

Part II **Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► [See Attached.](#)

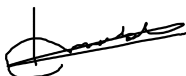
18 Can any resulting loss be recognized? ► [See Attached.](#)

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► [See Attached.](#)

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►



Date ► **09/14/2026**

Print your name ► **Arnab Kumar De**

Title ► **CFO**

**Paid
Preparer
Use Only**

Print/Type preparer's name

Kendall R. Fisher

Preparer's signature



Date

9/14/2026

Check ☐ if
self-employed

PTIN

P01980923

Firm's name ► **Dorsey & Whitney LLP**

Firm's EIN ► **41-0223337**

Firm's address ► **Columbia Center, 701 Fifth Avenue, Suite 6100, Seattle, WA 98104**

Phone no. **(206) 903-8793**

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

ERDA Resource Opportunities Inc. (formerly Fancamp Exploration Ltd.)

Attachment to Form 8937-Part II

Report of Organizational Actions Affecting Basis of Securities (the Arrangement)

Consult your tax advisor: The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “**Code**”) and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Arrangement (as defined below) on the tax basis of shares in ERDA Resource Opportunities Inc., a corporation organized under the laws of the Province of British Columbia, Canada (“**ERDA**”) and Goldera Exploration Ltd., a corporation organized under the laws of the Province of British Columbia, Canada (“**Goldera**”), in the hands of holders of shares of ERDA and Goldera stock which are U.S. taxpayers and which received such shares pursuant to the Arrangement by reason of being holders of shares of ERDA stock at the commencement of the Arrangement (“**U.S. Shareholders**”). As part of the Arrangement, ERDA changed its name from “Fancamp Exploration Ltd.” to “ERDA Resource Opportunities Inc.” through the amendment of its corporate charter documents. This discussion does not constitute tax advice and does not purport to be complete or to describe the tax consequences that may apply to particular categories of shareholders. Neither ERDA nor Goldera provides tax advice to its shareholders. You should consult your own tax advisors regarding the particular consequences of the Arrangement to you, including the applicability and effect of all U.S. federal tax laws, state and local tax laws, and non-U.S. tax laws.

In addition, this Form 8937 and the analysis contained herein does not address the U.S. federal, state, local or non-U.S. tax consequences of the Arrangement applicable to holders of options, warrants or other convertible securities of ERDA or Goldera. Holders of such options, warrants or other convertible securities should consult their own tax advisors regarding the tax consequences of the Arrangement to them in light of their own personal circumstances.

For additional information, please read the Management Information Circular of ERDA, dated as of June 11, 2026 (the “**Circular**”), which is available at www.sedarplus.ca.

Part II Item 14. (Description of organizational action)

On July 30, 2026 (the “**Effective Date**”), pursuant to an Arrangement Agreement and the accompanying Plan of Arrangement between ERDA and Goldera dated as of May 28, 2026, ERDA (i) renamed and redesignated all of its issued and unissued common shares (the “**ERDA Common Shares**”) as Class A common shares (following the renaming and redesignation, the “**Class A ERDA Common Shares**”) and created a new class of ERDA Common Shares (the “**New ERDA Common Shares**”, and collectively with the ERDA Common Shares and the Class A ERDA Common Shares, the “**ERDA Shares**”); and (ii) exchanged each issued and outstanding Class A ERDA Common Share held by a holder of Class A ERDA Common Shares (an “**ERDA Shareholder**”) for one New ERDA Common Share and one-seventh (1/7) of a common share of

Goldera held by ERDA (the “**Goldera Shares**”) (the transactions described in clauses (i) and (ii) immediately above, together, the “**Arrangement**”). No fractional Goldera Shares were issued pursuant to the Arrangement, as each fractional Goldera Share was rounded down to the nearest whole Goldera Share. No cash was received by any ERDA Shareholder in lieu of a fractional Goldera Share pursuant to the Arrangement.

U.S. Shareholders should review the Circular and consult with their own tax advisors regarding the tax consequences of the Arrangement to them in light of their particular circumstances.

Part II Item 15. (Description of the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer)

The Arrangement

The Arrangement was effected under applicable provisions of Canadian corporate law, which are technically different from analogous provisions of U.S. corporate law. Accordingly, the U.S. federal income tax considerations to certain aspects of the Arrangement are not free from doubt. Nonetheless, ERDA believes that (i) the renaming and redesignation of the ERDA Common Shares as Class A ERDA Common Shares and (ii) the exchange by ERDA Shareholders of each Class A ERDA Common Share for one New ERDA Common Share and one-seventh (1/7) of a Goldera Share, taken together as a single integrated transaction, likely consists of, for U.S. federal income tax purposes, (a) a tax-deferred recapitalization by the ERDA Shareholders of their ERDA Common Shares for New ERDA Common Shares governed by Code Section 1036 and/or Code Section 368(a)(1)(E) (the “**Recapitalization**”), and (b) a distribution of Goldera Shares to the ERDA Shareholders governed by Code Section 301 (as opposed to a tax-deferred spin-off governed by Code Section 355) (the “**Distribution**”), but ERDA provides no assurances in this regard.

The Recapitalization

Provided the Recapitalization qualifies as a tax-deferred exchange governed by Code Section 1036 and/or Code Section 368(a)(1)(E), a U.S. Shareholder should have the same tax basis and holding period in such U.S. Shareholder’s post-Recapitalization ERDA Shares as such U.S. Shareholder had in its pre-Recapitalization ERDA Shares exchanged therefor immediately prior to the Recapitalization. U.S. Shareholders will be required to allocate the aggregate tax basis of their ERDA Shares held immediately prior to the Recapitalization among the New ERDA Common Shares held immediately after the Recapitalization such that the per-share tax basis in each post-Recapitalization New ERDA Common Share is equal to the tax basis in a pre-Recapitalization ERDA Share.

If a U.S. Shareholder held different blocks of ERDA Shares (i.e., ERDA Shares acquired at different times or different prices) at the time of the Arrangement, such U.S. Shareholder should consult his, her or its own tax advisor with respect to the determination of the tax bases of particular ERDA Shares held following the Arrangement.

The Distribution

Provided the Distribution constitutes a distribution of Goldera Shares to the ERDA Shareholders governed by Code Section 301 (as opposed to a tax-deferred spin-off governed by Code Section 355), a U.S. Shareholder that received Goldera Shares pursuant to the Arrangement would be treated as receiving a distribution of property in an amount equal to the fair market value of Goldera Shares received on the date of the Distribution (without reduction for any Canadian income or other tax withheld therefrom). The Distribution would be taxable to the U.S. Shareholder as a dividend to the extent of ERDA's current and accumulated earnings and profits, as determined in accordance with U.S. federal income tax principles.

To the extent the fair market value of the Goldera Shares distributed exceeds ERDA's adjusted tax basis in such shares (as calculated for U.S. federal income tax purposes), the Arrangement is expected to generate earnings and profits for ERDA in an amount equal to the extent the fair market value of Goldera Shares distributed by ERDA exceeds ERDA's adjusted tax basis in such shares as determined for U.S. federal income tax purposes. To the extent that the fair market value of the Goldera Shares exceeds the current and accumulated earnings and profits of ERDA, the distribution of Goldera Shares pursuant to the Arrangement would be treated first as a non-taxable return of capital to the extent of a U.S. Shareholder's adjusted tax basis in the ERDA Common Shares held immediately prior to the Arrangement, with any remaining amount being taxed as a capital gain.

There can be no assurances that ERDA will obtain a calculation of its current and accumulated earnings and profits, as computed under applicable U.S. federal income tax principles, through the end of ERDA's tax year which includes the Effective Date. If ERDA does not obtain such calculation, each U.S. Shareholder will generally be required to assume that the receipt of the Goldera Shares constitutes ordinary dividend income in its entirety.

A U.S. Shareholder that received Goldera Shares pursuant to the Arrangement would generally have a tax basis in Goldera Shares equal to their fair market value on the Effective Date of the Arrangement and a holding period in Goldera Shares that begins on the day following the Effective Date.

Additional Considerations For U.S. Shareholders

If ERDA was a "passive foreign investment company" within the meaning of Code Section 1297(a) (a "**PFIC**") for any tax year during which a U.S. Shareholder held its ERDA Shares, certain special PFIC rules may apply to the Arrangement. U.S. Shareholders should review the Circular and consult with their own tax advisors regarding the potential application of the PFIC rules.

Part II Item 16. (Description of the calculation of the change in basis)

Provided the Recapitalization qualifies as a tax-deferred exchange governed by Code Section 1036 and/or Code Section 368(a)(1)(E), the tax basis of each U.S. Shareholder's total investment in ERDA Shares (or, following the Recapitalization, New ERDA Common Shares) should generally remain the same. The aggregate tax basis of the ERDA Shares held after the Recapitalization

should be equal to the aggregate tax basis of the ERDA Shares held immediately before the Recapitalization.

Provided the Distribution constitutes a distribution of Goldera Shares to the ERDA Shareholders governed by Code Section 301, U.S. Shareholders should generally have an initial tax basis immediately following the Arrangement in Goldera Shares pursuant to the Distribution equal to their respective fair market values on July 30, 2026. For purposes of calculating fair market value, the fair market value of a Goldera Share on July 30, 2026, is estimated at USD\$0.14 (the opening price of a Goldera Share on the TSX Venture on August 5, 2026, the first trading day following the Effective Date, as converted from Canadian dollars to U.S. dollars using the daily exchange rate published by the Bank of Canada on August 5, 2026).

Subject to the discussion above regarding the Distribution, there can be no assurances that ERDA will obtain a calculation of its current and accumulated earnings and profits, as computed under applicable U.S. federal income tax principles, through the end of ERDA's tax year which includes the Effective Date. If ERDA does not obtain such calculation, each U.S. Shareholder will generally be required to assume that the receipt of the Goldera Shares constitutes ordinary dividend income in its entirety.

Each U.S. Shareholder should consult his, her or its own tax advisors to determine whether they are required to recognize gain in connection with the Arrangement and what measure of fair market value is appropriate.

Part II Item 17. (List of applicable Code sections)

ERDA believes that (i) the renaming and redesignation of the ERDA Common Shares as Class A ERDA Common Shares and (ii) the exchange by ERDA Shareholders of each Class A ERDA Common Share for one New ERDA Common Share and one-seventh (1/7) of a Goldera Share, taken together as a single integrated transaction, likely consists of, for U.S. federal income tax purposes, (a) a tax-deferred recapitalization by the ERDA Shareholders of their ERDA Common Shares for New ERDA Common Shares, governed by Code Section 1036 and/or Code Section 368(a)(1)(E), and (b) a distribution of Goldera Shares to the ERDA Shareholders governed by Code Section 301 (as opposed to a tax-deferred spin-off governed by Code Section 355), but ERDA provides no assurances in this regard.

Provided the foregoing characterization of the Arrangement is respected, the U.S. federal income tax consequences for U.S. Shareholders should be determined under Code Sections 301, 305(a), 307(a), 354, 358, 368(a)(1)(E), 1036 and 1223.

In addition, if ERDA was a PFIC at any time during the period that a U.S. Shareholder held ERDA Shares, then Code Sections 1291-1297 would be applicable to such U.S. Shareholder for purposes of the Arrangement.

Part II Item 18. (Recognition of loss)

ERDA believes that (i) the renaming and redesignation of the ERDA Common Shares as Class A ERDA Common Shares and (ii) the exchange by ERDA Shareholders of each Class A ERDA Common Share for one New ERDA Common Share and one-seventh (1/7) of a Goldera Share, taken together as a single integrated transaction, likely consists of, for U.S. federal income tax purposes, (a) a tax-deferred recapitalization by the ERDA Shareholders of their ERDA Common Shares for New ERDA Common Shares, governed by Code Section 1036 and/or Code Section 368(a)(1)(E), and (b) a distribution of Goldera Shares to the ERDA Shareholders governed by Code Section 301 (as opposed to a tax-deferred spin-off governed by Code Section 355), but ERDA provides no assurances in this regard.

Provided the foregoing characterization of the Arrangement is respected, U.S. Shareholders should generally not recognize any loss pursuant to the Arrangement.

Part II Item 19. (Other information)

The Arrangement was effective on July 30, 2026. For a U.S. Shareholder whose taxable year is a calendar year, the reportable tax year is 2026.