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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**

**February 7, 2023**



**SCOTTIE RESOURCES CORP.**  
(the “Company” or “Scottie”)

**SUMMARY OF OFFERING**

**What are we offering?**

<p><b>Offering:</b></p>	<p>11,429,000 Common Shares (as defined herein) that qualify as “flow-through shares” (within the meaning of subsection 66(15) of the <i>Income Tax Act</i> (Canada)) (the “<b>FT Shares</b>”) for gross proceeds of \$4,000,150.</p> <p>10,870,000 Common Shares (the “<b>HD Shares</b>”, and together with the FT Shares, the “<b>Offered Securities</b>”) for gross proceeds of \$2,500,100.</p>
<p><b>Offering Price:</b></p>	<p>\$0.35 per FT Share.</p> <p>\$0.23 per HD Share.</p>
<p><b>Significant Attributes:</b></p>	<p>The Company will use an amount equal to the gross proceeds received by the Company from the sale of the FT Shares, pursuant to the provisions in the <i>Income Tax Act</i> (Canada), to incur eligible “Canadian exploration expenses” that qualify as “flow-through mining expenditures” as both terms are defined in the <i>Income Tax Act</i> (Canada) (the “<b>Qualifying Expenditures</b>”) related to the Company's projects in British Columbia, on or before December 31, 2024, and to renounce all the Qualifying Expenditures in favour of the subscribers of the FT Shares effective December 31, 2023. In the event the Company is unable to renounce Qualifying Expenditures effective on or prior to December 31, 2023 for each FT Share purchased in an aggregate amount not less than the gross proceeds raised from the issue of the FT Shares, the Company will indemnify each FT Share</p>

	subscriber for the additional taxes payable by such subscriber as a result of the Company's failure to renounce the Qualifying Expenditures as agreed.
<b>Closing Date:</b>	On or about February 16, 2023 (the " <b>Closing Date</b> "). The Offering is not anticipated to close in tranches.
<b>Exchange:</b>	The common shares in the capital of the Company (the " <b>Common Shares</b> ") are listed on the TSX Venture Exchange (the " <b>TSXV</b> ") under the trading symbol "SCOT".
<b>Last Closing Price:</b>	The last closing price of the Common Shares on the TSXV on February 6, 2023, was \$0.26.

**Scottie Resources Corp. 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 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 \$6,505,644.**
- **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**

Except for statements of historical fact, information contained herein constitutes "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian and United States securities legislation. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "planned", "expect", "project", "predict", "potential", "estimate", "targeting", "intends", "believe", and similar expressions, or describes a "goal", or variation of such words and phrases or states that certain actions, events or results "may", "should", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking information and forward-looking statements herein include, but are not limited to, those relating to: 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 and the expected Closing Date; tax treatment in respect of the Offered Securities; the deposits and properties the Company intends to target for future exploration and development; potential expansion of mineralization; development of potential mineral resource estimates, including the potential quantity and/or grade of minerals; the types of precious metals being targeted for exploration by the Company; changes in project parameters as plans continue to be refined; the Company's ability to continue as a going concern; and the Company's going-forward strategy.

Forward-looking statements and forward-looking information are not guarantees of future performance and are based upon a number of estimates and assumptions of management at the date the statements are made. Such factors and assumptions may include, but are not limited to: the future prices of precious metals, the price of other commodities such as, fuel and electricity; currency exchange rates and interest rates; favourable operating conditions, political stability, timely receipt of governmental approvals, licences and permits (and renewals thereof); access to necessary financing; stability of labour markets and market conditions in general; availability of equipment; estimates of costs and expenditures to complete the Company's programs and goals; the reliability of historical data and the accuracy of publicly reported information regarding past and historic mines in British Columbia; the Company's ability to raise sufficient capital to fund planned exploration activities and maintain corporate capacity; stability in financial and capital markets; and there being no significant disruptions affecting the development and operation of the Company's project.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, and without limitation: the Company could lose title and ownership of its properties, which would have a negative effect on its operations and valuation; the Company may be unable to obtain the substantial funds required to continue its operations; the Company may fail to obtain required permits and licenses which could adversely impact the Company's operations and profitability; the market of the Common Shares is subject to volume and price volatility which could negatively affect a shareholder's ability to buy or sell the Company's Common Shares; the price of the Common Shares may be adversely affected by declines in the prices of certain minerals; the loss of key personnel could adversely affect the Company's operations; the Company operates in the resource industry, which is highly speculative, and has certain inherent exploration risks which could have a negative effect on its operations; the Company may be unable to successfully identify suitable acquisition candidates and partners, negotiate acceptable terms or integrate their operations with the Company's operations; the Company may be unable to protect its information systems or prevent cyber-attacks and security breaches; the inability to access adequate infrastructure for the Company's exploration, development and processing activities could negatively affect its business, financial condition, results of operations, cash flows or prospects; the Company is subject to political regulatory risks which may adversely affect its ability to continue to explore, develop and operate its properties; the Company is subject to substantial environmental requirements which could cause a restriction or suspension of its operations; the Company's mineralization estimates may be inaccurate, which could negatively impact the Company's ability to obtain the necessary capital to operate; the Company may be subject to a variety of civil or other legal proceedings, which may adversely affect its business, operating results or financial condition; the Company may be unable to continue as a going concern; the Company is subject to general global risks arising from epidemic diseases, the ongoing war in Ukraine, rising inflation and interest rates and the impact they will have on the Company's operations, supply chains, ability to access mining projects or procure equipment, supplies, contractors and other personnel on a timely basis or at all is uncertain; as well as other risk factors in the Company's other public filings available at [www.sedar.com](http://www.sedar.com). Readers are cautioned that this list of risk factors should not be construed as exhaustive.

Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. The Company cannot guarantee future results, performance, or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information. The Company undertakes no duty to update any of the forward-looking information to conform such information to actual results or to changes in the Company's expectations, except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information. The forward-looking information contained in this offering document is expressly qualified by this cautionary statement.

## **Scientific and Technical Information**

The scientific and technical information contained in this offering document relating to the Company's mineral properties has been reviewed and approved by Dr. Thomas Mumford, Ph.D., P.Geo., Vice President – *Exploration* of the Company, a “qualified person” (“**QP**”) within the meaning of National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (“**NI 43-101**”).

## **SUMMARY DESCRIPTION OF BUSINESS**

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

Scottie is an exploration-stage mining company engaged in the acquisition, exploration and evaluation of mineral properties located in the “Golden Triangle” area of British Columbia, Canada. Metals being targeted are precious metals with a focus on gold and silver.

Scottie owns a 100% interest in the Scottie Gold Mine Property which includes the Blueberry Zone and the high-grade, past-producing Scottie Gold Mine Property. The Company considers the Scottie Gold Mine Property to be its only material property for the purposes of applicable Canadian securities laws. For more information on the Scottie Gold Mine Property, refer to the technical report titled “*Technical Report on the Scottie Gold Mine Property, British Columbia, Canada*” (the “**Technical Report**”), prepared by Ron Voordouw, P.Geo. and Thomas Branson, P.Geo., both Qualified Persons as defined under NI 43-101, with an effective date of March 1, 2021. The Technical Report is available in its entirety on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at [www.sedar.com](http://www.sedar.com) and readers should review it in its entirety for a full description of the Scottie Gold Mine Property.

Scottie also owns 100% interest in the Georgia Project which contains the high-grade past-producing Georgia River Mine, as well as the Cambria Project properties and the Sulu property.

Altogether Scottie Resources holds more than 60,000 hectares of mineral claims in the Stewart Mining Camp in the Golden Triangle.

### **Recent developments**

There are no material recent developments in respect of 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.

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

The Company intends to use the gross proceeds from the sale of FT Shares to incur Qualifying Expenditures related to the Company's projects in British Columbia, on or before December 31, 2024. This includes programs and expenditures to:

- Advance the Scottie Gold Mine Property towards defining a mineral resource. Such plans include an expansion-focused diamond drill campaign to delineate the extent of the Blueberry Contact Zone, both along strike and at depth. Current drilling projects have defined a strike length over 1,500 metres and a depth of

over 400 metres. Surface work conducted during 2022 has defined an additional strike length potential or over 600 metres, while the depth of the deposit remains open. In addition to the exploration work on the Blueberry Contact Zone, a limited underground drill program is planned for the Scottie Gold Mine Property in order to confirm the mineralization and make the resource compliant with CIM Definition Standards for Mineral Resources and Mineral Reserves. The Company expects such activities will be carried out over a period of 9 months following the closing of the Offering.

- Carry out additional field work on the Cambria Project in order to develop and refine drill targets through surficial work and geophysics. The Company expects such activities will be carried out over a period of 9 months following the closing of the Offering.

The Company intends to use the net proceeds from the sale of HD Shares for working capital and general corporate purposes over a period of 12 months following closing of the Offering.

### USE OF AVAILABLE FUNDS

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

The expected total available funds to the Company following completion of the Offering is estimated to be \$6,915,827.

		Assuming 100% of offering
A	Amount to be raised by this offering	\$6,500,250
B	Selling commissions and fees	\$387,415
C	Estimated offering costs (e.g., legal, accounting, audit)	\$194,707
D	Net proceeds of offering: $D = A - (B+C)$	\$5,918,128
E	Working capital as at most recent month end (deficiency)	\$997,699
F	Additional sources of funding	\$0
G	<b>Total available funds: <math>G = D+E+F</math></b>	<b>\$6,915,827</b>

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

Description of intended use of available funds listed in order of priority	Assuming 100% of offering
Expansion drilling of the Blueberry Contact zone through diamond drilling	\$4,672,489
Underground drilling at the Scottie Gold Mine Property	\$400,000
Mapping and geophysics on the Cambria Project	\$400,000
Working capital and general corporate purposes	\$1,443,338
<b>Total</b>	<b>\$6,915,827</b>

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 spend 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 most recent audited annual financial statements and interim financial report of the Company included a going-concern note. The Company is still in the exploration stage and the Company has not yet generated positive cash flows from its operating activities, which may cast doubt on the Company's ability to continue as a going concern. The Offering is intended to permit the Company to continue to explore its properties and conduct additional drilling with the goal of defining mineral resource estimates, 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 financing</b>	<b>Intended use of funds</b>	<b>Use of funds to February 7, 2023</b>
\$5,008,000 April 2022 Private Placement	Flow-Through Shares: "Canadian exploration expenses" that are "flow-through mining expenditures" (as such terms are defined in the Income Tax Act (Canada)) and "BC flow-through mining expenditures" (as defined in the Income Tax Act (British Columbia)) on the Company's properties in British Columbia.  Common Shares: Working capital and general corporate purposes.	\$4,000,000, used in connection with "flow-through mining expenditures".  \$1,008,000, used as partial payment to acquire 100% of the 3% net smelter return royalty attached to the Scottie Gold Mine Property.
\$3,200,000 October 2022 Private Placement	Exploration on the Company's mineral properties, working capital and general corporate purposes.	\$2,200,000

**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>Underwriter:</b>	Cormark Securities Inc. (the "Underwriter")
<b>Compensation Type:</b>	Cash Fee and Broker Warrants (as defined herein).
<b>Cash Commission:</b>	Cash fee equal to 6.0% (3.0% in respect of the President's List) of the gross proceeds of the Offering (the "Cash Fee").

<b>Broker Warrants:</b>	The Company will issue the Underwriter that number of broker warrants (each a “ <b>Broker Warrant</b> ”), equal to 6.0% of the number of Offered Securities sold pursuant to the Offering (3.0% in respect of the President’s List). Each Broker Warrant shall entitle the holder thereof to acquire one Common Share at a price of \$0.23 for a period of two (2) years from the Closing Date.
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**Does the Underwriter have a conflict of interest?**

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

**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?**

Security holders can access the Company’s continuous disclosure filings on SEDAR at [www.sedar.com](http://www.sedar.com) under the Company’s profile.

For further information regarding the Company, visit our website at: <https://scottieresources.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 Offered Securities.*

**CERTIFICATE OF THE COMPANY**

**This offering document, together with any document filed under Canadian securities legislation on or after February 7, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

February 7, 2023

(signed) "*Bradley Rourke*"

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Bradley Rourke  
President, Chief Executive Officer & Director

(signed) "*Stephen Sulis*"

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Stephen Sulis  
Chief Financial Officer