

The securities offered under this Offering Document under the Listed Issuer Financing Exemption (the “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.

**Offering Document under the Listed Issuer Financing Exemption
July 29, 2024**



**BMEX GOLD INC.
(the “Company” or the “Issuer”)**

Minimum \$300,000

Maximum \$1,300,000

FLOW-THROUGH UNITS (“**FT Units**”)

NON-FLOW THROUGH UNITS (“**NFT Units**”)

SUBSCRIPTION PRICE: CDN\$0.15 PER FT UNIT AND PER NFT UNIT

PART 1: SUMMARY OF OFFERING

What are we offering?

Offering:	Flow-through units (“ FT Units ”) of the Issuer and non-flow through units (“ NFT Units ”) of the Issuer, with each FT Unit and each NFT Unit being comprised of one common share of the Issuer (each, a “ Common Share ”) and one common share purchase warrant (each, a “ Warrant ”). Each Warrant will be exercisable to acquire an additional Common Share at an exercise price of \$0.20 per Common Share for a period of 24 months from the date of issuance (together, the “ Offering ”). Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - Prospectus Exemptions (“ NI 45-106 ”), the Offering is being made to purchasers resident in all provinces of Canada, pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 (the “ Listed Issuer Financing Exemption ”). The FT Units and NFT Units offered under the Listed Issuer Financing Exemption to investors resident in Canada will not be subject to a “hold period” pursuant to applicable Canadian securities laws.
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	In the event that the Minimum Offering Proceeds are not raised, the Offering pursuant to this offering document may not proceed
Offering Price:	\$0.15 per FT Unit \$0.15 per NFT Unit
Offering amount:	A minimum offering of \$300,000 (the “ Minimum Offering Proceeds ”) consisting of 2,000,000 NFT Units (the “ Minimum Offering ”) and a maximum offering of \$1,300,000 (the “ Maximum Offering ”) consisting of a mix of NFT Units and FT Units. The exact breakdown between NFT Units and FT Units will be determined by the Company at closing of the Offering (subject to the Minimum Offering).
Closing date:	Closing of the Offering is expected to occur on or about August 2, 2024.
Exchanges:	The Company’s Common Shares are listed on the TSX Venture Exchange (“ TSXV ”) under the symbol “ BMEX ”, and on the Frankfurt Stock Exchange under the trading symbol “ 8M0 ”.
Last Closing Price:	On July 26, 2024 the last trading day prior to the date of this Offering Document, on which the Company’s shares traded the closing price of the Common Shares on the TSXV was \$0.15 per share.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 - Prospectus Exemptions (the “**Listed Issuer Financing Exemption**”). 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 total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$5,000,000.**
- **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 this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.**

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This offering document contains certain forward-looking information and statements within the meaning of applicable securities laws. The use of any of the words “expect”, “anticipate”, “budget”, “forecast”, “continue”, “estimate”, “objective”, “ongoing”, “may”, “will”, “project”, “should”, “believe”, “plans”,

“intends”, “strategy” and similar expressions are intended to identify forward-looking information or statements. In particular, but without limiting the foregoing, this offering document contains forward-looking information and statements pertaining to anticipated future expenses, the Company’s business objectives and plans, and the use of financing proceeds, details of planned exploration activities, the timing and amount of future exploration and development expenditures, and other similar matters. By its nature, forward-looking information involves known and unknown risks and uncertainties, many of which are beyond the Company’s ability to control or predict, that may cause the actual results of the Company to differ materially from those discussed in the forward-looking statements. Factors that could cause actual results or events to differ materially from current expectations include, among other things, failure to obtain any necessary regulatory approvals, the need for additional financing, risks related to current global financial conditions, changes in world gold markets, sufficient labour and equipment being available, changes in laws and permitting requirements, operational risks inherent in the conduct of exploration and development activities, including the risk of accidents, labour disputes and cave-ins; reliance on key personnel, the potential for conflicts of interest among certain officers or directors with certain other entities, the absence of dividends, competition, dilution, regulatory risks including the risk that permits may not be obtained in a timely fashion or at all, the impact of government regulations in Canada, the impact of general economic conditions, changing domestic and international industry conditions, the ability of management to implement its operational strategy, the ability to attract qualified management and staff, regulatory risks, financing, capitalization and liquidity risks including the risk that the financing necessary to fund operations may not be obtained, risks related to disputes concerning property titles and interests, environmental risks, unanticipated weather changes, and the additional risks in the mining industry.

In addition, forward-looking information is based on various assumptions including, without limitation, the expectations and beliefs of management, including that the Company can access financing, the timely receipt of governmental approvals, including the receipt of approval from regulators in jurisdictions where the Company may operate, the timing commencement of operations and the success of such operations, and the ability of the Company to implement its business plan as intended.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described and accordingly, readers should not place undue reliance on forward-looking statements. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. The Company does not intend, and does not assume any obligation, to update these forward-looking statements except as otherwise required by applicable law:

The forward-looking information and statements contained in this offering document speak only as of the date of this offering document, and the Company does not assume any obligation to publicly update or revise them to reflect new events or circumstances, except as may be required pursuant to applicable laws

CURRENCY

Unless otherwise indicated, all references to “\$”, “C\$” or “dollars” in this Offering Document refer to Canadian dollars, which is the Company’s functional currency.

PART 2: SUMMARY DESCRIPTION OF BUSINESS

What is our Business?

The Company is a junior Canadian mining exploration company, existing under the Business Corporations Act (British Columbia). The Company’s primary objective is to acquire, explore, and develop viable gold

and base metal projects in the mining-friendly jurisdiction of Quebec, Canada. BMEX is currently fully focused on its 100% interest in its two projects, both located in the prolific Abitibi greenstone belt, being the King Tut Project which consists of 120 contiguous claims on 5,206 hectares, and the Dunlop Bay Project which consists of 76 mineral claims that cover 4,226 hectares.

Recent Developments

On March 22, 2024, the Issuer consolidated its common shares on a ten for one (10:1) basis. Prior to consolidation the Issuer had 86,075,932 issued and outstanding common shares. Following the consolidation there are approximately 8,607,593 common shares outstanding.

On February 27, 2024, the Issuer announced the results from the summer 2023 reconnaissance geochemical soil program at Dunlop Bay, Quebec. The results from this survey have revealed a good correlation of Ionic Leach method to identify the known Edith zone. The method has also highlighted several other geochemically anomalous areas.

On January 26, 2024, the Issuer closed the final tranche of its private placement which was previously announced on December 14, 2023 for aggregate final tranche gross proceeds of \$36,250. The final tranche closing consisted of 1,812,500 non-flow-through units at \$0.02 per unit for proceeds of \$36,250. Each non-flow-through unit consisted of one common share and one warrant exercisable at \$0.05 for two years.

On January 12, 2024, the Issuer closed the first tranche of its private placement which was previously announced on December 14, 2023, for aggregate first tranche gross proceeds of \$140,000. The first tranche closing consisted of 6,000,000 flow-through units of the Company at a price of \$0.02 per flow-through unit for aggregate flow-through gross proceeds of \$120,000. Each flow-through unit consisted of one common share and one-half of one share purchase warrant, with each warrant exercisable at \$0.05 for two years. The Company also issued 1,000,000 non-flow-through units at \$0.02 per unit for proceeds of \$20,000. Each non-flow-through unit consisted of one common share and one warrant exercisable at \$0.05 for two years.

On November 30, 2023, the Issuer announced results from a highly successful 2023 surface exploration program at Dunlop Bay, Quebec, with up to 25.6 g/t Au (grab sample) and three new gold zone discoveries that are open in all directions.

More detailed information regarding the above recent developments, together with all of the Company's other material information, can be obtained by reviewing copies of the applicable news releases and other materials filed on SEDAR+ under the Issuer's profile at www.sedarplus.ca.

Qualified Person

The "qualified person" (as such term is defined in National Instrument 43-101) for the purpose of the technical information in this offering document is Maxime Bouchard, Geo, M.Sc. (OGQ #1752), an independent Qualified Person as defined by Canadian NI 43-101 standards, has reviewed, and approved the geological information.

Material Facts

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

Business Objectives and Milestones

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

The Company intends to use the proceeds raised from the Minimum Offering to pay its general and administrative expenses for a period of 12 months. Any proceeds raised from the sale of FT Units will be used for further exploration and development on the Company's Dunlop Bay Project located in Quebec, Canada. The net proceeds of the Offering are intended to meet the following near and medium term business objectives:

Business Objectives and Milestones	Target Completion Date	Projected Cost	
		Minimum Offering	Maximum Offering
Complete infill soil survey	Q3 2024	Nil	\$300,000
Implement a 2,500 metre drill program	Q3 2024	Nil	\$700,000
General and administrative expenses for 12 months	July 31, 2025	\$295,000	\$295,000

PART 3 USE OF AVAILABLE FUNDS

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

Based on the Company's existing working capital as at June 30, 2024 of \$23,600, the Company's expected availability of funds following closing of the Minimum Offering is \$306,100. The expected availability of funds from the Maximum Offering is \$1,271,600.

		Assuming the Minimum Offering	Assuming the Maximum Offering
A	Amount to be raised by this Offering	\$300,000	\$1,300,000
B	Selling commissions and fees	\$5,000	\$39,500
C	Estimated offering costs (e.g., legal, accounting, audit)	\$12,500	\$12,500
D	Net proceeds of offering: D = A - (B+C)	\$282,500	\$1,248,000
E	Working capital as at most recent month end:	\$23,600	\$23,600
F	Additional sources of funding	Nil	Nil
G	Total available funds: G = D+E+F	\$306,100	\$1,271,600

How will we use the available funds?

The Company intends to use the net proceeds from this Offering for its general administrative expenses for the next twelve months, general working capital purposes, and for further exploration and development on the Company's Dunlop Bay Project located in Quebec, Canada:

Intended Use of Available Funds (listed in order of priority)	Assuming the Minimum Offering	Assuming the Maximum Offering
Infill soil survey to confirm MAG/LIDAR survey on Edith zone	Nil	\$266,600

Intended Use of Available Funds (listed in order of priority)	Assuming the Minimum Offering	Assuming the Maximum Offering
Implement a 2,500 metre drill program	Nil	\$700,000
General and administrative	\$295,000	\$295,000
Unallocated working capital	\$11,100	\$10,000
Total:	\$306,100	\$1,271,600

The above noted allocation represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from this Offering 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 financing objectives. The Company has generated negative cash flows from operating activities since inception and anticipates that it will continue to have negative operating cash flow until profitable commercial production at one or more of its properties is achieved. As a result, certain of the net proceeds from this Offering may be used to fund such negative cash flow from operating activities in future periods.

The Issuer's most recent unaudited interim financial statements for the period ended February 29, 2024 included a going-concern note. The Company's mineral properties are all in the exploration stage and the Company has yet to generate positive cash flow from operations. The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs, which may cast significant doubt about the Company's ability to continue as a going concern. The Offering is intended to enable the Company to continue to meet its G&A expenses and explore its properties. However, unless and until the Company's operations begin to generate positive cash flow, the Offering is not expected to affect the decision to include a going concern note in the Company's next interim or annual financial statements.

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

In the past 12 months the Company completed one financing for gross proceeds of \$176,250. There were no variances from the disclosure the Company previously made in the way the proceeds from this financing were used.

PART 4 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?

Finder	As at the date of this Offering Document, no finder or dealer has been engaged in connection with the Offering. The Company may engage finders in connection with the Offering prior to closing.
Compensation Type:	A cash fee of up to 6%, subject to receipt of any approval required by the TSXV.
Cash Fee:	Any finder engagement by the Company may receive a cash fee of up to 6% of the gross proceeds of the Offering raised by such finder.
Finders Warrants	Not applicable.

Does the Agent have a conflict of interest?

No Agent has been engaged by the Company in respect of the Offering.

PART 5 PURCHASER'S 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 offered 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.

PART 6 ADDITIONAL INFORMATION

Where can you find more information about us?

The Company's continuous disclosure filings with applicable securities regulatory authorities in the provinces and territories of Canada are available electronically under the Company's profile on the System for Electronic Document Analysis and Retrieval Plus (SEDAR) at www.sedarplus.ca.

For further information regarding BMEX Gold Inc., visit our website at: www.bmexgold.com.

U.S. Securities Law Matters

The FT Units and the NFT Units to be offered by the Company in the Offering have not been and will not be registered under the U.S. Securities Act or the securities laws of states in the United States and, subject to certain exemptions from registration under the U.S. Securities Act and applicable U.S. state securities laws, may not be offered or sold in the United States.

CERTIFICATE

This Offering Document, together with any document filed under Canadian securities legislation on or after July 29, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

BMEX GOLD INC.

Signed the 29th day of July, 2024

“Robert Pryde”

Robert Pryde
President, Chief Executive Officer and Director

“Mickey Goldstein”

Mickey Goldstein
Chief Financial Officer