

SCHEDULE "D"

FORM OF U.S. PURCHASER CERTIFICATION UPON EXERCISE OF WARRANTS

Gladiator Metals Corp.
1430 – 800 West Pender Street
Vancouver, BC V6C 2V6

- and to -

Odyssey Trust Company
350-409 Granville Street
Vancouver, BC V6C 1T2

as Warrant Agent

Dear Sirs:

The undersigned is delivering this letter in connection with the purchase of common shares (the “**Common Shares**”) of Gladiator Metals Corp., a corporation formed under the laws of the Province of British Columbia (the “**Company**”) upon the exercise of warrants of the Company (“**Warrants**”), issued under the Warrant Indenture dated as of June 30, 2023 between the Company and Odyssey Trust Company.

The undersigned hereby represents, warrants, acknowledges and agrees that:

(a) the undersigned is an “accredited investor” (satisfying one or more of the following criteria set forth in Rule 501 (a) of Regulation D under the United States *Securities Act of 1933* (the “**U.S. Securities Act**”) – please check all that apply):

<input type="checkbox"/>	Category 1.	A bank, as defined in Section 3(a)(2) of the U.S. Securities Act, whether acting in its individual or fiduciary capacity; or
<input type="checkbox"/>	Category 2.	A savings and loan association or other institution as defined in Section 3(a)(5)(A) of the U.S. Securities Act, whether acting in its individual or fiduciary capacity; or
<input type="checkbox"/>	Category 3.	A broker or dealer registered pursuant to Section 15 of the United States <i>Securities Exchange Act of 1934</i> ; or
<input type="checkbox"/>	Category 4.	An investment adviser registered pursuant to Section 203 of the United States <i>Investment Advisers Act of 1940</i> or registered pursuant to the laws of a state; or
<input type="checkbox"/>	Category 5.	An investment adviser relying on the exemption from registering with the United States Securities and Exchange Commission under Section 203(l) or (m) of the United States <i>Investment Advisers Act of 1940</i> ; or
<input type="checkbox"/>	Category 6.	An insurance company as defined in Section 2(a)(13) of the U.S. Securities Act; or

<input type="checkbox"/>	Category 7.	An investment company registered under the United States <i>Investment Company Act of 1940</i> ; or
<input type="checkbox"/>	Category 8.	A business development company as defined in Section 2(a)(48) of the United States <i>Investment Company Act of 1940</i> ; or
<input type="checkbox"/>	Category 9.	A small business investment company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the United States <i>Small Business Investment Act of 1958</i> ; or
<input type="checkbox"/>	Category 10.	A rural business investment company as defined in Section 384A of the United States <i>Consolidated Farm and Rural Development Act</i> ; or
<input type="checkbox"/>	Category 11.	A plan established and maintained by a state, its political subdivisions or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, with total assets in excess of US\$5,000,000; or
<input type="checkbox"/>	Category 12.	An employee benefit plan within the meaning of the United States <i>Employee Retirement Income Security Act of 1974</i> if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such act, which is either a bank, savings and loan association, insurance company or registered investment adviser, or if the employee benefit plan has total assets in excess of US\$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors; or
<input type="checkbox"/>	Category 13.	A private business development company as defined in Section 202(a)(22) of the United States <i>Investment Advisers Act of 1940</i> ; or
<input type="checkbox"/>	Category 14.	An organization described in Section 501(c)(3) of the United States <i>Internal Revenue Code</i> , a corporation, a Massachusetts or similar business trust, a partnership, or a limited liability company, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of US\$5,000,000; or
<input type="checkbox"/>	Category 15.	A director, executive officer, or general partner of the Company; or

<input type="checkbox"/>	Category 16.	<p>A natural person whose individual net worth, or joint net worth with that person's spouse or spousal equivalent (being a cohabitant occupying a relationship generally equivalent to that of a spouse), at the date hereof exceeds US\$1,000,000; or</p> <p>(Note 1: Joint net worth can be the aggregate net worth of the investor and spouse or spousal equivalent; assets need not be held jointly to be included in the calculation. Reliance on the joint net worth standard does not require that the securities be purchased jointly.</p> <p>Note 2: The value of an individual's primary residence may not be included in this net worth calculation, the related amount of indebtedness secured by the primary residence up to its estimated fair market value should be deducted from an individual's net worth (except that if the amount of such indebtedness outstanding at the time of exercise of the Warrants exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability), and any indebtedness in excess of the estimated fair market value of an individual's primary residence should be considered a liability and should be deducted from an individual's net worth if the mortgagee or other lender has recourse to the individual personally for any deficiency.)</p>
<input type="checkbox"/>	Category 17.	<p>A natural person who had an individual income in excess of US\$200,000 in each of the two most recent years or joint income with that person's spouse or spousal equivalent in excess of US\$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year; or</p>
<input type="checkbox"/>	Category 18.	<p>A trust, with total assets in excess of US\$5,000,000, not formed for the specific purpose of acquiring the Common Shares, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) under the U.S. Securities Act; or</p>
<input type="checkbox"/>	Category 19.	<p>An entity in which all of the equity owners meet the requirements of at least one of the above categories; or</p> <p><i>(if this is your applicable category, each equity owner of the entity must individually complete and submit to the Company its own copy of this Certificate for U.S. Accredited Investors)</i></p>
<input type="checkbox"/>	Category 20.	<p>An entity, of a type not listed in categories 1 through 14, 18 or 19, not formed for the specific purpose of acquiring the Common Shares, owning investments (as defined in Rule 2a51-1(b) under the United States <i>Investment Company Act of 1940</i>) in excess of US\$5,000,000; or</p>

<input type="checkbox"/>	Category 21.	A natural person holding in good standing one or more professional certifications or designations or credentials from an accredited educational institution that the Securities and Exchange Commission has designated as qualifying an individual for accredited investor status, including the General Securities Representative license (Series 7), the Private Securities Offerings Representative license (Series 82), and the Licensed Investment Adviser Representative (Series 65); or
<input type="checkbox"/>	Category 22.	A natural person who is a “knowledgeable employee,” as defined in Rule 3c-5(a)(4) under the United States <i>Investment Company Act of 1940</i> , of the issuer of the securities being offered or sold where the issuer would be an investment company, as defined in Section 3 of such act, but for the exclusion provided by either Section 3(c)(1) or Section 3(c)(7) of such act; or
<input type="checkbox"/>	Category 23.	A “family office,” as defined in Rule 202(a)(11)(G)-1 under the United States <i>Investment Advisers Act of 1940</i> , (a) with assets under management in excess of US\$5,000,000, (b) that is not formed for the specific purpose of acquiring the Common Shares, and (c) whose prospective investment in the Common Shares is directed by a person (a “ Knowledgeable Family Office Administrator ”) who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment; or
<input type="checkbox"/>	Category 24.	A “family client,” as defined in Rule 202(a)(11)(G)-1 under the United States <i>Investment Advisers Act of 1940</i> , of a family office meeting the requirements in Category 23 above and whose prospective investment in the Common Shares is directed by such family office with the involvement of the Knowledgeable Family Office Administrator.

- (b) the undersigned is purchasing the Common Shares for the undersigned’s own account for investment purposes;
- (c) the undersigned has such knowledge and experience in financial and business matters that the undersigned is capable of evaluating the merits and risks of purchasing the Common Shares;
- (d) the Company has provided to the undersigned the opportunity to ask questions and receive answers concerning the terms and conditions of the offering of the Common Shares, and it has had access to such information concerning the Company as the undersigned has considered necessary or appropriate (including, without limitation, the Company’s public filings available on SEDAR) in connection with its investment decision to acquire the Common Shares, and that any answers to questions and any request for information have been complied with to the undersigned’s satisfaction;

- (e) the undersigned is not acquiring the Common Shares with a view to distribution thereof or with any present intention of offering or selling any of the Common Shares, except (A) to the Company, (B) outside the United States in accordance with Rule 904 under the U.S. Securities Act, or (C) in accordance with Rule 144 under the U.S. Securities Act, if available, and in compliance with applicable U.S. state securities laws;
- (f) the undersigned acknowledges that the undersigned has had access to such financial and other information as the undersigned has deemed necessary in connection with the undersigned's decision to exercise the Warrants and purchase the Common Shares;
- (g) the undersigned acknowledges that the undersigned is not purchasing the Common Shares as a result of any general solicitation or general advertising, including advertisements, articles, notices or other communications published in any newspaper, magazine or similar media or broadcast over radio, television, or any seminar or meeting whose attendees have been invited by general solicitation or general advertising; and
- (h) the funds representing the purchase price for the Common Shares which will be advanced by the undersigned to the Company will not represent proceeds of crime for the purposes of the *United States Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act* (the "**PATRIOT Act**"), and the undersigned acknowledges that the Company may in the future be required by law to disclose the undersigned's name and other information relating to the exercise of the Warrants and the undersigned's subscription hereunder, on a confidential basis, pursuant to the PATRIOT Act. No portion of the purchase price to be provided by the undersigned (i) has been or will be derived from or related to any activity that is deemed criminal under the laws of the United States of America, or any other jurisdiction, or (ii) is being tendered on behalf of a person or entity who has not been identified to or by the undersigned, and we shall promptly notify the Company if we discover that any of such representations ceases to be true and provide the Company with appropriate information in connection therewith.

The undersigned understands that the Common Shares are being offered in a transaction not involving any public offering within the United States within the meaning of the U.S. Securities Act, and that the Common Shares have not been and will not be registered under the U.S. Securities Act. The undersigned further understands that any Common Shares acquired by us will be in the form of definitive physical certificates or Direct Registration System (DRS) statements and that such instruments will bear a legend reflecting the fact that we will not offer, sell or otherwise transfer any of the Common Shares, directly or indirectly, unless (i) the sale is to the Company; (ii) the sale is made outside the United States in compliance with the requirements of Rule 904 of Regulation S under the U.S. Securities Act; or (iii) the sale is made (A) pursuant to an exemption from registration under the U.S. Securities Act provided by Rule 144 thereunder, if available, and in compliance with any applicable state securities laws, or (B) pursuant to another transaction that does not require registration under the U.S. Securities Act or applicable U.S. state securities laws,

and in the case of each of (A) and (B), the seller has furnished to the Company an opinion to such effect from counsel of recognized standing in form and substance reasonably satisfactory to the Company prior to such offer, sale or transfer.

The undersigned acknowledges that you will rely upon our confirmations, acknowledgements and agreements set forth herein, and the undersigned agrees to notify you promptly in writing if any of the undersigned's representations or warranties herein ceases to be accurate or complete.

DATED this ____ day of ____ , 20 ____.

Signature of individual (if purchaser is an individual)

Authorized signatory (if purchaser is not an individual)

Name of Purchaser (please print)

Name of authorized signatory (please print)

Official capacity of authorized signatory (please print)