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

**June 19, 2026**



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

**PART 1. SUMMARY OF OFFERING**

**What are we offering?**

**Amended and  
Restated Offering  
Document**

This Amended and Restated Offering document dated June 19, 2026 replaces the Offering Document June 9, 2026.

**Securities Offered:**

Up to 2,565,217 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 Common Share purchase warrant (each, a "**Warrant**"). Each Warrant will entitle the holder thereof to purchase one Common Share (a "**Warrant Share**") at a price of \$0.31 per Warrant Share for a period of 24 months after the closing date of the Offering (as defined below). The Warrants will not be exercisable until 60 days after the closing date of the Offering.

The Company also intends to complete a concurrent non-brokered private placement (the "**Concurrent Offering**", and together with the Offering, the "**Offerings**") of up to 2,695,652 units (the "**Concurrent Units**") at a price of \$0.23 per Concurrent Unit for aggregate gross proceeds of up to \$620,000, pursuant to exemptions from the prospectus requirements (other than the Listed Issuer Financing Exemption) under NI 45-106 (as defined below). Each Concurrent Unit will consist of one Common Share and one common

share purchase warrant (a "**Concurrent Warrant**"). Each Concurrent Warrant will entitle the holder to acquire one additional Common Share at an exercise price of \$0.31 for a period of 24 months from the date of issuance.

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.

In connection with the Offerings, the Company may pay to one or more finders, a finder's fee consisting of payment of (i) up to 10% of the gross proceeds of the Offering payable in cash; and (ii) finder's warrants of up to 10% of Units sold in the Offering ("**Finder's Warrants**"). Each Finder's Warrant shall entitle the holder thereof to acquire one Common Share at a price of \$0.31 for a period of 24 months from the Closing Date.

**Offering Price:** \$0.23 per Unit.

**Offering Amount:** A minimum number of 1,086,956 Units and a maximum number 2,565,217 Units offered, for gross proceeds of a minimum of \$250,000 and a maximum of up to \$590,000 (the "**Offering**").

**Closing Date:** The Offering is expected to close on or about June 20, 2026, 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 and Restated Offering Document. The Offering may close in one or more tranches.

**Exchange:** The Common Shares are listed and posted for trading on the Canadian Securities Exchange (the "**CSE**") under the symbol "ARGL", on the OTCQB (the "**OTC**") under the symbol "ARLYF" and on the Frankfurt Stock Exchange (the "**FSE**") under the symbol "ME0".

**Last Closing Price:** On June 8, 2026, the closing price of the Common Shares on the CSE was \$0.38, on the OTC was US\$0.314 and on the FSE was €0.231.

All references in this Amended and Restated 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 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 before the date of this Amended and Restated Offering Document, 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 Company seeks security holder approval.

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Amended and Restated 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 and Restated 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 its option agreements. All statements other than statements of historical fact included in this Amended and Restated 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 and Restated 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 and Restated 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 and Restated 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 and Restated 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**"). For a discussion of the Company's QA/QC and data verification process and procedures, please see its technical reports entitled "*Frenchvale Graphite Property, Nova Scotia, Canada NI 43-101 Technical Report*" effectively dated December 11, 2023, as amended February 21, 2025 (the "**Frenchvale Technical Report**") and "*NI 43-101 Technical Report on the Saint Gabriel Silica Project, Bas-Saint-Laurent Region, Quebec, Canada*" effectively dated May 1, 2025 (the "**Saint Gabriel Technical Report**"), available under the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

## **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, Matapedia, Lac Comporte and Saint Gabriel quartzite silica projects in Quebec, Canada. The Company also has an option to acquire 100% of the following properties: the McKay Hill silver-gold property in Yukon, Canada.

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 at 700 2 St. SW, Floor 19, Calgary, Alberta, T2P 2Y9 and its registered and records office is located at 1200 - 200 Burrard Street, Vancouver, BC V6C 3L6.

### Recent developments

- 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 Quebec 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 it 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 Quebec 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 the 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 Frenchvale Technical Report.
- On April 30, 2025, the Company announced it entered into an option agreement to acquire a 100% interest in the Clay Howells Rare Earth Element ("**REE**") 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.
- On May 9, 2025, the Company announced the completion of phase 1 of its regional lithogeochemical and mineral characterization campaign at its Matapedia project, located in the St. Moise region of eastern Quebec.
- On May 26, 2025, the Company announced that it had received the results of remote sensing studies comprising Long-Wave Infrared and Short-Wave Infrared analysis over its St. Gabriel silica claim block and its environs including gas mapping for hydrogen, helium, radon, methane and carbon dioxide.
- On May 26, 2025, the Company announced that it intended to complete an offering of up to 2,000,000 units of the Company at a price of C\$0.50 per Unit, for aggregate gross proceeds up to C\$1,000,000 (the "**May LIFE Offering**"), with each unit to consist of one Common Share plus one-half of one Common Share purchase warrant, and with each warrant entitling the holder thereof to purchase one Common Share at an exercise price of C\$0.55 for 24 months.
- On May 27, 2025, the Company announced the filing of an amended offering document ("**Amended May Offering Document**") in connection with the May Offering. The Amended May Offering Document was filed in order to clarify that the exercise price of each Warrant was \$0.61, and not \$0.55 as had previously been indicated.
- On May 29, 2025, the Company announced the results of a comprehensive preliminary remote sensing survey for the Matapedia project.
- On June 6, 2025, the Company announced its intention to begin the permitting process for a new drilling campaign at its Clay Howells REE Project.
- On June 9, 2025, the Company completed the May LIFE Offering of 2,000,000 units for aggregate gross proceeds of \$1,000,000. In connection with the May LIFE Offering, the Company paid to

finders, in aggregate, a cash payment of \$27,000 and issued 54,000 non-transferable Common Share purchase warrants, with each such warrant exercisable for one Common Share of the Company at a price of \$0.61 for a period of 24 months.

- On June 12, 2025, the Company announced its intention to file the Saint Gabriel Technical Report.
- On June 17, 2025, the Company announced its intention to complete a non-brokered private placement financing (the "**June FT Private Placement**") of units of the Company at a price of \$0.58 per unit for aggregate gross proceeds of up to \$1,500,000, with each unit to consist of one Common Share (each a "**FT Share**") and one-half of one Common Share purchase warrant and with each whole warrant entitling the holder thereof to purchase one Common Share at an exercise price of \$0.68 for a period of 24 months. The FT Shares were intended to qualify as "flow-through shares" within the meaning of the *Income Tax Act* (Canada) (the "**Tax Act**").
- On June 19, 2025, the Company announced the completion of its 2025 field exploration program at the Lac Comporte silica project, located approximately 20 km northeast of La Malbaie in Charlevoix-Est, Quebec.
- On June 25, 2025, the Company announced the results of a preliminary remote sensing survey for the Lac Comporte silica project.
- On July 3, 2025, the Company announced that its exploration partner, Rangefront Mining Services, had filed 21 mineral lode claims on the Company's behalf with the U.S. Bureau of Land Management in Crook County, near Sundance, Wyoming. The Company has named these consolidated claim blocks, the Sundance Bear Lodge REE Project.
- On July 8, 2025, the Company completed the June FT Private Placement of 2,953,103 units for aggregate gross proceeds of \$1,712,800. In connection with the June FT Private Placement, the Company paid to finders, in aggregate, a cash payment of \$102,767.98 and issued 177,180 non-transferable Common Share purchase warrants, with each such warrant exercisable for one Common Share of the Company at a price of \$0.68 for a period of 24 months.
- On July 14, 2025, the Company announced that it has been requested by OTC Markets Group Inc. to issue a statement about promotional activity.
- On September 22, 2025, the Company announced that it had received approvals from the Ontario Ministry of Mines to proceed with its upcoming diamond drill program at the Clay Howells REE Project.
- On October 2, 2025, the Company announced an update on its ongoing diamond drilling program at the Clay Howells REE Project.
- On October 14, 2025, the Company announced that it intended to complete an offering of up to 5,000,000 units of the Company at a price of C\$0.20 per Unit, for aggregate gross proceeds up to C\$1,000,000 (the "**October LIFE Offering**"), with each unit to consist of one Common Share plus one Common Share purchase warrant, and with each warrant entitling the holder thereof to purchase one Common Share at an exercise price of C\$0.27 for 24 months.
- On October 28, 2025, the Company announced completion of the 2000 meter drilling campaign at the Clay Howells REE Project.
- On October 31, 2025, the Company announced the completion of the October LIFE Offering for aggregate gross proceeds of C\$500,000. As consideration for the services rendered by certain finders, the Company paid, in aggregate, cash fees of \$16,800 and issued 84,000 common share



purchase warrants (the “**Broker Warrants**”), with each Broker Warrant exercisable for one common share of the Company at a price of \$0.27 for a period of 24 months.

- On November 12, 2025, the Company announced an update on its ongoing silica characterization program on the Matapedia property in Quebec, including granulochemical particle size separations on four representative bulk samples and submission of 32 samples for external laboratory analysis.
- On November 18, 2025, the Company announced that following completion of the permitting process, it commenced a drilling program at the Lac Comporté Silica Project in Quebec, consisting of up to 3,000 metres of NQ-sized core targeting quartzitic units with surface grades reaching up to 98% SiO<sub>2</sub>.
- On December 19, 2025, the Company announced that it intended to complete a non-brokered private placement for gross proceeds of up to \$500,000, consisting of up to 3,333,333 units at a price of \$0.15 per unit, with each unit consisting of one flow-through Common Share and one-half of one Common Share purchase warrant exercisable at \$0.20 for 24 months.
- On December 31, 2025, the Company announced the closing of a non-brokered private placement of 2,000,000 units at \$0.15 per unit for gross proceeds of approximately \$300,000. In connection with the private placement, the Company paid an aggregate of \$18,000 in cash finder's fees and issued 120,000 finder's warrants exercisable at \$0.20 for 24 months.
- On January 8, 2026, the Company announced the completion of its diamond-drilling campaign at the Lac Comporté Silica Project, totalling 2,287 metres over 23 days in December 2025, targeting two WNW-trending quartzitic units with surface grades reaching up to 98% SiO<sub>2</sub>.
- On January 28, 2026, the Company announced results from its 2025 prospecting and sampling campaign at the Saint Gabriel Project in Quebec, with four samples returning SiO<sub>2</sub> values above 99%, including a peak value of 99.9% SiO<sub>2</sub>, and the identification of a high purity silica zone approximately 800 metres west of the Lac Rigo Showing.
- On February 26, 2026, the Company announced the cancellation of an aggregate 2,050,000 stock options previously granted to board members and consultants at exercise prices ranging from \$0.44 to \$0.92 per Common Share, with the intention to regrant an equivalent number of options 30 days following the effective date at the then-current market price.
- On April 16, 2026, the Company announced that it entered into an option agreement with Metallic Minerals Corp. to acquire a 100% interest in the McKay Hill Property, a silver-gold property located approximately 50 kilometres north of the Keno Hill silver district in Yukon, Canada.
- On April 30, 2026, the Company announced that it has elected to terminate its option agreement on the Clay Howells Rare Earth Element Property in northwestern Ontario following completion of its 2025 exploration program, which included a 2,000-metre, 7-hole diamond drilling program. Assay results from the program did not demonstrate REE grades or geological continuity sufficient to justify further expenditures under the option agreement.
- On May 7, 2026, the Company announced that it has completed the initial cash and share payments to Metallic Minerals Corp. pursuant to the option agreement in respect of the McKay Hill Property.
- On May 20, 2026, the Company announced that it has elected to discontinue its involvement in the Bovill Silica Project located in Idaho, USA, and the Sundance Bear Lodge Rare Earth Elements Project located in Wyoming, USA, as part of its ongoing review of its exploration portfolio and strategic priorities. The Company has determined to redirect its focus and resources toward the advancement and evaluation of its Canadian-based mineral assets.

- On May 21, 2026, the Company announced that it has received approval from the CSE for a consolidation of its issued and outstanding Common Shares on a five pre-consolidation common shares for one post-consolidation common share basis.

### Material facts

There are no material facts about the securities being distributed that have not been disclosed in this Amended and Restated Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Amended and Restated 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, promotional expenditures and legal and accounting expenses, 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 | Assuming 100% of Offering |
|----------|------------------------------------------------------------------|---------------------------|---------------------------|
| <b>A</b> | <b>Amount to be raised by this Offering</b>                      | \$250,000                 | \$590,000                 |
| <b>B</b> | <b>Selling commissions and fees<sup>(1)</sup></b>                | \$25,000                  | \$59,000                  |
| <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: D = A - (B+C)</b>                   | \$205,000                 | \$511,000                 |
| <b>E</b> | <b>Working capital as at most recent month end (deficiency)</b>  | \$852,537                 | \$852,537                 |
| <b>F</b> | <b>Additional sources of funding</b>                             | Nil                       | Nil                       |
| <b>G</b> | <b>Total available funds: G = D+E+F</b>                          | <b>\$1,057,537</b>        | <b>\$1,363,537</b>        |

Notes:

(1) Assumes cash commission on 100% of the LIFE Offering and does not include any cash commission that would be payable in connection with the Concurrent Offering. Upon closing of the Offerings, the Company may pay to one or more finders, a finder's fee consisting of payment of (i) up to 10% of the gross proceeds of the Offering payable in cash; and (ii) finder's warrants of up to 10% of Units sold in the Offering. Each Finder's Warrant shall entitle the holder thereof to acquire one Common Share at a price of \$0.31 for a period of 24 months from the Closing Date.

### 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 | Assuming 100% of Offering |
|-------------------------------------------------------------------------------------------|---------------------------|---------------------------|
|-------------------------------------------------------------------------------------------|---------------------------|---------------------------|

|                                                          |                    |                    |
|----------------------------------------------------------|--------------------|--------------------|
|                                                          |                    |                    |
| Working capital and general corporate purposes           | 235,537            | 413,537            |
| Legal and accounting expenses                            | 142,000            | 150,000            |
| Mineral property exploration activities and expenditures | 680,000            | 800,000            |
| <b>Total:</b>                                            | <b>\$1,057,537</b> | <b>\$1,363,537</b> |

Notes:

(1) The available funds will not be paid to insiders, associates or affiliates of the Company, except for normal course salaries to S4 Management Inc. (Jeffrey Stevens, CEO, \$8,000 / month) and 1700472 Alberta Ltd (Michael Yeung, CFO, \$2,500 / month).

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, 2025, the Company had a deficit of approximately \$11,009,730 and the Company expects to incur additional losses in the future. The Company's unaudited condensed interim financial statements for the three and nine months ended November 30, 2025 and 2024 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, 2025 and 2024, which are filed on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

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

| Previous Financing                                                                                                                                    | Intended Use of Funds                                                                                                                                                                                                                                              | Use of Funds to Date                | Variance and Impact on Business Objectives |
|-------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|--------------------------------------------|
| <u>May 2025 Financing:</u><br>On June 6, 2025, the Company completed the non-brokered offering (the " <b>May LIFE Offering</b> ") for aggregate gross | The proceeds of the May LIFE Offering were intended to be used for exploration activities in the form of drilling programs, sampling, geophysical surveys and mapping, for marketing and advertising and for general working capital and other corporate purposes. | The proceeds were used as intended. | N/A                                        |

| Previous Financing                                                                                                                                                                                      | Intended Use of Funds                                                                                                                                                                                                            | Use of Funds to Date                | Variance and Impact on Business Objectives |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|--------------------------------------------|
| proceeds of \$1,000,000.                                                                                                                                                                                |                                                                                                                                                                                                                                  |                                     |                                            |
| <u>June 2025 Financing</u> : On July 8, 2025, the Company completed the June FT Private Placement for aggregate gross proceeds of \$1,712,800.                                                          | The proceeds of the June 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>October 2025 Financing</u> : On October 31, 2025, the Company completed the October LIFE Offering for aggregate gross proceeds of C\$500,000.                                                        | The proceeds of the October LIFE Offering were intended to be used for legal and accounting expenses, marketing and advertising, mineral property exploration activities and expenditures, and general working capital purposes. | The proceeds were used as intended. | N/A                                        |
| <u>December 2025 Financing</u> : On December 31, 2025, the Company completed a non-brokered private placement (the " <b>December FT Private Placement</b> ") 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 Tax Act.    | 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 in connection with this Offering. In connection with the Offerings, the Company may pay to one or more finders, a finder's fee consisting of payment of (i) up to 10% of the gross proceeds of the Offering payable in cash; and (ii) finder's warrants of up to 10% of Units sold in the Offering. Each Finder's Warrant shall entitle the holder thereof to acquire one Common Share at a price of \$0.31 for a period of 24 months from the Closing Date.

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

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

**If there is a misrepresentation in this Amended and Restated 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 can you 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 and Restated 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 and Restated Offering Document, together with any document filed under Canadian securities legislation on or after June 19, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

June 19, 2026

**"Jeffrey Stevens"**

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Jeffrey Stevens  
CEO

**"Michael Yeung"**

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Michael Yeung  
CFO