

## SECOND AMENDED OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

(Amending the amended Offering Document dated May 27, 2025)

June 4, 2025



**ARGYLE RESOURCES CORP.**  
**("Argyle" or the "Company")**

### **PART 1. SUMMARY OF OFFERING**

#### **What are we offering?**

**Securities Offered:** Up to 2,000,000 units of the Company (the "**Units**").

**Description of Securities Offered:** Each Unit will consist of one common share in the capital of the Company (each, a "**Common Share**") and one-half of one Common Share purchase warrant (each such whole warrant, a "**Warrant**"). Each Warrant will entitle the holder thereof to purchase one Common Share (a "**Warrant Share**") at a price of \$0.61 per Warrant Share for a period of 24 months after the closing date of the Offering (as defined below).

Holders of Common Shares are entitled to: (i) receive notice of and to attend (in person or by proxy) all meetings of shareholders of the Company, and to have one vote for each Common Share held at such time, except in each case for meetings at which only holders of another specified class of shares of the Company are entitled to vote; (ii) subject to the prior rights, if any, of other classes of shares of the Company, receive dividends, if any, as and when declared by the Company's board of directors; and (iii) subject to the prior rights, if any, of other classes of shares of the Company, to participate equally in any distribution of net assets upon the dissolution, liquidation or winding-up of the Company. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

The terms and conditions which govern the Warrants will be referred to on the certificates representing the Warrants and will, among other things, include provisions for the appropriate adjustment in the class, number and price of the Warrant Shares issuable upon exercise of the Warrants upon the occurrence of certain events, including any subdivision, consolidation or reclassification of the Common Shares, the payment of stock dividends and the amalgamation, arrangement or reorganization of the Company. The issue of the Warrants will not restrict or prevent the Company from obtaining any other financing, or from issuing additional securities or rights, during the period within which the Warrants may be exercised.

**Offering Price:** \$0.50 per Unit.

<b>Offering Amount:</b>	A minimum number of 1,500,000 Units and a maximum number 2,000,000 Units offered, for gross proceeds of a minimum of \$750,000 and a maximum of up to \$1,000,000 (the “ <b>Offering</b> ”).
<b>Closing Date:</b>	The Offering is expected to close on or about June 6, 2025, or on any other date or dates as the Company may determine, and, in any event, on or before a date not later than 45 days after the date of the filing of this amended Offering Document. The Offering may close in one or more tranches.
<b>Exchange:</b>	The Common Shares are listed and posted for trading on the Canadian Securities Exchange (the “ <b>CSE</b> ”) under the symbol “ARGL”, on the OTCQB (the “ <b>OTC</b> ”) under the symbol “ARLYF” and on the Frankfurt Stock Exchange (the “ <b>FSE</b> ”) under the symbol “ME0”.
<b>Last Closing Price:</b>	On May 26, 2025, the closing price of the Common Shares on the CSE was \$0.61, on the OTC was US\$0.42 and on the FSE was €0.387.

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

***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. 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.***

The Company 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 listings.
- The Company has filed all periodic and timely disclosure documents that it is required to have filed.
- 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 this amended Offering Document, will not exceed \$5,000,000.
- 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 Company seeks security holder approval.

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This amended Offering Document contains “forward-looking information” within the meaning of applicable Canadian securities legislation (“**forward-looking statements**”). In some cases, forward-looking statements can be identified by words or phrases such as “may”, “might”, “will”, “expect”, “anticipate”, “estimate”, “intend”, “plan”, “indicate”, “seek”, “believe”, “predict”, “assume”, “budget”, “strategy”, “scheduled”, “forecast”, “target” or “likely”, or the negative forms of these terms, or other similar expressions (or variations of such words or phrases) or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. In particular, forward-looking statements in this amended Offering Document include, but are not limited to, statements with respect to: future financial or operating performance of the Company, including the Company’s intended uses of its available funds; and the potential exercise of the option granted to the Company under the option agreements for the Clay Howell Rare Earths Project and the Frenchvale Graphite Property. All statements other than statements of historical fact included in this amended Offering Document, including, without limitation, statements regarding the future plans and objectives of the Company, predictions, expectations, beliefs, projections, assumptions or future events are forward-looking statements.

These forward-looking statements are not historical facts and are not guarantees of future performance and involve assumptions, estimates and risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements. Forward-looking statements are based on the assumptions, beliefs, expectations and opinions of management on the date the statements are made concerning anticipated financial performance, business prospects, strategies, regulatory developments, development plans, exploration and development activities, commitments and future opportunities, many of which are difficult to predict and beyond our control. In connection with the forward-looking statements contained in this amended Offering Document, we have made certain assumptions about, among other things, the Company’s business operations, including the Company’s growth potential, future prospects and opportunities, including that no significant event will occur outside the Company’s normal course of business operations; the demand for and future prices of commodities and minerals; the future impact of pandemics, endemics and epidemics; the Company’s financial resources and its ability to raise any necessary additional capital on reasonable terms; general business and economic conditions; the accuracy of budgeted exploration costs and expenditures; results of exploration activities being as anticipated and being completed in accordance with anticipated timelines and costs; future currency exchange rates and interest rates; the Company’s ability to attract and retain skilled personnel and directors; political and regulatory stability; competitive conditions; stable and favourable market (including labour, financial and capital market) conditions in Canada; the timely receipt of governmental, regulatory and third-party approvals, licenses and permits on favourable terms; results, costs and timing of future exploration and drilling programs; our relationship with stakeholders, including local communities; and our ability to acquire additional properties on favourable terms. Although management considers those assumptions to be reasonable on the date of this amended Offering Document based on information currently available to us, these assumptions are subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual performance, achievements, actions, events, results or conditions to be materially different from those projected in the forward-looking statements. The Company cautions that the foregoing list of assumptions is not exhaustive. Other events or circumstances could cause action results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking statements contained in this amended Offering Document.

Investors are cautioned not to place undue reliance on forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, actions, events, conditions, performance or achievements to be materially different from those expressed or implied by the forward-looking statements, including, without limitation, those related to: continuing as a going concern; ability to meet financial commitments; exploration, development and operating risks; dependence on few mineral properties; the early stage status of the Company’s mineral properties and the nature of exploration; fluctuations in commodity prices; environmental laws, regulations and permitting requirements and environmental hazards; relationships with local communities and aboriginal groups; property option agreements, license agreements and similar arrangements; geopolitical risks; information technology, including cyber security risks; social and environmental activism; the application for and receipt of required permits and approvals; potential acquisitions and their integration

with the Company's business; compliance with laws; the Company's requirements for additional capital; flow-through financings; factors inherent in the exploration and development of mineral properties that are outside of the Company's control; title to mineral properties; inflation; adverse general economic conditions; access to and the availability of adequate infrastructure; limits of insurance coverage and the occurrence of uninsurable risks; competitive conditions in the mineral exploration and mining businesses; human error; the influence of third party stakeholders; the growth of the Company; litigation or other proceedings; expansion into other geographical areas; outbreaks of contagious diseases; the Company's compliance with evolving corporate governance and public disclosure regulations; investment in the Common Shares; the potential for dilution to holders of Common Shares; the volatility of the market price for the securities of mining companies and the market price for the Common Shares; and the Company's ability to maintain the listing of the Common Shares on a stock exchange.

The factors identified above are not intended to represent a complete list of the risks and factors that could affect any of the forward-looking statements. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results, actions, events, conditions, performance or achievements not to be as anticipated, estimated or intended. Forward-looking statements are not a guarantee of future performance. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

The forward-looking statements contained herein are made as of the date of this amended Offering Document and, accordingly, are subject to change after such date. The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

## **SCIENTIFIC AND TECHNICAL INFORMATION**

The scientific and technical information disclosed herein has been reviewed, approved and verified by George M Yordanov who is a director of the Company and is a "qualified person" as defined by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101").

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

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

Argyle is a junior mineral exploration company engaged in the business of acquiring, exploring, staking and evaluating natural resource properties in North America. The Company owns a 100% interest in the Pilgrim Islands, Matapédia, Lac Comporté and Saint Gabriel quartzite silica projects in Québec, Canada. The Company also has an option to acquire 100% of the following properties: the Clay Howell Rare Earths Project in northern Ontario, Canada and the Frenchvale Graphite Property located in Nova Scotia, Canada. Argyle is engaged in a research partnership with the National Institute of Scientific Research (INRS), a high-level research and training institute funded by the Québec government to conduct exploration programs on the Company's silica projects.

The Company has yet to receive any revenue from its natural resource exploration operations. Accordingly, the Company has no operating income or cash flows. Its continued existence has relied almost exclusively upon equity financing activities, which is not expected to significantly change in the immediate future. The Company is in the process of exploring its exploration and evaluation properties and has not determined whether these properties contain mineral reserves which are economically recoverable.

The Company was incorporated under the *Business Corporations Act* (British Columbia) on March 16, 2023. The Company's head office is located 540 5 Ave SW, Suite 1410 Calgary, Alberta, T2P 0M2 and its registered and records office is located at 2300 – 550 Burrard Street, Vancouver, BC V6C 2B5.

### **Recent developments**

- On May 30, 2024, the Company announced that it intended to complete a non-brokered private placement financing (the “**May Non-FT Private Placement**”) of up to 3,571,429 units of the Company at a price of \$0.35 per unit for aggregate gross proceeds of up to \$1,250,000. Each unit consisted of one Common Share and one Common Share purchase warrant, with each warrant entitling the holder thereof to purchase a Common Share at an exercise price of \$0.45 for a period of 24 months from the date of issuance. The proceeds of the May Non-FT Private Placement were intended to be used to fund a \$100,000 cash payment under the Company’s mineral property option agreement with Charlevoix Silica Inc., and for general working capital purposes. The Company also announced intended to complete a non-brokered private placement financing (the “**May FT Private Placement**”) of up to 2,500,000 units of the Company at a price of \$0.40 per unit for aggregate gross proceeds of up to \$1,000,000. Each unit consisted of one Common Share and one (non-flow-through) Common Share purchase warrant, with each warrant entitling the holder thereof to purchase a (non-flow-through) Common Share at an exercise price of \$0.50 for a period of 24 months from the date of issuance.
- On June 18, 2024, the Company completed the May Non-FT Private Placement of 3,559,000 units of the Company for aggregate gross proceeds of \$1,245,650, and the May FT Private Placement of 2,225,000 flow-through units of the Company for aggregate gross proceeds of \$890,000.
- On June 21, 2024, the Company announced its acquisition of a 100% interest in the Pilgrim Islands, Matapédia, Lac Comporté quartzite Silica projects located in Québec from Charlevoix Silica Inc. pursuant to the terms of an acquisition agreement dated April 15, 2024, for consideration of \$150,000 and the issuance of 750,000 Common Shares.
- On September 4, 2024, the Company announced it had moved from the OTC Pink Market to the OTCQB Venture Market with its Common Shares trading under the symbol “ARLYF”.
- On November 8, 2024, the Company announced it entered into a definitive agreement to acquire the Saint Gabriel silica project located in the Bas Saint-Laurent region of Québec which consists of 23 contiguous mineral claims from Steadright Critical Minerals Inc. for consideration of \$65,000 and 300,000 Common Shares (the “**Saint Gabriel Acquisition**”). The Common Shares issued were subject to escrow restrictions releasing over the course of 12 months following closing. The 23 contiguous mineral claims are subject to a 2% net smelter returns royalty, one-half of which may be re-purchased by payment of \$1,500,000.
- On November 15, 2024, the Company announced that it intended to complete a non-brokered private placement financing (the “**November Non-FT Private Placement**”) of up to 1,176,470 units of the Company at a price of \$0.85 per unit for aggregate gross proceeds of up to \$1,000,000. Each unit consisted of one Common Share and one Common Share purchase warrant, with each warrant entitling the holder thereof to purchase a Common Share at an exercise price of \$1.05 for a period of 24 months from the date of issuance. The proceeds of the November Non-FT Private Placement were intended to be used to advance the Company’s exploration activities to enhance shareholder value.
- On November 29, 2024, the Company completed the November Non-FT Private Placement of 1,176,469 units for aggregate gross proceeds of \$999,998. In connection with the November Non-FT Private Placement, the Company granted underwriters 70,588 finders’ warrants with each finders’ warrant entitling the holder to purchase a Common Share at an exercise price of \$1.05 for a period of 24 months from the date of issuance.
- On December 12, 2024, the Company announced that it intended to complete a non-brokered private placement financing (the “**December Non-FT Private Placement**”) of up to 1,851,851 units of the Company at a price of \$0.54 per unit for aggregate gross proceeds of up to \$1,000,000. Each unit consisted of one Common Share and one Common Share purchase warrant, with each warrant entitling the holder thereof to purchase a Common Share at an exercise price of \$0.65 for a period of 24 months from the date of issuance. The Company also announced intended to complete a non-brokered private placement financing (the “**Concurrent December Non-FT Private Placement**”) of up to 555,555 units of the Company at a price of \$0.54 per unit for aggregate gross proceeds of up to \$300,000. Each unit consisted of one Common Share and one Common Share purchase warrant, with each warrant entitling the holder thereof to purchase a Common Share at an exercise price of \$0.65 for a period of 24 months from the date of issuance. The proceeds of the December Non-FT Private Placement and the Concurrent December Non-FT Private Placement

were intended to be used to advance the Company's exploration activities to enhance shareholder value.

- On December 23, 2024, the Company completed the December Non-FT Private Placement of 1,855,926 units for aggregate gross proceeds of \$1,002,500.14.
- On January 20, 2025, the Company announced that it intended to complete a non-brokered private placement financing (the "**January Non-FT Private Placement**") of up to 2,380,952 units of the Company at a price of \$0.42 per unit for aggregate gross proceeds of up to \$1,000,000. Each unit consisted of one Common Share and one Common Share purchase warrant, with each warrant entitling the holder thereof to purchase a Common Share at an exercise price of \$0.53 for a period of 24 months from the date of issuance. The proceeds of the January Non-FT Private Placement were intended to be used for expenditures on the Company's properties located in Québec and for general working capital purposes.
- On February 4, 2025, the Company completed the Saint Gabriel Acquisition.
- On February 18, 2025, the Company completed the first tranche of the January Non-FT Private Placement of 2,070,000 units for gross proceeds of \$869,400. In connection with the January Non-FT Private Placement, the Company granted underwriters 64,200 finders' warrants with each finders' warrant entitling the holder to purchase a Common Share at an exercise price of \$0.53 for a period of 24 months from the date of issuance.
- On February 24, 2025, the Company completed the second tranche of the January Non-FT Private Placement of 300,000 units for gross proceeds of \$126,000.
- On March 7, 2025, the Company completed Concurrent December Non-FT Private Placement of 555,555 units for aggregate gross proceeds of \$300,000.
- On March 13, 2025, the Company announced its filing of an updated Technical Report for the Frenchvale Graphite Property with an effective date of February 21, 2025, pursuant to NI 43-101.
- On April 30, 2025, the Company announced it entered into an option agreement to acquire a 100% interest in the Clay Howell Rare Earths Project in Northern Ontario, for consideration of \$84,000 and 320,000 Common Shares. The 100% interest is subject to a 1.5% net smelter returns royalty, which the Company may reduce to 1% by payment of \$500,000.

### **Material facts**

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

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

The Company intends to use its available funds over the coming 12-month period to fund the Company's ongoing operations, including exploration activities in the form of drilling programs, sampling, geophysical surveys and mapping, and for general and administrative expenditures, including investor awareness and promotional expenditures and general working capital purposes. The Company may also use a portion of the available funds disclosed in Part 3 below for acquisitions or strategic investments in complementary businesses, services, products or technologies, provided that any such acquisition or strategic investment will not constitute a significant acquisition, a restructuring transaction or any transaction requiring approval of the Company's security holders. The Company does not have agreements or commitments to enter into any such acquisitions or investments at this time.

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

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

		Assuming Minimum Offering Only	Assuming 100% of Offering
<b>A</b>	<b>Amount to be raised by this Offering</b>	\$750,000	\$1,000,000
<b>B</b>	<b>Selling commissions and fees</b>	\$Nil	\$Nil
<b>C</b>	<b>Estimated offering costs (e.g., legal, accounting, audit)</b>	\$20,000	\$20,000
<b>D</b>	<b>Net proceeds of offering: <math>D = A - (B+C)</math></b>	\$730,000	\$980,000
<b>E</b>	<b>Working capital as at most recent month end (deficiency)</b>	\$1,822,991	\$1,822,991
<b>F</b>	<b>Additional sources of funding</b>	\$Nil	\$Nil
<b>G</b>	<b>Total available funds: <math>G = D+E+F</math></b>	\$2,552,991	\$2,802,991

## How will we use the available funds?

Description of intended use of available funds listed in order of priority <sup>1</sup>	Assuming Minimum Offering Only	Assuming 100% of Offering
General working capital	\$852,991	\$1,002,991
Mineral property exploration activities and expenditures	\$1,400,000	\$1,500,000
Marketing and advertising	\$300,000	\$300,000
<b>Total:</b>	<b>\$2,552,991</b>	<b>\$2,802,991</b>

<sup>1</sup>The available funds will not be paid to insiders, associates or affiliates of the Company, except for normal course salaries.

The above allocation represents the Company's current intentions with respect to its use of available funds based on management's current knowledge, planning and expectations. Actual use of funds may differ from the estimates above for a number of reasons, including as a result of circumstances where, for business reasons, the Company determines, in its discretion, that it should reallocate the available funds; provided, however, that such uses will not include a significant acquisition, a restructuring transaction, or any transaction requiring approval of the Company's security holders. The Company may also use a portion of the available funds for acquisitions or strategic investments in complementary businesses, services, products or technologies, provided that any such acquisition or strategic investment will not constitute a significant acquisition, a restructuring transaction or any transaction requiring approval of the Company's security holders. The Company does not have agreements or commitments to enter into any such acquisitions or investments at this time.

The Company's ability to continue as a going concern is dependent on raising additional capital to fund its development plans and ultimately to attain profitable operations. As at November 30, 2024, the Company had a deficit of approximately \$3,637,216 and the Company expects to incur additional losses in the future. The Company's financial statements for the three and nine months ended November 30, 2024 and 2023 contain a "going concern note", as (i) these financial statements have been prepared assuming that the Company will continue as a going concern and (ii) material uncertainty exists that casts substantial doubt on the Company's ability to continue as a going concern. The Company's financial statements do not include any adjustments that may result from the outcome of this uncertainty, which adjustments could be material. For additional information regarding this "going concern note", please refer to our financial statements for the three and nine months ended November 30, 2024 and 2023, which are filed on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

The Offering is not anticipated to address any of the uncertainties underlying the "going concern note" contained in the Company's financial statements for the three and nine months ended November 30, 2024 and 2023. The Company's ability to continue as a going concern will remain dependent on raising additional capital to fund its development plans and ultimately to attain profitable operations. There is no assurance that the Company will be successful in raising additional capital. Accordingly, there remains material uncertainty that casts substantial doubt on the Company's ability to continue as a going concern. Ultimately, in the event that the Company cannot obtain additional financial resources, or achieve profitable operations, it may need to liquidate its business interests and investors may lose their investment. Such financial resources may not be available or may not be available on reasonable terms.



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

<b>Previous Financing</b>	<b>Intended Use of Funds</b>	<b>Use of Funds to Date</b>	<b>Variance and Impact on Business Objectives</b>
<u>May 2024 Financing:</u> On June 18, 2024, the Company completed the May Non-FT Private Placement for aggregate gross proceeds of \$1,245,650 and the May FT Private Placement for aggregate gross proceeds of \$890,000.	The net proceeds from the May Non-FT Private Placement were intended to fund a \$100,000 cash payment under the Company's mineral property option agreement with Charlevoix Silica Inc., for general working capital purposes and for other corporate purposes.  The gross proceeds from the May FT Private Placement were intended to be used to incur "Canadian exploration expenses" that are intended to qualify as "flow-through mining expenditures", as those terms are defined in the <i>Income Tax Act</i> (Canada) (the " <b>Tax Act</b> ").	The proceeds were used as intended.	N/A
<u>November 2024 Financing:</u> On November 29, 2024, the Company completed the November FT Private Placement for aggregate gross proceeds of \$999,998.	The proceeds of the November FT Private Placement were intended to be used to incur "Canadian exploration expenses" that are intended to qualify as "flow-through mining expenditures", as those terms are defined in the Tax Act.	The proceeds were used as intended.	N/A
<u>December 2024 Financing:</u> On December 23, 2024, the Company completed the December FT Private Placement of 1,855,926 units for aggregate gross proceeds of \$1,002,500.14. On March 7, 2025, the Company completed Concurrent December Non-FT Private Placement of 555,555 units for aggregate gross proceeds of \$300,000.	The proceeds of the December FT Private Placement were intended to be used to incur "Canadian exploration expenses" that are intended to qualify as "flow-through mining expenditures", as those terms are defined in the Tax Act.  The proceeds of the Concurrent December Non-FT Private Placement were intended to be used to advance the Company's exploration activities to enhance shareholder value, for general working capital and for other corporate purposes.	The proceeds were used as intended.	N/A
<u>January 2025 Financing:</u> On February 24, 2025, the Company completed the January Non-FT Private Placement for aggregate gross proceeds of \$995,400.	The proceeds of the January Non-FT Private Placement were intended to be used for expenditures on the Company's properties located in Québec, for general working capital and for other corporate purposes.	The proceeds were used as intended.	N/A

**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 Company has not engaged any dealers or finders in connection with this Offering. While the Company does not expect to engage any dealers or finders in connection with this Offering, the Company may compensate certain dealers and finders in connection with the sale of Units to purchasers introduced to the Company. The extent and nature of any compensation paid to dealers or finders in connection with the Offering, and the identity of these dealers and finders, is not known at this time. Such compensation, if any, may include cash, broker warrants or a combination of the two. The details of the broker warrants that may be issued to dealers and finders, if any, are not known at this time, however, the Company expects that the terms of any broker warrants issued in connection with the Offering would be substantially similar to the terms of the Warrants issued in connection with the Offering.

## **PART 5. PURCHASERS' RIGHTS**

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

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

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

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

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

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

## **PART 6. ADDITIONAL INFORMATION**

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

Security holders can access the Company's continuous disclosure at [www.sedarplus.ca](http://www.sedarplus.ca) and may find additional information at our website, <https://argyleresourcescorp.com/>.

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

**PART 7. DATE AND CERTIFICATE OF THE COMPANY**

This amended Offering Document, together with any document filed under Canadian securities legislation on or after June 4, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

June 4, 2025

***Jeffrey J. Stevens***

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Jeffrey Stevens  
CEO

***Michael Yeung***

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Michael Yeung  
CFO