

Summary

21 February 2024



Amaroq Minerals



Listing Agent



Landsbankinn hf.

Summary

A. Introduction and warnings

This summary should be read as an introduction to this prospectus of Amaroq Minerals Ltd. reg. no. 1011468-5, Icelandic reg. no. 600122-9910, a Canadian public limited company (the "**Company**", "**Amaroq**" or the "**Issuer**"), which consists of this summary, a Consolidated Registration Document (consisting of a Registration Document, dated 12 September 2023, and a Supplement to that Registration Document, dated 21 February 2024) and a Securities Note all dated 21 February 2024 (the "**Prospectus**"). Any decision by investors to invest in the securities should be based on a consideration of the Prospectus as a whole by the investor. Investors could lose all or part of their invested capital. Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor may, under national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of this Prospectus, or where it does not provide, when read together with the other parts of this Prospectus, key information in order to aid investors when considering whether to invest in such securities.

<i>Issuer</i>	Amaroq Minerals Ltd.
<i>Icelandic reg.no.</i>	6001229910
<i>ISIN</i>	IS0000034569
<i>LEI</i>	213800Q21S5JQ6WKCE70
<i>Ticker</i>	AMRQ
<i>Website</i>	https://www.amaroqminerals.com/
<i>Phone number</i>	n/a
<i>The competent authority approving the Prospectus</i>	Fjármálaeftirlit Seðlabanka Íslands, reg. no. 560269-4129, Kalkofnsvegi 1, 101 Reykjavík, Iceland. Email: lysingar@sedlabankinn.is
<i>Date of approval of this Prospectus</i>	This Prospectus was approved 21 February 2024

B. Key information on the Issuer

Who is the Issuer of the securities?

The issuer of the securities is Amaroq Minerals Ltd., reg. no. 600122-9910, LEI no. 213800Q21S5JQ6WKCE70, with registered offices at 3400 One First Canadian Place, PO Box 130, Toronto, On, M5X 1A4, Canada. The Issuer is a Canadian public limited company and is governed by the Canada Business Corporations Act. The Issuer is an independent mining corporation engaged in the identification, acquisition exploration and development of gold properties and other strategic minerals in Greenland. The Company's strategy is to leverage its first mover advantage in Greenland, underpinned by the previously producing Nalunaq Property, to build a multi-commodity mining company, delivering shareholder value with significant optionality in its land package of high-impact exploration assets. The Company plans to commence with a trial mining and pilot processing programme at Nalunaq focused initially on the Mountain Block due to its high-grade nature and proximity to established underground infrastructure. The Company intends to move from this trail programme towards full production during 2024/2025. The Company has twelve exclusive exploration licences, one non-exclusive exploration licences, one exploitation licence and one exploration licence which is currently up for renewal in South Greenland covering an area of 9,783.8 square kilometres, which are highly prospective for gold and other strategic minerals.

The Issuer's executive officers at date of this Prospectus are the following individuals: Eldur Ólafsson (Chief Executive Officer) and Jaco Crouse (Chief Financial Officer), which also serve as Directors of the Company, Joan Plant, (Executive Vice President) and James Gilbertson (Vice President Exploration).

The Company does not have any controlling shareholders. To the extent known by the Company, there exist no arrangements, the operation of which may at a subsequent date result in a change in control of the issuer. The Company's By-laws require that shareholders holding 3% or more of the Company's Common Shares notify the Company thereof and of subsequent changes thereto. The Issuer's major shareholders are as follows, as of 21 February 2024:

Shareholder	Number of Common Shares	Percentage of Share Capital
JLE Property Ltd.	19,407,936	7.36
First Pecos, LLC	15,853,128	6.01
Livermore Partners LLC ⁽¹⁾	14,481,924	5.49
Eldur Ólafsson	9,108,918	3.45
Sigurbjorn Thorkelsson	8,172,258	3.10

(1) Livermore Partners LLC is a company in which David Neuhauser, Non-Executive Director of Amaroq Minerals, is Managing Director.

The consolidated financial statements as at and for the years ended December 31, 2021 and December 31, 2022 were audited by BDO Canada s.r.l./S.E.N.C.R.L./LLP, 1000 De La Gauchetière Street West, Suite 200, Montréal, Québec H3B 4W5, Canada. The consolidated financial statements as at and for the year ended December 31, 2020 were audited by PricewaterhouseCoopers LLP/s.r.l./s.e.n.c.r.l, 1250 René-Lévesque Boulevard West, Suite 2500 Montreal, Quebec H3B 4Y1, Canada.

What is the key financial information regarding the Issuer?

Consolidated Income (Loss) Statement

	1Q-3Q 2023	1Q-3Q 2022	2022	2021	2020
<i>In Canadian Dollars</i>	\$	\$	\$	\$	\$
Total revenue	-	-	-	-	-
Expenses					
Exploration and evaluation expenses	5,737,257	11,003,192	12,700,526	14,280,055	7,055,707
Site development costs	-	-	-	-	-
General and administrative	8,015,379	6,946,432	10,150,020	9,703,198	4,322,826
Loss on disposal of capital assets	37,791	-	100,536	-	-
Foreign exchange	58,707	(417,826)	(849,773)	809,751	1,130,808
Operating loss	13,849,134	17,531,798	22,101,309	24,793,004	12,509,341
Other expenses (income)					
Interest income	(613,031)	(87,554)	(239,869)	(143,759)	(84,214)

Project management income	(1,108,101)	-	-	-	-
Gain on loss of control of subsidiary	(31,340,880)	-	-	-	-
Share of loss of an equity-accounted joint arrangement	5,021,231	-	-	-	-
Finance costs	766,053	28,374	37,523	39,994	12,831
Other expenses (income)	-	-	-	-	(98,846)
Net income (loss) and comprehensive income (loss)	13,425,594	(17,472,618)	(21,898,963)	(24,689,239)	(12,339,112)
Basic earnings (loss) per share	0.05	(0.10)	(0.11)	(0.14)	(0.10)
Diluted earnings (loss) per common share	0.04	(0.10)	(0.11)	(0.14)	(0.10)

Consolidated Balance Sheet

	3Q 2023	3Q 2022	2022	2021	2020
Total assets	111,193,232	26,028,307	65,096,061	42,781,664	65,944,682
Total equity	77,982,519	24,124,912	63,227,863	39,968,502	64,282,970
Total liabilities	33,210,713	1,903,395	1,868,198	2,813,162	1,661,712

Cash flow

	3Q 2023	3Q 2022	2022	2021	2020
Cash at end of period	53,655,954	11,032,487	50,137,569	27,324,459	61,874,999

The Issuer confirms that no significant changes in the financial or trading position of the Issuer have occurred since the end of the last financial period on 30 September 2023. No material adverse changes in the prospects of the Issuer have occurred since the date of its last published audited financial statement on 31 December 2022.

What are the key risks that are specific to the Issuer?

1) The Company is an exploration stage mining company, which currently has no mines in production and needs to conduct exploration activities to discover and develop mineral reserves on the areas of land in respect of which the Company has been granted licences by the Mineral Licence and Safety Authority of Greenland (the "MLSA"). It cannot give assurance that a commercially viable resource (a reserve) exists on any or all properties for which the Company currently has or may obtain an exploration license. If the Company fails to find a commercially viable deposit on any of its properties, the Company's business will be materially adversely affected.

While the Nalunaq Property (mineral exploitation licence 2003/05 issued by the MLSA to Nalunaq A/S) has an operating history and Amaroq has established a defined Mineral Resource beyond that which was mined, the true value of the project is in the resource potential that has not as yet been sufficiently quantified. This opportunity is relatively early stage and requires the Company to perform additional exploration activities and there can be no certainty that this

will be successful.

The Company's other licence interests are each on a different stage of early development, there is no historical data from which an assessment of commercial viability can be made. Although a number of licences are known to host gold and other minerals prospects, the Company will be required to conduct significant exploration activities in order to demonstrate the commercial viability of these mineral deposits.

2) There can be no assurance that the Company will be able to effectively manage the expansion of its operations or that the Company's personnel, systems, procedures and controls will be adequate to support the Company's future operations. The Company's ability to commence, maintain or increase its annual production of ore in the future will be highly dependent on its ability to discover reserves and develop these licenses. Any failure of the Board of Directors of the Company to ensure the Company's growth and development could have a material adverse effect on its business, financial condition and results of operations. There is no certainty that all or, indeed, any of the elements of the Board's strategy will develop as anticipated.

3) The Company relies in part on products and services provided by third parties in the ordinary course of business. If they fail to perform their contractual obligations, it could have materially adverse effect on the Company's business. The Company cannot predict the risk of insolvency or other managerial failure by any third party in future.

4) The Company's business is subject to various laws and regulations relating to, among other things, compliance with capital markets, environmental, mining, energy, antitrust, data protection, employment and tax laws and regulations. While the Company is not aware of any material breaches of applicable laws and regulations, it can neither guarantee that it has always been in full compliance with such laws and regulations in the past in the jurisdictions in which it operates, nor that it will be able to fully comply with them in the future.

The Company's future operations require permits and approvals from various governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, protection of endangered and protected species, treatment of indigenous people, mine safety and other matters. All activities covered by licences granted under the Mineral Resources Act must be approved by the Government of Greenland before implementation in accordance with the terms laid down in the relevant licence. There is no guarantee that such permits or approvals will be granted. To the extent that such permits or approvals are required and not obtained, the Company may be delayed or prohibited from proceeding with planned exploration or development of the Properties.

5) Mineral exploration is a speculative business, characterised by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, although present, are insufficient in quantity and quality to return a profit from production.

6) The Company cannot guarantee that title to the properties will not be challenged. Title insurance is generally not available for mineral properties and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained. The Properties may be subject to prior unregistered agreements, transfers or claims, and title may be affected by, among other things, undetected defects.

7) Development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important

determinants which affect capital and operating costs and are made more challenging through Greenland’s nascent mining industry, low population density, and the remote location of the Company’s assets. The Company’s inability to secure adequate water and power resources, as well as other events such as unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company’s operations, financial condition and results of operations.

8) The life of a mining operation is limited to its mineral reserves. Many factors are involved in the determination of the economic viability of a mineral deposit including the achievement of satisfactory mineral reserve estimates, the level of estimated metallurgical recoveries, capital and operating cost estimates and the estimate of future commodity prices and exchange rates. If a mine is developed, actual operating results may differ from those anticipated, thereby impacting the economic viability of the mine and Property.

9) The main operations are in Greenland. Interests in licences in Greenland are for specific terms and carry with them estimated annual expenditure and reporting commitments, as well as other conditions requiring compliance. The Company could lose title to, or its interest in, the Licences if their conditions are not met. There is no guarantee that, when the licences reach the end of their current term, they will be renewed or, if they are renewed, that such renewal will be on the same terms.

C. Key information on the securities

What are the main features of the securities?

<i>General Information</i>	<p>The Common Shares are triple listed on Toronto Stock Exchange-Venture Exchange (TSX-V), as common shares, London Stock Exchange (AIM), as depositary interests and Nasdaq Iceland’s Main Market as Depositary Receipts. Depositary Receipts are admitted to trading on the Main Market under the ISIN IS0000034569, registered at Nasdaq CSD SE Iceland, with the ticker AMRQ. Each Depositary Receipt represents one Common Share.</p> <p>The New Depositary Receipts will be admitted to trading on the Main Market once approval for the admission has been granted by Nasdaq Iceland.</p>
<i>Depositary</i>	<p>In accordance with the Depositary Agreement between the Issuer and Arion Bank hf. dated 21 October 2022 the Issuer has appointed Arion Bank hf. as the Depositary. The Depositary records in its books all Depositary Receipts issued in exchange for the Underlying Shares and delivered as provided for in the Depositary Agreement.</p>
<i>The securities’ type, class and ISIN</i>	<p>The Company’s issued and outstanding share capital consists of 263,730,688 Common Shares with no par value. All issued and outstanding Common Shares have been validly issued in accordance with the Canada Business Corporation Act. The Underlying Shares are registered in a Securities Depositary in accordance with applicable Canadian securities law. The ISIN of the Underlying Shares is CA02312A1066, and the Underlying Shares are traded in Canadian dollars.</p>
<i>Currency</i>	<p>The Depositary Receipts listed in Iceland are traded in ISK.</p>
<i>Par value per share</i>	<p>The Underlying Shares have no par value. The Depositary Receipts have a nominal value of ISK 1 each.</p>

<i>Rights attached to the securities</i>	The electronically registered Depositary Receipts are created and issued in registered and dematerialized form in the book-entry system of the Nasdaq CSD in accordance with the Icelandic Act No. 7/2020 on Central Depositaries, Settlement and Electronic Registration of Financial Instruments and the Icelandic Act No. 115/2021 on Markets in Financial Instruments. The Depositary Receipts represent a beneficial ownership interest in the Underlying Shares, and accordingly the rights attached to the Depositary Receipts are in all material aspects the same as the rights attached to the Underlying Shares.
<i>Seniority of shareholders</i>	In the event of the liquidation, dissolution or winding-up of the Issuer whether voluntary or involuntary, or any other distribution of the assets of the Issuer among its Shareholders for the purpose of winding-up its affairs, the holders of the Common Shares shall be entitled to receive, subject to the rights of the holders of any other class of shares, the remaining property of the Issuer.
<i>Free transferability of the securities</i>	There are no restrictions on the transferability of the Depositary Receipts. There are no bank or other guarantees attached to the Depositary Receipts and intended to underwrite the Company's obligations.
<i>Dividend policy</i>	The Company has no dividend policy and has not paid any dividends since its incorporation.

Where will the securities be traded?

At the date of this Prospectus, 21 February 2024, the Existing Depositary Receipts are admitted to trading on the Main Market. Following the Central Bank of Iceland's Financial Supervisory Authority's approval of the Prospectus the Issuer will apply for the New Depositary Receipts to be admitted to trading on the Main Market.

Is there a guarantee attached to the securities?

No guarantee is attached to the Securities.

What are the key risks that are specific to the securities?

1) Investments in equities are generally considered to bear more risk than investments in various other financial instruments, such as bonds. Share prices can fluctuate, and their value can drop to zero and investors can lose their entire investment. In the event of a company's liquidation, shareholders are last in line of receivership, collecting only that which is left when all other claims have been settled. Investors should bear in mind that even though equities, such as shares and depositary receipts representing shares, can provide a positive return on investment, there is always a risk that an investment in the shares of individual companies will decline in value.

2) The market price of the Shares is affected by many variables not directly related to the success of the Company. These variables include but are not limited to; macroeconomic developments in North America, the United Kingdom, Iceland and globally, market perceptions of the attractiveness of particular industries, changes in financial estimates by securities analysts, changes in commodity prices, currency exchange fluctuation, the extent of analytical coverage available to investors concerning the business of the Company, the issuance of securities in connection with acquisitions made by the Company or otherwise, and other factors.

3) The market price and liquidity of the Shares may be materially adversely affected by general declines in the market or by declines in markets for similar securities. The market price of the Shares may also be affected by market expectations, which are influenced by the research and reports that industry or securities analysts may publish about the Company, its business, its market, or its competitors. If analysts who may cover the Company change their recommendation regarding the Shares adversely, cease to provide coverage or provide more favourable relative recommendations about the Company's competitors, the price of the Shares could decline.

4) The liquidity of the Shares is subject to fluctuations in response to factors such as actual or anticipated variations in the Company's operating results, changes in estimates or recommendations by financial analysts, regulatory developments, general market conditions and other factors. The triple listing of the Securities in Canada, the UK and Iceland may adversely affect the liquidity and value of those shares. The trading of the Securities in these markets takes place in different currencies, at different times and with different settlement mechanics. The trading prices of the Securities on these markets may differ due to these and other factors.

5) An active and efficient secondary market with sufficient volume of trading in the Shares is conducive to investors profiting from their investment. The Company cannot guarantee that such a market for the Shares will always exist.

6) Generally, the Shareholders face dilution in the event of a share capital increase unless they subscribe for new shares. Shareholders may be faced with increased risk to their investment alongside dilution of their existing shares depending on how the increased capital will be put to use. The Company may have further capital requirements, and it may require the issuance of new Common Shares in the future and any such issuance is likely to result in the then existing Shareholders sustaining dilution to their relative proportion of the Securities in the Company.

D. Key information on the offer of securities to the public and the admission to trading on a regulated market

Under which conditions and timetable can I invest in this security?

No offering is taking place. The New Depositary Receipts were privately placed in accordance with the Prospectus Regulation. Following the Financial Supervisory approval of the Prospectus the Issuer will apply for the New Depositary Receipts to be admitted to trading on the Main Market.

Who is the offeror and/or the person asking for admission to trading?

Landsbankinn hf. has been retained by the Issuer to manage the process of admission of the New Depositary Receipts to trading on the Main Market as well as the compilation of the Prospectus in cooperation with the board and management of the Issuer, and investors are advised to acquaint themselves with potential conflicts of interest which Landsbankinn hf. may have with the Issuer.

Why is this prospectus being produced?

This prospectus is produced in connection with the Admission of the New Shares. The Issuer bears all cost associated with the issuance and admittance of the Shares to trading on the Main Market.