible participant with stock options ("**Options**"), RSUs, deferred share units ("**DSUs**") and performance share units ("**PSUs**"). The RSUs, combined with all other awards under the Plan, cannot exceed 20% of the aggregate number of Common Shares outstanding from time to time.

Stock Options

As of the date hereof, the Company has 13,360,000 Options outstanding under the Equity Incentive Plan. The Options are issuable under the Equity Incentive Plan and, combined with all other awards issued under the Plan, cannot exceed 20% of the aggregate number of Common Shares outstanding from time to time.

Deferred Share Units

As of the date hereof, the Company has Nil DSUs outstanding under the Equity Incentive Plan. The DSUs are issuable under the Equity Incentive Plan and, combined with all other awards issued under the Plan, cannot exceed 20% of the aggregate number of Common Shares outstanding from time to time.

Performance Share Units

As of the date hereof, the Company has Nil PSUs outstanding under the Equity Incentive Plan. The PSUs are issuable under the Equity Incentive Plan and, combined with all other awards issued under the Plan, cannot exceed 20% of the aggregate number of Common Shares outstanding from time to time.

Warrants

As of the date of this Prospectus, there are 97,869,799 Warrants outstanding.

DESCRIPTION OF THE SECURITIES OFFERED UNDER THIS PROSPECTUS

The Company may offer Common Shares, Debt Securities, Warrants, Subscription Receipts or Units with a total value of up to $50,000,000 from time to time under this Prospectus, together with any applicable Prospectus Supplement, at prices and on terms to be determined by market conditions at the time of offering. This Prospectus provides a general description of the Securities the Company may offer. Each time the

Company offers any of the Securities, it will provide a Prospectus Supplement that will describe the specific amounts, prices and other important terms of the Securities, including, to the extent applicable:

- designation or classification;
- aggregate offering price;
- original issue discount, if any;
- rates and times of payment of dividends or interest, if any;
- redemption, conversion or exchange terms, if any;
- conversion or exchange prices, if any, and, if applicable, any provisions for changes to or adjustments in the conversion or exchange prices and in the Securities or other property receivable upon conversion or exchange;
- restrictive covenants, if any;
- voting or other rights, if any; and
- important Canadian federal income tax considerations.

A Prospectus Supplement may also add, update or change information contained in this Prospectus or in documents the Company has incorporated by reference. However, no Prospectus Supplement will offer a Security that is not described in this Prospectus.

Description of Common Shares

The Company may offer Common Shares, which the Company may issue independently or together with Debt Securities, Warrants or Subscription Receipts, and the Common Shares may be separate from or attached to such Securities as Units. All of the Common Shares have equal voting rights, and none of the Common Shares are subject to any further call or assessment. There are no special rights or restrictions of any nature attached to any of the Common Shares, and they all rank *pari passu* each with the other as to all benefits which might accrue to the holders of the Common Shares. The Common Shares are not convertible into shares of any other class and are not redeemable or retractable.

Description of Debt Securities

The Company may issue Debt Securities that will be direct secured or unsecured obligations of the Company. The Debt Securities will be senior or subordinated indebtedness of the Company as described in the relevant Prospectus Supplement. The senior Debt Securities will rank equal in right of payment to all other unsecured and unsubordinated indebtedness of the Company. The subordinated Debt Securities will be subordinated in right of payment to the prior payment in full of the senior Debt Securities and all other senior indebtedness of the Company.

The Debt Securities will be issued in one or more series under one or more indentures between the Company and a financial institution to which the *Trust and Loan Companies Act* (Canada) applies or a financial institution organized under the laws of any province of Canada and authorized to carry on business as a trustee (each, a "**Trustee**"), as supplemented and amended from time to time (each a "**Trust Indenture**" and, collectively, the "**Trust Indentures**"). The applicable Prospectus Supplement will include details of the Trust Indenture governing the Debt Securities being offered. A copy of the Trust Indenture relating to an offering of Debt Securities will be filed by the Company with the relevant Commissions and will be made available electronically on SEDAR+ after it has been entered into by the Company. The statements made in this Prospectus relating to any Trust Indenture and the Debt Securities to be issued thereunder are summaries of certain anticipated provisions thereof and do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable Trust Indenture.

Any Prospectus Supplement for Debt Securities will set forth the terms and other information with respect to the Debt Securities being offered thereby, which will include, where applicable:

- the designation, aggregate principal amount and authorized denominations of such Debt Securities;
- the currency for which the Debt Securities may be purchased and the currency in which the principal and any interest is payable;
- the percentage of the principal amount at which such Debt Securities will be issued;
- whether the Debt Securities will be listed on any exchange;
- the date(s) on which such Debt Securities will mature;
- the rate(s) at which such Debt Securities will bear interest (if any), or the method of determination of such rate(s) (if any);
- the dates on which such interest will be payable and the record dates for such payments;
- the priority or subordination of the Debt Securities to other indebtedness of the Company;
- whether the Debt Securities will be secured by any of the Company's assets or guaranteed by any other person;
- whether such Debt Securities may be converted into Common Shares or other Securities;
- the Trustee under the Trust Indenture pursuant to which the Debt Securities are to be issued;
- the terms and conditions under which the Company may be obligated to redeem, repay or purchase the Debt Securities pursuant to any sinking fund or analogous provisions or otherwise;
- the terms and conditions upon which the Company may redeem the Debt Securities, in whole or in part, at the Company's option;
- the covenants and events of default applicable to the Debt Securities;
- any exchange or conversion terms;
- any sinking or purchase fund provisions; and
- any other specific terms or conditions of the Debt Securities.

Each series of Debt Securities may be issued at various times with different maturity dates, may bear interest at different rates and may otherwise vary.

The terms on which a series of Debt Securities may be convertible into or exchangeable for Common Shares or other Securities will be described in the applicable Prospectus Supplement. These terms may include provisions as to whether conversion or exchange is mandatory, at the option of the holder or at the option of the Company, and may include provisions pursuant to which the number of Common Shares or other Securities to be received by the holders of such series of Debt Securities would be subject to adjustment.

To the extent any Debt Securities are convertible into Common Shares or other Securities, prior to such conversion the holders of such Debt Securities will not have any of the rights of holders of the Securities into which the Debt Securities are convertible, including the right to receive payments of dividends or the right to vote such underlying Securities.

The Company reserves the right to set forth in a Prospectus Supplement specific terms of the Trust Indenture and the Debt Securities to be issued thereunder that are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the Trust Indenture and the Debt Securities described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such Trust Indenture and Debt Securities.

The Company will provide an undertaking to the securities regulatory authority in each province and territory of Canada that the Company will, if any Debt Securities are distributed under this Prospectus and for so long as such Debt Securities are issued and outstanding, file the periodic and timely disclosure of any credit supporter similar to the disclosure required under Section 12.1 of Form 44-101F1, unless the Company is relying on the exemption from those requirements in Section 13.4 of Form 44-101F1 which require certain summary information on credit supporters. A copy of the undertaking will be available under the Company's profile at www.sedarplus.ca.

Description of Warrants

Warrants may be offered separately or together with other Securities, as the case may be. Each series of Warrants will be issued under a separate warrant indenture or agreement to be entered into between the Company and one or more banks, trust companies or other persons acting as warrant agent (the "**Warrant Agent**"). The applicable Prospectus Supplement will include details of the terms and conditions of the Warrants being offered. The Warrant Agent will act solely as the Company's agent and will not assume a relationship of agency with any holders of Warrant certificates or beneficial owners of Warrants.

The particular terms of each issue of Warrants will be described in the related Prospectus Supplement. This description will include, where applicable:

- the designation and aggregate number of Warrants;
- the price at which the Warrants will be offered;
- the currency or currencies in which the Warrants will be offered;
- whether the Warrants will be listed on any exchange;
- any terms, procedures and limitations relating to the transferability, exchange or exercise of the Warrants;
- the designation and terms of the Common Shares or other Securities purchasable upon exercise of the Warrants;
- the date on which the right to exercise the Warrants will commence and the date on which the right will expire;
- the number of Common Shares or other Securities that may be purchased from the Company upon exercise of each Warrant and the price at which and currency or currencies in which the Common Shares or other Securities may be purchased upon conversion of each Warrant;
- the designation and terms of any Securities with which the Warrants will be offered, if any, and the number of the Warrants that will be offered with each Security;
- the date or dates, if any, on or after which the Warrants and the related Securities will be transferable separately;
- whether the Warrants will be subject to redemption or call and, if so, the terms of such redemption or call provisions;
- material Canadian tax consequences of owning the Warrants; and
- any other material terms or conditions of the Warrants.

Prior to the exercise of their Warrants, holders of Warrants will not have any of the rights of holders of Common Shares or other Securities issuable upon exercise of the Warrants.

The Company reserves the right to set forth in a Prospectus Supplement specific terms of the Warrants that are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the Warrants described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such Warrants.

Description of Subscription Receipts

The Company may issue Subscription Receipts, which will entitle holders to receive in exchange for such Subscription Receipts upon satisfaction of certain release conditions and for no additional consideration, Common Shares, Debt Securities, Warrants or Units or a combination thereof. Subscription Receipts will be issued pursuant to one or more subscription receipt agreements (each, a "**Subscription Receipt Agreement**") entered into between the Company and an escrow agent (the "**Escrow Agent**"), which will establish the terms and conditions of the Subscription Receipts. Each Escrow Agent will be a financial institution organized under the laws of Canada or a province thereof, and authorized to carry on business as a trustee. The Company will file on SEDAR+ a copy of any Subscription Receipt Agreement after the Company has entered into it.

The following description sets forth certain general terms and provisions of Subscription Receipts and is not intended to be complete. The statements made in this Prospectus relating to any Subscription Receipt Agreement and Subscription Receipts to be issued thereunder are summaries of certain anticipated provisions thereof and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable Subscription Receipt Agreement and the Prospectus Supplement describing such Subscription Receipt Agreement. The Company urges all investors to read the applicable Prospectus Supplement related to the particular Subscription Receipts that the Company sells under this Prospectus, as well as the complete Subscription Receipt Agreement.

The Prospectus Supplement and the Subscription Receipt Agreement for any Subscription Receipts the Company offers will describe the specific terms of the Subscription Receipts and may include, but are not limited to, any of the following:

- the designation and aggregate number of Subscription Receipts offered;
- the price at which the Subscription Receipts will be offered;
- the currency or currencies in which the Subscription Receipts will be offered;
- the designation, number and terms of the Common Shares, Debt Securities, Warrants or Units or combination thereof to be received by holders of Subscription Receipts in exchange for such Subscription Receipts upon satisfaction of the release conditions, and the procedures that will result in the adjustment of those numbers;
- the conditions (the "**Release Conditions**") that must be met in order for holders of Subscription Receipts to receive in exchange for such Subscription Receipts for no additional consideration Common Shares, Debt Securities, Warrants or Units or a combination thereof;
- the procedures for the issuance and delivery of Common Shares, Debt Securities, Warrants or Units or a combination thereof to holders of Subscription Receipts in exchange for such Subscription Receipts upon satisfaction of the Release Conditions;
- the dates or periods during which the Subscription Receipts may be exchanged into Common Shares, Debt Securities, Warrants or Units or a combination thereof;
- whether any payments will be made to holders of Subscription Receipts upon delivery of the Common Shares, Debt Securities, Warrants or Units or a combination thereof in exchange for such Subscription Receipts upon satisfaction of the Release Conditions (e.g., an amount equal to dividends declared on

Common Shares by the Company to holders of record during the period from the date of issuance of the Subscription Receipts to the date of issuance of any Common Shares pursuant to the terms of the Subscription Receipt Agreement);

- the terms and conditions under which the Escrow Agent will hold all or a portion of the gross proceeds from the sale of Subscription Receipts, together with interest and income earned thereon (collectively, the "**Escrowed Funds**"), pending satisfaction of the Release Conditions;
- the terms and conditions pursuant to which the Escrow Agent will hold Common Shares, Debt Securities, Warrants or Units or a combination thereof pending their exchange for Subscription Receipts upon satisfaction of the Release Conditions;
- the terms and conditions under which the Escrow Agent will release all or a portion of the Escrowed Funds to the Company upon satisfaction of the Release Conditions;
- if the Subscription Receipts are sold to or through underwriters or agents, the terms and conditions under which the Escrow Agent will release a portion of the Escrowed Funds to such underwriters or agents in payment of all or a portion of their fees or commission in connection with the sale of the Subscription Receipts;
- procedures for the refund by the Escrow Agent to holders of Subscription Receipts of all or a portion of the subscription price for their Subscription Receipts, plus any *pro rata* entitlement to interest earned or income generated on such amount, if the Release Conditions are not satisfied;
- any contractual right of rescission to be granted to initial purchasers of Subscription Receipts in the event this Prospectus, the Prospectus Supplement under which Subscription Receipts are issued or any amendment hereto or thereto contains a misrepresentation;
- any entitlement of the Company to purchase the Subscription Receipts in the open market by private agreement or otherwise;
- provisions as to modification, amendment or variation of the Subscription Receipt Agreement or any rights or terms attaching to the Subscription Receipts;
- the identity of the Escrow Agent;
- whether the Subscription Receipts will be listed on any exchange;
- material Canadian federal tax consequences of owning the Subscription Receipts; and
- any other material terms or conditions of the Subscription Receipts.

The holders of Subscription Receipts will not be shareholders of the Company. Holders of Subscription Receipts are entitled only to receive Common Shares, Debt Securities, Warrants or Units or a combination thereof on exchange of their Subscription Receipts, plus any cash payments provided for under the Subscription Receipt Agreement, if the Release Conditions are satisfied. If the Release Conditions are not satisfied, the holders of Subscription Receipts shall be entitled to a refund of all or a portion of the subscription price therefor and all or a portion of the *pro rata* share of interest earned or income generated thereon, as provided in the Subscription Receipt Agreement.

The Company reserves the right to set forth in a Prospectus Supplement specific terms of the Subscription Receipts that are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the Subscription Receipts described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such Subscription Receipts.

Description of Units

The Company may issue Units comprised of one or more of the other Securities described in this Prospectus in any combination. Each Unit will be issued so that the holder of the Unit is also the holder of each Security included in the Unit. Thus, the holder of a Unit will have the rights and obligations of a holder of each included Security. The Unit agreement, if any, under which a Unit is issued may provide that the Securities comprising the Unit may not be held or transferred separately, at any time or at any time before a specified date.

The particular terms of each issue of Units will be described in the related Prospectus Supplement. This description will include, where applicable:

- the designation and aggregate number of Units offered;
- the price at which the Units will be offered;
- if other than Canadian dollars, the currency or currency unit in which the Units are denominated;
- whether the Units will be listed on any exchange;
- the terms of the Units and of the Securities comprising the Units, including whether and under what circumstances those Securities may be held or transferred separately;
- the number of Securities that comprise each Unit and, for income tax purposes, how the purchase price paid for the Units is to be allocated among such component Securities;
- any provisions for the issuance, payment, settlement, transfer or exchange of the Units or of the Securities comprising the Units; and
- any other material terms, conditions and rights (or limitations on such rights) of the Units.

The Company reserves the right to set forth in a Prospectus Supplement specific terms of the Units that are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the Units described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such Units.

DENOMINATIONS, REGISTRATION AND TRANSFER

The Securities will be issued in fully registered form without coupons attached in either global or definitive form and in denominations and integral multiples as set out in the applicable Prospectus Supplement (unless otherwise provided with respect to a particular series of Debt Securities pursuant to the provisions of the applicable Trust Indenture). Other than in the case of book-entry only securities, the Securities may be presented for registration of transfer (with the form of transfer endorsed thereon duly executed) in the city specified for such purpose at the office of the registrar or transfer agent designated by the Company for such purpose with respect to any issue of the Securities referred to in the Prospectus Supplement. No service charge will be made for any transfer, conversion or exchange of the Securities, but we may require payment of a sum to cover any transfer tax or other governmental charge payable in connection therewith. Such transfer, conversion or exchange will be caused upon such registrar or transfer agent being satisfied with the documents of title and the identity of the person making the request. If a Prospectus Supplement refers to any registrar or transfer agent designated by the Company with respect to any issue of the Securities, we may at any time rescind the designation of any such registrar or transfer agent and appoint another in its place or approve any change in the location through which such registrar or transfer agent acts.

In the case of book-entry only Securities, a global certificate or certificates representing the Securities will be held by a designated depository for its participants. The Securities must be purchased or transferred through such participants, which includes securities brokers and dealers, banks and trust companies. The depository will establish and maintain book-entry accounts for its participants acting on behalf of holders of the Securities. The interests of such holders of Securities will be represented by entries in the records maintained by the participants. Holders of Securities issued in book-entry only form will not be entitled to receive a certificate or other instrument evidencing their ownership thereof, except in limited circumstances.

Each holder will receive a customer confirmation of purchase from the participants from which the Securities are purchased in accordance with the practices and procedures of that participant.

PLAN OF DISTRIBUTION

The Company may sell the Securities to or through underwriters or dealers, and also may sell Securities to one or more other purchasers directly or through agents. Each Prospectus Supplement will set forth the terms of the offering, including the name or names of any underwriters, dealers or agents, the purchase price or prices of the Securities and the proceeds to the Company from the sale of the Securities. Only those underwriters, dealers or agents named in a Prospectus Supplement will be the underwriters, dealers or agents in connection with the Securities offered thereby.

The Securities may be sold, from time to time, in one or more transactions at a fixed price or prices which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices, including sales of Common Shares in transactions deemed to be ATM Distributions, including sales made directly on the CSE or other existing markets for the Securities. Additionally, this Prospectus and any Prospectus Supplement may also cover the initial resale of the Securities purchased pursuant thereto. The prices at which the Securities may be offered may vary as between purchasers and during the period of distribution. If, in connection with the offering of Securities at a fixed price or prices, the underwriters have made a *bona fide* effort to sell all of the Securities at the initial offering price fixed in the applicable Prospectus Supplement, the public offering price may be decreased and thereafter further changed, from time to time, to an amount not greater than the initial public offering price fixed in such Prospectus Supplement, in which case the compensation realized by the underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Securities is less than the gross proceeds paid by the underwriters to the Company.

No underwriter, dealer or agent involved in an ATM Distribution, no affiliate of such underwriter, dealer or agent and no person acting jointly or in concert with such underwriter, dealer or agent has over-allotted, or will over allot, the Common Shares in connection with an ATM Distribution or effect any other transactions that are intended to stabilize the market price of Common Shares during an ATM Distribution. In connection with any offering of Securities, other than an ATM Distribution, the underwriters, dealers or agents may over-allot or effect transactions which stabilize or maintain the market price of the Securities offered at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

Unless otherwise specified in a Prospectus Supplement, there is no market through which Debt Securities, Warrants, Subscription Receipts or Units may be sold, and holders may not be able to resell any such Securities purchased under this Prospectus or any Prospectus Supplement. Unless otherwise specified in the applicable Prospectus Supplement, the Securities (excluding any Common Shares) will not be listed on any securities exchange. **This may affect the pricing of such Securities on the secondary market, the transparency and availability of trading prices, the liquidity of the Securities, and the extent of issuer regulation. See "*Risk Factors*"**.

In connection with the sale of the Securities, underwriters, dealers and agents may receive compensation from the Company or from purchasers of the Securities from whom they may act as agents in the form of discounts, concessions or commissions. Any such commissions will be paid out of the Company's general funds. Underwriters, dealers and agents that participate in the distribution of the Securities may be deemed to be underwriters, and any discounts or commissions received by them from the Company and any profit on the resale of the Securities by them may be deemed to be underwriting discounts and commissions under applicable securities legislation.

Underwriters, dealers and agents who participate in the distribution of the Securities may be entitled under agreements to be entered into with the Company to indemnification by the Company against certain liabilities, including liabilities under the Canadian securities legislation, or to contribution with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof. Those underwriters, dealers and agents may be customers of, engage in transactions with, or perform services for, the Company in the ordinary course of business.

Unless otherwise specified in an applicable Prospectus Supplement, the Securities have not been, and will not be, registered under the U.S. Securities Act, or any securities or "blue sky" laws of any state or other jurisdiction of the United States. Accordingly, the Securities may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, any U.S. Persons, absent registration or pursuant to applicable exemptions from the registration requirements of the U.S. Securities Act and applicable securities laws of any state or any other jurisdiction of the United States.

Unless otherwise specified in an applicable Prospectus Supplement, any offer or sale of Securities to non-U.S. Persons will be made in an "offshore transaction" and no "directed selling efforts" will be made in the United States, each as defined in Regulation S under the U.S. Securities Act, provided either: (A) the company reasonably believes, at the time of such offer or sale, that there is no "substantial U.S. market interest" (as defined in Regulation S under the U.S. Securities Act) in: (i) the class of securities being offered (if equity securities are being offered or sold); (ii) its debt securities (if debt securities are being offered or sold); (iii) the securities to be purchased upon exercise (if warrants are offered or sold); and (iv) either the convertible securities or the securities issuable upon conversion of such convertible securities (if convertible securities are offered or sold); or (B) the Securities are offered and sold in an "overseas directed offering" as defined in Regulation S under the U.S. Securities Act.

CERTAIN INCOME TAX CONSIDERATIONS

Owning or holding any of the Securities may subject holders to tax consequences in Canada and elsewhere.

Although the applicable Prospectus Supplement may describe certain tax consequences under Canadian federal income tax law and the tax law of any other applicable jurisdiction of the acquisition, ownership and disposition of any of the Securities offered under this Prospectus by an initial investor, each investor should consult their own tax advisor with respect to such investor's particular circumstances.

EXEMPTION FROM NATIONAL INSTRUMENT 44-101

Pursuant to a decision of the Autorité des marchés financiers ("**AMF**") dated April 14, 2026, the Company was granted exemptive relief from the requirement that this Prospectus as well as the documents incorporated by reference herein and any applicable Prospectus Supplement and the documents incorporated by reference therein to be filed in relation to an ATM Distribution be filed with the AMF in the French language. This exemptive relief is granted on the condition that this Prospectus, any applicable Prospectus Supplement and the documents incorporated by reference herein and therein be filed with the AMF in the French language if the Company offers Securities to Québec purchasers in connection with an offering other than in relation to an ATM Distribution.

CEASE TRADE ORDERS OR BANKRUPTCIES

Except as described below, no director or executive officer of the Company is, or was within the ten years prior to the date of this Prospectus, a director, chief executive officer or chief financial officer of any company that was the subject of a cease trade or similar order, or an order that denied the other issuer access to any statutory exemptions, for a period of more than thirty consecutive days:

1. while that person was acting as a director, chief executive officer or chief financial officer; or
2. after that person ceased acting as a director, chief executive officer or chief financial officer which resulted from an event that occurred while that person was acting in that capacity.

Mark Brown, a director and former CEO of the Company, was formerly a director of Sutter Gold Mining Inc. ("**SGM**"), a company listed on the TSX Venture Exchange (the "**TSXV**"). Mr. Brown resigned as a director of SGM on May 21, 2019. On May 6, 2019, SGM received a cease trade order issued by the British Columbia Securities Commission (the "**BCSC**") for failure to file audited annual financial statements for the year ended December 31, 2018 and related management's discussion and analysis. SGM's listing on the TSXV was suspended until SGM met the TSXV's requirements. Pursuant to an order of the Supreme Court of British Columbia dated May 17, 2019, a receiver was appointed over all of the assets, undertakings and properties of SGM and the mining operations were successfully sold to an Australian entity.

Tyler Lewis is a former director of Thoughtful Brands Inc. ("**Thoughtful**"). Thoughtful was previously a publicly traded company on the CSE. A management cease trade order was issued to Thoughtful on May 4, 2021 and a cease trade order was issued on July 8, 2021, both for failure to file its audited annual financial statements for the year ended December 31, 2020 and related management's discussion and analysis. The common shares of Thoughtful were delisted from the CSE on July 15, 2022 and Thoughtful was suspended from trading.

Robert G. Krause serves as a director of Neotech Metals Corp. ("**Neotech**"), a company listed on the CSE, which was subject to a halt trade order issued by the BCSC on December 21, 2023 due to unexplained and unusual fluctuations in the volume of trading in, or market price of, Neotech securities traded on the CSE from December 15, 2023 to December 20, 2023. The order, imposed under Section 89 of the *Securities Act* (British Columbia), remained in effect until the end of January 8, 2024 and on January 9, 2024, the common shares of Neotech recommenced trading.

Christopher Gulka serves as a director and CFO of Maverick Gold and Silver Corporation ("**Maverick**") (formerly, Supreme Critical Metals Inc.), a company listed on the CSE. On July 2, 2025, Maverick received a management cease trade order issued by the BCSC for failure to file its audited annual financial statements, management's discussion and analysis and related CEO and CFO certifications for the financial year ended February 28, 2025. On September 8, 2025, Maverick announced it had made the requisite filings and the BCSC had revoked the management cease trade order.

Christopher Gulka served as a director and CFO of Parent Capital Corporation ("**Parent**") (formerly, Century Energy Ltd.), a company listed on the TSXV, from November 2014 to September 2021. On December 20, 2016, trading in the shares of the Parent was halted at the request of the Parent, pending news on an announcement regarding a reverse takeover transaction. The trading in the shares of Parent remained halted pending the review by the TSXV of acceptable documentation regarding the reverse takeover transaction. On March 15, 2019, Parent announced the reverse takeover transaction would not be completed and on December 3, 2020, the shares of Parent commenced trading again.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The Company's auditors are Manning Elliott LLP, Chartered Professional Accountants, of #1700 – 1030 West Georgia Street, Vancouver, British Columbia.

The Company's registrar and transfer agent for its Common Shares is Endeavor Trust Corporation located at #702 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4.

INTEREST OF EXPERTS

The following are the names of each person or company who has prepared or certified a report, valuation, statement or opinion in this Prospectus, either directly or in a document incorporated by reference, and whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company (collectively, the "**Experts**"):

Name of Individual or Company	**Report, Valuation, Statement or Opinion**
Manning Elliott LLP	Audited consolidated financial statements of the Company for the years ended November 30, 2025 and 2024 together with the auditors' report thereon.
Ajeet Milliard	Prepared or approved scientific and technical information in this Prospectus and scientific and technical information referenced in a filing made by the Company under National Instrument 51-102 — *Continuous Disclosure Obligations* incorporated by reference in this Prospectus.
Michael B. Dufresne	Prepared or approved scientific and technical information referenced in a filing made by the Company under National Instrument 51-102 — *Continuous Disclosure Obligations* incorporated by reference in this Prospectus.
Kristopher J. Raffle	Prepared or approved scientific and technical information referenced in a filing made by the Company under National Instrument 51-102 — *Continuous Disclosure Obligations* incorporated by reference in this Prospectus.
Eugene Puritch	Prepared or approved scientific and technical information referenced in a filing made by the Company under National Instrument 51-102 — *Continuous Disclosure Obligations* incorporated by reference in this Prospectus.
Fred H. Brown	Prepared or approved scientific and technical information referenced in a filing made by the Company under National Instrument 51-102 — *Continuous Disclosure Obligations* incorporated by reference in this Prospectus.
Andrew J. Turner	Prepared or approved scientific and technical information referenced in a filing made by the Company under National Instrument 51-102 — *Continuous Disclosure Obligations* incorporated by reference in this Prospectus.
Fallon T. Clarke	Prepared or approved scientific and technical information referenced in a filing made by the Company under National Instrument 51-102 — *Continuous Disclosure Obligations* incorporated by reference in this Prospectus.
Christian Bohm	Prepared or approved scientific and technical information referenced in a filing made by the Company under National Instrument 51-102 — *Continuous Disclosure Obligations* incorporated by reference in this Prospectus.

Name of Individual or Company	Report, Valuation, Statement or Opinion
Rob L'Heureux	Prepared or approved scientific and technical information referenced in a filing made by the Company under National Instrument 51-102 — *Continuous Disclosure Obligations* incorporated by reference in this Prospectus.
Philo Schoeman	Prepared or approved scientific and technical information referenced in a filing made by the Company under National Instrument 51-102 — *Continuous Disclosure Obligations* incorporated by reference in this Prospectus.

To the knowledge of the Company, except as described below, none of the Experts held, as of the date of the applicable report, valuation, statement or opinion referred to in the table above, currently hold or will receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company. As of the date of this Prospectus, Ajeet Milliard holds 250,000 Common Shares and 1,500,000 RSUs.

Manning Elliott LLP, as auditors of the Company, report that they are independent with respect to the Company within the meaning of the Chartered Professional Accountants of British Columbia Code of Professional Conduct.

ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS OR COMPANIES

The following persons reside outside of Canada or, in the case of companies, are incorporated, continued or otherwise organized under the laws of a foreign jurisdiction and each has appointed an agent listed below, if applicable, for service of process in Canada. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction, or resides outside of Canada, even if the party has appointed an agent for service of process.

Name of Person	Name and Address of Agent
Ajeet Milliard	Green Bridge Metals Corporation 800-1199 West Hastings Street Vancouver, BC V6E 3T5
Fred H. Brown	Green Bridge Metals Corporation 800-1199 West Hastings Street Vancouver, BC V6E 3T5

ADDITIONAL INFORMATION

Any public document that the Company has filed with the Canadian securities regulatory authorities is available online at www.sedarplus.ca.

The Company's news release dated January 14, 2026 discloses that Russell Starr had committed to participating in the non-brokered private placement for up to $1,000,000 and the Company's news release dated February 3, 2026 discloses Mr. Starr acquired 6,000,000 units. The Company would like to clarify that Mr. Starr acquired 3,000,000 units through the non-brokered private placement for proceeds of $360,000.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Unless provided otherwise in a Prospectus Supplement, the following is a description of a purchaser's statutory rights with respect to a purchase of Securities under this Prospectus.

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities and with remedies for rescission or, in some jurisdictions, revisions of the price, or damages if this Prospectus, the relevant Prospectus Supplement or an amendment thereto relating to Securities purchased by a purchaser are not sent or delivered to the purchaser. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. However, purchasers of Common Shares distributed under an at-the-market distribution do not have the right to withdraw from an agreement to purchase the securities and do not have remedies of rescission or, in some jurisdictions, revisions of the price, or damages for non-delivery of this Prospectus, the relevant Prospectus Supplement or an amendment thereto relating to the securities purchased by such purchaser because this Prospectus, the relevant Prospectus Supplement or an amendment thereto relating to the securities purchased by such purchaser will not be sent or delivered, as permitted under Part 9 of NI 44-102.

Securities legislation in some provinces and territories of Canada further provides purchasers with remedies for rescission or, in some jurisdictions, revisions of the price or damages if this Prospectus, the relevant Prospectus Supplement or an amendment thereto relating to Securities purchased by a purchaser contains a misrepresentation or is not delivered to the purchaser. Those remedies must be exercised by the purchaser within the time limit prescribed by securities legislation. Any remedies under securities legislation that a purchaser of Common Shares distributed under an at-the-market distribution may have against the Company or its agents for rescission or, in some jurisdictions, revisions of the price, or damages if this Prospectus, the relevant Prospectus Supplement or an amendment thereto relating to Securities purchased by a purchaser contain a misrepresentation will remain unaffected by the non-delivery of the prospectus referred to above.

Original purchasers of Securities under this Prospectus (as supplemented or amended) that are convertible, exchangeable or exercisable for other securities of the Company will be granted a contractual right of rescission against the Company in respect of the conversion, exchange or exercise of such Securities. The contractual right of rescission will entitle such original purchasers to receive, in addition to the original amount paid for such Securities, the amount paid upon conversion, exchange or exercise, upon surrender of the underlying securities gained thereby, in the event that this Prospectus, the relevant Prospectus Supplement or an amendment thereto contains a misrepresentation, provided that (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of such Securities under this Prospectus and the applicable Prospectus Supplement; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of such Securities under this Prospectus and the applicable Prospectus Supplement. This contractual right of rescission will be consistent with the statutory right of rescission described under Section 131 of the *Securities Act* (British Columbia) and Section 130 of the *Securities Act* (Ontario), and is in addition to any other right or remedy available to original purchasers under Section 131 of the *Securities Act* (British Columbia) and Section 130 of the *Securities Act* (Ontario) or otherwise at law.

In an offering of Units, Warrants, Debt Securities or Subscription Receipts, to the extent such securities are convertible, exchangeable or exercisable securities, original purchasers are cautioned that the statutory right of action for damages for a misrepresentation contained in the Prospectus is limited, in certain provincial and territorial securities legislation, to the price at which the Securities are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces and territories of Canada, if the purchaser pays additional amounts upon conversion, exchange or exercise, as applicable, of the Security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces and territories of Canada.

The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights and should consult with a legal advisor.

CERTIFICATE OF GREEN BRIDGE METALS CORPORATION

Dated: June 22, 2026

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of each of the provinces and territories of Canada.

(signed) "David Suda"	*(signed) "Christopher Gulka"*
DAVID SUDA	CHRISTOPHER GULKA
President and Chief Executive Officer	Chief Financial Officer

On behalf of the Board of Directors

(signed) "Mark T. Brown"	*(signed) "Christopher Mackay"*
MARK T. BROWN	CHRISTOPHER MACKAY
Director	Director