

## FORM 7

### **MONTHLY PROGRESS REPORT**

Name of Listed Issuer: UBIQUE MINERALS LIMITED (the "Issuer").

Trading Symbol: CSE:UBQ

Number of Outstanding Listed Securities: 75,064,392

Date: 7<sup>th</sup> September 2022

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by Exchange Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the Exchange website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the Policies. The discussion in this report must be factual, balanced and non-promotional.

#### **General Instructions**

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

#### **Report on Business**

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

*On August 10, 2022, the Company announced the engagement of a market maker and the grant of 3,800,000 options to directors, officers and a consultant. The options vest upon grant, have an exercise price of \$0.15 and a three-year expiry period (refer #11 for details).*

*The company has acquired the service of Independent Trading Group (ITG) to act as a market maker for the company shares in accordance with CSE policies. ITG will trade shares of the Company on the Canadian trading venues with the objective of maintaining a reasonable market and improving the liquidity of the Company's common shares.*

*The term of the agreement is for 3 months renewable automatically but with a 30-day notice period thereof. The company pays \$5,000 per month for the services rendered. ITG will not receive shares or other securities as compensation. The capital used for market making will be provided by ITG.*

*On August 11, 2022, the Company announced a non-brokered private placement of up to 20,000,00 Units of the Company at a price of \$0.15 per Unit for gross proceeds of up to \$3,000,000 (the "Offering"). Each Unit will consist of one (1) common share in the capital of the Company and one (1) common share purchase warrant, with each common share purchase warrant granting the holder the right to purchase one (1) additional common share of the Company at a price of \$0.20 per share for a period of 24 months from the closing date of the Offer.*

*On September 6, 2022, the Company announced that Ubique Zinc Limited (the "Purchaser"), a wholly-owned subsidiary of the Company, and the Company have signed a Share and Asset Purchase Agreement (the "SPA") to acquire 90% of the shares in Namib Lead and Zinc Mining (Proprietary) Limited ("NLZM", previously referred to as "Project Cheetah"), which owns the Namib Lead and Zinc Mine in Namibia, from CL US Minerals LLC (the "Vendor"), together with certain indebtedness of NLZM owed to the Vendor. (Also see note 11 for details).*

2. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

*Not applicable.*

3. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

*Not applicable.*

4. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

*The Company and its wholly owned subsidiary, Ubique Zinc Limited, have signed a Share and Asset Purchase Agreement to acquire 90% of the shares in Namib Lead and Zinc Mining (Proprietary) Limited ("NLZM"), which owns the Namib Lead and Zinc Mine in Namibia, from CL US Minerals LLC (the "Vendor"), together with certain indebtedness of NLZM owed to the Vendor.*

*The total purchase price to be paid to the Vendor will be as follows:*

- *US\$1.0 million payable in cash on closing of the transaction and issuance of 10 million warrants to purchase common shares of the Company with an exercise price equivalent to the weighted average price of any coincident capital raising that is conducted as part of the transaction or, if no capital raising is undertaken, C\$0.10 (the "Exercise Price") ("Upfront Payment").*
- *One or more quarterly payments from mining operations totalling US\$10.0 million, paid from 80% of free cash flow ("Profitability Payment").*
- *US\$5.0 million, paid in cash or shares (at the Vendor's election) after the Project has produced 47,000 dry metric tonnes of concentrate ("Contingent Payment").*
- *US\$4.0 million payable through four convertible notes (the "Convertible Notes") issued on closing of the transaction as follows:*
  - *US\$1.0 million with a conversion price equivalent to the Exercise Price;*
  - *US\$1.0 million with a conversion price equivalent to the Exercise Price plus C\$0.10;*
  - *US\$1.0 million with a conversion price equivalent to the Exercise Price plus C\$0.20;*
  - *US\$1.0 million with a conversion price equivalent to the Exercise Price plus C\$0.30.*
- *The Convertible Notes shall bear an interest rate of 6.00% per annum payable in cash annually and mature on the second anniversary of closing of the transaction. At any point before or on their respective maturity date, and at the holder's option, the Convertible Notes may be convertible into common shares of Ubique at their respective conversion price. Unless converted into common shares, all outstanding amounts payable in respect of the Convertible Notes principal and accrued and unpaid interest shall be payable in cash on their maturity date. The Convertible Notes shall rank pari passu with other convertible debentures issued by Ubique, if any.*

- *If the transaction does not complete due to Ubiq or the Purchaser failing to satisfy certain conditions to completion that are partly or wholly within its control (e.g., shareholder vote), then a US\$1.0 million break fee will be paid to the Vendor within 30 days of the transaction being terminated.*
  - *Similarly, if the transaction does not complete due to the Vendor failing to satisfy certain conditions to completion that are partly or wholly within its control, then a US\$1.0 million break fee will be paid to Ubiq within 30 days of the transaction being terminated.*
  - *The Profitability Payment and the Contingent Payment will be secured by way of a first- lien security interest over the capital of the Purchaser as well as any indebtedness of the Purchaser or NZLM owed to the Company or the Purchaser.*
  - *Pursuant to the terms of the Purchase Agreement, the Company, the Purchaser and NLZM will be subject to certain restrictions on indebtedness, liens and other restricted payments prior to the payment in full (in cash or common shares) of the Profitability Payment and the Contingent Payment, as outlined above.*
  - *The transaction is contingent upon approvals from the Canadian Securities Exchange and shareholders' approval.*
5. Describe the acquisition of new customers or loss of customers.  
*Not applicable.*
6. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.  
*On August 11, 2022, the Company launched a newly updated website (www.ubiqueminerals.com) and will also upload additional updates about the Company's projects and media content in the coming weeks.*
7. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.  
*Not applicable.*
8. Report on any labour disputes and resolutions of those disputes if applicable.  
*Not applicable.*
9. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.  
*Not applicable.*
10. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.  
*Not applicable.*

11. Provide details of any securities issued and options or warrants granted.

*On August 10, 2022 the Company announced the engagement of a market maker and the grant of 3,800,000 options to directors, officers and a consultant.*

Name of the Optionee		No. of options
1.	Mark Wettreich	400,000
2.	Peter Wanner	400,000
3.	Gerald Harper	600,000
4.	Roland Crossley	400,000
5.	Gaurav Singh	600,000
6.	David Lonsdale	400,000
7.	Vilhjalmur Vilhjalmsson	800,000
8.	Robert Isles	200,000
<b>Total</b>		<b>3,800,000</b>

*The options vest upon grant, have an exercise price of \$0.15 and a three-year expiry period.*

12. Provide details of any loans to or by Related Persons.

*The Company loaned another tranche of EUR 5,000 to its associate company R500, to be used to meet working capital requirements. The Company owns approximately 25% of the shares issued by R500.*

13. Provide details of any changes in directors, officers or committee members.

*Not applicable.*

14. Discuss any trends which are likely to impact the Issuer including trends in the Issuer’s market(s) or political/regulatory trends.

*None.*

## Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

September 7<sup>th</sup>, 2022

Vilhjalmur Thor Vilhjalmsson  
Director and CEO (Interim)

sd: Vilhjalmur Thor Vilhjalmsson  
Signature  
Chief Executive Officer  
Official Capacity

<b>Issuer Details</b> Name of Issuer Ubique Minerals Limited	For Month End August 2022	Date of Report YY/MM/D 22/09/07
Issuer Address 100 King Street West, Suite 5700		
City/Province/Postal Code Toronto / ON / M5X 1C7	Issuer Fax No. ( )	Issuer Telephone No. +354 869 7296
Contact Name <u>Vilhjalmur Vilhjalmsson</u>	Contact Position CEO	Contact Telephone No. +354 869 7296
Contact Email Address <a href="mailto:vilhjalmur@jvcapital.co.uk">vilhjalmur@jvcapital.co.uk</a>	Web Site Address <a href="http://www.ubiqueminerals.com">www.ubiqueminerals.com</a>	