

**TERM SHEET**  
**NEW BREAK RESOURCES LTD.**  
**OFFERING OF UNITS**

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<b>Offeror:</b>	New Break Resources Ltd. (the “Company”).
<b>Offering:</b>	Private placement of up to 7,500,000 Units comprised of 7,500,000 Common Shares of the Company from treasury (“Shares”) and 7,500,000 half Common Share Purchase Warrants (each whole warrant individually a “Warrant” and collectively, the “Warrants”). Each Warrant will entitle the holder thereof to acquire a Warrant Share at a price of \$0.15 for a period of 24 months from the date of Closing.
<b>Offering Price:</b>	\$0.10 per Unit.
<b>Amount:</b>	\$750,000.00
<b>Over-Subscription</b>	In the event that the Company receives aggregate subscriptions for more than the 7,500,000 Units to be issued under the Offering, the Company intends to (i) proportionately accept each valid subscription it receives and/or (ii) increase the size of the Offering.
<b>Use of Proceeds:</b>	<p>The proceeds from this Offering will be used for the following purposes:</p> <ul style="list-style-type: none"><li>▪ \$100,000 – Moray helicopter VTEM survey, drone magnetic surveys and data compilation</li><li>▪ \$50,000 – Purchase historical exploration data on Sundog Gold Project.</li><li>▪ \$50,000 – Geological compilation work on Sundog Gold Project</li><li>▪ \$550,000 – Expenditures associated with going public transaction including audit, legal and listing fees; Corporate development activities, including possible additional property acquisitions; and general working capital purposes.</li></ul>
<b>Form of Offering:</b>	Best-efforts private placement pursuant to “accredited investor” exemptions and/or other available exemptions under applicable securities laws in all of the Selling Jurisdictions.
<b>Selling Jurisdictions:</b>	All provinces and territories of Canada (excluding Québec) and such other jurisdictions outside of Canada as applicable.
<b>Hold Period:</b>	The Company is not a reporting issuer pursuant to National Instrument 45-102– <i>Resale of Securities</i> (“NI 45-102”), and, as such the Shares will be subject to an indefinite hold until four months and one day after the Company becomes a reporting issuer pursuant to NI 45-102. Shares and Warrants sold in the United States will be subject to resale and transfer restrictions under United States federal and state securities laws.
<b>Finder Fee:</b>	A 6% cash finder’s fee may be paid in connection with the transaction contemplated herein.
<b>Closing of the Offering:</b>	On or prior to May 21, 2021, as may be determined by the Company (the “Closing Date”).