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*These securities have not been 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.*

**OFFERING DOCUMENT  
UNDER THE LISTED ISSUER FINANCING  
EXEMPTION**



**March 25, 2024**

**AURWEST RESOURCES CORPORATION**  
(the “Company” or “Aurwest”)

**SUMMARY OF OFFERING**

**What are we offering?**

<b>Offering:</b>	<p>A non-brokered private placement (the “<b>Offering</b>”) of any combination of units (each, an “<b>Unit</b>”) and flow-through common shares (each, a “<b>FT Share</b>”) of the Company (the “<b>Units</b>”, which, together with FT Shares, are referred to herein as the “<b>Offered Securities</b>”).</p> <p>Each Unit will consist of one common share of the Company (“<b>Common Share</b>”) and one half of one Common Share purchase warrant of the Company (each, a “<b>Warrant</b>”). Each Warrant will be transferrable and entitle the holder thereof to acquire one Common Share (each, a “<b>Warrant Share</b>”) at an exercise price of \$0.05 per Warrant Share for a period of 24 months following the Closing Date (as defined below). In the event that the Common Shares have a closing price on the Canadian Securities Exchange (“<b>CSE</b>”) of \$0.10 or greater per Common Share for a period of 10 consecutive trading days after the issuance of the Warrants, the Company may elect to accelerate the expiry date of the Warrants to the date that is thirty days following a public announcement of such election, and any unexercised Warrants after such period shall automatically expire. Any Warrant Shares to be issued upon the exercise of Warrants are to be issued on a non-flow-through basis.</p> <p>The FT Shares will be issued on a "flow-through" basis and will be "flow-through shares" as defined in subsection 66(15) of the Income Tax Act (Canada) (the “<b>Tax Act</b>”). The Company will, in a timely and prescribed manner and form, incur (or be deemed to incur) resource exploration expenses which will constitute "Canadian exploration expenses" as defined in subsection 66.1(6) of the Tax Act and will, once renounced to a subscriber of FT Shares, constitute "flow-through critical mineral mining expenditures" of the subscriber as defined in subsection 127(9) of the Tax Act (“<b>Qualifying Expenditures</b>”), in an amount not less than the amount equal to the number of FT Shares issued pursuant to this Offering multiplied by the FT Share Price (the “<b>Federal Flow-Through Funds</b>”), and the Company will, in timely and prescribed manner and form, renounce the Qualifying Expenditures (on a pro rata basis) to each subscriber of FT Shares with an effective date of no later than December 31, 2024 in accordance with the Tax Act.</p> <p>Purchasers of FT Shares should seek and rely upon their own tax advice with respect to the tax consequences of the purchase and ownership of such FT Shares.</p>
<b>Offering Price:</b>	\$0.02 per Unit and \$0.03 per FT Share
<b>Offering Amount:</b>	Up to 39,358,402 Units and 15,429,993 FT Share for maximum gross proceeds of up to \$1,250,068 from the Offering.
<b>Closing Date:</b>	The closing of the Offering may occur in one or more tranches at a date to be determined by the Company (the closing date of each tranche to be referred to as a “ <b>Closing Date</b> ”).
<b>Exchange:</b>	The Common Shares are listed on the CSE under the symbol “AWR”.
<b>Last Closing Price:</b>	On March 20, 2024, the last trading day prior to the date of this Offering document, the closing price of the Common Shares on the CSE was \$0.02.

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The Company is conducting a Listed Issuer Financing Exemption 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 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 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; and**
- **The Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.**

#### **CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION**

This offering document contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as “forward-looking statements”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “anticipates”, “believes”, “estimates”, “expects” and similar expressions, or the negatives of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might”, or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this offering document speak only as of the date of this offering document or as of the date specified in such statement. Specifically, this offering document includes, but is not limited to, forward-looking statements regarding: the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering, the completion of the Offering, if it is to be completed at all; the expected Closing Date; and completion of the Company’s business objectives, and the timing, costs, and benefits thereof. Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company’s ability to predict or control. These risks, uncertainties and other factors include, but are not limited to, base and precious metal exploration, price volatility, changes in debt and equity markets, timing and availability of external financing on acceptable terms, the uncertainties involved in interpreting geological data and confirming title to the Company’s properties, the possibility that future exploration results will not be consistent with the Company’s expectations, increases in costs, environmental compliance, changes in environmental and other local legislation and regulation, interest rate and exchange rate fluctuations, changes in economic and political conditions, risks related to changes in Canadian taxation laws relating to flow-through shares, risks related to the Company’s ability to expend flow-through funds prior to December 31, 2024, and other risks involved in the minerals exploration and development industry. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements. Actual results and developments are likely to differ, and may differ materially from those expressed or implied by the forward-looking statements contained in the offering document. Such statements are based on a number of assumptions about the following: the availability of financing for the Company’s exploration and development activities; operating and exploration costs; Standard Uranium’s ability to retain and attract skilled staff; timing of the receipt of regulatory and governmental approvals for exploration projects and other operations; market competition; and general business and economic conditions.

Forward-looking statements may be affected by known and unknown risks, uncertainties and other factors including without limitation, those referred to in this offering document that may cause Standard Uranium’s actual results, performance or achievements to be materially different from any of its future results, performance or achievements

expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise any forward-looking statements, whether as a result of new information or future events or otherwise, except as may be required by law. If Standard Uranium does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

## CURRENCY

Unless otherwise indicated, all references to “\$”, “C\$” or “dollars” in this offering document refer to Canadian dollars, which is the Company’s functional currency.

## SUMMARY DESCRIPTION OF BUSINESS

### What is our business?

The Company is a Canadian-based junior resource company focused on the acquisition, exploration, and development of copper and gold properties in Canada. The Company currently holds a 100% interest in the 2,617-hectare Stellar copper/gold project plus an additional 3,761 hectares of contiguous claims in the acquired 100% interest in the Stars property, located approximately 65 kilometers southwest of Houston, British Columbia.

The Stars porphyry discovery represents a possible higher-grade porphyry discovery in an area of excellent access and infrastructure. Aurwest’s northern claims cover a prominent NNE trending group of regional aeromagnetic highs that include one coincident with the Stars discovery and its intrusive host rocks. On February 28, 2018, the previous vendor, reported that drillhole #4 intersected 40.2 meters of 1.02% Cu within a broader interval of 204 m of 0.50% Cu close to surface, defined as the broader “Tana Zone”, and remains open in several directions and down dip.

Drilling at Stars targeted an area approximately 100m southeast of an area of previous drilling, where in 2001 drillhole DDH CS-07 intersected 142m of 0.25% copper. The 2018 discovery hole targeted an area of elevated magnetic signature that was coincident with both IP chargeability and copper-in-soil geochemical highs.

Aurwest intends to model all available historical exploration data including 3D modelling of the Tana Zone. The results of these work programs will be used to prepare a proposed recommended program and budget to continue exploration and drilling at Stars property.

### Recent developments

There are no material recent developments in respect to the Company that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document and the date the Company’s most recent audited annual financial statements were filed.

On June 27, 2023, the Company announced the following matters:

- The Board of Directors of the Company have approved the grant of an aggregate of 4,825,000 stock options (“**Options**”) pursuant to the Company’s stock option plan (“**Stock Option Plan**”) to certain directors, officers, employees, advisors and consultants of the Company, subject to approval by the Canadian Securities Exchange. The Options entitle the holder thereof to acquire the same number of common shares of the Company and will be exercisable at a price of \$0.02 per common share for a period of two (2) years from the date of grant, with all options vesting upon immediately upon grant. The Options were granted under and are subject to the terms and conditions of the Company’s Stock Option Plan and the underlying securities are subject to a statutory four-month hold period in accordance with applicable securities laws.
- The Company has also issued an aggregate of 1,383,333 common shares at a price of \$0.02 per common share (the “**Shares**”) to the former chief financial officer, current chief financial officer and current interim chief executive officer of the Company. The Shares have been issued in lieu of cash payments for services rendered pursuant to consulting agreements whereby these individuals provided various management services to the Company in the first half of 2023. The foregoing consulting services will be disclosed in the Corporation’s applicable financial statements. The completion of this share issuance is subject to the approval of the Canadian Securities Exchange. Upon issuance, the Shares will be subject to a statutory four-month hold period in

accordance with applicable securities laws.

- The Company has accepted the voluntary resignation of Mr. Cam Grundstrom as President and Chief Executive Officer and as a Director of Copper Star Exploration Ltd., a wholly owned subsidiary of the Company, effective May 24, 2023. Copper Star Exploration Ltd. holds a 100% interest in the 28,814 hectare Stellar/Stars porphyry copper project located approximately 25 kilometers southwest of Houston, British Columbia.

On May 24, 2023, the Company announced the appointment of Sonja Kuehnle as Chief Financial Officer of the Company and granted Ms. Kuehnle, 100,000 stock options at a price of \$0.02 per common share.

On April 20, 2023, the Company announced that effective April 19, 2023, it opted to terminate its option agreement dated April 19, 2021, as amended, with Tenacity Gold Mining Company Ltd. (the "**Stony Caldera Option Agreement**"). The Stony Caldera Option Agreement granted the Company the right to acquire a 100% interest in 968 mining claims totaling 24,200 hectares in the Province of Newfoundland and Labrador (the "**Property**"). Following re-evaluation and assessment of the Property, the Company has elected to discontinue its obligations under the Stony Caldera Option Agreement.

On February 15, 2024, the Company announced that effective February 14, 2023, it opted to terminate its option agreement dated November 6, 2020, as amended, with Tenacity Gold Mining Company Ltd. (the "**Paradise Lake & Miguel's Lake Option Agreements**"). The Paradise Lake & Miguel's Lake Option Agreements granted the Company the right to acquire a 100% interest in various mining claims totaling 23,600 hectares in the Province of Newfoundland and Labrador (the "**Properties**"). Following re-evaluation and assessment of the Properties, the Company has elected to discontinue its obligations under the Paradise Lake & Miguel's Option Agreements.

### **Flow-Through Shares Consideration**

The following summary is relevant only to the initial purchaser(s) of FT Shares (each an "**FT Subscriber**") who, for the purposes of the Tax Act, is resident or deemed to be resident in Canada at all relevant times. This summary reflects that the Company is agreeing to incur Qualifying Expenditures in an amount not less than the flow-through funds, to be renounced to FT Subscribers, respectively, with an effective date of no later than December 31, 2024. While the Company will furnish each FT Subscriber hereunder with information with respect to renounced Qualifying Expenditures, as applicable, for purposes of filing income tax returns, the preparation and filing of returns will remain the responsibility of each FT Subscriber. The Company's commitment with respect to incurring and renouncing Qualifying Expenditures, as applicable, will be fully set forth in a subscription agreement to be entered into with the FT Subscriber.

This summary is not applicable to a potential purchaser: (i) that is a "principal-business corporation" within the Meaning of the Tax Act; (ii) whose business includes trading or dealing in rights, licences or privileges to explore for, drill or take minerals, oil, natural gas or other related hydrocarbons; (iii) an interest in which constitutes a "tax shelter investment" within the meaning of the Tax Act; (iv) that is a "financial institution" as defined in the Tax Act for the purpose of the "mark-to-market" provisions of the Tax Act; (v) that is a partnership or a trust; (vi) that is a "specified financial institution" for purposes of the Tax Act; (vii) that has made a "functional currency" election under the Tax Act to determine its Canadian tax results in a currency other than Canadian currency; (viii) that has entered or will enter into a "derivative forward agreement" or "synthetic disposition arrangement" (each as defined in the Tax Act) in respect of Offered Units; or (ix) that is exempt from tax under Part I of the Tax Act. Such potential purchasers should consult their own tax advisors.

This summary is based on the Tax Act and the regulations thereunder in force as at the date hereof, all specific proposals to amend the Tax Act or the regulations thereunder that have been publicly announced by, or on behalf of, the Minister of Finance (Canada) prior to the date hereof (the "**Proposed Amendments**"). This summary is further based upon an understanding of the current administrative policies and assessing practices of the Canada Revenue Agency published in writing prior to the date hereof. This summary does not otherwise take into account or anticipate any change in law or administrative practice, nor does it take into account provincial or territorial tax laws of Canada or tax laws of any foreign country other than those specifically discussed herein. No assurances can be given that the Proposed Amendments will be enacted as proposed or at all or that legislative, judicial or

administrative changes will not modify or change the statements expressed herein.

The Canadian federal and provincial income tax consequences to a particular Subscriber will vary according to a number of factors, including the particular province in which the Subscriber resides, carries on business or has a permanent establishment, the legal characterization of the Subscriber as an individual or a corporation, and the amount that would be the Subscriber's taxable income but for the investment in the FT Shares. This summary does not describe the special tax considerations applicable to a purchaser of FT Shares who chooses to donate their FT Shares to a registered charity. Such potential purchasers should consult their own tax advisors.

### **Qualifying Expenditures**

Subject to certain limitations and restrictions contained in the Tax Act, the Issuer will be entitled to renounce to a FT Subscriber certain Qualifying Expenditures, as applicable, incurred by the Issuer during the period commencing on the Closing Date applicable to such FT Subscriber's subscription and ending on December 31, 2025 (the "**Expenditure Period**") in an amount equal to the FT Share price, as applicable, multiplied by the number of FT Shares, as applicable, subscribed for by such FT Subscriber. The Qualifying Expenditures, as applicable, will be renounced to the FT Subscriber with an effective date on or before December 31, 2024. Such expenditures that are properly renounced to a FT Subscriber will be deemed to have been incurred by that FT Subscriber on the effective date of the renunciation and will be added to such FT Subscriber's "cumulative Canadian exploration expense" (as defined in the Tax Act) ("**CCEE**") account.

The Tax Act contains a one year "look-back" rule which, if certain conditions are satisfied, entitles the Issuer to renounce certain Qualifying Expenditures, incurred by it in 2025 to FT Subscribers effective on December 31, 2024. In other words, the FT Subscribers are deemed to have incurred the relevant expenditures on December 31, 2024 even though the Issuer may not incur the relevant expenditures until 2025. For this rule to apply the Issuer must renounce the Qualifying Expenditures, to the FT Subscriber in either January, February or March of 2025. In the event that the Issuer does not incur the amounts renounced under the one year "look-back" rule by the end of 2025, the Issuer will be required to reduce the amount of relevant expenditures renounced to the FT Subscribers and the FT Subscribers' income tax returns for the years in which the expenditures were claimed will be reassessed accordingly. The Issuer has agreed to indemnify each FT Subscriber for the additional taxes payable by such subscriber in the event of the Issuer's failure to renounce the Qualifying Expenditures, as agreed.

An FT Subscriber may deduct in computing such FT Subscriber's income from all sources for a taxation year an amount not exceeding 100% of the balance of such FT Subscriber's CCEE account at the end of that taxation year. Deductions claimed by an FT Subscriber reduce the FT Subscriber's CCEE account. To the extent that a FT Subscriber does not deduct the balance of such FT Subscriber's CCEE account at the end of the taxation year, the balance may be carried forward and deducted in subsequent taxation years in accordance with the provisions of the Tax Act. The right to deduct CCEE accrues only to the FT Subscriber and is not transferable.

An FT Subscriber who is an individual (other than a trust) will be entitled to a non-refundable investment tax credit equal to 30 percent of the "flow-through critical mineral mining expenditures" renounced to the Subscriber (the "**Federal Critical Mineral Credit**"). A "flow-through critical mineral mining expenditure" is defined in subsection 127(9) of the Tax Act to include certain Canadian exploration expense incurred in conducting certain mining exploration activity from or above the surface of the earth primarily targeting "critical minerals" as defined in the Tax Act (which definition includes uranium). The Federal Critical Mineral Credit may be deducted in accordance with detailed rules in the Tax Act against tax payable under the Tax Act in the taxation year in which the flow-through critical mineral mining expenditure is incurred or carried back three years and forward twenty years. The Company has agreed to incur and renounce Qualifying Expenditures that will qualify for the Federal Critical Mineral Credit. FT Subscribers that claim the Federal Critical Mineral Credit in respect of Qualifying Expenditures will not be entitled to claim the 15% investment tax credit with respect to "flow-through mining expenditures" in respect of such Qualifying Expenditures.

If an FT Subscriber acquires FT Shares through a registered retirement savings plan, registered retirement income fund, registered education savings plan, registered disability savings plan, tax-free savings account or deferred profit sharing, all as defined in the Tax Act, the CEE renounced will not be available as a deduction against the income of the annuitant, holder or beneficiary of such plan and the associated tax benefits will be lost.

## Material facts

There are no material facts about the Offered Securities that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document and the date the Company's most recent audited annual financial statements were filed.

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

The net proceeds of the Offering are intended to fund planned 2024 exploration work on the Company's mineral properties, including incurring Qualifying Expenditures, as applicable, and for general corporate working capital purposes. This includes programs and expenditures to advance the exploration activities towards defining a mineral resource on the Stars property. The Company plans include an expansion-focused targeted Phase 2 diamond drilling campaign to identify potential Copper-Molybdenum on the 100% owned Stars property. In order to achieve these business objectives, the Company will identify drill targets using historical drilling and data from its ground and airborne surveys, and plan and permit a drill program. It is expected that the drill program will be conducted by a qualified third party in 2024.

## USE OF AVAILABLE FUNDS

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

Based on the Company's existing working capital deficit as at September 30, 2023, of \$252,842, the Company's expected availability of funds following closing of the Offering is expected to be approximately 870,915 in the case of the maximum Offering amount.

		Assuming 100% of Offering
A	Amount to be raised by this Offering	\$1,250,068
B	Selling commissions and fees	\$100,005
C	Estimated Offering costs: (e.g., legal, accounting, audit)	\$33,713
D	Net proceeds of Offering ( $D = A - (B + C)$ )	\$1,123,757
E	Working capital deficit as at most recent month end	\$252,842
F	Additional sources of funding	\$Nil
G	Total available funds ( $G = D + E + F$ )	\$870,915

### How will we use the available funds?

The Company intends to use the net proceeds from this Offering to fund its planned 2024 exploration work at Stars and general corporate working capital:

Intended Use of Available Funds	Assuming 100% of Offering
Exploration Activities at the Company's British Columbia Projects, working capital and general administrative expenses.	\$1,250,068
<b>Total</b>	<b>\$1,250,068</b>

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

to expend the proceeds from this Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan and financing objectives. The Company has had negative cash flow from operating activities and reported an income (loss) for the nine months period ended of September 30, 2023. The Company anticipates that negative operating cash flows will continue as long as it remains in the exploration stage, and to the extent that the Company has negative cash flows from operating activities in the future periods, the net proceeds from this Offering may be used to fund such negative cash flow from operating activities in future periods.

The Company's most recent audited and interim financial statements included a going concern note. As the Company is in the exploration stage, the recoverability of amounts for exploration and evaluation of assets and the Company's ability to continue as a going concern is dependent upon its ability to generate future cash flows and/or obtain additional financing to complete their development and upon future profitable production or proceeds from the disposition thereof. The Offering is intended to permit the Company to continue to explore its properties and conduct additional drilling and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

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

<b>Previous Financings</b>	<b>Intended Use of Funds</b>	<b>Use of Funds to Date</b>	<b>Variance and Impact of on Business Objectives and Milestones</b>
<b>Nil</b>			

**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?***

As of the date of this Offering Document, the Company has not engaged any dealers or finders in connection with the Offering. The Company will pay a finder's fee to eligible finders comprised of a cash commission of 8% paid on the aggregate amount of applicable completed subscriptions.

***Does the Agent/Underwriter have a conflict of interest?***

There are no underwriters or agents engaged in connection with the Offering. The Company is not a related issuer or connected issuer of either of the finders identified above.

**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 Offered 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.**



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

#### **ADDITIONAL INFORMATION**

*Where can you find more information about us?*

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

Prior to purchasing Units and/or FT Shares under the Offering, investors should read this offering document carefully and consult their own professional advisors to assess the legal, tax, and other risks concerning their investment for Units and/or FT Shares.

**CERTIFICATE**

Dated: March 25, 2024

This offering document, together with any document filed under Canadian securities legislation on or after March 25, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

**AURWEST RESOURCES CORPORATION**

By:                     *"Cameron Macdonald"*                      
Name: Cameron Macdonald  
Title: Interim President, Chief Executive Officer  
and Director

By:                     *"Sonja Kuehnle"*                      
Name: Sonja Kuehnle  
Title: Chief Financial Officer