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The securities offered under this Offering Document have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This Offering Document does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States or to, or for the benefit of, U.S. persons or persons in the United States. "United States" and "U.S. Person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

In connection with the offering, Sirios Resources Inc. may be considered to be a "connected issuer" within the meaning of National Instrument 33-105 – *Underwriting Conflicts* ("NI 33-105") to MDCP Securities Ltd. Russell Mills, a director of MDCP Securities Ltd., was formerly a director of OVI (as defined herein). See "*Fees and Commissions – Do the Agents have a conflict of interest?*".

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

MARCH 2, 2026

SIRIOS RESOURCES INC.
the "Company"



S I R I O S

What are we offering?

Type and Number of Securities Offered:	<p>The issuance and sale of (i) up to 40,740,740 flow-through units of the Company (each, a "FT Unit") at a price of \$0.27 per FT Unit, for gross proceeds of up to \$10,999,999.80 (the "FT Offering"), and (ii) up to 45,000,000 units of the Company (each, an "HD Unit" and together with the FT Units, the "Units") at a price of \$0.20 per HD Unit, for gross proceeds of up to \$9,000,000 (together with the FT Offering, the "Offering").</p> <p>The Company has also granted the Agents (as defined herein) an option, exercisable in whole or in part up to 48 hours prior to the closing of the Offering, to sell up to an additional 25,000,000 HD Units, on the same terms for additional gross proceeds of up to \$5,000,000 (the "Agents' Option").</p> <p>The Offering will be made on a "best efforts" private placement basis pursuant to an agency agreement to be entered into among the Company and National</p>
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Bank Financial Inc. and MDCP Securities Ltd., as co-bookrunners and co-lead agents (together, the "**Agents**"), on or before the Closing Date (as defined herein).

Each FT Unit will consist of one common share of the Company (each, a "**FT Share**") and one-half of one common share purchase warrant of the Company (each whole common share purchase warrant, a "**FT Warrant**"). The FT Shares and FT Warrants comprising the FT Units will each qualify as "flow-through shares" within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) (the "**ITA**").

Each HD Unit will consist of one common share of the Company and one-half of one common share purchase warrant of the Company (together with the FT Warrants, the "**Warrants**").

Each Warrant shall entitle the holder thereof to purchase one non-flow-through common share of the Company (each, a "**Warrant Share**") at a price of \$0.30 per Warrant Share at any time on or before that date which is 12 months after the Closing Date.

Commencing on the date which is two months following the Closing Date, in the event that the closing price of the common shares of the Company on the TSX Venture Exchange (the "**Exchange**") (or such other Canadian stock exchange on which the common shares of the Company are then listed) for 20 consecutive trading days exceeds \$0.30, the Company may, within five business days of the occurrence of such event, deliver a notice (including by way of a news release) to the holders of Warrants accelerating the expiry date of the Warrants to the date that is 30 days following the date of such notice.

The Units will be issued in reliance on the "listed issuer financing exemption" available under Part 5A of NI 45-106 (as defined herein), as amended by the Order (as defined herein) (the "**LIFE Exemption**") in each of the provinces and territories of Canada. The securities issued in connection with the Offering are expected to be immediately freely tradeable under applicable Canadian securities legislation if sold to purchasers resident in Canada. The Units may also be offered in the United States or to, or for the account or benefit of, U.S. persons, pursuant to one or more exemptions from the registration requirements of the U.S. Securities Act, and in jurisdictions outside of Canada and the United States on a private placement or equivalent basis, in each case in accordance with all applicable laws, provided that no prospectus, registration statement or other similar document is required to be filed in such jurisdiction.

Unless otherwise indicated, all references to "\$" or "dollars" is to Canadian dollars.

The Company understands that initial purchasers of FT Units may subsequently: (i) donate some or all of the FT Shares and/or FT Warrants comprising such FT Units to registered charities as part of a charitable donation arrangement promoted by a third party, who may sell such FT Shares and/or FT Warrants to purchasers arranged by the Agents; and/or (ii) sell some or all of such FT Shares and/or FT Warrants to purchasers arranged by the Agents, in each case following closing of the Offering (such FT Shares and FT Warrants described in (i) and (ii),

	<p>collectively, the "Re-Offer Securities") (each a "Follow-On Transaction"). Sales of Re-Offer Securities may be made to purchasers located in: (i) each of the provinces and territories of Canada pursuant to the LIFE Exemption, (ii) the United States to "qualified institutional buyers" pursuant to available exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws, and (iii) such other jurisdictions provided it is understood that no prospectus filing or comparable obligation, ongoing reporting requirement or requisite regulatory or governmental approval arises in such other jurisdictions. The Company will have no involvement or participation in any Follow-On Transaction, other than to register any transfer of securities required as a result.</p>
Offering Price:	<p>The FT Units will be offered at a price of \$0.27 per FT Unit.</p> <p>The HD Units will be offered at a price of \$0.20 per HD Unit.</p>
Use of Proceeds and Flow-Through Tax Considerations:	<p>The Company agrees to use an amount equal to the gross proceeds from the sale of the FT Units to incur eligible "Canadian exploration expenses" that qualify as "flow-through mining expenditures", each as defined in the ITA and any proposed amendments thereto announced publicly by or on behalf of the Minister of Finance (Canada) on or prior to the Closing Date (which for greater certainty include the amendments to such definitions proposed in amendments contained in Bill C-15, <i>Budget 2025 Implementation Act, No. 1, Sess. 45th Parl, 2025</i> and legislative proposals released by the Department of Finance on January 29, 2026) ("Qualifying Expenditures"), related to the Cheechoo Gold Project (as defined herein) and the Aquilon, Corvet Est, Plex, Lac Pau and/or Fagnant Gold projects.</p> <p>The Qualifying Expenditures will be incurred on or before December 31, 2027, and will be renounced by the Company to the initial purchasers of the FT Units with an effective date no later than December 31, 2026, in an aggregate amount not less than the gross proceeds raised from the issue of the FT Units.</p> <p>If the Company fails or is unable to renounce the Qualifying Expenditures in an amount equal to the gross proceeds from the issuance of the FT Units with an effective date of no later than December 31, 2026, and/or the amount is reduced pursuant to subsection 66(12.73) of the ITA, the Company agrees, to the extent permitted by the ITA, to indemnify the initial subscribers for all additional taxes payable by such subscribers as a consequence of such failure or reduction (other than if such failure or reduction is as a result of a Follow-On Transaction that causes the FT Shares or FT Warrants to be "prescribed shares" or "prescribed rights" within the meaning of section 6202.1 of the regulations to the ITA).</p> <p>The Company intends to use the net proceeds from the sale of the HD Units to incur additional Canadian exploration expenses and for general corporate and administrative expenses and working capital purposes.</p>
Closing Date:	<p>The Offering is expected to close on or about March 18, 2026, or such other date as the Company and the Agents may agree (the "Closing Date").</p>
Exchange:	<p>The common shares of the Company (the "Shares") are listed for trading on the Exchange under the trading symbol "SOI" and quoted on the OTCQB under the trading symbol "SIREF".</p>

Last Closing Price:	On February 27, 2026, being the last trading day before the date of this Offering Document, the closing price of the Shares was \$0.1975 per Share on the Exchange and US\$0.1452 per Share on the OTCQB.
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The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 – *Prospectus Exemptions* ("NI 45-106"). In connection with this Offering, the Company represents the following is true:

- The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The Company has filed all periodic and timely disclosure documents that it is required to have filed.
- The Company is relying on the exemptions in Coordinated Blanket Order 45-935 *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the "Order") and is qualified to distribute securities in reliance on the exemptions included in the Order.
- The total dollar amount of the Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months immediately preceding the date of the news release announcing this Offering, will not exceed \$25,000,000.
- The Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The Company will not allocate the available funds from the Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company is a Québec-based mineral exploration company committed to creating value for shareholders and benefiting local communities hosting its projects. The Company's objective is to become a major Québec gold company, through its continued exploration and development of its 100% owned advanced stage gold exploration project, the Cheechoo gold property, located in the Eeyou Istchee James Bay region of Québec, Canada (the "**Cheechoo Gold Project**"). The Cheechoo Gold Project is the Company's flagship asset, covering an area of 119 km², divided into three non-contiguous blocks and comprises 228 exclusive exploration rights. The Cheechoo Gold Project also hosts a significant portion of the Cheechoo intrusion, which contains most of the known gold occurrences in the area.

Further information regarding the business and operations of the Company, the Cheechoo Gold Project and the other projects of the Company, can be found in the Company's reports and filings available on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile.

Recent Developments

On February 27, 2026, the Company announced that it had acquired all of the issued and outstanding common shares of OVI Mining Corp. ("**OVI**") pursuant to a statutory plan of arrangement under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (the "**Arrangement**"). Pursuant to the terms of the Arrangement, the Company issued 131,905,594 Shares to OVI shareholders, being 2.34 Shares for each OVI share acquired. Concurrent with the completion of the Arrangement, Jean-Félix Lepage was

appointed Chief Executive Officer of the Company, replacing the Company's founder, Dominique Doucet, who transitioned to Executive Chairman and Head of Exploration. In addition, Sean Roosen and Laurence Farmer have joined the board of directors of the Company, adding deep Québec mining and capital markets expertise to the Sirios team.

On February 10, 2026, the Company announced assay results from an additional sampling program performed on 1,496 meters of drill core from its Aquilon gold project in the Eeyou Istchee Baie-James region of Québec (the "**Aquilon Project**"). Drill results were highlighted by: 0.21 g/t Au over 191.4 meters. The Company's 2025 drilling program was funded by Sumitomo Metal Mining Canada Ltd. ("**Sumitomo**"), with the Company acting as operator. By completing this program, Sumitomo fulfilled the Phase 1 requirements of the option agreement between the Company and Sumitomo dated December 19, 2022, and earned a 51% interest in the Aquilon Project, having invested more than \$4.8 million therein.

On August 25, 2025, the Company announced the filing of a technical report titled "*Technical Report on the Cheechoo Project with an Updated Mineral Resource Estimate for the Cheechoo Gold Deposit, Eeyou Istchee James Bay, Québec, Canada*" dated August 22, 2025 (with an effective date of July 1, 2025) prepared for the Company by PLR Resources Inc. (the "**Technical Report**"). Highlights of the Technical Report include:

- 1.3 million ounces at 1.12 g/t Au (Indicated Resources);
- 1.7 million ounces at 1.23 g/t Au (Inferred Resources);
 - including 446,000 ounces in underground resources at 3.09 g/t Au;
- Significant gold grade increase over the prior technical report prepared for the Cheechoo Gold Project:
 - 19% increase of the open-pit indicated grade (from 0.94 g/t Au to 1.12 g/t Au);
 - 38% increase of the open-pit inferred grade (from 0.73 g/t Au to 1.01 g/t Au);
- Low strip ratio of 2.9:1; and
- Conceptual Exploration Target of 31 to 40 million tonnes of mineralization grading between 1.27 to 1.45 g/t Au.

The Technical Report recommends a two-phase follow-up work program on the Cheechoo Gold Project:

- **Phase 1:** A Preliminary Economic Assessment (as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators ("**NI 43-101**")) on the deposit; and
- **Phase 2:** Drilling to expand the Mineral Resource (as defined in NI 43-101) estimate.

On July 31, 2025, the Company announced that it had closed the second and final tranche of a non-brokered private placement ("**July 2025 Offering**") whereby the Company issued 22,633,335 units of the Company (each, a "**July 2025 Unit**") at a price of \$0.06 per July 2025 Unit for gross proceeds of \$1,358,000. Each July 2025 Unit consisted of one common share of the Company and one common share purchase warrant (each, a "**July 2025 Warrant**"). Each July 2025 Warrant entitles the holder thereof to purchase one common share of the Company at an exercise price of \$0.12 per common share for a period of twenty-four (24) months from the date of issuance.

On July 23, 2025, the Company announced that it had closed the first tranche of the July 2025 Offering whereby the Company issued 19,033,332 July 2025 Units for gross proceeds of \$1,142,000.

Material facts

There are no material facts about the securities being distributed that have not been disclosed in this Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document.

What are the business objectives that we expect to accomplish using the available funds?

The Company intends to use the gross proceeds of the FT Offering to incur Qualifying Expenditures on the Cheechoo Gold Project and the Aquilon, Corvet Est, Plex, Lac Pau and/or Fagnant Gold projects, on or before December 31, 2027. The Company intends to use the net proceeds from the sale of the HD Units to incur additional Canadian exploration expenses and for general corporate and administrative expenses and working capital purposes.

The Company expects the following significant events are required to occur within the following time frames and with the following costs for the business objectives described herein to be accomplished:

Event	Time Frame	Estimated Cost⁽¹⁾⁽²⁾⁽³⁾
Incurring Qualifying Expenditures to be renounced to subscribers of FT Units, comprising continued exploration on the Cheechoo Gold Project ⁽¹⁾	Prior to December 31, 2027	\$8,499,999.80
Incurring Qualifying Expenditures to be renounced to subscribers of FT Units, comprising continued exploration on the Aquilon, Corvet Est, Plex, Lac Pau and/or Fagnant Gold projects ⁽¹⁾	Prior to December 31, 2027	\$2,500,000
Incurring additional Canadian exploration expenses, comprising continued exploration on the Cheechoo Gold Project ⁽¹⁾	Prior to December 31, 2027	\$6,550,000.01
Updated NI 43-101 mineral resources estimate and preliminary economic assessment on the Cheechoo Gold Project	Prior to December 31, 2027	\$1,000,000
General corporate and administrative expenses, and working capital purposes	Q1 2025 – Q1 2027	\$4,000,000
	Total:	\$22,549,999.81

Note:

- (1) See "Use of Available Funds – How will we use the available funds?" below for additional information in respect of the anticipated use of available funds in respect of these business objectives and other anticipated uses of available funds.
- (2) Assumes no sales to President's List (as defined herein) purchasers for which no commission would be payable.
- (3) Assumes the Agents' Option is not exercised in any part.

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the offering?

		Assuming 100% of the Offering
A	Amount to be raised by this offering	\$19,999,999.80 ⁽¹⁾
B	Selling commissions and fees	\$999,999.99 ⁽²⁾

		Assuming 100% of the Offering
C	Estimated offering costs (e.g., legal, accounting, audit)	\$350,000
D	Net proceeds of offering: $D = A - (B+C)$	\$18,649,999.81
E	Working capital as at February 28, 2026	\$3,900,000 ⁽³⁾
F	Additional sources of funding	\$0
G	Total available funds: $G = D+E+F$	\$22,549,999.81

Note:

- (1) Assumes the Agents' Option is not exercised in any part.
- (2) Assumes no sales to President's List purchasers for which no commission would be payable. See "*Fees and Commissions*" below for additional information.
- (3) Represents the Company's current assets *less* current liabilities, excluding non-cash liabilities.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of the Offering⁽¹⁾⁽²⁾
Drilling on the Cheechoo Gold Project ⁽³⁾	\$13,000,000
Regional exploration on the Cheechoo Gold Project	\$2,049,999.81
Exploration on the Aquilon, Corvet Est, Plex, Lac Pau and/or Fagnant Projects	\$2,500,000
Updated NI 43-101 mineral resources estimate and preliminary economic assessment on the Cheechoo Gold Project	\$1,000,000
General corporate and administrative expenses, and working capital purposes	\$4,000,000
Total:	\$22,549,999.81

Note:

- (1) Assumes the Agents' Option is not exercised in any part.
- (2) Assumes no sales to President's List purchasers for which no commission would be payable. See "*Fees and Commissions*" below for additional information.
- (3) The estimated costs described in the table above include expenditures related to exploration drilling and work programs at the Cheechoo Gold Project through to December 31, 2027, including drilling, logging, assays, core storage and camp cost.

Any funds raised in connection with the exercise of the Agents' Option are intended to be allocated to general corporate and administrative expenses and working capital purposes.

The above noted allocation represents the Company's current intentions with respect to its use of proceeds and other available funds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from the Offering and other available funds as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan and sustain its operations for not less than 12 months from the Closing Date of the Offering. See "*Cautionary Statement Regarding Forward Looking Information*" below. The

Company has generated negative cash flows from operating activities since inception and anticipates that it will continue to have negative operating cash flow beyond the 12 months after the Closing Date of the Offering. As a result, certain of the other available funds will be used to fund such negative cash flow from operating activities in future periods.

The most recent audited annual financial statements and interim financial statements of the Company included a going concern note. The Company is still in the exploration and development stage and has not yet determined whether its mineral properties contain mineral deposits that are economically recoverable. The Company has not generated positive cash flows from its operating activities, which may cast doubt on the Company's ability to continue as a going concern. The Offering is intended to permit the Company to continue to explore and expand its properties and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

How have we used the other funds we have raised in the past 12 months?

In the 12 months prior to the date of this Offering Document, the Company raised aggregate gross proceeds of \$2.5 million pursuant to the July 2025 Offering (see *"Summary Description of Business – Recent Developments"* above).

The following table sets forth the intended use of the proceeds from the July 2025 Offering and the approximate amounts actually spent by the Company to date from the net proceeds from such offering:

Description of intended use of proceeds	Use of funds to date	Impact of variances, if any, on business objectives and milestones
The proceeds from the July 2025 Offering were intended to be used to fund the Cheechoo Gold Project's infrastructure and improvements and other exploration activities and for general and administrative expenses	The proceeds from the July 2025 Offering were used to fund the Cheechoo Gold Project access road improvement, exploration work including stripping at the Cheechoo Gold Project, and for general and administrative expenses, for a total use of \$1,500,000 to date.	None.

FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

Agents:	National Bank Financial Inc. and MDCP Securities Ltd., as co-bookrunners and co-lead agents.
Cash Commission:	At the closing of the Offering, the Company shall pay the Agents a cash commission (the " Commission ") equal to 5.0% of the gross proceeds of the Offering (including in respect of any exercise of the Agents' Option).

	Notwithstanding the foregoing, no cash commission will be payable by the Company to the Agents with respect to Units that are purchased by investors identified by the Company pursuant to a "president's list" (the " President's List ") (subject to a maximum of \$2,000,000 of Units sold to purchasers on the President's List pursuant to the Offering).
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Do the Agents have a conflict of interest?

Other than as described below, to the knowledge of the Company, the Company is not a "related issuer" or "connected issuer" of or to either of the Agents, as such terms are defined in NI 33-105.

Russell Mills, a director of MDCP Securities Ltd., was formerly a director of OVI. As a result, in connection with the Offering, the Company may be considered to be a "connected issuer" within the meaning of NI 33-105 to MDCP Securities Ltd. The determination of the terms and conditions of the Offering were made through arm's length negotiations among the Agents and the Company. Other than the Commission and agreed upon expenses of the Agents payable to the Agents in connection with the Offering, the Agents and their affiliates will derive no benefit from the Offering.

PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this Offering Document, you have a right:

- (a) to rescind your purchase of these securities with the Company, or
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

ADDITIONAL INFORMATION

Where can you find more information about us?

Securityholders can access the Company's continuous disclosure on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile and on the Company's website at <https://www.sirios.com>.

Purchasers should read this Offering Document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of the Units.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Offering Document contains forward-looking statements and information within the meaning of applicable securities legislation (collectively, "**forward-looking statements**"). These forward-looking statements relate to, among other things, the objectives, goals, strategies, beliefs, intentions, plans, estimates and outlook of the Company.

Forward-looking statements can generally be identified by the use of words such as "believe", "anticipate", "expect", "continue", "intend", "aim", "plan", "budget", "goal", "estimate", "forecast", "foresee", "close to", "target", "potential" or negative versions thereof and similar expressions, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. Forward-looking statements are based on estimates and assumptions made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors the Company believes are appropriate in the circumstances. Any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking statements. Statements containing forward-looking statements are not historical facts but instead represent management's expectations, estimates and projections regarding future events or circumstances and are subject to change. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, undue reliance should not be placed on such statements.

The forward-looking statements in this Offering Document include, among other things, statements relating to: the Offering; the intended use of the proceeds from the Offering and other available funds and the allocation thereof; the expectation that the Offering will close on the terms contained herein and the timing of the Closing Date; the tax treatment of the FT Shares and FT Warrants; the Company's ability to incur sufficient Qualifying Expenditures in the required timeline and to renounce such amount; the Company's business objectives and milestones; the Company's mineral projects including statements concerning the Company's plans at the Cheechoo Gold Project and other properties; drilling plans; requirements for additional capital and availability of funding; the Company's business plans and strategies; and the Company's expectations regarding certain of the Company's future results, including, among others, revenue, expenses, expenditures, operations, and use of future cash flow.

In making the forward-looking statements in this Offering Document, the Company has made several assumptions, including, but not limited to, assumptions concerning: the geological interpretation and statistical inferences or assumptions drawn from drilling and sampling analysis that are involved in the calculation of mineral resources; expectations regarding industry trends, overall market growth rates and the Company's growth rates and growth strategies; that there is no material deterioration in general business and economic conditions; that there is no unanticipated fluctuation of interest rates and foreign currency exchange rates; the supply and demand for, deliveries of, and the level and volatility of prices of precious and base metals; that the Company receives regulatory and governmental approvals for its exploration development projects and other operations on a timely basis; the Company's business plans and strategies; expenditure and financing requirements; that the Company is able to obtain financing for its exploration and development projects on reasonable terms; the Company's ability to execute on its strategic growth priorities; that the Company is able to procure exploration equipment and services, and operating supplies in sufficient quantities and on a timely basis; that engineering and construction timetables and capital costs for the Company's development and expansion projects are not incorrectly estimated or affected by unforeseen circumstances; exploration and development risks, that unforeseen changes to the political stability or government regulation in the country in which the Company operates do not occur; the Company's ability to retain key personnel; and that the Company maintains its ongoing relations with its

employees, affected communities, business partners and joint venturers.

Actual results may differ materially from those expressed or implied in the forward-looking statements contained in this Offering Document. The Company anticipates that subsequent events and developments may cause the Company's views to change. Factors which could cause results or events to differ from current expectations include, among other things: actions taken by the Company's lenders, creditors, shareholders, and other stakeholders to enforce their rights; actions taken against the Company by governmental agencies and securities and other regulators; potential direct or indirect operational impacts resulting from infectious diseases or pandemics; project feasibility and practicality; risks related to determining the validity of mineral property title claims; changes in laws, including applicable environmental laws and regulations; the Company having no assurance that all necessary permits will be issued or if issued, that they will be issued in a timely manner; the Company having no assurance that the ownership of licenses will not be subject to prior claims, agreements or transfers and that the rights of ownership will not be challenged or affected by undetected defects; general economic conditions; changes in financial markets; the impact of exchange rates; changes in taxation rates; political conditions and developments in jurisdictions in which the Company operates; changes in the supply, demand and pricing of the metal commodities which the Company hopes to find and successfully mine; changes in regulatory requirements impacting the Company's operations; the sufficiency of current working capital and the estimated cost and availability of funding for the continued exploration and development of the Company's exploration properties; and other factors not currently viewed as material that could cause actual results to differ materially from those described in the forward-looking statements. If any of these risks or uncertainties materialize, or if the opinions, estimates, or assumptions underlying the forward-looking statements prove incorrect, actual results or future events might vary materially from those anticipated in the forward-looking statements. When relying on forward-looking statements to make decisions with respect to the Company, carefully consider these risk factors and other uncertainties and potential events. The Company undertakes no obligation to update or revise any forward-looking statement, except as required by law.

Although we have attempted to identify important risk factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other risk factors not presently known to us or that we presently believe are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking statements. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking statements, which speak only as of the date made. The forward-looking statements contained in this Offering Document represent the Company's expectations as of the date of this Offering Document (or as of the date they are otherwise stated to be made) and are subject to change after such date. However, we disclaim any intention or obligation or undertaking to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required under applicable securities laws.

Scientific and Technical Information

The scientific and technical information contained in this Offering Document has been reviewed and approved by Jean-Félix Lepage, Chief Executive Officer and Dominique Doucet, Executive Chairman and Head of Exploration of the Company. Jean-Félix Lepage and Dominique Doucet are each a "qualified person" within the meaning of NI 43-101.

DATE AND CERTIFICATE

This Offering Document, together with any document filed under Canadian securities legislation on or after March 2, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

March 2, 2026

By: (signed) "Jean-Félix Lepage"
Name: Jean-Félix Lepage
Title: Chief Executive Officer

By: (signed) "Frédéric Sahyouni"
Name: Frédéric Sahyouni
Title: Chief Financial Officer