

APPENDIX 1
FORM OF U.S. EXERCISE CERTIFICATION

UPON EXERCISE OF WARRANTS

TO: F3 URANIUM CORP. (the “Corporation”)

AND TO: COMPUTERSHARE TRUST COMPANY OF CANADA

Ladies and Gentlemen:

I / We are delivering this letter in connection with the acquisition of shares of the Corporation (the “**Shares**”) upon the exercise of warrants of the Corporation (the “**Warrants**”), issued under the warrant indenture dated as of May 30, 2024 between the Corporation and Computershare Trust Company of Canada (the “**Warrant Indenture**”).

I / We hereby confirm that:

- (a) the undersigned an “accredited investor” by virtue of satisfying one or more of the criteria set forth in Rule 501(a) of Regulation D (an “Accredited Investor”) under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) and has completed and delivered the U.S. Accredited Investor Status Certificate attached as Annex A hereto;
- (b) the undersigned is acquiring the Shares for the undersigned’s own account, or for the account of one or more Accredited Investors for which it exercises sole investment discretion as a fiduciary or agent, in each case for investment, and not with a view to any resale, distribution or other disposition of any of the Shares in violation of United States securities laws or applicable state securities laws;
- (c) the undersigned has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of the undersigned’s investment in the Shares and is able to bear the economic risks of such investment;
- (d) the undersigned acknowledges that it has had access to such financial and other information as it deems necessary in connection with its decision to exercise the Warrants and purchase the Shares; and
- (e) the undersigned is not purchasing the Shares as a result of any “general solicitation” or “general advertising” (as those terms are used in Regulation D under the U.S. Securities Act), including, but not limited to, advertisements, articles, notices or other communications published in any newspaper, magazine or similar media or on the Internet, or broadcast over radio or television, or any seminar or meeting whose attendees have been invited by general solicitation or general advertising.

I / We understand that the 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 Shares have not been and will not be registered under the U.S. Securities Act.

I / We further understand that any Shares acquired by the undersigned will be "restricted securities" as defined in Rule 144(a)(3) under the U.S. Securities Act, will bear a legend reflecting the fact that I / we will not offer, sell, pledge or otherwise transfer any of the Shares, directly or indirectly, unless (i) to the Corporation, or a subsidiary thereof (though the Corporation or its subsidiaries are under no obligation to purchase any such Shares), (ii) outside the United States in accordance with Rule 904 of Regulation S Under the U.S. Securities Act and, in either case, in compliance with applicable local laws and regulations, (iii) in compliance with the exemption from registration under the U.S. Securities Act provided by Rule 144 under the U.S. Securities Act, if available, and the holder of the Shares has furnished to the Corporation and the Warrant Agent an opinion of counsel of recognized standing in form and substance reasonably satisfactory to the Corporation to such effect, or Rule 144A under the U.S. Securities Act, if available, (iv) in another transaction that does not require registration under the U.S. Securities Act, and the holder of the Shares has furnished to the Corporation and the Warrant Agent an opinion of counsel of recognized standing in form and substance reasonably satisfactory to the Corporation to such effect, or (v) pursuant to an effective registration statement under the U.S. Securities Act, and in each case in compliance with any applicable state securities laws in the United States.

I / We acknowledge that you will rely upon my / our confirmations, acknowledgements and agreements set forth herein, and I / we agree to notify you promptly in writing if any of my / our representations or warranties herein ceases to be accurate or complete.

DATED _____ day of _____, 20____.

(Name of U.S. Purchaser)

By: _____

Name:
Title

ANNEX A
TO FORM OF U.S. EXERCISE CERTIFICATION
UPON EXERCISE OF WARRANTS

TO: F3 Uranium Corp.
(the "**Corporation**")
AND TO: Computershare Trust Company of Canada
("Computershare")

In connection with the exercise of Warrants of the Corporation by the undersigned, the undersigned hereby represents and warrants to the Corporation and Computershare that the undersigned, and each beneficial purchaser, if any, on whose benefit the undersigned is exercising the Warrants, satisfies one or more of the following categories of Accredited Investor (please write EX for the undersigned Exerciser, and "BP" for each beneficial purchaser, if any, on each line that applies):

- 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
- 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
- Category 3. A broker or dealer registered pursuant to Section 15 of the United States Securities Exchange Act of 1934, as amended; or
- Category 4. An investment adviser registered pursuant to Section 203 of the Investment Advisers Act of 1940, as amended, or registered pursuant to the laws of a state or an investment adviser relying on the exemption from registering with the Securities and Exchange Commission under section 203(l) or (m) of the Investment Advisers Act of 1940, as amended; or
- Category 5. An insurance company as defined in Section 2(a)(13) of the U.S. Securities Act; or
- Category 6. An investment company registered under the United States Investment Company Act of 1940, as amended; or
- Category 7. A business development company as defined in Section 2(a)(48) of the United States Investment Company Act of 1940, as amended; or
- Category 8. A small business investment company licensed by the United States Small Business Administration under Section 301 (c) or (d) of the United States Small Business Investment Act of 1958, as amended; or
- Category 9. A Rural Business Investment Company as defined in section 384A of the Consolidated Farm and Rural Development Act, as amended; or
- Category 10. 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
- Category 11. An employee benefit plan within the meaning of the United States Employee Retirement Income Security Act of 1974, as amended ("ERISA"), in which the investment decision is made by a plan fiduciary, as defined in Section 3(21) of ERISA, which is either a bank, savings and loan association, insurance company or registered investment adviser, or an employee benefit plan with total assets in excess of US\$5,000,000 or,

if a self-directed plan, with investment decisions made solely by persons who are accredited investors; or

_____ Category 12. A private business development company as defined in Section 202(a)(22) of the United States Investment Advisers Act of 1940, as amended; or

_____ Category 13. An organization described in Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, a corporation, a Massachusetts or similar business trust, partnership, or 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

_____ Category 14. Any director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer; or

_____ Category 15. A natural person whose individual net worth, or joint net worth with that person's spouse or spousal equivalent, at the date hereof exceeds US\$1,000,000;

Note: For purposes of calculating "net worth" under this paragraph:

- (i) The person's primary residence shall not be included as an asset;
- (ii) Indebtedness that is secured by the person's primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of the sale of securities 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
- (iii) Indebtedness that is secured by the person's primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of securities shall be included as a liability; or

_____ Category 16. 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

_____ Category 17. A trust, with total assets in excess of US\$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D under the U.S. Securities Act; or

_____ Category 18. An entity in which all of the equity owners meet the requirements of at least one of the categories of "accredited investor"; or

_____ Category 19. An entity of a type not listed above, owning investments in excess of US\$5,000,000, that is not formed for the specific purpose of acquiring the securities offered; or

_____ Category 20. 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; or

_____ Category 21. A natural person who is a knowledgeable employee, as defined in Rule 3c-5(a)(4) under the Investment Company Act of 1940, as amended, of the issuer of the securities being offered or sold where the issuer would be an investment company, as defined in Section 3 of the Investment Company Act of 1940, as amended, but for the exclusion provided by either Section 3(c)(1) or Section 3(c)(7) of Investment Company Act of 1940, as amended; or

_____ Category 22. A family office, as defined in Rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940, as amended:

- (i) With assets under management in excess of US\$5,000,000,
- (ii) That is not formed for the specific purpose of acquiring the securities offered, and
- (iii) Whose prospective investment is directed by a person 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

_____ Category 23. A family client, as defined in rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940, as amended, of a family office meeting the requirements in Category 22 and whose prospective investment in the issuer is directed by such family office pursuant to paragraph (iii) of Category 22.

Dated: _____

Signed: _____

Print the name of Exerciser:

Print the official capacity or title, if applicable:

Print name of individual whose signature appears above if different than the name of the Exerciser
Printed above.