

BLACK IRON INC.
\$10,000,000 MARKETED PUBLIC OFFERING OF COMMON SHARES
TERM SHEET
JULY 5, 2021

An amended and restated preliminary short form prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in the each of the provinces of Canada, other than the Province of Quebec. A copy of the amended and restated preliminary short form prospectus, and any amendment, is required to be delivered with this document. The amended and restated preliminary short form prospectus is still subject to completion. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final short form prospectus has been issued. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the amended and restated preliminary short form prospectus, the final short form prospectus and any amendment for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision

The securities offered hereby have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state and may not be offered, sold or delivered in the United States (as such term is defined in Regulation S promulgated under the U.S. Securities Act), except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws.

Issuer:	Black Iron Inc. (the " Company ").
Amount:	Up to 25,000,000 common shares (the " Common Shares ") of the Company on a "best efforts" agency basis.
Price:	\$0.40 per Common Share (the " Issue Price ").
Gross Proceeds:	Up to \$10,000,000.
Agent's Option:	The Company will grant the Agent an option (the " Over-Allotment Option ") to sell up to such number of additional Common Shares as is equal to 15% of the number of Common Shares sold under the Offering to cover over-allotments, if any, and for market stabilization purposes. The Over-Allotment Option shall be exercisable, in whole or in part, on or after the Closing Date and for a period of 30 days thereafter.
Use of Proceeds:	The Company plans to use the net proceeds from the offering for (a) the completion of a Feasibility Study for the Company's Shymanivske Iron Ore Project (the " Project "), (b) the completion of an Environmental and Social Impact Assessment, (c) commencement of military base relocation and securing surface rights for the Project, and (d) general corporate and working capital purposes, all as described in more detail in the amended and restated preliminary short form prospectus.
Type of Transaction:	Marketed prospectus offering, subject to a formal agency agreement, including standard industry "material adverse change out", "disaster out" "breach out" and "market out" clauses running up to the Closing Date.
Jurisdictions:	The qualifying jurisdictions for this Offering will be all provinces of Canada other than the province of Quebec. The Common Shares will also be sold to U.S. buyers on a private placement basis pursuant to an exemption from the registration requirements of the U.S. Securities Act, and in other jurisdictions on a private placement basis.
Listing:	The common shares of the Company are listed on the Toronto Stock Exchange (the "TSX") under the symbol "BKI". The Company shall obtain the necessary approvals to list the Common Shares on the TSX which listing shall be conditionally approved prior to the Closing Date.
Agency Fee:	6.0% cash commission payable at Closing (reduced to 3% in respect of President's List purchasers). In addition, the Agent shall be issued that number of broker warrants (each a " Broker Warrant ") equal to 6.0% (reduced to 3% in respect of President's List purchasers) of the number of Common Shares sold pursuant to the Offering. Each Broker Warrant shall entitle the holder thereof to acquire one Common Shares at the Issue Price for a period of 2 years from the Closing Date.
Eligibility:	The Common Shares will be eligible securities under the statutes of RRSPs, RRIFs, TFSAs and DPSPs.
Closing Date:	On or about July 20, 2021 (the " Closing Date ") or such other date as the Agent and the Company may agree.

Agent: Canaccord Genuity Corp.

There is no minimum amount of funds that must be raised under this Offering. This means that the Company may complete this Offering after raising only a small proportion of the Offering amount set out above.

Prospective investors should rely only on the information contained or incorporated by reference in the amended and restated short form prospectus. The Company and the Agent have not authorized anyone to provide purchasers with information different from that contained or incorporated by reference in the prospectus. The Company is seeking offers to buy the Common Shares only in jurisdictions where, and to persons whom, offers and sales are lawfully permitted. Investing in the Common Shares is speculative and involves significant risks that should be carefully considered. Such investment should only be made by those persons who can afford the risk of loss of their entire investment. The risk factors identified under the heading "Risk Factors" in the prospectus and in the Company's annual information form, which is available under the Company's profile on SEDAR at www.sedar.com, should be carefully reviewed and evaluated by prospective purchasers before purchasing the securities being offered hereunder.

Prospective purchasers should be aware that the acquisition, holding and disposition of the Common Shares may have tax consequences. The prospectus does not describe these tax consequences. Purchasers should consult their own tax advisors with respect to the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding or disposing of the Common Shares, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian Company that acquires the Common Shares.