

*This amended and restated Offering Document (the “Offering Document”), constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons to whom they may be lawfully offered for sale. This Offering Document is not, and under no circumstances is to be construed as a prospectus or advertisement or a public offering of these securities*

**AMENDED OFFERING DOCUMENT  
UNDER THE LISTED ISSUER FINANCING EXEMPTION  
(amending and restating the Offering Document dated September 25, 2024)**

**September 26, 2024**



**WESTHAVEN GOLD CORP.  
(the "Company" or "Westhaven")**

***What are we offering?***

<b>Securities:</b>	<p>10,000,000 units of the Company (each a “Unit”) at a price of \$0.15 per Unit and up to \$3,500,000 of gross proceeds from the sale of any combination of (i) common shares of the Company that will qualify as “flow-through shares” within the meaning of subsection 66(15) of the Income Tax Act (Canada) (each, a “FT Share”) at a price of \$0.175 per FT Share and (ii) flow-through units of the Company to be sold to charitable purchasers (each, a “Charity FT Unit”, and collectively with the Units and FT Shares, the “Offered Securities”) at a price of \$0.22 per Charity FT Unit.</p> <p>Each Unit will be comprised of one common share of the Company (a “Common Share”) and one-half of one common share purchase warrant of the Company (each whole warrant, a “Warrant”). Each Charity FT Unit will be comprised of one FT Share and one-half of one Warrant. Each Warrant will entitle the holder thereof to acquire an additional Common Share (each, a “Warrant Share”) at a price of \$0.22 per Warrant Share at any time prior to the date which is 24 months from the Closing Date (as defined below).</p>
<b>Offering</b>	<p>The Offering is being made pursuant to an agency agreement, to be entered into between the Company and Red Cloud Securities Inc. (the “Agent”) as lead agent and sole bookrunner. The Agent has agreed to sell, on a “best efforts” private placement basis, the Units, the FT Shares and the Charity FT Units. The Company has granted the Agent an option, exercisable in full or in part up to 48 hours prior to the closing of the Offering, to sell up to an additional \$1,000,000 of gross proceeds in any combination of Units, FT Shares and Charity FT Units (the “Agent’s Option”) at their respective offering</p>

	<p>prices.</p> <p>Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - Prospectus Exemptions ("<b>NI 45-106</b>"), the Offering is being made to purchasers resident in the provinces of Alberta, British Columbia, Manitoba, Ontario and Saskatchewan), pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 (the "<b>Listed Issuer Financing Exemption</b>"). The Offering may also be conducted in the United States and certain foreign jurisdictions pursuant to applicable securities laws</p> <p>Any Units, FT Shares and Charity FT Units sold in excess of gross proceeds of \$5,000,000 will be offered by way of the "accredited investor" and "minimum amount investment" exemptions under NI 45-106.</p>
<b>Resale Restrictions</b>	The Offered Securities sold under the Listed Issuer Financing Exemption to investors resident in Canada will not be subject to a hold period pursuant to applicable Canadian securities laws. The Offering Securities sold under the Agent's Option pursuant to the "accredited investor" and "minimum amount investment" exemptions under NI 45-106 will be subject to a hold period of four months and one day pursuant to applicable Canadian securities laws.
<b>Offering Price:</b>	\$0.15 per Unit, \$0.175 per FT Share and \$0.22 per Charity FT Unit.
<b>Offering Amount:</b>	An aggregate of \$5,000,000 through the sale of 10,000,000 Units and up to \$3,500,000 raised through the sale any combination of FT Shares and Charity FT Units (the " <b>Marketed Offering</b> " and together with the Agent's Option, the " <b>Offering</b> "). Assuming the Marketed Offering is fully subscribed and the Agent's Option is exercised in full, the size of the Offering will be \$6,000,000.
<b>Closing Date:</b>	The Offering is scheduled to close on or around October 15, 2024, or such other date as the Company and the Agent may agree (the " <b>Closing Date</b> ").
<b>Exchange:</b>	The Common Shares are listed on the TSX Venture Exchange (" <b>TSXV</b> ") under the symbol "WHN"
<b>Last Closing Price:</b>	On September 25, 2024, the last trading day before the announcement of the Offering, the closing price of the Common Shares on the TSXV was \$0.17.
<b>Strategic Investment</b>	Following the announcement of the Offering, the Agent received a commitment from Robert McEwen to participate in the Marketed Offering as a subscriber for C\$1,500,000.

***No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.***

***The Offered Securities and the Warrants forming part of the Units and Charity FT Units, and the Warrant Shares issuable upon the exercise of the Warrants, have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, any U.S. person or any person in the United States, absent an exemption from the registration requirements of the U.S. Securities Act and any applicable U.S. 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 unless exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws are available at the time of exercise. Securities issued to, or for the account or benefit of, a U.S. person or a person in the United States pursuant to exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws will be “restricted securities” within the meaning of Rule 144 under the U.S. Securities Act subject to certain restrictions on transfer set forth therein, and may be represented by definitive certificates or other instruments bearing a legend regarding such restrictions.*

#### General Information

Westhaven 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 the greater of \$5 000 000 and the amount that is equal to 10% of the issuer’s market capitalization, to a maximum of \$10,000,000;
- 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

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, the proposed participation, including participation size, in the Offering by Robert McEwen; the anticipated costs and timing of the completion of additional exploration program on the Company’s mineral properties, and the expected benefits derived therefrom; the funds from the Offering along with the Company’s working capital being sufficient to complete its intended program; expectations regarding ability to raise further capital, 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. There can be no assurances that Offering will

complete on the terms stated or at all, or that the Offering will include participation from Mr. McEwen at the amount stated or at all.

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 Company's ability to close the Offering on the terms disclosed herein, or at all, that proceeds from the Offering together with the Company's working capital will be sufficient to complete its short term objectives, that the Company will derive the benefits from ongoing exploration as currently expected by management, that the current programs will proceed as currently contemplated, that the Company will use the proceeds from the Offering as currently contemplated, the future prices of minerals and 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 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 projects.

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: that the Offering may not close within the timeframe anticipated or at all or may not close on the terms and conditions currently anticipated by the Company for a number of reasons including, without limitation, as a result of the occurrence of a material adverse change, disaster, change of law or other failure to satisfy the conditions to closing of the Offering; the Company will not be able to raise sufficient funds to complete its planned exploration program; that the Company will not derive the expected benefits from its current program; the Company may not use the proceeds of the Offering as currently contemplated; the Company may fail to find a commercially viable deposit at any of its mineral properties; the Company's plans may be adversely affected by the Company's reliance on historical data compiled by previous parties involved with its mineral properties; mineral exploration and development are inherently risky industries; the mineral exploration industry is intensely competitive; additional financing may not be available to the Company when required or, if available, the terms of such financing may not be favourable to the Company; fluctuations in the demand for gold or gold prices generally; the Company may not be able to identify, negotiate or finance any future acquisitions successfully, or to integrate such acquisitions with its current business; the Company's exploration activities are dependent upon the grant of appropriate licenses, concessions, leases, permits and regulatory consents, which may be withdrawn or not granted; the Company's operations could be adversely affected by possible future government legislation, policies and controls or by changes in applicable laws and regulations; there is no guarantee that title to the properties in which the Company has a material interest will not be challenged or impugned; the Company faces various risks associated with mining exploration that are not insurable or may be the subject of insurance which is not commercially feasible for the Company; the volatility of global capital markets over the past several years has generally made the raising of capital more difficult; inflationary cost pressures may escalate the Company's operating costs; compliance with environmental regulations can be costly; social and environmental activism can negatively impact exploration, development and mining activities; the success of the Company is largely dependent on the performance of its directors and officers; the Company's operations may be adversely affected by First Nations land claims; the Company and/or its

directors and officers may be subject to a variety of legal proceedings, the results of which may have a material adverse effect on the Company's business; the Company may be adversely affected if potential conflicts of interests involving its directors and officers are not resolved in favour of the Company; the Company's future profitability may depend upon the world market prices of gold; dilution from future equity financing could negatively impact holders of the Company's securities; failure to adequately meet infrastructure requirements could have a material adverse effect on the Company's business; the Company's projects now or in the future may be adversely affected by risks outside the control of the Company; the Company is subject to various risks associated with climate change, the Company is subject to general global risks arising from epidemic diseases, the ongoing conflicts in Ukraine and the Middle East, 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.sedarplus.ca](http://www.sedarplus.ca). 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 Mr. Peter Fischl P. Geo, a "qualified person" ("QP") within the meaning of National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101"). Historical data contained in this Offering Document has not been verified.

### **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. References to "US\$" in this Offering Document refer to United States dollars.

### **SUMMARY DESCRIPTION OF BUSINESS**

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

The Company is mineral exploration company engaged in the business of the exploration and development of four 100% owned mineral projects in the Spences Bridge Gold Belt region, located in British Columbia, being the Shovelnose property, the Prospect Valley property, the Skoonka property and the Skoonka North property.

The Company does not hold any interests in producing or commercial mineral deposits. The Company has no production or other material revenue. Commercial development of any kind will only occur in the event

that sufficient quantities of mineral resources containing economic concentrations of minerals are discovered. If, in the future, a discovery is made, substantial financial resources will be required to establish mineral resources and/or mineral reserves. Additional substantial financial resources will be required to develop mining and processing facilities for any mineral resources and/or mineral reserves that may be discovered. If the Company is unable to finance the establishment of mineral reserves or the development of mining and processing facilities it may be required to sell all or a portion of its interest in such property to one or more parties capable of financing such development.

### ***Recent Developments***

The following is a brief summary of key recent developments involving or affecting the Company since its most recent fiscal year end for which it has filed annual financial statements (being December 31, 2023).

- On January 24, 2024, Eira Thomas was appointed as Chairperson and director of the Company, succeeding D. Grenville Thomas who retired at the same time,
- On February 1, 2024, the Company announced it had received a five year 650 drill hole permit for the Shovelnose property.
- On March 10, 2024, the Company closed the first tranche of a non-brokered private placement raising gross proceeds of \$1,590,222 through the sale of 6,915,313 Common Shares, issued as “flow through shares” within the meaning of subsection 66(15) of the Income Tax Act (Canada), at a price of \$0.23 per share. A further tranche of the placement was closed on March 27, 2024 consisting of 1,010,869 additional Common Shares , issued as “flow through shares” generated gross proceeds of \$232,499,87. Aggregate finders fees of \$107,188 in cash were paid in connection with the placement.
- On March 20, 2024, the Company commenced its spring drilling program on the Shovelnose property to consist of 4,000 metres of diamond drilling, which program was completed in late June 2024. Results from 14 holes were reported by end of August 2024.
- On June 21, 2024, the Company closed a non-brokered private placement raising \$1,537,550 through the sale of 6,685,000 Common Shares, issued as “flow through shares” within the meaning of subsection 66(15) of the Income Tax Act (Canada), at a price of \$0.23 per share. Aggregate finders fees of \$92,253 in cash were paid in connection with the placement.
- On August 19, 2024, the Company entered into a property purchase agreement (the “Agreement”) with Talisker Resources Ltd. (“Talisker”) to acquire 12 claims covering 23,550 hectares contiguous with its Shovelnose gold property (the “Claims”). As consideration for the Claims, the Company paid \$20,000 in cash, granted a 1% Net Smelter Royalty (“NSR”) on the Claims and issued an aggregate of 1,500,000 Common Shares, which are subject to contractual restrictions to be released in equal installments at 4 months, 8 months and 12 months from the date of issue. The Company retains the option to buy back the NSR at any time for \$1,000,000. The transaction was completed on September 5, 2024.
- On August 26, 2024, the Company announced the commencement of a summer/fall drill campaign of its Shovelnose property focusing on seven new targets and expecting to consist of 4,000 metres of diamond drilling
- On August 28, 2024, the Company announced filed work was underway at its Prospect Valley property

will a drill permit remaining pending. The Company also announced the postponement of summer exploration plans at the Skoonka and Skoonka North properties due to wildfire activity in the area.

- On September 16, 2024, the Company appointed Zara Bolt as its interim chief financial officer following the suspension of duties of Shaun Pollard in response to charges laid against him of two counts of contravention of the *Securities Act* (British Columbia) stemming from alleged misconduct in 2018. The charges are not yet proven in a court of law and Mr. Pollard has not made any admissions of guilt. No allegations were made against the Company or its other directors and officers.
- On September 25, 2024, the Company announced the Offering. Following the announcement of the Offering, the Agent received a commitment from Robert McEwen to participate in the Marketed Offering as a subscriber for C\$1,500,000.

### **MATERIAL FACTS**

There are no material facts about the securities being distributed hereunder that have not been disclosed either in this Offering Document or in another document filed by the Company over the 12 months preceding the date of this Offering Document on the Company's profile at [www.sedarplus.ca](http://www.sedarplus.ca). Investors should read these documents prior to investing.

### **BUSINESS OBJECTIVES AND MILESTONES**

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

The Company's primary business objectives are to continue to advance the exploration of its properties including the fall drilling and exploration programs at its Shovelnose and Prospect Valley property and the evaluation of results of its spring exploration programs.

### **USE OF AVAILABLE FUNDS**

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

Based on the Company's existing working capital deficiency as at August 31, 2024 of approximately \$(270,312), the Company's expected availability of funds following closing of the Offering is expected to be approximately \$4,279,688.

		Assuming 100% of the Offering	Assuming Full Exercise of the Agent's Option <sup>(3)</sup>
A	Amount to be raised by this Offering:	\$5,000,000	\$6,000,000
B	Selling commissions and fees: <sup>(1)</sup>	\$300,000	\$360,000
C	Estimated Offering costs: (e.g., legal, accounting, audit, filing fees)	\$150,000	\$150,000
D	Net proceeds of Offering: ( $D = A - (B + C)$ ) <sup>(1)</sup>	\$4,550,000	\$5,490,000
E	Working capital as at most recent month end (deficiency): <sup>(2)</sup>	\$(270,312)	\$(270,312)
F	Additional sources of funding <sup>(4)</sup> :	\$0	\$0
<b>G</b>	<b>Total available funds:</b> ( $G = D + E + F$ )	<b>\$4,279,688</b>	<b>\$5,219,688</b>

## Notes:

- Upon closing, the Company will pay a commission of 6% of the gross proceeds of the offering to the Agent (as defined herein) and will grant the Agent warrants to purchase common shares of the Company in an amount equal to 6% of the Units, FT Shares and Charity FT Units issued pursuant to the Offering (the "Broker's Warrants"). The Broker's Warrants will be exercisable for a period of 24 months from the Closing Date at a price of \$0.15 per common share.
- Estimated and unaudited working capital is provided as at August 31, 2024. The decline in working capital since the Company's most recent audited financial statements (for the year ended December 31, 2023) is primarily due to increased exploration activities in the spring and fall season and, ongoing general and administrative costs.
- Pursuant to the Agent's Option, the Company has granted to the Agent an option, exercisable in full or in part up to 48 hours prior to the closing of the Offering, to sell up to an additional \$1,000,000 in any combination of Units, FT Shares and Charity FT Units. Any Units, FT Shares and Charity FT Units sold in excess of gross proceeds of \$5,000,000 will be offered by way of the "accredited investor" and "minimum amount investment" exemptions under NI 45-106. An aggregate of \$60,000 may be paid in association therewith as Agent's commission.
- Additional sources of funding does not include any potential funds received on the exercise of Warrants.

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

The Company intends to use the net proceeds from this Offering to fund general working capital and the development of its exploration properties:

Intended Use of Available Funds	Assuming 100% of the Offering	Assuming Full Exercise of the Agent's Option
Exploration and Evaluation Expenditures <sup>(1)</sup>	\$3,500,000	\$4,000,000 <sup>(3)</sup>
General and administrative costs <sup>(2)</sup>	\$779,688	\$1,000,000
Unallocated working capital	\$0	\$219,688
<b>Total</b>	<b>\$4,279,688</b>	<b>\$5,219,688</b>

## Notes:

- Estimated exploration expenditures are expected to consist of drilling, prospecting, sampling, geophysics, geological work
- Estimated general and administrative costs are expected to consist of (without limitation) salaries and professional fees listing and filing fees, , transfer agent and shareholder communication costs,, insurance costs, and, (, other administrative costs.
- This value assumes one half of the securities issuable under the Agent's Option are FT Shares or Charity FT Units and will be adjusted upward in the event that the Agent elects to sell a higher proportion of FT Shares or Charity FT Units on exercising the Agent's Option, if such occurs.



Gross proceeds from the sale of FT Shares and Charity FT Units will be used to incur "Canadian exploration expenses" as defined in subsection 66.1(6) of the Income Tax Act (Canada) and will be renounced to subscribers no later than December 31, 2024, pursuant to the terms of the subscription agreement to be entered into between the Company and such subscribers of FT Shares and Charity FT Units. Such expenses will also qualify as "flow-through mining expenditures" as defined in subsection 127(9) of the Income Tax Act (Canada).

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 sustain its operations for not less than 12 months from the Closing Date.

The Company has generated negative cash flows from operating activities since inception and anticipates that it will continue to have negative operating cash flow beyond the 12 months following the Closing Date. As a result, certain of the net proceeds from this Offering may be used to fund such negative cash flow from operating activities in future periods.

The most recent financial statements of the Company included a going-concern note. Management is aware, in making its going concern assessment, of recurring losses and on-going negative cash flow that may cast significant doubt on the Company's ability to continue as a going concern. The Company is in the process of exploring its mineral properties and has not yet determined whether the properties contain reserves that are economically recoverable. The business of mining and exploration involves a high degree of risk and there can be no assurance that the Company's exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the discovery of economically recoverable reserves and resources, securing and maintaining title and beneficial interest in its properties, making the required payments pursuant to mineral property option agreements and/or securing additional financing; all of which are uncertain.

The Offering is intended to permit the Company to continue its operations, with the goal of advancing its exploration activities 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?***

The proceeds of private placements completed in March 2024 and June 2024, being the fundraising activities of the Company completed in the prior 12 months, were disclosed to be used to fund exploration and development expenses for the Company's SBGB properties located in British Columbia and for general working capital purposes:

Previous Financing	Intended Use of Proceeds	Disclosed Amount	Use to date	Variances and Impact
March 2024 consisting of 7,926,182 flow through shares	To incur "Canadian development expenses" (within the meaning of the <i>Income Tax Act</i> (Canada) on the Company's mineral properties	\$1,823,022	\$1,823,022 (100% of financing)	No variance
June 2024 consisting of 6,685,000 flow through shares	To incur "Canadian development expenses" (within the meaning of the <i>Income Tax Act</i> (Canada) on the Company's mineral properties	\$1,537,550	Approximately \$1,383,795 (90% of financing)	No variance to date

### 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?***

The Company has engaged Red Cloud Securities Inc. (the "**Agent**") to act as sole agent in connection with the Offering. The Offered Securities will be offered and sold pursuant to an agency agreement to be entered into between the Company and the Agent.

The Company shall pay to the Agent a cash commission of 6.0% of the gross proceeds raised, which if the Offering is fully subscribed (including the Agent's Option), is estimated to be \$360,000.

The Company shall issue to the Agent non-transferable warrants of the Company (the "**Broker Warrants**"), exercisable for a period of 24 months following the Closing Date, to acquire in aggregate that number of Common Shares of the Company which is equal to 6.0% of the number of Offered Securities sold under the Offering at an exercise price of \$0.15 per Common Share.

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

To the knowledge of the Company, it is not a "related issuer" or "connected issuer" of or to the Agent, 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 Units.

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?***

The Company's continuous disclosure filings with applicable securities regulatory authorities in the provinces and territories of Canada are available electronically under the Company's profile on the System for Electronic Document Analysis and Retrieval (SEDAR+) at [www.sedarplus.ca](http://www.sedarplus.ca).

For further information regarding the Company, visit our website at: <https://westhavengold.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, FT Shares or Charity FT Units.**

**CERTIFICATE**

Dated: September 26, 2024

**This amended and restated offering document, together with any document filed under Canadian securities legislation on or after September 26, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

**Westhaven Gold Corp.**

(Signed) "Gareth Thomas"  
Chief Executive Officer  
Westhaven Gold Corp.

(Signed) "Zara Boldt"  
Chief Financial Officer  
Westhaven Gold Corp.