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OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION



New Issue

June 9, 2025

ATICO MINING CORPORATION (the “Company” or “Atico”)

SUMMARY OF OFFERING

What are we offering?

Offering:

The Company is offering up to 29,090,910 units of the Company (the “**LIFE Units**”) by way of a non-brokered private placement in each of the Provinces of Canada, except Quebec (the “**Qualifying Jurisdictions**”) (the “**Offering**”).

Each LIFE Unit will consist of one common share of the Company (“**Common Share**”) and one transferrable Common Share purchase warrant of the Company (each full warrant, a “**LIFE Warrant**”). Each LIFE Warrant will entitle the holder thereof to acquire one Common Share (a “**LIFE Warrant Share**”) at an exercise price of \$0.18 per LIFE Warrant Share for a period of two years following the Closing Date (as defined below). The securities comprising the LIFE Units will not be subject to resale restrictions pursuant to applicable Canadian securities laws.

The LIFE Units may also be offered pursuant to, or for the account or benefit of, persons in the “United States” and “U.S. persons” (as such terms are defined in Regulation S under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”)) pursuant to available exemptions from the registration requirements of the U.S. Securities Act and all applicable U.S. state securities laws.

Each holder of Common Shares is entitled to receive notice of and to attend any meetings of Atico’s shareholders and is entitled to one vote for each Common Share held at such time. Each holder of Common Shares is entitled

to receive dividends, if any, as and when declared by Atico's board of directors and participate equally in any distribution of net assets.

The certificates representing the LIFE Warrants will contain the terms and conditions governing the LIFE Warrants and will, among other things, include provisions for the appropriate adjustment in the class, number and price of the LIFE Warrant Shares issuable upon exercise of the LIFE Warrants upon the occurrence of certain customary events, including any subdivision, consolidation or reclassification of the Common Shares, and the amalgamation, arrangement or reorganization of the Company.

Offering Price:	\$0.11 per LIFE Unit.
Offering Amount:	There is no minimum amount. Maximum of 29,090,910 LIFE Units, for maximum gross proceeds of \$3,200,000.10.
Closing Date:	The Offering is expected to close on or about June 30, 2025, or such other date as determined by the Company (the " Closing Date ") and, in any event, on or before a date not later than 45 days after the filing of this Offering Document.
Exchange:	The Common Shares are listed on the TSX Venture Exchange (the " TSXV ") under the symbol "ATY".
Last Closing Price:	On June 6, 2025, the last trading day prior to the date of this Offering Document, the closing price of the Common Shares on the TSXV was \$0.145.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this Offering Document. Any representation to the contrary is an offence. This Offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

Atico is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 — *Prospectus Exemptions* ("NI 45-106"). 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.**
- **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 issuer seeks security holder approval.**

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This Offering Document contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as “**forward-looking statements**”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “anticipates”, “believes”, “estimates”, “expects”, “confirm” and similar expressions, or the negatives of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might”, or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this Offering Document speak only as of the date of this Offering Document or as of the date specified in such statement. Specifically, this Offering Document includes, but is not limited to, forward-looking statements regarding: the estimated costs of the Offering and the net proceeds to be available upon its completion; the completion of the Loan Refinancing (as defined herein); the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; the completion of the Offering, if it is to be completed at all; the expected Closing Date; the completion of the Rights Offering (as defined below); the availability of funds from cash flows from ongoing operations at the El Roble Mine (as defined below) and the sale of Concentrates (as defined below); and the completion of the Company’s business objectives, and the timing, costs, and benefits thereof.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond Atico’s ability to predict or control. These risks, uncertainties and other factors include, but are not limited to, risks associated with the Company’s outstanding debt, including amounts due and payable to Trafigura PTE. Ltd. (“**Trafigura**”) and Dundee Corporation (“**Dundee**”) on or before June 30, 2025 and December 30, 2025, respectively, or the ability to successfully negotiate to amend or extend the terms of the Credit Agreement (as defined herein) and the unsecured convertible debenture with Dundee; uncertainties relating to the completion of the Offering; the availability and cost of funds; uncertainties relating to the closing of the Rights Offering (as defined herein), including delays in obtaining or failure to obtain required approvals to complete the Rights Offering; discretion in the Company’s use of available funds from the Offering; the uncertainty associated with estimating costs to completion of the Offering; risks relating to negative operating cash flows of the Company; dilution of the shareholdings of shareholders who do not participate in the Offering; mining operations; market fluctuations in commodity prices; title risks and surface rights and access; changes in legislation; political instability; government or regulatory approvals; non-compliance with laws and regulations and compliance costs; environmental compliance; climate change; uninsured and uninsurable risks; water disposal, tailings and reclamation obligations; financing risks; risks associated with outstanding debt; global economic conditions; availability and costs of supplies; community relations; mineral reserve and mineral resource estimates; future production rates; labour relations; currency fluctuations; the Company may engage in hedging activities; infrastructure; exploration and development

capital expenditures; social media and reputation; negative publicity; human rights; business objectives; concentrate sales risks; shortage of personnel; health and safety; pandemics, epidemics or infectious disease outbreak; physical security; conflicts of interest; claims and legal proceedings; information systems and cyber security; internal controls; violation of anti-bribery or corruption laws; competition; tax considerations; compliance with listing standards; enforcement of civil liabilities; financing requirement risks; market price volatility of Common Shares; and other risks and uncertainties related to the Company's business and the Offering, including those described in the Company's public disclosure documents on SEDAR+ at www.sedarplus.ca. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements. Actual results and developments are likely to differ and may differ materially from those expressed or implied by the forward-looking statements contained in the Offering Document. Such statements are based on a number of assumptions which may prove to be incorrect, including but not limited to, (1) the completion of the Loan Refinancing, (2) the completion of the Rights Offering, (3) the completion of the Offering, including the estimated costs thereof; (4) the Company's ability to generate positive cash flows from ongoing operations at the El Roble Mine, including the ability to sell Concentrates; (5) that all required third party contractual, regulatory and governmental approvals will be obtained for the development, construction and production of the Company's properties, (6) there being no significant disruptions affecting operations, whether due to labor disruptions, supply disruptions, power disruptions, damage to equipment, non-renewal of title to the Company's claims or otherwise, (7) permitting, development, expansion and power supply proceeding on a basis consistent with the Company's current expectations, (8) currency exchange rates being approximately consistent with current levels, (9) certain price assumptions for copper, gold, zinc and silver, (10) prices for and availability of fuel oil, electricity, parts and equipment and other key supplies remaining consistent with current levels, (11) production forecasts meeting expectations, (12) the accuracy of the Company's current mineral resource and reserve estimates, (13) labor and materials costs increasing on a basis consistent with the Company's current expectations, (14) matters related to the ongoing dispute with the National Mining Agency in Columbia, and (15) general marketing, political, business and economic conditions.

Forward-looking statements may be affected by known and unknown risks, uncertainties and other factors including without limitation, those referred to in this Offering Document that may cause Atico's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise any forward-looking statements, whether as a result of new information or future events or otherwise, except as may be required by law. If Atico does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

CURRENCY

Unless otherwise indicated, all references to "\$", "C\$" or "dollars" in this Offering Document refer to Canadian dollars, which is the Company's functional currency.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Atico is engaged in the evaluation, acquisition, exploration, development and operation of copper, gold, and silver mineral properties, primarily those already producing or with the potential for near-term production with a geographic focus in Latin America. Currently, the Company is in production at its El

Roble mine in Colombia (the “**El Roble Mine**”) and has a development-stage project called La Plata in Ecuador (the “**La Plata Project**”).

The Company operates the El Roble Mine, which is located in the western cordillera of Colombia, within the Chocó Department close to the border with the Antioquia Department, 2.8 kilometers from the town of Carmen del Atrato, Department of Chocó. Driving time to the mine is three hours on paved highway from the city of Medellín to the town of Carmen del Atrato followed by ten minutes on an improved road to the mine site. The El Roble Mine is an underground copper-gold-silver mine, which has been in commercial production since 1997. The method of production at El Roble consists of underground mining principally through mechanized drift-and-fill stopping for the extraction of ore. Extracted ore is trucked to a conventional crushing, milling and flotation processing plant, which consists of copper-gold and silver flotation circuit.

Recent developments

On April 9, 2025, the arbitration tribunal at the Center for Arbitration and Conciliation of the Bogota Chamber of Commerce (the “**Tribunal**”) ordered that the Company’s operating subsidiary, Minera El Roble S.A. (“**MINER**”) pay back copper royalties received since 1994 (the “**Award**”) to the National Mining Agency of Colombia (the “**NMA**”), within the five-year timeframe previously outlined in the payment plan entered into between the Company and the NMA, as amended in June 2022 (the “**Payment Plan**”). The Award resulted in a total pre-tax loss of \$24.5 million, recognized in the Company’s 2024 income statement. The Company has been recording an arbitration asset for all cumulative payments made under the Payment Plan which amounted to \$11.3 million (COP\$50 billion) on December 31, 2024. After adjusting for Colombian inflation and interest, this amount has been offset against the Award, resulting in a net liability of \$13.2 million (COP\$58 billion) owing to the NMA as of December 31, 2024. Of this amount, \$4.7 million is classified as a current liability and \$8.5 million as a non-current liability. The liability amount may be subject to change pending the revisions to the Payment Plan by the NMA and MINER as required by the arbitration tribunal. As payments are made under the Payment Plan, the Company intends to use the proceeds from the sale of the pledged concentrate to substantially reduce its liabilities.

On May 26, 2025, the Company announced that it had signed a new 30-year mining title with the NMA for the El Roble Mine (the “**El Roble Title**”). The El Roble Title will be governed under the current law for mining titles in Colombia, Law 685 from 2001. Under the El Roble Title, additional contractual compensation fees will be payable to the Colombian State, in addition to a community relations expense, which the Company has paid in the past on a discretionary basis. At the time the El Roble Title was granted, the Company held approximately 5,000 wet metric tonnes of unsold concentrate in inventory (the “**Concentrates**”) as a security and guarantee to the NMA. As a result of the grant to the El Roble Title, the Concentrates are no longer required as security with the NMA and the pledge over the Concentrates was released. The Company may now sell the Concentrates, which is expected to add liquidity to the Company.

Rights offering

In addition to the LIFE Units offered in connection with the Offering, the Company is also conducting a rights offering to all shareholders by way of rights offering circular (the “**Rights Offering**”) for proceeds of up to \$5,336,592. Pursuant to the Rights Offering, all eligible shareholders of the Company will receive one transferable right (a “**Right**”) for each Common Share held, with each Right entitling the holder thereof to purchase 0.4 of a unit of the Company (a “**Rights Unit**”) at a price of \$0.11 per Rights Unit. Each Rights Unit will consist of one Common Share and one transferable Common Share purchase warrant (a “**Rights Warrant**”), with each such Rights Warrant exercisable into one Common Share (a “**Rights Warrant Share**”) at a price of \$0.18 per Rights Warrant Share for a period of two years from the issue date of the

Rights Units. Up to 48,514,474 Common Shares and 48,514,474 Rights Warrants may be issued pursuant to the Rights Offering. Closing of the Rights Offering is expected to occur on or about July 22, 2025, or such other date as determined by the Company. Further details concerning the Rights Offering will be contained in the Company's Notice of Rights Offering and Rights Offering Circular (the "**Circular**") to be available on the Company's SEDAR+ profile at www.sedarplus.ca.

Trafigura loan refinancing

The Company is party to a senior secured amended and restated credit agreement with Trafigura dated February 8, 2022, as further amended on August 5, 2024 and April 8, 2025 (the "**Credit Agreement**"), for the principal sum of US\$10 million. To date, the Company has repaid a total of US\$1.3 million owed to Trafigura under the Credit Agreement. Pursuant to the Credit Agreement, US\$8.7 million is due and payable to Trafigura on June 30, 2025. The Company is currently undertaking efforts to negotiate an amendment and extension of the Credit Agreement with Trafigura, or other refinancing to replace the Credit Agreement with a third-party lender (the "**Loan Refinancing**"). The Company is currently in discussions with multiple potential lenders regarding the Loan Refinancing. There can be no assurance that the Loan Refinancing will be available to the Company on reasonable commercial terms, if at all.

The Company is also undertaking efforts to negotiate an extension to the convertible debentures with Dundee.

Material facts

There are no material facts about the LIFE Units 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 and the date the Company's most recent audited annual financial statements were filed.

Certain insiders of the Company have disclosed their intention to participate in the Offering. Such participation constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the LIFE Units purchased by insiders, nor the consideration for the LIFE Units paid by such insiders, will exceed 25% of the Company's market capitalization.

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

The net proceeds of the Offering are expected to be used for development of the La Plata Project, additional drilling at the El Roble Mine and for general corporate purposes.

<u>Business Objectives and Milestones</u>	<u>Target Completion</u>	<u>Projected Cost</u>
Prepare the La Plata Project for a transaction	March 2026	\$2,000,000
Extend the life of mine at El Roble	June 2026	\$4,000,000

USE OF AVAILABLE FUNDS

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

Based on the Company's existing working capital deficiency as at May 31, 2025, of approximately \$25,000,000, the Company's expected availability of funds over the next twelve months following closing

of the Offering is expected to be approximately \$6,262,444 in the case of the maximum Offering amount as follows:

	Assuming 100% of Offering
A Amount to be raised by this Offering:	\$3,200,000
B Selling commissions and fees:	\$162,000
C Estimated Offering costs: (e.g., legal, accounting, audit)	\$97,000
D Net proceeds of Offering: ($D = A - (B + C)$)	\$2,941,000
E Working capital as at most recent month end (deficiency):	(\$25,000,000)
F Additional sources of funding ⁽¹⁾⁽²⁾⁽³⁾ :	\$28,321,444
G Total available funds: ($G = D + E + F$)	\$6,262,444

Notes:

- (1) Assumes successful completion of the Loan Refinancing resulting in a reduction of the Company's negative working capital position by approximately \$8,700,000. There is no guarantee that the Loan Refinancing will close on the terms described herein, if at all.
- (2) Concurrently with the announcement of the Offering, the Company announced that it intends to complete the Rights Offering. As further described in the Rights Circular, insiders have expressed their interest in subscribing for approximately 75% of the the Rights Offering, to the extent available. Assuming the Company closes this amount, the Company expects to receive net proceeds of approximately \$3,821,444 after deducting estimated offering costs. There is no guarantee that the Rights Offering will close on the terms described herein, if at all.
- (3) Over the next 12 months, the Company expects to receive approximately \$15.8 million in cash flows from ongoing operations at the El Roble Mine, including net proceeds from the sale of Concentrates, after deducting cash flows that will support operations and capital assets in Colombia. If the Company experiences low metal prices or unfavourable foreign exchange rates, this amount could be significantly reduced. The purpose of this estimate is to provide the reader with an estimate of the funds the Company anticipates receiving in the ordinary course of its operations and may not be appropriate for other purposes.

How will we use the available funds?

The Company intends to use the net proceeds from this Offering to pay for development of the La Plata Project, additional drilling at the El Roble mine and for general corporate purposes as follows:

Intended Use of Available Funds	Assuming 100% of Offering (Maximum)
Development of the La Plata Project	\$2,235,000
Drilling at El Roble Mine	\$1,827,444
General corporate purposes	\$2,200,000
Total:	\$6,262,444

The above noted allocation represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. 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 and financing objectives.

The Company's most recent audited and interim financial statements included a going concern note. As of December 31, 2024, the Company has a working capital deficiency of \$11,305,823 largely due to loans and borrowings, and the portion of the Award payable to the NMA coming due within 12 months. Even though the Company expects to fund the working capital deficiency through the completion of the Offering and the Rights Offering, the completion of the Loan Refinancing, and expected cash flows from operations at the El Roble Mine, a material uncertainty exists on the ability of the Company to successfully receive the expected funding, or to complete the Loan Refinancing on terms acceptable by the Company, which may cast significant doubt on the Company's ability to continue as a going concern. Among other steps being taken by the Company, Offering is intended to permit the Company to continue its operations, and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

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

The Company has not conducted any financings in the past 12 months.

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?

Finders:	The Company may compensate certain finders (collectively, the " Finders ") in connection with the sale of LIFE Units to purchasers introduced by the Finders. The identities of each Finder is not known at this time.
Compensation Type:	A cash fee and non-transferable Common Share purchase warrants (the " Finder Warrants ").
Cash Fee:	Cash commission equal to 6% of the gross proceeds of the Offering raised from subscriptions arranged by the Finders.
Finder Warrants:	<p>A number of Finder Warrants equal to 6% of the amount of LIFE Units sold to purchasers introduced by the Finders.</p> <p>Each Finder Warrant will be exercisable for one Common Share at an exercise price of \$0.18 for a period of two years following the Closing Date.</p>

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 LIFE Units.

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.

The rights provided for under the Listed Issuer Financing Exemption are for the benefit of all purchasers.

ADDITIONAL INFORMATION

Where can you find more information about us?

The Company's continuous disclosure filings with applicable securities regulatory authorities in the provinces of Canada are available electronically under the Company's profile on the System for Electronic Data Analysis and Retrieval (SEDAR+) at www.sedarplus.ca.

Please refer to Appendix "A" — "Acknowledgements, Covenants, Representations and Warranties of the Purchaser" and Appendix "B" — "Indirect Collection of Personal Information" attached hereto.

For further information regarding Atico, visit our website at: <https://www.aticomining.com>

Purchasers should read this Offering Document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of the LIFE Units.

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APPENDIX A
ACKNOWLEDGEMENTS, COVENANTS, REPRESENTATIONS AND WARRANTIES
OF THE PURCHASER

Each purchaser of the LIFE Units (the “**Purchaser**”) makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Company, as at the date hereof, and as of the closing date which will take place on or about June 30, 2025:

- (a) the Purchaser is resident in the jurisdiction disclosed to the Company and the Purchaser was solicited to purchase in such jurisdiction;
- (b) the Purchaser has not received, nor has the Purchaser requested, nor does the Purchaser have any need to receive, any prospectus, sales or advertising literature, offering memorandum or any other document (other than an annual or interim report, financial statements or any other document, other than an offering memorandum, the content of which is prescribed by statute or regulation) describing or purporting to describe the business and affairs of the Company which has been prepared for delivery to, and review by, prospective purchasers in order to assist them in making an investment decision in respect of the purchase of the LIFE Units pursuant to the Offering;
- (c) the Purchaser has relied only upon publicly available information relating to the Company and not upon any verbal or written representation as to fact, and the Purchaser acknowledges that the Company has not made any written representations, warranties or covenants in respect of such publicly available information except as set forth in this Offering Document. Without limiting the generality of the foregoing, except as may be provided herein, no person has made any written or oral representation to the Purchaser that any person will re-sell or re-purchase the LIFE Units or refund any of the purchase price of the LIFE Units, or that the LIFE Units will be listed on any exchange or quoted on any quotation and trade reporting system, or that application has been or will be made to list any such security on any exchange or quote the security on any quotation and trade reporting system, and no person has given any undertaking to the Purchaser relating to the future value or price of the LIFE Units;
- (d) legal counsel retained by the Company is acting as counsel to the Company and not as counsel to the Purchaser and the Purchaser may not rely upon such counsel. The Purchaser should obtain independent legal and tax advice as it considers appropriate in connection with the performance of this Offering Document and the transactions contemplated under this Offering Document, and that the Purchaser is not relying on legal or tax advice provided by the Company or its counsel;
- (e) the Purchaser acknowledges that:
 - (i) no securities commission or similar regulatory authority has reviewed or passed on the merits of the Offering;
 - (ii) there is no government or other insurance covering the Offering;
 - (iii) there are risks associated with the purchase of the Offering;
- (f) the Company has advised the Purchaser that the Company is relying on an exemption from the requirements to provide the Purchaser with a prospectus and to sell the LIFE Units

through a person or company registered to sell securities under applicable securities laws and, as a consequence of acquiring the LIFE Units pursuant to this exemption, certain protections, rights and remedies provided by the applicable securities laws, including statutory rights of rescission or damages, will not be available to the Purchaser and the Purchaser may not receive information that would otherwise be required to be given; and

- (g) the Purchaser either (A) is not an “insider” of the Company or a “registrant” (each as defined under applicable securities laws of British Columbia) or (B) has identified itself to the Company as either an “insider” or a “registrant” (each as defined under applicable securities laws of British Columbia);
- (h) if the Purchaser is:
 - (i) a corporation, the Purchaser is duly incorporated and is validly subsisting under the laws of its jurisdiction of incorporation and has all requisite legal and corporate power and authority to subscribe for the LIFE Units pursuant to the terms set out in this Offering Document;
 - (ii) a partnership, syndicate or other form of unincorporated organization, the Purchaser has the necessary legal capacity and authority to subscribe for the LIFE Units pursuant to the terms set out in this Offering Document and has obtained all necessary approvals in respect thereof; or
 - (iii) an individual, the Purchaser is of the full age of majority and is legally competent to subscribe for the LIFE Units pursuant to the terms set out in this Offering Document;
- (i) the subscription for the LIFE Units and the completion of the transactions described herein by the Purchaser will not result in any material breach of, or be in conflict with or constitute a material default under, or create a state of facts which, after notice or lapse of time, or both, would constitute a material default under any term or provision of the constating documents, bylaws or resolutions of the Purchaser if the Purchaser is not an individual, the applicable securities laws or any other laws applicable to the Purchaser, any agreement to which the Purchaser is a party, or any judgment, decree, order, statute, rule or regulation applicable to the Purchaser;
- (j) the Purchaser is not purchasing the LIFE Units with knowledge of any material fact or material change about the Company that has not been generally disclosed and the decision of the Purchaser, to acquire LIFE Units has not been made as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Company or any other person and is based entirely upon the Offering Document;
- (k) the Purchaser is aware that the LIFE Units have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and that the LIFE Units may not be offered, sold or otherwise disposed of, directly or indirectly, in the United States (including any state or territory of the United States or the District of Columbia) or to, or for the account or benefit of a “U.S. person”(as defined in Regulation S under the U.S. Securities Act) or a person in the United States without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an exemption from such registration and it acknowledges that the

Company has no obligation or present intention of filing a registration statement under the U.S. Securities Act in respect of the sale or resale of the LIFE Units;

- (l) the funds representing the aggregate subscription funds which will be advanced by the Purchaser to the Company hereunder, as applicable, will not represent proceeds of crime for the purposes of the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada) (the “PCMLTFA”) or for the purposes of the United States’ *Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act*, as may be amended from time to time (the “PATRIOT Act”) and the Purchaser acknowledges that the Company may in the future be required by law to disclose the Purchaser’s name and other information relating to the Purchaser’s subscription of the LIFE Units, on a confidential basis, pursuant to the PCMLTFA and the PATRIOT Act, and that, to the best of its knowledge: (i) none of the subscription funds to be provided by the Purchaser (A) have been or will be derived from or related to any activity that is deemed criminal under the laws of Canada, the United States or any other jurisdiction; or (B) are being tendered on behalf of a person who has not been identified to the Purchaser; and (ii) it will promptly notify the Company if the Purchaser discovers that any of such representations ceases to be true, and to provide the Company with appropriate information in connection therewith;
- (m) neither the Company, nor any of their respective directors, employees, officers, affiliates or agents has made any written or oral representations to the Purchaser: (i) that any person will resell or repurchase the LIFE Units; (ii) that any person will refund all or any part of the purchase price of the shares acquired by the Purchaser; or (iii) as to the future price or value of the LIFE Units;
- (n) if required by applicable securities laws or the Company, the Purchaser will execute, deliver and file or assist the Company in filing such reports, undertakings and other documents with respect to the issue and/or sale of the LIFE Units as may be required by any securities commission, stock exchange or other regulatory authority;
- (o) the Purchaser has obtained all necessary consents and authorities to enable it to agree to subscribe for the LIFE Units pursuant to the terms set out in this Offering Document and the Purchaser has otherwise observed all applicable laws, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in any territory in connection with the purchase of the LIFE Units and the Purchaser has not taken any action which will or may result in the Company acting in breach of any regulatory or legal requirements of any territory in connection with the Offering or the Purchaser’s subscription;
- (p) the Purchaser is purchasing the LIFE Units for investment purposes only and not with a view to resale or distribution; and
- (q) the Purchaser acknowledges that certain fees and commissions may be payable by the Company in connection with the Offering.

APPENDIX “B” INDIRECT COLLECTION OF PERSONAL INFORMATION

Indirect Collection of Personal Information

By purchasing the LIFE Units, the Purchaser acknowledges that the Company and their respective agents and advisers may each collect, use and disclose the Purchaser’s name and other specified personally identifiable information (including his, her or its name, jurisdiction of residence, address, telephone number, email address and aggregate value of the LIFE Units that it has purchased) (the “**Information**”), for purposes of (i) meeting legal, regulatory, stock exchange and audit requirements and as otherwise permitted or required by law or regulation, and (ii) issuing ownership statements issued under a direct registration system or other electronic book-entry system, or certificates that may be issued, as applicable, representing the LIFE Units to be issued to the Purchaser. The Information may also be disclosed by the Company to: (i) stock exchanges, (ii) revenue or taxing authorities and (iii) any of the other parties involved in the Offering, including legal counsel, and may be included in record books in connection with the Offering. The Purchaser is deemed to be consenting to the disclosure of the Information.

By purchasing the LIFE Units the Purchaser acknowledges (A) that Information concerning the Purchaser will be disclosed to the relevant Canadian securities regulatory authorities and may become available to the public in accordance with the requirements of applicable securities and freedom of information laws and the Purchaser consents to the disclosure of the Information; (B) the Information is being collected indirectly by the applicable Canadian securities regulatory authorities under the authority granted to them in securities legislation; and (C) the Information is being collected for the purposes of the administration and enforcement of the applicable Canadian securities legislation; and by purchasing the LIFE Units, the Purchaser shall be deemed to have authorized such indirect collection of personal information by the relevant Canadian securities regulatory authorities.

The Purchaser may contact the following public official in the applicable province with respect to questions about the commission’s indirect collection of such Information at the following address, telephone number and email address (if any):

Alberta Securities Commission

Suite 600, 250 – 5th Street SW
Calgary, Alberta T2P 0R4
Telephone: 403-297-6454
Toll free in Canada: 1-877-355-0585
Facsimile: 403-297-2082
Public official contact regarding indirect collection of information: FOIP Coordinator

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Inquiries: 604-899-6854
Toll free in Canada: 1-800-373-6393
Facsimile: 604-899-6581
[Email: FOI-privacy@bcsc.bc.ca](mailto:FOI-privacy@bcsc.bc.ca)
Public official contact regarding indirect collection of information: FOI Inquiries

The Manitoba Securities Commission

500 – 400 St. Mary Avenue
Winnipeg, Manitoba R3C 4K5
Telephone: 204-945-2561
Toll free in Manitoba: 1-800-655-5244
Facsimile: 204-945-0330
Public official contact regarding indirect collection of information: Director

Financial and Consumer Services Commission (New Brunswick)

85 Charlotte Street, Suite 300
Saint John, New Brunswick E2L 2J2
Telephone: 506-658-3060
Toll free in Canada: 1-866-933-2222
Facsimile: 506-658-3059
[Email: info@fcnb.ca](mailto:info@fcnb.ca)
Public official contact regarding indirect collection of information: Chief Executive Officer and Privacy Officer

**Government of Newfoundland and Labrador
Financial Services Regulation Division**

P.O. Box 8700
Confederation Building
2nd Floor, West Block
Prince Philip Drive
St. John’s, Newfoundland and Labrador A1B 4J6
Attention: Director of Securities
Telephone: 709-729-4189
Facsimile: 709-729-6187
Public official contact regarding indirect collection of information: Superintendent of Securities

Nova Scotia Securities Commission

Suite 400, 5251 Duke Street
Duke Tower
P.O. Box 458
Halifax, Nova Scotia B3J 2P8
Telephone: 902-424-7768
Facsimile: 902-424-4625
Public official contact regarding indirect collection of information: Executive Director

Ontario Securities Commission

20 Queen Street West, 22nd Floor
Toronto, Ontario M5H 3S8
Telephone: 416-593-8314
Toll free in Canada: 1-877-785-1555
Facsimile: 416-593-8122
[Email: exemptmarketfilings@osc.gov.on.ca](mailto:exemptmarketfilings@osc.gov.on.ca)
Public official contact regarding indirect collection of information: Inquiries Officer

Prince Edward Island Securities Office

95 Rochford Street, 4th Floor Shaw Building
P.O. Box 2000
Charlottetown, Prince Edward Island C1A 7N8
Telephone: 902-368-4569
Facsimile: 902-368-5283
Public official contact regarding indirect collection of information: Superintendent of Securities

**Financial and Consumer Affairs Authority
of Saskatchewan**

Suite 601 - 1919 Saskatchewan Drive
Regina, Saskatchewan S4P 4H2
Telephone: 306-787-5842
Facsimile: 306-787-5899
Public official contact regarding indirect
collection of information: Director

Autorité des Marchés Financiers

800, Square Victoria, 22e étage
C.P. 246, Tour de la Bourse
Montréal, Québec H4Z 1G3
Telephone: 514 395-0337 or 1 877 525-0337
Facsimile: 514 864-6381
Public official contact regarding indirect
collection of information: Secrétaire général

CERTIFICATE

Dated: June __, 2025

This Offering Document, together with any document filed under Canadian securities legislation on or after June 9, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

ATICO MINING CORPORATION

Fernando E. Ganoza
Chief Executive Officer

Matias Herrero
Chief Financial Officer