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*This offering document (the "Offering Document") constitutes an 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 and to those persons to whom they may be lawfully offered for sale. This Offering Document is not, and under no circumstances is to be construed as a prospectus or advertisement or a public offering of these securities.*

*These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or under the securities laws of any state of the United States, and may not be offered or sold to, or for the account or benefit of, persons in the United States or "U.S. Persons" (as such terms are defined in Regulation S under the U.S. Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This Offering Document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities in the United States or to, or for the account or benefit of, persons in the United States or U.S. Persons.*

## Amended and Restated Offering Document under the Listed Issuer Financing Exemption

February 4, 2026

(Amending and restating the Offering Document dated February 3, 2026 under the Listed Issuer Financing Exemption to increase the Offering size)



### What are we offering?

|                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
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| <b>Offering:</b> | <p>8,700,000 units of the Company (each, a "<b>Unit</b>"), with each Unit being comprised of one common share in the capital of the Company (each, a "<b>Common Share</b>"), and one Common Share purchase warrant (each whole warrant, a "<b>Warrant</b>"), on a "bought deal" private placement basis to be offered by Stifel Nicolaus Canada Inc. (the "<b>Underwriter</b>"), as sole underwriter and bookrunner, pursuant to and in accordance with the "listed issuer financing" exemption under Part 5A of National Instrument 45-106 – <i>Prospectus Exemptions</i> and Coordinated Blanket Order 45-935 – <i>Exemptions from Certain Conditions of the Listed Issuer Financing Exemption</i> (the "<b>Life Exemption</b>") of the Canadian Securities Administrators (the "<b>Offering</b>").</p> <p>Each Warrant will entitle the holder to purchase one Common Share (each a "<b>Warrant Share</b>") at an exercise price of \$1.40 for 36 months following the completion of the Offering. The Warrants will be governed by a warrant indenture between the Company and TSX Trust Company of Canada, as warrant agent, to be dated as of the Closing Date (as defined below).</p> <p>The Company will grant to the Underwriter an option (the "<b>Underwriter's Option</b>") to purchase (or arrange for substituted purchasers to purchase) up to an additional 15% of the Units (the "<b>Additional Units</b>") sold under the Offering. The Underwriter's Option will be exercisable in whole or in part, at the sole discretion of the Underwriter, up to 48 hours prior to the Closing Date. All references herein to the "<b>Offering</b>" shall, unless the context otherwise requires, be deemed to include such Underwriter's Option, and all references herein to the "<b>Units</b>" being offered or distributed as part of the Offering shall be deemed to include the Additional Units offered or distributed pursuant to such Underwriter's Option, unless the context otherwise requires.</p> <p>The Company shall pay to the Underwriter a cash commission (the "<b>Cash Commission</b>") equal to 7% of the gross proceeds from the sale of the Units (and any Additional Units purchased in connection with the exercise of the Over-Allotment Option). In addition, the Company shall issue to the Underwriter warrants of the Company (the "<b>Compensation Warrants</b>"), exercisable for a period of 24 months following the Closing Date, to acquire in aggregate that number of common shares of the Company (the "<b>Compensation Shares</b>") which is equal to 7% of the number of Units sold under the Offering at an exercise price per Compensation Share</p> |
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|                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
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|                            | <p>equal to the Offering Price (as defined below) (together with the Cash Commission, the "<b>Commission</b>").</p> <p>The Units that may be sold pursuant to the Offering will be offered to (i) purchasers resident in all provinces of Canada, other than Quebec, pursuant to the LIFE Exemption, (ii) purchasers in the United States pursuant to available exemptions from the registration requirements of the U.S. Securities Act and applicable securities laws of any state of the United States; and (iii) purchasers in such jurisdictions other than Canada and the United States, as may be agreed to by the Underwriter and the Company, provided the distribution of the Units in such jurisdictions can be made pursuant to available exemptions from the prospectus, registration or similar requirements of such jurisdictions and otherwise in accordance with all applicable local laws.</p> |
| <b>Offering Price:</b>     | \$1.00 per Unit (the " <b>Offering Price</b> ").                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Offering Amount:</b>    | Gross proceeds of \$8,700,000, plus up to additional gross proceeds of \$1,305,000 in the event that the Underwriter's Option is exercised in full.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Closing Date:</b>       | The closing of the Offering is anticipated to occur on or about February 19, 2026 (the " <b>Closing Date</b> ").                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Exchange:</b>           | The Company's common shares are listed on the Canadian Securities Exchange ("CSE") under the trading symbol " <b>TOC</b> ". The Company will obtain the necessary approvals to list the Common Shares, Warrant Shares and Compensation Shares issuable pursuant to the Offering on the CSE.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>Last Closing Price:</b> | The last closing price of the Company's common shares on the CSE on February 3, 2026 was \$1.24.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 - *Prospectus Exemptions*. In connection with this Offering, the Company represents the following is true:

- The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing;
- The Company has filed all periodic and timely disclosure documents that it is required to have filed;
- The Company is relying on the exemptions in Coordinated Blanket Order 45-935 *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the "Order") and is qualified to distribute securities in reliance on the exemptions included in the Order;
- The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months immediately preceding the date of the news release announcing this Offering, will not exceed \$25,000,000;
- The Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution; and
- The Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Offering Document contains “forward-looking information” which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company and its mineral projects, the future price of gold or other metal prices, exploration expenditures, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and regulatory matters.

Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, and competitive uncertainties; lack of production; limited operating history of the Company; the actual results of current exploration activities; ability to obtain licenses or permits; the legal obligations to consult and accommodate communities; proper title to its mineral projects; the Company may lose or abandon its interest in the its mineral projects; ability to retain qualified personnel; the ability to obtain adequate financing for exploration and development; volatility of commodity prices; environmental risks of mining operations; accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, cave- ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses as well as those factors discussed in the Company’s Management Discussion and Analysis filed on The System for Electronic Document Analysis and Retrieval (“SEDAR+”) at [www.sedarplus.ca](http://www.sedarplus.ca).

Forward-looking statements are based on a number of material factors and assumptions, including the determination of mineral reserves or resources, if any, the results of exploration and drilling activities, the availability and final receipt of required approvals, licenses and permits, that sufficient working capital is available to complete proposed exploration and drilling activities as well as economic studies, that contracted parties provide goods and/or services on the agreed time frames, the equipment necessary for exploration is available as scheduled and does not incur unforeseen break downs, that no labour shortages or delays are incurred and that no unusual geological or technical problems occur. While the Company considers these assumptions may be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in the Company’s Management Discussion and Analysis filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

These forward-looking statements are made as of the date of this Offering Document and are based upon management’s beliefs, estimates and opinions. The Company intends to discuss in its quarterly and annual reports referred to as the Company’s Management’s Discussion and Analysis documents any events and circumstances that occurred during the period to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this Offering Document. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on the Company’s business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. Other than as required by law and as otherwise stated in this Offering Document the Company does not intend and undertakes no obligation to update any forward-looking information to reflect, among other things, new information or future events.

Investors are cautioned against placing undue reliance on forward-looking statements.

All references in this Offering Document to “dollars” or “\$” are to Canadian dollars, unless otherwise stated.

### Qualified Person

The contents of this Offering document have been reviewed and approved by Brodie A. Sutherland, P. Geo., the CEO of the Company. Mr. Sutherland is a Qualified Person as defined by NI 43-101 - *Standards of Disclosure for Mineral Projects* and is responsible for all technical information in this Offering Document.

## SUMMARY DESCRIPTION OF BUSINESS

### What is our business?

The Company is an exploration and development company advancing gold and silver projects in the mine-friendly jurisdiction of Sonora, Mexico. At its flagship Gran Pilar Gold-Silver Project, the Company holds a 100% interest in over 21 km<sup>2</sup> of prospective ground, bolstered by the pivotal 2023 land acquisition that provides ample space for scalable mine infrastructure. The Company also holds a 100% interest in the Picacho Gold-Silver Project, located in the prolific Caborca Trend, home to some of Mexico's largest gold deposits.

### Recent developments

Over the last twelve months preceding the date hereof, the following is a brief summary of the key recent developments involving or affecting the Company, which includes exploration and funding activities:

#### 2025 Highlights

- **Exploration and Drilling Breakthroughs:** Achieved record high-grade gold and silver intercepts through core and RC drilling, expanded mineralization targets with new discoveries in the North and South Blocks, and conducted airborne surveys to identify untapped potential across the 22 km<sup>2</sup> project area.
- **Permitting and Development Milestones:** Secured critical permits for drilling, extraction, and a 10-year pilot mine facility with 50,000-tonne capacity, enabling trenching, infrastructure setup, and progression toward near-term production.
- **Corporate and Strategic Advancements:** Strengthened the team with key appointments, secured significant funding to support ongoing growth and shareholder value, and further secured interest from multiple producers in the region through advanced discussions and due diligence visits.

#### Key Milestones Achieved

- Commencement of Core Drilling (January 8, 2025): Initiated core drilling at the Pilar Main Zone, signalling the start of an ambitious year focused on resource expansion and pilot mine development.
- Surface Exploration Expands Targets at Gran Pilar Gold-Silver Project (January 22, 2025): Surface sampling and mapping expanded mineralization targets, enhancing the project's potential.
- First Drilling in Expansion Area Yields High-Grade Gold at Gran Pilar Gold-Silver Project (February 25, 2025): Conducted first-ever RC drilling in the 100% controlled expansion area north of known mineralization.
- Discovery of Near-Surface High-Grade Corridor at Gran Pilar Gold-Silver Project (May 7, 2025).
- Broadest Silver Zone Ever Drilled at Gran Pilar Gold-Silver Project (June 24, 2025).
- Permit Approval for Drilling and Extraction at Gran Pilar Gold Silver Project (July 30, 2025): Secured permits for all drilling and extraction activities at Gran Pilar, advancing pilot mine development.
- Full Permit Approval for Pilot Mine Facility at Gran Pilar Gold-Silver Project (August 14, 2025): Obtained 10-year approval for a 50,000-tonne capacity heap leach pad and 4.5-hectare infrastructure, a critical step toward production.
- Team Strengthening (August 20, 2025): Appointed Christopher Gordon as Head of Corporate Development to bolster strategic initiatives.
- Field Work and Airborne Magnetism Survey at Gran Pilar Gold-Silver Project (September 16, 2025): Began field work, including an airborne magnetism survey, to accelerate drilling, trenching, and pilot mine preparations.
- Drone Magnetic Survey Findings at Gran Pilar Gold-Silver Project (October 7, 2025): Revealed a structural complex in the South Block aligning with permitted drill targets, enhancing exploration strategy.
- New Target Discovery in North Alteration Zone at Gran Pilar Gold-Silver Project (October 9, 2025): Identified a new target with historic underground workings, indicating untapped potential.

- Advancements in Drilling, Trenching, and Pilot Mine Prep at Gran Pilar Gold-Silver Project (October 20, 2025): Mobilized equipment to North and South Blocks for ongoing operations.
- Two New Target Areas Discovered at Gran Pilar Gold-Silver Project (October 23, 2025): Found additional mineralized targets with historic workings in the North Block.
- Maiden Drill Program at North Block at Gran Pilar Gold-Silver Project (November 12, 2025): Launched maiden drilling over a 3.2 km by 1.5 km zone with strong mineralization indicators.
- Positive Surface Results at Gran Pilar Gold-Silver Project (December 4, 2025): Reported encouraging surface sampling from North Block and updates on ongoing drilling.
- Pilot Mine Trenching and Infrastructure at Gran Pilar Gold-Silver Project (December 22, 2025): Began trenching material for pilot mine feed and advanced infrastructure, with community approval secured.

### Share Issuance

- On February 18, 2025, the Company closed a private placement of 2,177,640 units at a price of \$0.48 per unit for gross proceeds of \$1,045,267.20. Each unit consisted of one common share and one purchase warrant. Each warrant entitles the holder to acquire one common share at a price of \$0.75, which expires February 18, 2030.

### **Material facts**

There are no material facts about the securities being distributed that have not been disclosed in this Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document.

### **What are the business objectives that we expect to accomplish using the available funds?**

The Company expects to use the net proceeds of the Offering to continue exploration at the Gran Pilar Gold-Silver Project and El Picacho Gold-Silver Project. The net proceeds of the Offering will allow the Company to significantly advance the Company's projects by drilling up to 66,000 metres at targets, of which 60,000 meters is expected to be drilled at the Gran Pilar Gold-Silver Project and up to 6,000 meters at El Picacho Gold-Silver Project over the next 12 months. In addition, over the next 9 months, the Company plans to finish building and test a Pilot Mine Facility for 50,000 tonnes at the Gran Pilar Project. Permitting steps for full-scale development (Environmental Baseline and Engineering Studies) are planned at Gran Pilar over the next 12 months. On the conclusion of drilling, a PEA is scheduled to evaluate the economics of the Gran Pilar Project by late 2026/early 2027. The Company is fully permitted to complete all drilling and the Pilot Mine at Gran Pilar. The remaining funds will be allocated to general and administrative expenses.

See the "Use of Available Funds" section below for further details.

## **USE OF AVAILABLE FUNDS**

### **What will our available funds be upon the closing of the Offering?**

|          |                                                                         | <b>Assuming no exercise of<br/>the Underwriter's Option</b> | <b>Assuming full exercise<br/>of the Underwriter's<br/>Option</b> |
|----------|-------------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------------|
| A        | Amount to be raised by this Offering                                    | \$8,700,000                                                 | \$10,000,500                                                      |
| B        | Selling commissions and fees                                            | \$609,000                                                   | \$700,035                                                         |
| C        | Estimated offering costs (e.g., legal, accounting, audit)               | \$145,000                                                   | \$166,667                                                         |
| D        | Net proceeds of offering: D = A – (B+C)                                 | \$7,946,000                                                 | \$9,133,798                                                       |
| E        | Working capital as at most recent month end (deficiency) <sup>(1)</sup> | \$703,325                                                   | \$703,325                                                         |
| F        | Additional sources of funding <sup>(2)</sup>                            | \$11,170,523                                                | \$11,170,523                                                      |
| <b>G</b> | <b>Total available funds: G = D+E+F</b>                                 | <b>\$19,819,848</b>                                         | <b>\$21,007,646</b>                                               |

(1) The working capital shown is as of November 30, 2025, as reported in the Company's latest interim consolidated financial statements for the three months ended November 30, 2025.

(2) The additional sources of funding include \$842,750 the Company received on exercise of warrants and options to acquire the Company's common shares subsequent to November 30, 2025, and prior to February 2, 2026, \$460,012 the Company received under payout arrangements with Sorbie during the same period, \$8,475,728 the Company anticipates receiving on exercise of previously issued warrants that are in the money as of January 31, 2026, and a further \$1,392,033 under payout arrangements with Sorbie.

## How will we use the available funds?

| Description of intended use of available funds listed in order of priority                           | Assuming no exercise of the Underwriter's Option | Assuming full exercise of the Underwriter's Option |
|------------------------------------------------------------------------------------------------------|--------------------------------------------------|----------------------------------------------------|
| Drilling activities (60,000 m), Bulk Sampling, PEA, Permitting at the Gran Pilar Gold-Silver Project | \$15,300,000                                     | \$15,300,000                                       |
| Drilling and other exploration activities at El Picacho Gold-Silver Project                          | \$400,000                                        | \$1,200,000                                        |
| Annual concession fees for the Gran Pilar Gold-Silver Property and El Picacho Gold-Silver Property   | \$2,000,000                                      | \$2,000,000                                        |
| General and administrative expenses over the next 12 months                                          | \$1,121,098                                      | \$1,152,098                                        |
| Unallocated working capital                                                                          | \$998,750                                        | \$1,355,548                                        |
| <b>TOTAL:</b>                                                                                        | <b>\$19,819,848</b>                              | <b>\$21,007,646</b>                                |

The above-noted allocation of capital and anticipated timing represents the Company's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Company intends to expend the proceeds from this Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan. The Company's audited financial statements include a going concern note in connection with uncertainty related to certain events and conditions that may cast significant doubt upon the Company's ability to continue as a going concern. Notwithstanding the going concern note, the Offering will provide the Company with sufficient capital to meet its ongoing liquidity requirements over the next 12 months. See the "Cautionary Statement Regarding Forward-Looking Information" section above.

## How have we used the other funds we have raised in the past 12 months?

The Company used the proceeds raised from financings over the past 12 months to advance the development of the Gran Pilar Project (including the advancement of the drill program), El Picacho Project, and for general working capital as per the table below.

| Use of available funds over the past 12 months <sup>(1)</sup>     | Total (CAD)        |
|-------------------------------------------------------------------|--------------------|
| Expenditures at the Gran Pilar Gold-Silver Project <sup>(2)</sup> | \$2,045,113        |
| Expenditures at El Picacho Gold-Silver Project                    | \$263,648          |
| General and administrative expenses                               | \$1,174,075        |
| Unallocated working capital                                       | \$703,325          |
| <b>TOTAL:</b>                                                     | <b>\$4,186,161</b> |

(1) The information in the above table covers the period from December 1, 2024, to November 30, 2025, and is based on the Company's consolidated financial statements for the year ended August 31, 2025, and condensed interim consolidated financial statements for the three-month periods ended November 30, 2025, and 2024, which were prepared under IFRS® Accounting Standards.

(2) Subsequent to November 30, 2025, the Company used an additional \$599,000 on its Gran Pilar Gold-Silver Project, of which \$405,000 (US\$300,000) was associated with an option payment under the option agreement with Suaqui Verde Properties, with the remaining funds used for geological work.

## FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

|                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|-------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Underwriter:</b>           | Stifel Nicolaus Canada Inc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Compensation Type:</b>     | Cash fee and compensation warrants.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Cash Commission:</b>       | The Company will pay a cash commission of 7% of the gross proceeds of the Offering (the " <b>Cash Fee</b> ") on the closing of the Offering to the Underwriter.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>Compensation Warrants:</b> | The Company shall issue to the Underwriter on the closing of the Offering, non-transferable compensation warrants (the " <b>Compensation Warrants</b> ") equal in number to 7% of the aggregate number of Units sold under the Offering which will entitle the Underwriter to purchase Common Shares at the Offering Price, which may be exercised at any time and from time to time for a period of 36 months following the Closing Date.                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Underwriter's Option:</b>  | The Company will grant the Underwriter an option (the " <b>Underwriter's Option</b> ") exercisable in whole or in part at the Underwriter's sole discretion at any time for a period of up to 48 hours prior to the Closing Date, to purchase (or arrange for substituted purchasers to purchase) up to an additional 15% of the number of Units sold pursuant to the Offering (the " <b>Additional Units</b> ") at a price per Additional Unit equal to the Offering Price. The Underwriter shall be entitled to the same Commission (as defined herein) in respect of any Additional Units issued and sold upon exercise of the Underwriter's Option. All references in this letter agreement to "Units" include any Units issued upon exercise of the Underwriter's Option and all references to the "Offering" include the Underwriter's Option. |

Does the Underwriter have a conflict of interest?

To the knowledge of the Company, the Company is not a "related issuer" or "connected issuer" of or to the Underwriter, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

## PURCHASERS' RIGHTS

### Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this Offering Document, you have a right:

- a) to rescind your purchase of these securities with the Company, or
- b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

## ADDITIONAL INFORMATION

### Where can you find more information about us?

Prospective investors and security holders of the Company can access the Company's continuous disclosure filings on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) under the Company's profile.

For further information regarding the Company, visit our website at [www.tocvan.com](http://www.tocvan.com).

Please refer to the subscription agreement to which this Offering Document is attached as Schedule "A" for additional information.

*Prospective investors should read this Offering Document and consult with their own professional advisors to assess the tax, legal, risk factors and other aspects of their investment of Units.*

## CERTIFICATE OF THE COMPANY

This Offering Document, together with any document filed under Canadian securities legislation on or after February 4, 2025 contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

DATED: February 4, 2026

TOCVAN VENTURES CORP.

By:

(Signed) "*Brodie Sutherland*"

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**Brodie A. Sutherland,**  
President and Chief Executive Officer

By: (Signed) "*Yanika Silina*"

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**Yanika Silina,**  
Chief Financial Officer