

*This amended and restated 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.*

**AMENDED AND RESTATED OFFERING DOCUMENT  
UNDER THE LISTED ISSUER FINANCING EXEMPTION**

**(AMENDING AND RESTATING THE OFFERING DOCUMENT DATED OCTOBER 7, 2025)**

**October 15, 2025**



**TRIBECA RESOURCES CORPORATION**  
(the “Company” or “Tribeca”)

**PART 1                      SUMMARY OF OFFERING**

**What are we offering?**

|                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|-------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Offering:</b>        | Units (“Units”) of the Company, with each Unit comprising one common share of the Company (a “Share”) and one-half of one common share purchase warrant (each whole warrant, a “Warrant”). Each Warrant will be exercisable to acquire an additional Share (each a “Warrant Share”, and together with the Units, Shares and Warrants, the “Securities”) at an exercise price of \$0.30 if exercised within the first 12 months following the date of closing and \$0.40 if exercised within the subsequent 12-month period, for a total exercise period of 24 months from the date of closing; provided that: (i) Warrants shall not be exercisable within the initial 60-day period following the date of closing and (ii) the Company will have the right to accelerate the expiry of Warrants in the event the ten (10) day volume weighted average trading price of the Shares on the TSX Venture Exchange (the “TSXV”) is \$0.50 per Share or more for 10 consecutive trading days. |
| <b>Offering Price:</b>  | \$0.21 per Unit.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Offering Amount:</b> | A minimum of 9,523,810 Units and a maximum of 30,952,380 Units, for minimum gross proceeds of \$2,000,000 (the “Minimum Offering”) and maximum gross proceeds of up to \$6,500,000 (the “Maximum Offering”, together with the Minimum Offering, the “Offering”).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Closing Date:</b>    | The Offering may be completed in one or more tranches and is expected to close by October 29, 2025, or on any other date as the Company may determine, and, in any event, on or before a date not later than 45 days following October 7, 2025                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

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|--------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                | (the “ <b>Closing Date</b> ”). Closing of the Offering is subject to the Company’s receipt of all necessary regulatory approvals. At the Closing Date, Units will be issued against receipt of funds.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Exchange:</b>               | The Shares of the Company are listed on the TSXV, under the symbol “TRBC” and on the OTCQB under the symbol “TRRCF”. The Warrants are not listed on any stock exchange.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Last Closing Price:</b>     | The last closing price of the Shares on the TSXV and the OTCQB on October 14, 2025, was \$0.26 and US\$0.2147, respectively.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Description of Shares</b>   | The holders of Shares are entitled to receive notice of, attend and vote at all meetings of the shareholders of the Company, and each Share confers the right to one vote at all such meetings. Subject to any class of shares ranking in priority to the Shares, the holders of Shares are entitled to receive and participate rateably in any dividends declared by the board of directors of the Company. Subject to any class of shares ranking in priority to the Shares, in the event of the liquidation, dissolution or winding-up of the Company or other distribution of the assets of the Company among its shareholders for the purposes of winding up its affairs, the holders of the Shares are entitled to participate rateably in the distribution of the assets of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Description of Warrants</b> | <p>Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Warrant Share, at an exercise price of \$0.30 if exercised within the first 12 months following the Closing Date and at an exercise price of \$0.40 if exercised within the subsequent 12-month period, until 5:00 p.m. (Toronto time) on the date that is 24 months following the Closing Date, subject to (i) the Warrants not being exercisable within the initial 60-day period following the Closing Date, and (ii) an Accelerated Expiry Date (as defined below), after which time the Warrants will be void and of no value. The Warrants will contain an accelerated exercise clause that will provide that in the event that the ten (10) day volume weighted average trading price of the Shares on the TSXV for any ten (10) consecutive trading days is \$0.50 or more (the tenth such trading day being the “<b>Determination Date</b>”) the expiry date of the Warrants will be accelerated to the thirtieth (30th) calendar day following the Determination Date (the “<b>Accelerated Expiry Date</b>”). The Company will, on the Determination Date immediately notify the holders of the Warrants of the Accelerated Expiry Date, and all Warrants not exercised by the expiration of the Accelerated Expiry Date shall be deemed cancelled without further notice to the holders. The Warrants will be governed by the terms and conditions set out in certificates representing the Warrants (the “<b>Warrant Certificates</b>”) delivered to purchasers at the closing of the Offering. The Warrant Certificates will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants or the exercise price per Warrant Share upon the occurrence of certain customary events.</p> <p>No fractional Warrants Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional shares. The holding of Warrants will not make the holder thereof a shareholder of the Company or entitle such holder to any right or interest in respect of the Warrants except as expressly provided in the Warrant Certificate.</p> |

|  |                                                                                                               |
|--|---------------------------------------------------------------------------------------------------------------|
|  | Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Shares. |
|--|---------------------------------------------------------------------------------------------------------------|

*No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. The 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.*

*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 any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from 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 within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. “United States” and “U.S. person” have the meanings ascribed to them in Regulation S under the U.S. Securities Act. Securities offered or sold to, or for the account or benefit of, any U.S. person or any person in the United States will be “restricted securities” within the meaning of Rule 144 under the U.S. Securities Act subject to certain restrictions on transfer set forth therein, and will be represented by definitive certificates or other instruments bearing a legend regarding such restrictions.*

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

#### **General Information**

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 in the 12 months immediately before 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 Regarding Forward-Looking Information

This Offering Document contains “forward looking statements” or “forward-looking information” within the meaning of applicable Canadian and United States securities laws (collectively referred to herein as “**forward-looking statements**” or “**forward-looking information**”), which is based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document are made only as of the date of this Offering Document. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “will”, “proposes”, “expects”, “potential”, “targets”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or 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. All statements, other than statements of historical fact, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding any objectives and strategies of the Company) are forward-looking statements. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning the Company’s business plans and strategies, the future exploration and development plans at the Company’s mineral properties, including the La Higuera Project (and the Jiguata Project and Chiricuto Project, if acquired), including development timelines and anticipated costs; the Company’s working capital and anticipated future revenue, costs and expenses; 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 and the date of such completion; obtaining all of the required shareholder, stock exchange and other approvals in connection with the Offering; business objectives and milestones; and adequacy of financial resources.

Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. The material factors and assumptions used to develop the forward-looking statements contained in this Offering Document include, without limitation, the completion and realization of the anticipated benefits of the Offering; the timing for completion, settlement and closing of the Offering; the speculative nature of an investment in the Company’s securities; the satisfaction of the conditions to closing of the Offering, including receipt in a timely manner of regulatory and other required approvals and clearances, including the approval of the TSXV; the Company’s operations at its La Higuera Project; the potential completion of the Gaby Acquisition; the Company’s potential acquisition of the Chiricuto Project; the Company’s potential acquisition of the Jiguata Project; the use of proceeds of the Offering; potential adverse effects on the market price of the Company’s securities resulting from a sale of a substantial amount of the Company’s securities; price volatility of the Company’s securities; treatment under governmental regulatory regimes; general business, economic, competitive, political and social uncertainties; the future price of precious and base metals; anticipated costs and the Company’s ability to obtain additional financing on satisfactory terms to fund its programs; the Company’s ability to carry on exploration and development activities, the timing and results of drilling programs; the discovery of mineral resources on the Company’s mineral properties; the timely receipt of required approvals and permits, including those approvals and permits required for successful project permitting; construction and operation of projects; governmental regulation of the mining industry, including environmental regulation, the costs of exploration and development expenditures; the Company’s ability to operate in a safe, efficient and effective manner; the potential impact of natural disasters and the Company’s ability to obtain financing as and when required and on reasonable terms.

There can be no assurance that forward-looking statements will prove to be accurate, as actual results, performance or developments could differ materially from those anticipated in such statements. Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein. The factors identified above are not intended to represent a complete list of the factors that could affect the Company.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward-looking statements or forward-looking information, including, without limitation, risks and uncertainties relating to: general business and economic conditions; price volatility of the Company's securities; undetected defects in title, the possibility of cost overruns or unanticipated expenses; the potential for various land payments, royalties or work commitments to arise in respect of the Company's project properties; the potential of unpredictable market forces impacting demand for certain materials, which in turn may impact the Company's ability to obtain financing to fund exploration and development; the Company's ability to obtain financing to complete the Gaby Acquisition; the Company's ability to acquire the Chiricuto Project; the Company's ability to acquire the Jiguata Project; the Company's ability to obtain the necessary regulatory approvals, including approval of the TSXV, to acquire the Jiguata Project; the Company's ability to meet the option payments or other conditions required to complete the acquisition of the Gaby Target, Chiricuto Project or Jiguata Project; potential negative drilling and exploration results at the La Higuera Project, the Chiricuto Project or the Jiguata Project; potential conflicts of interest arising for board of directors members; risks related to the cyclical nature of the resource exploration business; potential climate change impacts on the Company's business; exploration and development activities which may not be completed as planned; the results of exploration and additional development activities which may not be as anticipated; regulatory approval for the Offering; completion of the Offering; changes in commodity prices; the supply and demand for, deliveries of, and the level and volatility of the price of copper and gold; changes in project parameters as exploration plans continue to be refined; costs of exploration and development, including labour and equipment costs; risks and uncertainties related to the ability to obtain or maintain necessary licenses, permits or surface rights; changes in credit market conditions and conditions in financial markets generally; the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the availability of qualified employees and contractors; the impact of value of foreign exchange rates on costs and financial results; risk of global outbreaks and contagious diseases; risk of shareholder activism creating uncertainty in the Company's future direction, resulting in future loss of business; risk of corporate governance obligations impacting the Company's business; risk of departure of key personnel which the Company is currently reliant on as critical to its success; market competition; changes in taxation rates or policies; changes in national and local government legislation, taxation, controls, regulations and political or economic developments in Chile, Canada or other countries in which the Company may carry on business; risks specific to operating in Chile, such as: economic risks associated with Chile as an emerging market; economic and political developments in Chile which could affect the Company's La Higuera Project and the Chiricuto Project and Jiguata Project; uncertainty in the Chilean legal and regulatory systems; risks associated with Chile being a less developed country; risks associated with corruption; risks associated with ongoing criminal activity in Chile; risks associated with money laundering and other illegal and improper activities; delays in obtaining environmental and other licenses; risks of undetected corruption and bribery in the course of business in various countries; adverse changes in the Company's credit rating; the occurrence of natural disasters, possible litigation or other proceedings in local or international jurisdictions, risks of community conflicts, hostilities, acts of war or terrorism; risk of financial losses associated with the exchange of the Canadian dollar to foreign currencies; business opportunities that may be presented to, or pursued by the Company; the Company's relationship with the local communities; the Company's ability to successfully integrate acquisitions; inaccurate geological and metallurgical assumptions (including with respect to the size, grade and recoverability of mineral reserves and mineral resources); changes in the availability of the Company

to obtain adequate insurance; technical difficulties in connection with mining activities; changes in environmental regulation; environmental compliance issues; and other risks of the mining industry. 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 or forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's annual filings that are available at [www.sedarplus.com](http://www.sedarplus.com). The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

## **PART 2                      SUMMARY DESCRIPTION OF BUSINESS**

### **What is our business?**

Tibeca is currently engaged in the acquisition, exploration, and development of mineral deposits in Chile, through its subsidiaries, Tribeca Resources Chile SpA ("**Tibeca Chile**") and Bluerock Resources SpA ("**Bluerock**"). Bluerock holds the Company's La Higuera copper-gold-iron-cobalt project in northern Chile, which is in the mid-exploration stage (the "**La Higuera Project**"). The La Higuera Project comprises properties that are either wholly owned by Tribeca or, in the case of the properties over the Gaby target (the "**Gaby Target**"), subject to an option to purchase. The La Higuera Project hosts five targets, two of which have previously been drilled by the Company, being the Gaby Target and the Chirsposo target. Drilling at the Gaby Target has identified mineralization over a 1.5 km strike length, with significant drill intersections including 268m at 0.66% copper and 0.14 g/t gold.

Tibeca Chile holds an option to purchase 100% of the Chiricuto copper-gold project in northern Chile (the "**Chiricuto Project**"), where drilling in 2025 has identified porphyry-style copper-gold mineralization. In addition, Tribeca Chile has signed a Letter of Intent (the "**LOI**") to acquire an option to purchase 100% of the Jiguata project, a 10,000 hectare exploration property located 120 km north of the world class Collahuasi copper-molybdenum mine in northern Chile (the "**Jiguata Project**"). The key target on the Jiguata Project is a large copper-molybdenum porphyry deposit.

The Company intends to undertake up to eight drill holes at the La Higuera Project during the 2025 to 2026 period, and 3,000m of drilling at the Jiguata Project during 2026.

### **Recent developments**

On June 19, 2025 the Company announced that it had signed the LOI to enter into an option to purchase a 100% interest in the 10,000 hectare Jiguata Project over a period of five years. The Jiguata Project is located in northern Chile and is considered prospective for large porphyry copper-molybdenum deposits as present elsewhere in northern Chile. The LOI was subsequently amended on August 5, 2025, and September 30, 2025, to extend the Company's due diligence period and the deadline to execute a definitive purchase option agreement by 15 days and 30 days, respectively, resulting in a new deadline of October 31, 2025, for the Company to execute a definitive purchase option agreement. Following the execution of a definitive purchase option agreement, the Company proposes to undertake surface exploration work at the Jiguata Project in Q4 2025, with drilling proposed for Q2 2026. The Company has not yet entered into a definitive

purchase option agreement and there is no guarantee that the Company will enter into a definitive purchase option agreement on the terms currently contemplated by the Company, or at all. The Company's entry into the option to purchase a 100% interest in the Jiguata Project has not been approved by the TSXV as of the date hereof.

On March 27, 2024 the Company announced it had entered into a purchase option agreement for the Chiricuto Project located within the Mantoverde district of northern Chile. On October 29, 2024 the Company announced that results from IP geophysical surveying at the Chiricuto Project had outlined a new high chargeability target in the northwest of the property. Associated soil geochemistry results announced on January 15, 2025 reinforced the prospectivity of this new target. On May 7, 2025 the Company announced results from the first three holes of a five-hole 1586m diamond drilling program at the Chiricuto Project. The drill program tested two targets, with drilling at the IP target in the northwest of the property intersecting a strong sulphide system associated with breccias and porphyry-style veins. Sulphide minerals are present over much of the 456 meters of drill hole CHR001. The pyrite-chalcopyrite sulphide assemblage in the hole locally hosts significant gold values, with the best of several 10-16m thick mineralized zones recording 10m at 0.12% copper, 0.47 g/t gold. The Company is currently reviewing property consolidation options in the area.

On June 13, 2024, the Company announced its intention to complete a non-brokered private placement pursuant to which it would issue up to 6,666,667 Shares at a price of C\$0.30 per Share for aggregate gross proceeds of up to C\$2,000,000 (the "**Private Placement**"). The Private Placement comprised two tranches that closed on July 26, 2024 and August 9, 2024, respectively, in which 4,283,333 Shares were issued at a price of C\$0.30 per Share for aggregate gross proceeds of C\$1,285,000.

## Material Facts

There are no material facts about the securities being distributed hereunder that have not been disclosed either in this Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document on the Company's issuer profile at [sedarplus.ca](http://sedarplus.ca). You should read these documents prior to investing.

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

The following table sets out: (i) the business objectives the Company expects to accomplish using its available funds following the Offering; (ii) the significant event(s) that must occur for each business objective to be accomplished; and (iii) the anticipated time period for completion and estimated cost for each such event.

| Business Objectives                                                                                                         | Preceding Significant Event(s) (each, an "Event")                                            | Expected Time Period for Event | Cost of Event (Minimum Offering) | Cost of Event (Maximum Offering) |
|-----------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|----------------------------------|
| Progress existing and additional targets through pre-drilling and drilling exploration activities at the La Higuera Project | Complete mapping/sampling, metallurgical assessment, and approximately 2450m-4050m drilling. | 12 months                      | \$1,077,000                      | \$1,868,000                      |

|                                                                                                                                                                       |                                                                                                                                                |              |                    |                    |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|--------------|--------------------|--------------------|
| Define drill targets at the Jiguata Project <sup>(1)</sup>                                                                                                            | Extend the existing surface geology and geochemical datasets, and complete a drone-based magnetic survey of the Jiguata Project                | 6 months     | \$0                | \$193,000          |
| Conduct drill testing at the existing targets located at the Jiguata Project as well as at additional targets that may arise from on-ground work <sup>(1)</sup>       | Complete approximately 2000m drilling at the Jiguata Project                                                                                   | 12 months    | \$0                | \$1,380,000        |
| Further progress targets through pre-drilling and drilling exploration activities at the La Higuera Project, and conduct further drill testing at the Jiguata Project | Results-dependent follow-up drilling at the La Higuera Project and the Jiguata Project                                                         | 12-24 months | \$0                | \$1,331,000        |
| Expand the Company's project portfolio through the acquisition of additional mineral properties                                                                       | Execute the Jiguata Project purchase option agreement, and finalize on-going negotiations and execute the acquisition of an additional project | 6 months     | \$75,000           | \$181,000          |
| <b>TOTAL:</b>                                                                                                                                                         |                                                                                                                                                |              | <b>\$1,152,000</b> | <b>\$4,953,000</b> |

**Note:**

(1) The Company does not intend to advance this business objective in the event that it: (i) does not raise more than the Minimum Offering amount; or (ii) does not obtain the necessary regulatory approvals, including approval of the TSXV, to enter into the option to purchase 100% of the Jiguata Project.

### **PART 3                      USE OF AVAILABLE FUNDS**

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

The net proceeds of the Offering and the funds which will be available to the Company after the Offering are as follows:

|          | Source of Funds                                                         | Assuming Minimum Offering only | Assuming Maximum Offering |
|----------|-------------------------------------------------------------------------|--------------------------------|---------------------------|
| <b>A</b> | Amount to be raised by this Offering                                    | \$2,000,000                    | \$6,500,000               |
| <b>B</b> | Selling commissions and fees <sup>(1)</sup>                             | \$28,000                       | \$234,000                 |
| <b>C</b> | Estimated Offering costs (e.g., legal, accounting, audit)               | \$35,000                       | \$100,000                 |
| <b>D</b> | Net proceeds of Offering: $D = A - (B + C)$                             | \$1,937,000                    | \$6,166,000               |
| <b>E</b> | Working capital as at most recent month end (deficiency) <sup>(2)</sup> | \$63,000                       | \$63,000                  |
| <b>F</b> | Additional sources of funding                                           | \$0                            | \$0                       |
| <b>G</b> | <b>Total available funds:</b> $G = D + E + F$                           | \$2,000,000                    | \$ 6,229,000              |

**Note:**

(1) See “Part 4 – Fees and Commissions” below. The amount stated in this table represents the Company’s estimate of the aggregate finder’s fees that may be paid by the Company in connection with the Offering.

(2) The working capital as at August 31, 2025, is an estimate of management; actual results may differ. See the “*Cautionary Statement Regarding Forward-Looking Information*” section above. The decline from C\$1,805,429 as at December 31, 2024 is the result of (i) drilling and exploration activities at the Chiricuto Project; (ii) payment of annual concession fees; (iii) purchase option payments in respect of the Gaby Target and the Chiricuto Project; and (iv) general and administrative expenses.

**How will we use the available funds?**

| Description of intended use of available funds, listed in order of priority<br>(1)(2)             | Assuming minimum offering only | Assuming 100% of offering |
|---------------------------------------------------------------------------------------------------|--------------------------------|---------------------------|
| Expenditures relating to exploration activities at the La Higuera Project <sup>(3)</sup>          | \$1,077,000                    | \$1,868,000               |
| Exploration activities at the Jiguata Project                                                     | \$0                            | \$1,573,000               |
| Reserved for results-dependent follow-up drilling at the La Higuera Project / the Jiguata Project | \$0                            | \$1,331,000               |
| Business development                                                                              | \$75,000                       | \$181,000                 |
| General and administrative <sup>(4)</sup>                                                         | \$825,000                      | \$894,000                 |
| Unallocated working capital                                                                       | \$21,000                       | \$382,000                 |
| <b>TOTAL: Equal to G in the Use of Available Funds table</b>                                      | <b>\$2,000,000</b>             | <b>\$6,229,000</b>        |

**Notes:**

(1) The available funds will not be paid to insiders, associates or affiliates of the Company, except for normal course compensation.

(2) The most recent financial statements of the Company included a going-concern note. The Offering is intended to permit the Company to continue its operations, with the goal of advancing its exploration activities and is not expected to affect the decision to include a going-concern note in the next annual financial statements of the Company.

(3) The Company does not currently intend to use the available funds to complete its option to acquire the Gaby Target, as more fully described in “Part 2 – Summary Description of Business” above (the “**Gaby Acquisition**”). Any decision to pursue the Gaby Acquisition is at the Company’s sole discretion and will require the Company to make a final one-time payment of US\$1,550,000.00 on September 15, 2026 (the “**Gaby Option Payment Date**”) subject to (i) any further negotiation between the Company and the vendor party participating in the Gaby Acquisition (the “**Vendor**”) for the purpose of extending the Gaby Option Payment Date; and (ii) the Company obtaining additional financing (in addition to this Offering) to complete the Gaby Acquisition. The Vendor is not an insider, associate or affiliate of the Company.

(4) General and administrative expenditures include (without limitation) salaries, office and general costs and funds payable to external professionals, including accounting, audit, stock exchange, transfer agency, investor relations and legal costs, mining property fees for the La Higuera Project and the Chiricuto Project. Under the Maximum Offering scenario, the Company may engage additional ongoing marketing and investor relations services to have more comprehensive advertisement of recent exploration and corporate development updates.

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 the 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, provided that such uses will not include a significant acquisition, a restructuring transaction, or any transaction requiring approval of the Company’s security holders. 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.

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

The Company has not completed any financings in the past 12 months, with the most recent financing being the Private Placement, as more fully described in “Part 2 – Summary Description of Business” above.

### **PART 4 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?**

The Offering is non-brokered. The Company has not engaged any registrants to introduce investors to participate in the Offering. While the Company does not expect to engage any registrants in connection with this Offering, the Company may compensate certain finders in connection with the sale of Units to purchasers introduced to the Company. Such finder’s fees may consist of: (i) Shares or a cash finder’s fee of up to 6% of the gross proceeds raised in respect of this Offering from subscribers introduced by such finders to the Company; and (ii) finder’s warrants in an amount equal to up to 6% of the number of Shares issued pursuant to this Offering from subscribers introduced by such finders to the Company, exercisable at a price of \$0.21 per Share for a period of 2 years following the closing date of the Offering, or such higher exercise price as may be required pursuant to the policies of the TSXV.

### **PART 5 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 Common Shares.**

**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.**

## **PART 6                      ADDITIONAL INFORMATION**

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

The Company's continuous disclosure filings with applicable securities regulatory authorities in the provinces and territories of Canada are available electronically under the Company's profile on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com).

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

**PART 7                      DATE AND CERTIFICATE**

**This Offering Document, together with any document filed under Canadian securities legislation on or after October 15, 2024 contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

**Dated: October 15, 2025**

(signed) "*Paul Gow*"

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Paul Gow

Chief Executive Officer

(signed) "*Nick Demare*"

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Nick Demare

Chief Financial Officer