

INVITATION FOR OFFERS TO PURCHASE

“Vale Voisey's Bay Sea Container Auction 3”

SCHEDULE ‘A’ - ‘TERMS AND CONDITIONS OF SALE’

TCL Asset Group Inc. (TCL), in its capacity as Agent for the Vendor, will consider written Offers to Purchase the following Assets contained in Schedule ‘B’ - ‘List of Assets Available for Sale’, pursuant to these Terms and Conditions of Sale:

Vale Voisey's Bay Sea Container Auction 3 Specially described in Schedule ‘B’ - ‘List of Assets Available for Sale’ and hereinafter referred to as the ‘Assets’.

1. Offers to Purchase must be in writing, in the required ‘Form of Offer to Purchase’ attached hereto as Schedule ‘C’. The Vendor reserves the right to reject any offers not in the form of Schedule ‘C’.
2. Offers to Purchase the Assets are submitted as follows:
 - **‘En Bloc’** - i.e. Offers to Purchase together, ‘En Bloc’, all Assets contained in Schedule ‘B’ - ‘List of Assets Available for Sale’.
 - **“Piece by Piece”** - i.e. Offers to purchase separately, ‘Piece by Piece’, individual items contained in Schedule ‘B’ - ‘List of Assets Available for Sale’.
3. All sales are in **CAD FUNDS**.
4. There can be no sale of the purchased Assets conducted by the Purchaser at the premises.
5. Upon acceptance of the Offer to Purchase by the Vendor, Schedule ‘C’ - ‘Form of Offer to Purchase’ together with Schedule ‘A’ - Terms and Conditions of Sale, and Schedule ‘B’ – ‘List of Assets Available for Sale’, which shall be deemed to form part of such Offer, shall constitute a binding **“Agreement of Purchase and Sale”** with the Purchaser.
6. Acceptance of the Offer to Purchase is subject to confirmation and approval of the Vendor. The highest or any Offer to Purchase need not necessarily be accepted. No person shall vary, retract, withdraw or countermand their Offer to Purchase before notification of acceptance or rejection of the Offer. The Vendor reserves the right to terminate the sales process at any time prior to closing.
7. All sales will be on an “as is, where is” basis. Any Offer to Purchase will be accepted on the basis that the Purchaser has the opportunity to inspect the Assets, if required, and no warranty, guarantee, or condition of the Assets is expressed or implied, by TCL or the Vendor, as to description, size, condition, quality, quantity, or in any way whatsoever, including any descriptive material provided, and attached hereto.

Schedule ‘B’ - ‘List of Assets Available for Sale’, is provided solely for the convenience of prospective purchasers and is not warranted to be complete or accurate. The Purchaser shall be deemed to have relied entirely on their own inspection, if conducted, and investigation concerning the Assets and their description and condition; and is purchasing and accepts the Assets on an ‘as is, where is’ basis, and condition.

Schedule 'A' Continued

8. The purchase price is payable as follows:
For the purchase of the Assets "En Bloc" or "Piece By Piece":

Upon receipt of the Offer to Purchase, the Agent for the Vendor will review and render a decision to accept or reject the offer within 2 business days after the virtual inspection deadline of Sept. 11, 2026.

The successful Purchaser shall upon acceptance of the offer be required to pay in full the Purchase Price set out in the offer as well as all applicable Taxes, and shall indemnify and save the Vendor harmless, with respect to any liability therefor.

The Purchaser will be invoiced and shall pay the full amount owing within 48 hours to TCL, by bank wire transfer. Payment in full must be received before removal of any assets.

The Purchaser acknowledges that they will be responsible for removing the Purchased Assets from the premises within 10 days of the Closing Date. The Closing Date is the date on which payment is received in full.

9. The Purchaser shall take possession of the Assets as they exist on the Closing Date, from which date the Purchaser shall assume all the risks and responsibilities in connection therewith.
10. Purchasers acknowledge that TCL Asset Group Inc. and/or the Vendor are not the shipper, exporter, or importer of record for any items removed from the asset location. All responsibility for arranging transportation, export, import, and delivery rests solely with the Purchaser. This includes, without limitation, the preparation and filing of all required documentation, permits, certificates, customs paperwork, taxes, duties, tariffs, and any other obligations imposed under applicable local, federal, or international laws and regulations.
11. The Purchaser shall at their own expense be solely responsible for removing the Assets from their present location or from Voisey's Bay Site at the Purchaser's cost and expense, as applicable. Purchased assets must be removed within 10 business days of the closing date. The Purchaser shall hold TCL and the Vendor harmless and indemnify them from and against any and all claims and demands that may, at any time, be made against TCL and the Vendor in respect of the Purchaser's action in removing the Assets or failure to remove from its present location within the time limit specified in point 8 above.
12. This agreement will be governed by and interpreted in accordance with the laws of Ontario and the laws of Canada as applicable therein, without regard for any conflict of laws or choice of law principles that would permit or require the application of the laws of any other jurisdiction.

SCHEDULE 'B' – 'LIST OF ASSETS AVAILABLE FOR SALE'

Vale Voisey's Bay Sea Container Auction 3

Lot #	Description	Offer
1	20 ft. Shipping Container w/ contents, incl: CYLINDER ASSEMBLY 4483540 HITACHI, CYLINDER ASSEMBLY 4479451 HITACHI, ROLLER 4349519 HITACHI, PULLEY, CONVEYOR;24INX 66IN, FLAT FACE, total gross weight of sea container & contents: 8000 KG [Sea Container: JSRU7709785] [Mandatory Loading Fee: \$100]	
2	20 ft. Shipping Container w/ contents, incl: 16 Drums of 8in x 5/8 Galvanized U Bolts, total gross weight of sea container & contents: 7100KG [Sea Container: CAXU2060640] [Mandatory Loading Fee: \$100]	
3	20 ft. Shipping Container, total gross weight of sea container: 4500KG [Sea Container: EMCU2986255] [Mandatory Loading Fee: \$100]	
4	20 ft. Shipping Container w/ contents, incl: Assorted small truck tires (17 - 20 Inch), total gross weight of sea container & contents: 5000KG [Sea Container: UGMU8442863] [Mandatory Loading Fee: \$100]	
5	20 ft. Shipping Container w/ contents, incl: Assorted Gloves (7500 pairs), total gross weight of sea container & contents: 4500KG [Sea Container: BBTU8605001] [Mandatory Loading Fee: \$100]	
6	20 ft. Shipping Container w/ contents, incl: Assorted Pipe Insulation, total gross weight of sea container & contents: 3700KG [Sea Container: CBHU5803033] [Mandatory Loading Fee: \$100]	
7	20 ft. Shipping Container w/ contents, incl: Wire Cable, BELDEN-G C5611 CSA ECW90 XLPE 3C3AWG 1000V -40V HL FT4 SUN RES CANADA ROHS (851 Meters), GENERAL CABLE MI ACID FLAME CHECK AG14 FT1FT4 HL TECK90XLPE -40C 3/C 500 KCMIL 1000V SRC SA DIR BUR (174 Meters), 350-3C 5KV TECK (354 Meters), total gross weight of sea container & contents: 9100KG [Sea Containerful 2055759] [Mandatory Loading Fee: \$100]	
8	20 ft. Shipping Container w/ contents, incl: Assorted Victaulic Couplings and 6in U Bolts Galvanized, total gross weight of sea container & contents: 7300KG [Sea Container: GATU0507550] [Mandatory Loading Fee: \$100]	
9	20 ft. Shipping Container w/ contents, incl: 6-inch 5/8 U Bolts - 5000 4-inch 5/8 U Bolts 1,150, total gross weight of sea container & contents: 7700KG [Sea Container: HDMU2472902] [Mandatory Loading Fee: \$100]	
10	20 ft. Shipping Container w/ contents, incl: 2-inch Victaulic Ball Valves - 190 4-inch Victaulic Ball Valves - 189, total gross weight of sea container & contents: 6000KG [Sea Container: HJMU2039236] [Mandatory Loading Fee: \$100]	
11	20 ft. Shipping Container w/ contents, incl: Wire Cable - SHAWFLEX 4C 750KCMIL 1000V CSA TECK 90 XLPE, -40C SUN RES AG14 FT4 HL-LL53276 - 103 Meters, DECA CSA TECK 90 XLPE PVC JACKET 3C 6 AWG7C 14 AWG 1000V (-40) HL FT4 SUN RES LL83251 - 901 Meters 8-3C 1KV TECK CABLE - 1810 Meters, SHAWFLEX 3C 500 KCMIL 100V CSA TECK90 LP -40C SUN RES AG14 FT4 HL-LL5376 DUR - 77 Meters, total gross weight of sea container & contents: 9000KG [Sea Container: INBU3452425] [Mandatory Loading Fee: \$100]	
12	20 ft. Shipping Container w/ contents, incl: TUBE ADPT 2 EA 4,561.26 3266674, COND TUBE 18IN 674MM SCH40 3 EA, TUBE ADPT FLANG 18IN 2 EA, BOLT, 2"-4.5 X 10" SH OVAL 106 EA, BOLT, 2-4.5 X 8" SH OVAL 238 EA, BOLT, 2"-4.5 X 21" SH OVAL 54 EA, BOLT, 2"-4.5 X 20" SH OVAL 27 EA ,total gross weight of sea container & contents: 6000KG[Sea Container:IPXU3266674][Mandatory Loading Fee: \$100]	

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Lot #	Description	Offer
13	20 ft. Shipping Container w/ contents, incl: 842M DECA CSA TECK 90 XLPE PVC JACKET 30/C 14 AWG600V HL FT4 SUN RES LL83251, 300M 500-4C 1KV TECK CABLE, 165M SHAWFLEX 4C 750 KCMIL 1000V CSA TECK 90 XLPE-40C SUN RES AG14 FT4 HL- LL53276, total gross weight of sea container & contents: 10900 KG [Sea Container: MSCU3160800] [Mandatory Loading Fee: \$100]	
14	20 ft. Shipping Container w/ contents, incl: 8inch 5/8 U Bolts 3300 (8 Crates), total gross weight of sea container & contents: 7000KG [Sea Container: SKLU0333580] [Mandatory Loading Fee: \$100]	
15	20 ft. Shipping Container w/ contents, incl: Assorted MRO materials (List Attached in picture) Oil Filters, Motors, Rubber Disks, Brake Shoes, Battery Chargers, total gross weight of sea container & contents: 4100KG [Sea Container: TGHU0601328] [Mandatory Loading Fee: \$100]	
16	20 ft. Shipping Container w/ contents, incl: 4-inch 5/8 U Bolts (9000) 8 Crates, total gross weight of sea container & contents: 9300KG [Sea Container: TRLU9736324] [Mandatory Loading Fee: \$100]	
17	20 ft. Shipping Container w/ contents, incl: Insulation, Roofing Membrane, total gross weight of sea container & contents: 3900KG [Sea Container: TRIU3961468] [Mandatory Loading Fee: \$100]	
18	20 ft. Shipping Container w/ contents, incl: Assorted Pipe Insulation and Wraps, total gross weight of sea container & contents: 4400 KG [Sea Container: UASC3415184] [Mandatory Loading Fee: \$100]	
19	20 ft. Shipping Container w/ contents, incl: Cleaning supplies, hangars, total gross weight of sea container & contents: 4300 KG [Sea Container: XCSU4980919] [Mandatory Loading Fee: \$100]	
20	20 ft. Shipping Container w/ contents, incl: 3000 - 6 Inch 5/8 U Bolts, 600 - 4 Inch 5/8 U Bolts, 3800 - 2 Inch 5/8 U Bolts, total gross weight of sea container & contents: 6800 KG [Sea Container: SVWU1204841] [Mandatory Loading Fee: \$100]	
21	20 ft. Shipping Container w/ contents, incl: 4500 - 4 Inch 5/8 U Bolts, 3800 - 2-inch 5/8 U Bolts, total gross weight of sea container & contents: 7000 KG [Sea Container: HLXU3463572] [Mandatory Loading Fee: \$100]	
22	20 ft. Shipping Container w/ contents, incl: Hydro Test Pump. Water Pumps, Work Gloves, 8 Chain Hoist, 35 Cases Hose Clamps, Drill Press, E Cart Power Distribution, total gross weight of sea container & contents: 6200KG [Sea Container: YMLU3209641] [Mandatory Loading Fee: \$100]	
23	20 ft. Shipping Container w/ contents, incl: Wire Cable- 160M PRYSMIAN TRXLPE 15KV, 146M GENERAL CABLE XLPE 1KV, 920M 6-3 + 14-7 COMPOSITE TECK CABLE, 200FT LTGCS05B-E; 35mm, LFMC GP CSA HD 1-1/4 BLK60M/200FT, total gross weight of sea container & contents: 7300KG [Sea Container: WSCU6022852] [Mandatory Loading Fee: \$100]	
24	20 ft. Shipping Container w/ contents, incl: 38M DECA TECK 90 PVC JACKET 1000V CABLE, 167M GENERAL CABLE XLPE 1KV, 221M GENERAL CABLE XLPE 1K, total gross weight of sea container & contents: 7600 KG [Sea Container: TCKU1403803] [Mandatory Loading Fee: \$100]	
25	20 ft. Shipping Container w/ contents, incl: 4-inch 5/8 U Bolts (9800) 16 Drums, total gross weight of sea container & contents: 9000KG [Sea Container: CCLU3890492] [Mandatory Loading Fee: \$100]	
26	20 ft. Shipping Container w/ contents, incl: 500M 350-3C 5KV TECK CABLE, 824ft OKONITE 7 3/C 1/0 AWG COMPACT CU OKOGUARDEP PVC 5KV, 920M 12-3+14-7 COMPOSITE TECK CABLE, UNK TIGER BRAND LEAD CURED 2KV 4AWG 3/C +1X8AWG GC TYPE SHD-GC CSA LR 82346 TC-ERDIR BUR PT FT1 FT5 SUN RES - 50C FT4, total gross weight of sea container & contents: 10200 KG [Sea Container: CRSU1026747] [Mandatory Loading Fee: \$100]	

SCHEDULE 'B' – 'LIST OF ASSETS AVAILABLE FOR SALE'

Lot #	Description	Offer
27	20 ft. Shipping Container w/ contents, incl: Mill Liners, total gross weight of sea container & contents: 15700 KG [Sea Container: WSCU3580001] [Mandatory Loading Fee: \$100]	
28	20 ft. Shipping Container w/ contents, incl: 80M 350-3C 5KV TECK CABLE, 920M TIGER BRAND LEAD CURED 2KV 1AWG 3/C +1X8AWG GC TYPE SHD-GC CSA LR 82346 TC-ERDIR BUR CPE1 FR15 SUN RES -50C FT4, 471M GENERAL CABLE MI ACID FLAME CHECK AG14 FT1FT4 HL TECK90 XLPE -40C 3/C 500KCMIL 253 MM21000V SR CSA DIR BUR NE, total gross weight of sea container & contents: 14800 KG [Sea Container: WSCU6490072] [Mandatory Loading Fee: \$100]	

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We hereby submit the following irrevocable Offer to Purchase, in accordance with and subject to the Terms and Conditions of Sale contained in Schedule “A” annexed hereto and forming part of this Offer.

Amount of Offer

1. **En Bloc’ Offer:** For Assets contained in Schedule ‘B’,

In the amount of _____ \$

2. **Piece by Piece Offer:** For Assets contained in Schedule ‘B’

In the amount of _____ \$

Gross Purchase Price: _____ \$

Plus: 18% Buyer’s Premium _____ \$

Sub-total: _____ \$

Plus: 14.975 % QST (Goods and Services Tax) _____ \$

Total Amount Payable – CAD Dollars: _____ \$

Please Note - Lots located at: 9950 & 8950 Boul.Parent, Trois-Rivieres, Quebec

Name & Position of Offeror:	
Company Name:	
Address Line 1:	
Address Line 2:	
Telephone No.:	
Email Address:	

Dated at _____ **this** _____ **day of** _____, 2026.

Per: _____ **Witness:** _____

(Signature - I have authority to bind the company.)

Date: _____ **Date:** _____

To be Completed by TCL Asset Group Inc.

Offer Accepted:

Per: _____ **Date:** _____