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OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION  
DATED JANUARY 6, 2026



KUYA SILVER CORPORATION  
(the “Company” or “Kuya”)

SUBSCRIPTION PRICE: \$1.00 PER UNIT

**SUMMARY OF OFFERING**

**What are we offering?**

**Offering:** A maximum of 15,000,000 units at a price of \$1.00 per unit (each, a “Unit”). Each Unit consists of one common share in the capital of the Company (a “Common Share”) and one-half of one Common Share purchase warrant (each whole warrant, a “Warrant”). Each Warrant is exercisable to acquire one Common Share (a “Warrant Share”) at a price of \$1.30 per Warrant Share for a period of thirty-six (36) months following the date of issue. The Offering is being conducted on a “best efforts” private placement basis pursuant to an agency agreement to be entered into by the Company, Integrity Capital Group Inc. and A.G.P. Canada Investments ULC as co-lead agents and co-bookrunners, and including a syndicate of agents (collectively, the “Agents”) on the Closing Date (as defined below).

**Offering Price:** \$1.00 per Unit.

**Offering Amount:** A maximum of 15,000,000 Units, for maximum gross proceeds of \$15,000,000 (the “Offering”).

**Closing Date:** The Offering may close in multiple tranches, with the first tranche closing expected to occur on or around January 22, 2026 (the “Closing Date”), or such later date as the Company and Agents may agree that is within 45 days of the date hereof.

**Selling Agents:** Integrity Capital Group Inc. and A.G.P. Canada Investments ULC.

<b>Exchange:</b>	The Common Shares are listed on the Canadian Securities Exchange (the “ <b>Exchange</b> ”) under the symbol “KUYA” and quoted for trading on the OTCQB (U.S.) under the symbol “KUYAF”.
<b>Last Closing Price:</b>	On January 5, 2026, the closing price of the Common Shares on the Exchange was \$1.13 and the closing price of the Common Shares on the OTCQB was USD\$0.8264.
<b>Jurisdictions:</b>	The Units that may be sold pursuant to the Offering will be offered to purchasers resident in each of the provinces of Canada except Quebec and other qualifying jurisdictions pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – <i>Prospectus Exemptions</i> (“ <b>NI 45-106</b> ”) and in reliance on the Coordinated Blanket Order 45-935 – <i>Exemptions From Certain Conditions of the Listed Issuer Financing Exemption</i> (the “ <b>Listed Issuer Financing Exemption</b> ”).
<b>Resale Restrictions:</b>	The Units and securities underlying the Units issued in the Offering under the Listed Issuer Financing Exemption to investors resident in Canada and investors outside of Canada will not be subject to a “hold period” pursuant to applicable Canadian securities laws.

### Description of Common Shares

Each Common Share carries the right to attend and vote at all meetings of shareholders of the Company. Holders of Common Shares are entitled to receive on a pro rata basis such dividends, if any, as and when declared by the Company’s board of directors at its discretion from funds legally available for the payment of dividends and upon the liquidation, dissolution or winding up of the Company are entitled to receive on a pro rata basis the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro rata basis with the holders of Common Shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

### Description of Warrants

Each Warrant will entitle the holder thereof to acquire one additional Common Share at an exercise price of \$1.30 per Common Share for a period of 36 months from the date of issue.

The Warrants will be governed by the terms and conditions set out in the certificates representing the Warrants (the “**Warrant Certificates**”) delivered to each holder at the closing of the Offering. The Warrant Certificates will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain customary events. Notwithstanding the foregoing, the terms and conditions governing the Warrants may, at the election of the Company, be provided in an indenture entered into between the Company and a trustee, pursuant to which subscribers will be provided Warrant Certificates.

No fractional Warrants Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional shares. The holding of Warrants will not make the holder thereof a shareholder of the Company or entitle such holder to any right or interest in respect of the Warrants except as expressly provided in the Warrant Certificate. Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Warrant Shares.

**The Company is conducting a listed issuer financing 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 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 preceding the date of the news release announcing this Offering, 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 STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

All statements, other than statements of historical fact, contained or incorporated by reference in this Offering Document, including but not limited to any information as to the future financial or operating performance of the Company, constitute “forward-looking information” or “forward-looking statements” within the meaning of certain securities laws, and are based on expectations, estimates and projections as of the date of this Offering Document. Forward-looking statements contained in this Offering Document include, but are not limited to, statements with respect to: the amount to be raised under the Offering; expected use of proceeds and the use of available funds following the completion of the Offering; completion and timing of the Offering; the gross proceeds to be raised pursuant to the Offering; obtaining all of the required stock exchange and other approvals in connection with the Offering; the Company’s expected future losses and accumulated deficit levels; the Company’s plans in respect of development and operations; and the Company’s risks associated with economic conditions; capital requirements and capital expenditures; the sufficiency of the Company’s cash and working capital for the next twelve months; the schedules and budgets for the Company’s development projects; success of exploration and development activities; project studies; and permitting matters. The words “may,” “can,” “could,” “will,” “expect,” “believe,” “plan,” “intend,” “explore,” “estimate,” “advance,” “future,” “target,” “goal,” “objective,” “possibility,” “opportunity,” “anticipate,” “potential,” “ongoing,” “next,” “pursue,” and “continue,” and similar words and phrases, and variations of these words and phrases, and statements that certain actions, events or results may, could, should or will be taken, will occur or will be achieved, identify forward-looking statements. Forward-looking statements are necessarily based upon estimates and assumptions that, while considered reasonable by the Company as of the date of such statements, are inherently subject to significant business and economic uncertainties and contingencies.

The estimates and assumptions of the Company referenced, contained or incorporated by reference in this Offering Document, which may prove to be incorrect, include but are not limited to the various assumptions set forth herein, as well as: there being no significant disruptions affecting the operations of the Company, whether due to extreme weather events or other natural disasters, labour disruptions (including but not limited to strikes or workforce reductions), supply disruptions, power disruptions or damage to equipment; permitting for the Company’s development projects being consistent with the Company’s current expectations; advancement of exploration consistent with the Company’s expectations at the Company’s projects; political and legal developments in any jurisdiction in which the Company operates being consistent with its current expectations including, without limitation, the impact of any political tensions and uncertainty in the Republic of Peru or any restrictions or penalties imposed, or actions taken, by any government, including but not limited to potential amendments to customs, tax and mining laws; the completion of studies on the timelines currently expected and the results of those studies being consistent with the Company’s current expectations; certain price assumptions for silver; potential direct or indirect operational impacts resulting from infectious diseases or pandemics; changes in national and local government legislation or other government actions; and that the Company will obtain all necessary consents and approvals for the completion of the Offering on a timely basis.

Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to: the Company being unable to raise the maximum amount under this Offering Document; the Company not receiving all necessary approvals resulting in termination of the Offering; the inaccuracy of any of the foregoing assumptions; fluctuations in the currency markets; fluctuations in the spot and forward price of silver or certain other commodities (such as fuel and electricity); changes in national and

local government legislation, taxation, controls, policies and regulations; the security of personnel and assets; political or economic developments in Canada, Peru or other countries in which the Company does business or may carry on business; business opportunities that may be presented to, or pursued by, the Company; operating or technical difficulties in connection with mining or development activities; employee relations; litigation or other claims against, or regulatory investigations and/or any enforcement actions, administrative orders or sanctions in respect of the Company (and/or its directors, officers, or employees) including, but not limited to, securities class action litigation in Canada, environmental litigation or regulatory proceedings or any investigations, enforcement actions and/or sanctions under any applicable anti-corruption, international sanctions and/or anti-money laundering laws and regulations in Canada, Peru or any other applicable jurisdiction; the speculative nature of silver exploration and development including, but not limited to, the risks of obtaining necessary licenses and permits; and contests over title to properties, particularly title to undeveloped properties. In addition, there are risks and hazards associated with the business of silver exploration, development, and mining, including environmental hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins, and flooding (and the risk of inadequate insurance, or the inability to obtain insurance, to cover these risks). Many of these uncertainties and contingencies can directly or indirectly affect, and could cause, the Company's actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company. 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.

Forward-looking statements are provided for the purpose of providing information about management's expectations and plans relating to the future. All of the forward-looking statements made in this Offering Document are qualified by this cautionary note and those made in our other filings with securities regulators. These factors are not intended to represent a complete list of the factors that could affect the Company. The Company disclaims any intention or obligation to update or revise any forward-looking statements or to explain any material difference between subsequent actual events and such forward-looking statements, except to the extent required by applicable law.

### **TECHNICAL INFORMATION**

On October 20, 2023, the Company filed an amended and restated technical report entitled "Bethania Silver Project – NI 43-101 Technical Report (Amended and Restated Preliminary Economic Assessment prepared for Kuya Silver Corporation), Huancavelica, Peru" dated September 26, 2023 (the "**Bethania PEA**"). The Bethania PEA addresses comments raised by the Ontario Securities Commission during a continuous disclosure review. The Bethania PEA was prepared by Mining Plus. The qualified persons, as defined under National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"), are Edgard Vilela (MAus IMM (CP), Simon Mortimer (P. Geo.), Scott Jobin-Bevans (P. Geo.), Donald Hickson (P. Eng.), Laurie Tahija (MMSA), and John Woodson (P.E.).

On December 3, 2021, the Company filed a technical report entitled "NI 43-101 Technical Report for the Silver Kings Project, Ontario, Canada" dated September 5, 2021 and prepared by InnovExplo Inc. The qualified person, as defined under NI 43-101, is Alain Carrier (M.Sc., P. Geo.).

The scientific and technical information contained in this Offering Document has been reviewed and approved by Osbaldo Zamora, Ph.D., P. Geol, Vice President of Exploration of the Company and a Qualified Person within the meaning of NI 43-101.

### **CURRENCY**

Unless otherwise indicated, all references to "\$", "CAD" or "dollars" in this Offering Document refer to Canadian dollars. "USD" or "USD\$" refers to United States dollars.

### **SUMMARY OF DESCRIPTION OF BUSINESS**

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

The Company is engaged in the acquisition, exploration, and development of mineral properties, focusing on silver deposits containing various ancillary co-products and by-products including cobalt, lead, zinc, copper, and gold.

*Bethania Project (Huancavelica, Peru)*

The Company holds the Bethania silver property (Santa Elena concession) and Chinita I concession located in the district of Acobambilla, department of Huancavelica, Peru, that operated from 2010 to 2016; three Carmelitas mineral concessions, being Carmelita 2005, Carmelita 2005 I and Carmelita 2005 II concessions, which are strategically located less than three kilometers west of Bethania, located in the district of Acobambilla, department of Huancavelica and in the district of Chongos Altos, department of Junín, Peru; and the Tres Banderas concessions, located primarily in the department of Huancavelica, Peru (with some concessions extending into the departments of Lima and Junín), in the vicinity of, or surrounding Bethania (collectively, the “**Bethania Project**”). The Bethania Project covers approximately 4,500 hectares. The Company’s goal for the Bethania Project is to build a 350 tonnes per day (“**tpd**”) mining operation as contemplated in the Bethania PEA. The Bethania PEA envisages a 350 tpd underground mine feeding a processing plant that would process mineralized material and also incorporates the potential to toll-mill mineralized material prior to the construction and commissioning of a new processing plant at site.

#### *Silver Kings Project (Ontario, Canada)*

On March 1, 2021, the Company acquired, from Electra Battery Materials Corporation (“**Electra**”), certain silver-cobalt mineral exploration assets (the “**Kerr Assets**”), as well as an option to acquire up to 70% of the balance of Electra’s silver-cobalt mineral exploration assets (the “**Remaining Assets**”) located in the historic Cobalt, Ontario silver-cobalt mining district (the “**Silver Kings Project**”). As part of that agreement, the Company had the option of forming a joint venture with Electra, through its wholly owned subsidiary Cobalt Industries of Canada Inc., the company that holds the Remaining Assets. On December 31, 2022, the Company and Electra amended the original agreement to provide the Company with the right to acquire 100% of the Remaining Assets, which was then completed in January 2023.

Since November 2021, Kuya has also acquired (primarily through claim-staking) additional mining claims in the Cobalt mining district, with some being adjacent to the Kerr Assets or the Remaining Assets, and others located in nearby prospective areas. The Silver Kings Project encompasses the 100%-owned Kerr Assets, the Remaining Assets totaling 13,000 hectares in the Coleman, Gilles Limit, Lorrain, South Lorrain, Kittson, Barr, Klock and, Dane townships in north-eastern Ontario. Certain of the claims that are part of the Remaining Assets are subject to a 2% net smelter returns royalty.

#### **Recent developments**

The following is a brief summary of the recent developments involving or affecting the Company since the filing of its management’s discussion and analysis dated November 20, 2025 for the nine month period ended September 30, 2025:

- On November 21, 2025, the Company reported an operational update for the nine-month period ended September 30, 2025. Kuya continued to advance development at the Bethania Project in Peru, achieving a record single-day throughput of 102.5 tonnes in early November 2025. Work on the 640 level of the Española vein system progressed, providing sufficient working faces to support the initial 100 tpd production target. Key infrastructure upgrades were completed, including road maintenance, underground support improvements, installation of a new compressor and high-capacity generator, and enhancements to camp facilities. Additional mining equipment was procured (pending delivery), and the workforce was expanded to support the ongoing ramp-up.
- On December 22, 2025, Kuya reported the completion its maiden exploration program at the Umm Hadid Project in Saudi Arabia, confirming high-grade silver-gold vein mineralization across a 6 km by 2.5 km area. The program included 460 surface samples and 5,001.6 metres of diamond drilling in 29 holes, validating multiple high-priority targets. Highlights include intercepts of up to 1,483.9 g/t AgEq over 2.0 m. Kuya has a 5% carried interest on the project and a back-in right to acquire an additional 40% interest by reimbursing 40% of the project expenditures up to April 2027.

#### **Material facts**

There are no material facts about the securities being distributed 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.

### What is the business objective that we expect to accomplish using the available funds?

The net proceeds of the Offering and other available funds, are expected to be used for general corporate and working capital purposes, to advance the Bethania Project by the acquisition of, and/or development of concentrate processing capacity (which may include, at the Company's discretion, acquisition of processing operations or equipment that may be located outside of immediate Bethania Project area), to continue to explore the Silver Kings Project and for discretionary growth capital. There are no significant events that must occur for the business objectives described above to be accomplished.

See "*Use of Available Funds – How will we use the available funds?*" below for additional information concerning the anticipated use of available funds in respect of these business objectives and other anticipated uses of available funds.

### USE OF AVAILABLE FUNDS

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

The expected availability of funds is \$26,725,000 for the maximum offering size, respectively. Note that an exchange rate of 1.37 CAD to USD is assumed in the tables below.

		Assuming 100% of the Offering
<b>A</b>	Amount to be raised by this Offering	\$15,000,000
<b>B</b>	Selling commissions and fees <sup>(1)</sup>	\$1,050,000
<b>C</b>	Estimated Offering costs (e.g. legal, accounting, audit)	\$175,000
<b>D</b>	Net proceeds of Offering: $D = A - (B+C)$	\$13,775,000
<b>E</b>	Working capital as at December 31, 2025 <sup>(2)(3)</sup>	\$12,150,000
<b>F</b>	Additional net sources of funding <sup>(2)(4)</sup>	\$800,000
<b>G</b>	Total available funds: $G = D+E+F$	\$26,725,000

Notes:

- (1) Broker fee of 6% plus a structuring fee of 1% of the gross proceeds from the Offering.
- (2) Figures rounded to nearest \$10,000.
- (3) Working capital figures are based on estimates prepared by management of the Company as at December 31, 2025, are unaudited, and are subject to change including as a result of normal quarterly accounting and review procedures.
- (4) Assumes that the following securities will be exercised subsequent to December 31, 2025: (a) 1,975,000 common share purchase warrants at a price of \$0.37 per common share; and (b) 100,000 common share purchase warrants at a price of \$0.65 per common share.

#### How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of the Offering
Bethania Project direct expenses (may include, at the Company's discretion, acquisition of processing operations or equipment that may be located outside of immediate Bethania Project area )	\$15,755,000
Silver Kings Project exploration expenses	\$300,000

Description of intended use of available funds listed in order of priority	Assuming 100% of the Offering
General working capital (including overheads)	\$3,500,000
Discretionary growth capital	\$7,170,000
Total: Equal to G in the Available Funds in the previous table	\$26,725,000

The above noted allocation of capital and anticipated timing represents the Company's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Company intends to expend the proceeds from the 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. See the "Cautionary Statement Regarding Forward-Looking Information" section above.

The Company's most recently filed audited financial statements and interim financial statements include a going concern note. The Company expects that the proceeds of the Offering will be sufficient to cover the Company's operating costs for the next 12 months. However, the Offering is not expected to affect the decision of the Company to include a going concern note in the next audited financial statements and interim financial statements.

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

Previous Financings	Intended Use of Funds	Use of Funds to Date	Variance and Impact on Business Objectives
March 14, 2025: Closed first tranche of a private placement by issuing 3,815,000 common shares at a price of \$0.25 per common share for gross proceeds of \$953,750.	General working capital purposes	Funds were used as intended	The Company progressed its operations as intended
March 27, 2025: Closed second tranche of a private placement by issuing 5,442,000 common shares at price of \$0.25 per common share for gross proceeds of \$1,360,500.	General working capital purposes	Funds were used as intended	The Company progressed its operations as intended
April 4, 2025: Closed third and final tranche of a private placement by issuing 2,343,000 common shares at a price of \$0.25 per common share for gross proceeds of \$585,750.	General working capital purposes	Funds were used as intended	The Company progressed its operations as intended
August 14, 2025: Closed first tranche of a private placement by issuing 15,860,000 units at a price of \$0.50 per unit for gross proceeds of \$7,930,000. Each unit consisted of one common share and one common share purchase warrant, where a full warrant is exercisable to acquire one common share at a price of \$0.65 per common share until August 14, 2028.	Exploration and development expenses for the Bethania Project and General working capital purposes	Funds are being used as intended	The Company is progressing its operations as intended

<u>Previous Financings</u>	<u>Intended Use of Funds</u>	<u>Use of Funds to Date</u>	<u>Variance and Impact on Business Objectives</u>
August 20, 2025: Closed second and final tranche of a private placement by issuing 2,280,000 units at a price of \$0.50 per unit for gross proceeds of \$1,140,000. Each unit consisted of one common share and one common share purchase warrant, where a full warrant is exercisable to acquire one common share at a price of \$0.65 per common share until August 20, 2028.	Exploration and development expenses for the Bethania Project and General working capital purposes	Funds are being used as intended	The Company is progressing its operations as intended

### 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?**

<b>Agents:</b>	Integrity Capital Group Inc. and A.G.P. Canada Investments ULC.
<b>Compensation Type:</b>	Cash Commission (as defined below) and Broker Warrants (as defined below), and the Company has also agreed to pay the Agents a cash structuring fee equal to 1% of the gross proceeds of the Offering.
<b>Cash Commission:</b>	Cash fee equal to 6.0% of the gross proceeds of the Offering (“ <b>Cash Commission</b> ”).
<b>Broker Warrants:</b>	Such number of broker warrants (the “ <b>Broker Warrants</b> ”) as is equal to 6.0% of the Units sold under the Offering. Each Broker Warrants will entitle the holder to acquire one Common Share (the “ <b>Broker Warrant Shares</b> ”) at an exercise price of \$1.30 per Broker Warrant Share for a period of 36 months following the Closing Date.

**Do the Agents have a conflict of interest?**

To the knowledge of the Company, it is not a “related issuer” or “connected issuer” of or to the Agents, as such terms are defined in National Instrument 33-105 *Underwriting Conflicts*.

### U.S. OFFERING RESTRICTIONS

The Units, Common Shares, Warrants and Warrant Shares have not been and will not be registered under the U.S. Securities Act or the securities laws of any state in the United States and, subject to certain exemptions from registration under the U.S. Securities Act and applicable state securities laws, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. The Company will not offer or sell the Units within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States except to “qualified institutional buyers” within the meaning of Rule 144A under the U.S. Securities Act, and to accredited investors (as defined in Rule 501(a) of Regulation D under the U.S. Securities Act, “U.S. Accredited Investors” in accordance with the exemption from registration under the U.S. Securities Act provided by section 4(a)(2) of the U.S. Securities Act and/or Rule 506(b) of Regulation D promulgated thereunder, and similar exemptions from the registration requirements of applicable state securities laws.

The Company will offer and sell the Units outside the United States to non-U.S. persons in accordance with Rule 903 of Regulation S under the U.S. Securities Act. This Offering Document does not constitute an offer to sell or a



solicitation of an offer to buy any Units, Common Shares, Warrants or Warrant Shares in the United States to, or for the account or benefit of, U.S. persons or persons in the United States.

In addition, until 40 days after the commencement of the Offering, an offer or sale of Units, Common Shares or Warrants within the United States or, to or for the account or benefit of, U.S. persons or persons in the United States by any dealer (whether or not participating in the Offering) may violate the registration provisions of the U.S. Securities Act unless made otherwise than in accordance with an exemption from the registration requirements under the U.S. Securities Act and similar exemptions under applicable state securities laws. The Warrants will not be exercisable by, or on behalf of, a person in the United States or a U.S. person, nor will certificates or other instruments representing the Warrant Shares issuable upon exercise of the Warrants be registered or delivered to an address in the United States, unless an exemption from the registration requirements of the U.S. Securities Act and any applicable state securities laws is available and provided that, subject to certain exceptions, the Company has received an opinion of counsel of recognized standing to such effect in form and substance satisfactory to the Company.

### **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 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.**

### **ADDITIONAL INFORMATION**

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

You can access the Company's continuous disclosure under its profile at [www.sedarplus.ca](http://www.sedarplus.ca). In addition, further information about the Company is available at [www.kuyasilver.com](http://www.kuyasilver.com).

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

**DATE OF CERTIFICATE**

**This Offering Document, together with any document filed under Canadian securities legislation on or after January 6, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

January 6, 2026

By: “David Stein”  
Name: David Stein  
Title: CEO, President, and Director

By: “Sheila Magallon”  
Name: Sheila Magallon  
Title: CFO