*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*

*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. 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. No sales of securities will be made into the United States pursuant to this Offering Document.*

AMENDED OFFERING DOCUMENT
UNDER THE LISTED ISSUER FINANCING EXEMPTION
(amending and restating the Offering Document dated October 22, 2026

November 4, 2026

KENORLAND MINERALS LTD.
(the "Company" or "Kenorland")

What are we offering?

Securities and Offering:	Up to 7,746,097 common shares ("**Common Shares**") of the Company (each an "**Offered Share**") at a price of $2.10 per Offered Share (the "**Offering Price**") for gross proceeds of up to $16,266,804 (the "**Offering**"). Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - Prospectus Exemptions ("**NI 45-106**"), the Offering is being made to purchasers resident in all provinces and territories of Canada (except Quebec), pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 (the "**Listed Issuer Financing Exemption**"). The Offering may also be conducted in the United States and certain foreign jurisdictions pursuant to applicable securities laws.
Resale Restrictions	The Offered Shares 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.
Offering Price:	$2.10 per Offered Share
Offering Amount:	There is no minimum amount. Assuming the Offering is fully subscribed, the size of the Offering will be $16,266,804 through the sale of 7,746,097 Offered Shares
Closing Date:	The Company reserves the right to proceed with multiple closings of the Offering, without any restrictions as to minimum amounts subscribed, on or before November 6, 2026, or such other date not exceeding 60 days from the

	date the Company filed the news release announcing this Offering.
Exchange:	The Common Shares are listed on the TSX Venture Exchange ("**TSXV**") under the symbol "KLD"
Last Closing Price:	On October 22, 2026, the last trading day before the announcement of the Offering, the closing price of the Common Shares on the TSXV was $2.10.
Participation by Strategic Investors	Following the announcement of the Offering, the Company received exercise notices from each of Sumitomo Metals Mining Canada Ltd. and Centerra Gold Inc. and a subscription agreement from Franco-Nevada Corporation, each confirming their intentions to participate in the Offering in such amount as retains their current percentage interest in the Company.

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 Shares 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. 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

Kenorland 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 in the 12 months immediately before the date of this Offering Document, will not exceed the greater of $25,000,000 and the amount that is equal to 20% of the issuer's market capitalization, to a maximum of $50,000,000;**
- **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 in the Offering, including participation size, by Franco-Nevada Corporation, 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 Franco-Nevada Corporation at the intended level 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 objectives; 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. 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. Janek Wozniewski, B.SC, P. Geo. (EGBC #172781, APEGS #77522, EGMB #48045, PGO #3824, APEGNB #L7273), Vice President of Operations at Kenorland, 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 identification, exploration and development of mineral properties located in Canada. The Company follows a project and royalty generation model and has entered into options and joint ventures for many of its properties.

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, 2025).

- On January 8, 2026, the Company completed the exercise of a 'top-up right' held by each of Sumitomo and Centerra to retain their 10.1% and 9.9% interest in the Company, respectively, as granted within the investor rights agreements dated November 3, 2021 and May 28, 2024, respectively (the "**Top-Up Right**"). An aggregate of 26,967 Common Shares were issued at a price of $2.068 per share for aggregate consideration of $55,767.76.

- On January 21, 2026, the Company announced results from an 8-hole 3,665 m drilling program on the Opinaca project, located in Quebec, on which the Company holds a 3% net smelter returns royalty.

- On January 28, 2026, the Company announced assay results from a 13 drill hole 7,075 m drilling program on the South Uchi project on which the Company currently holds a 51% interest with

Auranova Resources Inc. ("**Auranova**") holding the remaining 49% with a right to increase to 70%.

- On January 29, 2026, the Company filed a technical report for the Frotet project, located in Quebec, presenting an initial inferred mineral resource estimate for the project. The Company holds a 4% net smelter returns royalty on the Frotet project.

- On March 26, 2026, the Company entered into purchase agreements to acquire a 100% interest in (i) 10,200 hectares of additional mineral claims (the "**McVicar Agreement Area**") located within the Birch-Uchi Subprovince of Ontario, expanding the Company's 100%-owned Lang Lake project; and (ii) 58,700 hectares of additional mineral claims (the "**Rottenfish Agreement Area**") located within the Muskrat Dam greenstone belt in Ontario, expanding the Company's 100%-owned Muskrat Dam Project . Under the terms of the McVicar Agreement, to acquire a 100% interest in the McVicar Agreement area, the Company will make (i) a $100,000 cash payment upon signing of the McVicar Agreement; (ii) issue $250,000 in Common Shares, subject to a six-month escrow; and (iii) make a $1,000,000 milestone payment upon the delineation of an NI 43-101 compliant mineral resource exceeding two million ounces of gold (or equivalent). In addition, the Company will grant a 1.0% net smelter return royalty on the acquired claims of which 0.5% may be repurchased by the Company at any time for a one-time cash payment of $1,000,000. Under the terms of the Rottenfish Agreement, the Company to acquire a 100% interest in the Rottenfish Agreement Area, the Company will make $150,000 cash payment upon signing of the Rottenfish Agreement and grant of a 1.0% net smelter return royalty on the acquired claims, of which 0.5% may be repurchased at any time for a one-time cash payment of $1,000,000. In addition, milestone payments are due as follows; (i) a $100,000 payment upon completion of the first field program on the property; (ii) a $150,000 payment upon completion of the first drill hole; (iii) a $300,000 payment upon the delineation of an NI 43-101 compliant mineral resource of at least one million ounces of gold (or equivalent); and (iv) a $500,000 payment upon a production decision on the property. Up to 75% of each milestone payment may be satisfied, at the Company's election, through the issuance of Common Shares, subject to the approval of the TSX Venture Exchange. Upon a production decision on claims comprising the Rottenfish Agreement Area, an additional one-time cash payment of $1,000,000 will be payable.

- On April 20, 2026, the Company announced that Sumitomo has elected to withdraw from the earn-in and joint venture agreement dated December 14, 2022 for the O'Sullivan project, located in Quebec. Following the termination, the Company retains 100% ownership in the project.

- On April 29, 2026, the Company entered into a purchase and sale agreement with Neotech Metals Corp. ("**Neotech**") pursuant to which Neotech will acquire a 100% interest in the Torrance REE project located in Ontario for aggregate consideration of 1,000,000 common shares of Neotech. The shares will be subject to a contractual lock-up for a period of 24 months following closing, during which time Kenorland has agreed not to sell, transfer, or otherwise dispose of the shares, subject to customary exceptions including transfers to affiliates and in connection with a change of control of Neotech. Pursuant to the purchase agreement, Neotech has also committed to complete a minimum of 2,000 metres of diamond drilling on the Torrance project on or before the third anniversary of closing (the "Drilling Commitment"), subject to customary force majeure provisions. If Neotech does not satisfy the Drilling Commitment by such date, Kenorland has the right to require Neotech to assign its interest in the Torrance project back to Kenorland for nominal consideration. The Torrance project remains subject to an existing 2.0% net smelter returns royalty held by Kenorland Royalties Ltd., a wholly-owned subsidiary of Kenorland.

- On May 22, 2026, the Company completed the exercise of the Top-Up Right held by each of Sumitomo and Centerra to retain their 10.1% and 9.9% interest in the Company, respectively. An aggregate of 49,002 Common Shares were issued, of which 22,406 shares were issued at a price of $2.38 per share and 26,596 shares were issued at a price of $2.35 per share for aggregate gross proceeds of $115,826.88.

- On June 17, 2026, the Company announced assay results from the 2026 spring diamond drill program at the South Uchi project which program comprised six drill holes totalling 3,187 m.

- On June 18, 2026, the Company entered into an agreement with Prosper Gold Corp. to acquire a 100% interest in the Golden Sidewalk project, located in the Birch-Uchi Greenstone belt of Ontario, for aggregate consideration of $1,000,000 in cash. The Company also assumed underlying royalties on the claims representing the Golden Sidewalk project.

- On June 19, 2026, the Company completed the exercise of the Top-Up Right held by each of Sumitomo and Centerra to retain their 10.1% and 9.9% interest in the Company, respectively. An aggregate of 314,392 Common Shares were issued at a price of $2.136 per share for aggregate gross proceeds of $671,541.31.

- On July 7, 2026, the Company and Auranova announced the commencement of a 24 line-kilometre induced polarisation (IP) survey at the South Uchi project, located in the Red Lake District of Ontario.

- On August 27, 2026, the Company announced the commencement of a phase 2 diamond drill program at the Opinaca project, located in Quebec, in which the Company holds a 3% net smelter returns royalty.

- On September 3, 2026, the Company announced assay results from a maiden drill program at the Western Wabigoon project, located in northwestern Ontario and held under an option agreement with a subsidiary of Centerra. The project consisted of nine diamond drill holes totaling 4,089 m. Centerra holds the right to earn up to a 70% interest in the Western Wabigoon project.

- On September 29, 2026, the Company reported assay results from 2025 fall and 2026 winter program conducted by Sumitomo at the Frotet project, in which the Company holds a 4% net smelter royalty.

- On October 2, 2026, the Company completed the exercise of the Top-Up Right held by each of Sumitomo and Centerra to retain their 10.1% and 9.9% interest in the Company, respectively. An aggregate of 45,794 Common Shares were issued at a price of $2.498 per share for aggregate gross proceeds of $114,393.41.

- On October 5, 2026, the Company announced that Franco-Nevada Corporation had acquired 10,000,000 Common Shares of the Company, representing 12.42% of the outstanding Common Shares pursuant to a private transaction with two parties, being John Tognetti and Zachary Flood.

- On October 7, 2026, the Company and Auranova announced the commencement of a 2026 fall (phase 4) diamond drill program at the South Uchi project, intended to comprise approximately 5,000 m.

- On October 22, 2026, the Company announced the Offering. Following the announcement of the Offering, the Company received exercise notices from each of Sumitomo Metals Mining Canada Ltd. ("**Sumitomo**") and Centerra Gold Inc. ("**Centerra**") and a subscription agreement from Franco-Nevada

Corporation ("**Franco**"), each confirming their intentions to participate in the Offering in such amount as retains their respective current percentage interest in the Company. Sumitomo will maintain its 10.1% interest by acquiring an aggregate of 780,726 Shares, Centerra will maintain its 9.9% interest by acquiring 765,266 Shares and Franco will maintain its 12.42% interest by acquiring 962,010 Shares.

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. 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, and acquire and advance new projects.

USE OF AVAILABLE FUNDS

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

Based on the Company's existing working capital as at September 30, 2026 of approximately $10.83 million, the Company's expected availability of funds following closing of the Offering is expected to be approximately $26.4 million.

			Assuming the Offering is fully subscribed [(3)]:
A	Amount to be raised by this Offering:		$16,266,804
B	Selling commissions and fees:		$nil
C	Estimated Offering costs: [(1)] *(e.g., legal, accounting, audit, filing fees)*		$690,000
D	Net proceeds of Offering: *(D = A – (B + C))* [(1)]		$15,576,804
E	Working capital as at most recent month end (deficiency): [(2)]		$10,830,000
F	Additional sources of funding		$nil
G	**Total available funds:** *(G = D + E + F)*		**$26,406,804**

Notes:

(1) The Company has agreed to pay an advisory fee of $660,000 for capital markets advisory services which includes services related to equity financings as part of an overall engagement with a term ending December 31, 2026.

(2) Estimated and unaudited working capital is provided as at September 30, 2026. The decline in working capital since the Company's most recent audited financial statements (for the year ended December 31, 2025) is primarily due to increased exploration activities in the spring and summer seasons and, ongoing general and administrative costs.

(3) The Offering includes the exercise of participation rights held by Sumitomo and Centerra, to retain their 10.1% and 9.9% interest in the Company, respectively, as granted within the investor rights agreements dated November 3, 2021 and May 28, 2024 as well as a commitment from Franco to acquire such number of Offered Shares as results in it retaining its 12.42% interest in the Company.

How will we use the available funds?

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

Intended Use of Available Funds		Assuming 100% of Offering
Exploration and Evaluation Expenditures[(1)]		$9,000,000
General and administrative costs [(2)]		$2,371,000
Property acquisitions[(3)]		$3,000,000
Unallocated working capital		$12,035,804
Total		**$26,406,804**

Notes:

(1) Estimated exploration expenditures are expected to consist of $7 million in Ontario and $2 million for projects in other parts of Canada.

(2) 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.

(3) No specific properties have been identified as of the date of this offering document.

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.

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

The proceeds of private placements completed in 2026, being the fundraising activities of the Company completed in the prior 12 months, were disclosed to be used to fund exploration and development activities and for general working capital purposes:

Previous Financing	Intended Use of Proceeds	Disclosed Amount	Use to date	Variances and Impact
January 2026 consisting of 26,967 shares	Working capital and exploration activities	$55,767	$nil (0% of financing)	No variance to date
May 2026 consisting	Working capital	$115,827	$nil (0% of	No variance to date

of 49,002 shares	and exploration activities		financing)	
June 2026 consisting of 314,392 shares	Working capital and exploration activities	$671,541	$nil (0% of financing)	No variance to date
October 2026 consisting of 45,794 shares	Working capital and exploration activities	$114,393.41	$nil (0% of financing)	No variance to date

To date none of the fund raised in the last 12 months have been expended and remain part of the Company's available working capital.

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 not engaged any dealers or agents in connection with the Offering.

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.

For further information regarding the Company, visit our website at: www.kenorlandminerals.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 Shares.

CERTIFICATE

Dated: November 4, 2026

This amended and restated offering document, together with any document filed under Canadian securities legislation on or after November 4, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

KENORLAND MINERALS LTD.

(Signed) *"Zachary Flood"*
Chief Executive Officer
Kenorland Minerals Ltd.

(Signed) "*Enoch Kong*"
Chief Financial Officer
Kenorland Minerals Ltd.