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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.

**AMENDED AND RESTATED OFFERING DOCUMENT
UNDER THE LISTED ISSUER FINANCING EXEMPTION**

**(Amending and Restating the Offering Document Under The Listed Issuer Financing Exemption
dated January 21, 2026 filed in each of the Provinces of Canada)**

January 21, 2026



**XXIX METAL CORP.
(the "Issuer" or "XXIX")**

SUMMARY OF OFFERING

WHAT ARE WE OFFERING?

OFFERING	Ontario charity flow-through units (" Ontario FT Units "). Each Ontario FT Unit will consist of one common share of the Issuer (each, a " FT Share ") and one-half of one common share purchase warrant (a " Warrant "), each of which will qualify as a "flow-through share" within the meaning of the <i>Income Tax Act</i> (Canada) (" Tax Act "). Each whole Warrant shall entitle the holder to purchase one non-flow through common share of the Issuer (each, a " Warrant Share ") at a price of \$0.17 at any time on or before that date which is 24 months after the Closing Date (as herein defined).
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	<p>Quebec charity flow-through units ("Québec FT Units").</p> <p>Each Québec FT Unit will consist of one FT Share and one half of one Warrant, each of which will qualify as a "flow-through share" within the meaning of the Tax Act. Each whole Warrant shall entitle the holder to purchase one Warrant Share at a price of \$0.17 at any time on or before that date which is 24 months after the Closing Date.</p> <p>Common units ("Common Units", and together with the Ontario FT Units and Quebec FT Units, the "Offered Securities").</p> <p>Each Common Unit will consist of one common share of the Issuer (each, a "Common Share") and one-half of one Warrant (neither of which, for greater certainty, will qualify as a "flow-through share"). Each whole Warrant shall entitle the holder to purchase one non-flow through common share of the Issuer (each, a "Warrant Share") at a price of \$0.17 at any time on or before that date which is 24 months after the Closing Date (as herein defined).</p> <p>Each Warrant issued shall be subject to a restriction on exercise expiring 61 days from the Closing Date (as defined below).</p> <p>The Offered Securities will be offered for sale by way of private placement in each of the Provinces of Canada, pursuant to (i) the Listed Issuer Financing Exemption under part 5A of National Instrument 45-106 – <i>Prospectus Exemptions</i> ("NI 45-106") and in reliance on the amendments to Part 5A of NI 45-106 set forth in Coordinated Blanket Order 45-935 - <i>Exemptions from Certain Conditions of the Listed Issuer Financing Exemption</i> (the "LIFE Offering") and (ii) the Concurrent Private Placement (as defined below).</p>
<p>OFFERING PRICE</p>	<p>\$0.18 per Ontario FT Unit.</p> <p>\$0.19 per Québec FT Unit.</p> <p>\$0.12 per Common Unit</p>
<p>OFFERING SIZE</p>	<p>The Issuer will issue a maximum of 58,343,800 Common Shares composing the total number of Offered Securities and to be issued under the LIFE Offering as well as a maximum of 29,171,900 Warrants composing such total number of Offered Securities.</p> <p>The Issuer is also conducting a Concurrent Private Placement (as such term is defined below) of Offered Securities. The maximum gross proceeds to be raised under the Concurrent Private Placement together with the LIFE Offering is \$15,000,120 (and up to \$ 17,250,120 assuming the Agent's Option is exercised in full) (the "Offering"). There is no minimum amount that must be raised in the Offering.</p>
<p>USE OF PROCEEDS</p>	<p>Gross proceeds received from the sale of the Ontario FT Units and Québec FT Units will be used to incur eligible "Canadian exploration expenses" (as defined in the Tax Act): (i) that will qualify: as "flow-through mining expenditures" (as defined in the Tax Act) and, (ii) in respect of Québec resident subscribers who are eligible individuals under the <i>Taxation Act</i> (Québec) and who subscribe for Québec FT Units, that will also qualify as Québec flow-through mining expenditures as related to the Issuer's mineral properties located in Québec, Canada on or before December 31, 2027, and (iii) in respect of Ontario resident</p>

	<p>subscribers who are eligible individuals under the <i>Taxation Act</i> (Ontario), that will also qualify as "Ontario mining expenditures" related to the Issuer's mineral properties located in Ontario, Canada on or before December 31, 2027 (collectively, the "Qualifying Expenditures"). The gross proceeds from the sale of the Québec FT Units will be used to incur Qualifying Expenditures at the Opemiska Project (as defined herein) in Québec and the Ontario FT Units will be used to incur Qualifying Expenditures at the Thierry Project (as defined herein) in Ontario. All Qualifying Expenditures will be renounced in favour of the subscribers effective December 31, 2026.</p> <p>Net proceeds from the sale of Common Units will be used for the advancement of the Opemiska Project preliminary feasibility study, including additional studies, as well as general corporate purposes and working capital.</p>
CONCURRENT PRIVATE PLACEMENT	In addition to the LIFE Offering, the Issuer will complete a concurrent private placement (the " Concurrent Private Placement ") to purchasers pursuant to applicable exemptions under NI 45-106 consisting of (i) Ontario FT Units at a price of \$0.18 per Ontario FT Unit; (ii) Québec FT Units at a price of \$0.19 per Québec FT Unit; and (iii) Common Units at a price of \$0.12 per Common Unit.
CLOSING DATE	The Offering is expected to close on or about February 11, 2026 (the " Closing Date ").
AGENT	SCP Resource Finance LP, as lead agent and bookrunner, on behalf of a syndicate of agents to be formed (the " Agent ").
EXCHANGES	The common shares of the Issuer (the " Shares ") are listed and posted for trading on the TSX Venture Exchange (" TSXV ") under the symbol "XXIX", on the OTCQB by OTC Markets Group (the " OTC ") under the symbol "QCCUF" and on the Frankfurt Stock Exchange (" FSE ") under the symbol "5LW0".
LAST CLOSING PRICE	On January 20, 2026, the last trading day prior to the date of this Offering Document, the closing price of the Shares on the TSXV was \$0.14, on the OTC was US\$0.10205, and on the FSE was €0.0835.

The Issuer is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions*. In connection with the LIFE Offering, the Issuer represents the following is true:

- The Issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The Issuer has filed all periodic and timely disclosure documents that it is required to have filed.
- The Issuer 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 LIFE 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 the LIFE Offering, will not exceed \$25,000,000.

- **The Issuer will not close the LIFE Offering unless the Issuer 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 Issuer will not allocate the available funds from this LIFE 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.**

ABOUT THIS OFFERING DOCUMENT

Readers should rely only on the information contained in this Offering Document in respect of the Issuer. We have not authorized any other person to provide additional or different information. If anyone provides additional or different or inconsistent information, including information or statements in media articles about the Issuer, prospective purchasers should not rely on it.

MEANING OF CERTAIN REFERENCES

Unless otherwise noted or the context otherwise shall state, the "Issuer", "we", "us", and "our" refers to XXIX Metal Corp.

References to "management" in this Offering Document refer to the management of the Issuer. Any statements in this Offering Document made by or on behalf of management are made in such persons' capacities as officers of the Issuer, and not in their personal capacities.

Words importing the singular number include the plural, and vice versa, and words importing any gender include all genders.

All currency amounts in this Offering Document are expressed in Canadian dollars, unless otherwise indicated.

FORWARD-LOOKING STATEMENTS

This Offering Document contains "forward-looking information" within the meaning of applicable Canadian securities laws (referred to herein as "**forward-looking information**"). Forward-looking information includes statements that use forward-looking terminology such as "may", "could", "would", "should", "will", "intend", "plan", "expect", "budget", "estimate", "anticipate", "believe", "continue", "potential" or the negative or grammatical variations thereof or other variations thereof or comparable terminology. Such forward-looking information includes, without limitation, statements with respect to the expected Closing Date of the Offering, the use of available funds and the Issuer's plans with respect to exploration and development of the Issuer's exploration projects, the tax treatment of the Ontario FT Units and Québec FT Units, the timing to renounce all Qualifying Expenditures in favour of the subscribers and the Issuer's intention to exercise the Cooke-Robitaille option.

Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management, in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, as of the date of this Offering Document including, without limitation, assumptions relating to: favourable equity and debt capital markets; the ability to raise any necessary capital on reasonable terms to advance the development of the Issuer's exploration projects and pursue planned exploration; expectations about the ability to acquire mineral resources and/or reserves through acquisition and/or development; future prices of copper; the timing and results of exploration and drilling programs; the accuracy of budgeted exploration and development costs and expenditures; the price of other commodities such as fuel; future currency exchange rates and interest rates; operating conditions being favourable, including whereby the Issuer is able to operate in a safe, efficient and effective manner;

political and regulatory stability; the receipt of governmental and third party approvals, licences and permits on favourable terms in a timely manner; obtaining required renewals for existing approvals, licences and permits and obtaining all other required approvals, licences and permits on favourable terms and in a timely manner; sustained labour stability; stability in financial and capital goods markets; the absence of any material adverse effects arising as a result of terrorism, sabotage, natural disasters, public health concerns, equipment failures or adverse changes in government legislation and/or the socio-economic conditions in Ontario, Quebec and other jurisdictions in which the Issuer has projects and the surrounding area with respect to the Issuer's exploration projects and operations; and the availability of drilling and other mining equipment, energy and supplies. While the Issuer considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual actions, events, conditions, results, performance or achievements to be materially different from those projected in the forward-looking information. Many assumptions are based on factors and events that are not within the control of the Issuer and there is no assurance they will prove to be correct.

Furthermore, such forward-looking information involves a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, activities, results, performance or achievements of the Issuer to be materially different from any future plans, intentions, activities, results, performance or achievements expressed or implied by such forward-looking information. Such risks include, without limitation: general business, social, economic, political, regulatory and competitive uncertainties; differences in size, grade, continuity, geometry or location of mineralization from that predicted by geological modelling and the subjective and interpretative nature of the geological modelling process; the speculative nature of mineral exploration and development, including the risk of diminishing quantities or grades of mineralization; fluctuations in the spot and forward price of copper; a failure to achieve commercial viability, despite an acceptable copper price, or the presence of cost overruns which render the Issuer's exploration projects uneconomic; geological, hydrological and climatic events which may adversely affect infrastructure, operations and development plans, and the inability to effectively mitigate or predict with certainty the occurrence of such events; the Issuer's limited operating history; the Issuer's history of losses and expectation of future losses; credit and liquidity risks associated with the Issuer's financing activities, including constraints on the Issuer's ability to raise and expend funds; delays in the performance of the obligations of the Issuer's contractors and consultants; delays in receiving governmental and third party approvals, licences and permits in a timely manner or completing and successfully operating mining and processing components; the Issuer's failure to accurately model and budget future capital and operating costs associated with the further development and operation of the Issuer's exploration projects; adverse fluctuations in the market prices and availability of commodities and equipment affecting the Issuer's business and operations; title defects to the Issuer's mineral properties; the Issuer's management being unable to successfully apply their skills and experience to attract and retain highly skilled personnel; the cyclical nature of the mining industry and increasing prices and competition for resources and personnel during mining cycle peaks; the Issuer's inability to renew existing approvals, licences and permits or obtain required new approvals, licences and permits on timelines required to support development plans; the risks related to equipment shortages, road and water access restrictions and inadequate infrastructure; the Issuer's inability to comply with environmental regulations due to the tendency of such regulations to become more strict over time, and the costs associated with maintaining and monitoring compliance with such regulations; the adverse influence of third party stakeholders including social and environmental non-governmental organizations; risks related to natural disasters, terrorism, civil unrest, public health concerns (including health epidemics or pandemics or outbreaks of communicable diseases such as the coronavirus) and other geopolitical uncertainties; the adverse impact of competitive conditions in the mineral exploration business; the Issuer's failure to maintain satisfactory labour relations and the risk of labour disruptions or changes in legislation relating to labour; changes in national and local government legislation, taxation, controls, regulations and other political or economic developments in the jurisdictions in which the Issuer operates; limits of insurance coverage and uninsurable risk; the adverse effect of currency fluctuations on the Issuer's financial performance; difficulties associated with enforcing judgments against directors residing outside of Canada; conflicts of interest; reduction in the price of Shares as a result of sales of Shares by existing shareholders; the dilutive effect of future acquisitions or financing activities and the failure of future acquisitions to deliver the benefits anticipated; trading and volatility risks associated with equity securities and equity markets in general; failure of the Issuer's information technology

systems or the security measures protecting such systems; the costs associated with legal proceedings should the Issuer become the subject of litigation or regulatory proceedings; costs associated with complying with public company regulatory reporting requirements; other risks involved in the mineral exploration and development business generally, including, without limitation, environmental risks and hazards, cave-ins, flooding, rock bursts and other acts of God or natural disasters or unfavourable operating conditions; and those risk factors discussed or referred to in this Offering Document and in the Issuer's then-current annual information form, annual management's discussion and analysis and interim management's discussion and analysis, which readers are advised to carefully review and consider. Although the Issuer has attempted to identify important factors that could cause actual actions, events, conditions, results, performance or achievements to differ materially from those described in forward-looking information, there may be other factors that cause actions, events, conditions, results, performance or achievements to differ from those anticipated, estimated or intended.

The Issuer cautions that the foregoing lists of important assumptions and factors are not exhaustive. Other events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking information contained herein. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, investors should not place undue reliance on forward-looking information.

Forward-looking information contained herein is made as of the date of this Offering Document and the Issuer disclaims any obligation to update or revise any forward-looking information, whether as a result of new information, future events or results or otherwise, except as and to the extent required by applicable securities laws.

Scientific and Technical Information

The scientific and technical information contained in this Offering Document has been reviewed and approved by Denis McNichols, P. Geo and géo., Vice President Exploration for XXIX, a "qualified person" ("QP") within the meaning of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101").

SUMMARY DESCRIPTION OF BUSINESS

WHAT IS OUR BUSINESS?

XXIX's principal business is the exploration, development, and production of mineral assets, and is focused on advancing its past-producing Opemiska project in the Chapais Chibougamau region of Québec (the "**Opemiska Project**") and its Thierry Project in Pickle Lake, Ontario.

1. Opemiska – The Opemiska Project is located adjacent to the town of Chapais, Quebec within the Chibougamau region, and encompasses numerous claim groups. The Opemiska Project is also within the Abitibi Greenstone belt and within the boundaries of the Province of Quebec's Plan Nord which promotes and funds infrastructure and development of natural resource projects.

The project, including the Cooke-Robitaille option property described below, is composed of 416 claims totalling 21,499 hectares, in Levy, Daubrée and Scott townships. The Opemiska deposit was the subject of an updated mineral resource estimate (MRE) in 2025 and a Preliminary Economic Assessment (PEA) in 2025. The Opemiska Copper Complex is subject to a 2% net smelter returns royalty ("**NSR**"), 50% of which can be re-purchased by the Issuer at a cost of \$4.5 million. If the Issuer files a positive feasibility study, it will be required to pay advance royalty payments of \$250,000 per year.

In addition, the central part of the property comprises the Cooke-Robitaille option property which consists of 175 mining claims and 4 staked claims covering 9,068 hectares. The option is in good

standing and XXIX is adequately funded to fulfil its obligations and intends to exercise the option to acquire 100% interest in the claims on or before January 2026. These claims are subject to a 2% NSR, 50% of which can be purchased by XXIX before the commencement of commercial production for \$1.5 million. For more information on the Opemiska Project, refer to the technical report titled "Technical Report of the Opemiska Project", prepared by Pierre-Luc Richard, P. Geo, Stephen Coates, P.Eng, and Christine Laroche, P.Eng, each a QP as defined under NI 43-101, with an effective date of May 30, 2025 (the "**Opemiska MRE Report**") and the technical report titled "Opemiska Project the NI 43-101 Technical Report and Preliminary Economic Analysis", prepared by Ausenco Engineering Canada Inc., with an effective date of October 17, 2025 (the "**Opemiska PEA Report**", and together with the Opemiska MRE Report, the "**Opemiska Technical Reports**"). The Opemiska Technical Reports are available in their entirety on the System for Electronic Data Analysis and Retrieval Plus ("**SEDAR+**") at www.sedarplus.ca and readers should review them in their entirety for a full description of the Opemiska Project.

2. Thierry – XXIX acquired the Thierry copper project ("**Thierry Project**") in December 2024, through the acquisition of Cuprum Corp. The Thierry Project spans 7,918 hectares and is located in central Ontario, Canada, 12 kilometres west-northwest of the community of Pickle Lake and 450 kilometres north-northwest of Thunder Bay, Ontario. The Thierry Property is accessible by a 19 kilometre all-weather road from the community of Pickle Lake. The township of Pickle Lake is accessed by Provincial Highway No. 599, approximately 300 kilometres north of the town of Ignace on the Trans-Canada Highway No. 17. The Canadian National Railway passes through the town of Savant Lake, approximately 170 kilometres southwest of Pickle Lake. For more information on the Thierry Project, refer to the technical report titled "Technical Report on the Thierry copper-nickel (PGE) Property", prepared Eugene Putrich, P.Eng., FEC, CET and David Burga, P.GEO, each a QP as defined under NI 43-101, with an effective date of October 24, 2024 (the "**Thierry Technical Report**"). The Thierry Technical Report is available in its entirety on SEDAR+ at www.sedarplus.ca and readers should review it in its entirety for a full description of the Thierry Project.

RECENT DEVELOPMENTS

There are no material recent developments in respect of the Issuer 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.

MATERIAL FACTS

There are no material facts about the securities being distributed that have not been disclosed elsewhere in this Offering Document or in any other document filed by the Issuer since the date that is the earlier of the date that is 12 months before the date of this Offering Document and the date that the Issuer's most recently audited annual financial statements were filed.

WHAT ARE THE BUSINESS OBJECTIVES THAT WE EXPECT TO ACCOMPLISH USING THE AVAILABLE FUNDS?

The Issuer expects to accomplish the following business objectives using the available funds:

- Advance the Opemiska Project through the preliminary feasibility study, including additional studies and related drilling (\$4,000,000);
- Execute an in-fill exploration drill program at the Cooke Project to acquire data necessary for an initial MRE statement, (\$4,800,000);
- Explore the Opemiska property at the periphery of the known resources (\$2,000,000);

- Complete follow up exploration programs consisting of geophysical analysis and drilling at the Thierry Project (\$6,600,000);
- General corporate purposes and working capital (\$4,890,701), comprised primarily of existing working capital.

USE OF AVAILABLE FUNDS

Gross proceeds received from the sale of the Offered Securities will be used to incur Qualifying Expenditures related to the Issuer's copper projects, on or before December 31, 2027. Such Qualifying Expenditures will be renounced in favour of the subscribers of the Offered Securities effective December 31, 2026.

WHAT WILL OUR AVAILABLE FUNDS BE UPON THE CLOSING OF THE LIFE OFFERING?

		ASSUMING 100% OF THE LIFE OFFERING
A	AMOUNT TO BE RAISED BY THE LIFE OFFERING	\$9,139,044
B	SELLING COMMISSIONS AND FEES	\$548,343 ⁽¹⁾
C	ESTIMATED OFFERING COSTS (E.G. LEGAL, ACCOUNTING, AUDIT)	\$200,000
D	NET PROCEEDS OF LIFE OFFERING: D = A – (B + C)	\$8,390,701
E	WORKING CAPITAL AS AT MOST RECENT MONTH END	\$8,500,000
F	ADDITIONAL SOURCES OF FUNDING	\$5,400,000 ⁽²⁾
G	TOTAL AVAILABLE FUNDS: G = D + E + F	\$22,290,701

Notes:

- (1) Assumes cash commission of 6.0% on 100% gross proceeds of the LIFE Offering to the Agent, does not include any reduction to such commission as a result of the President's List, and does not include any cash commission that would be payable in connection with the Additional Sources of Funding or any exercise of and gross proceeds raised in connection with the Agent's Option.
- (2) Concurrent Private Placement but exclusive of the Agent's Option (as defined below). The Issuer has granted the Agent an option (the "**Agent's Option**") to increase the size of the Concurrent Private Placement by issuing additional Offered Securities for gross proceeds of up to \$2,250,000 by giving written notice of the exercise of the Agent's Option, or a part thereof, to the Issuer at any time up to 72 hours prior to closing of the Offering.

HOW WILL WE USE THE AVAILABLE FUNDS?

DESCRIPTION OF INTENDED USE OF AVAILABLE FUNDS LISTED IN ORDER OF PRIORITY	ASSUMING 100% OF THE OFFERING

Exploration and evaluation, and development expenditures	\$17,400,000
General and administrative expenses	\$2,500,000
Unallocated working capital	\$2,390,701
TOTAL: EQUAL TO G IN THE AVAILABLE FUNDS TABLE ABOVE	\$22,290,701

The above noted allocation and anticipated timing represent the Issuer's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Issuer. Although the Issuer intends to expend the proceeds from the 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 Issuer's ability to execute on its business plan. See the "Forward-Looking Statements" section above.

The most recent financial statements of the Issuer included a going-concern note. Management is aware, in making its going concern assessment, of recurring losses, on-going negative cash flow and an ongoing dependence on financing activities that may cast significant doubt on the Issuer's ability to continue as a going concern. The Issuer is in the process of exploring its mineral properties and has not yet determined whether the properties contain reserves that are economically recoverable. The business of mining and exploration involves a high degree of risk and there can be no assurance that the Issuer's exploration programs will result in profitable mining operations. The Issuer's continued existence is dependent upon the discovery of economically recoverable reserves and resources, securing and maintaining title and beneficial interest in its properties, making the required payments pursuant to mineral property option agreements and/or securing additional financing; all of which are uncertain.

HOW HAVE WE USED THE OTHER FUNDS WE HAVE RAISED IN THE PAST 12 MONTHS?

On August 22, 2025, the Issuer completed a brokered private placement offering of 47,530,000 charity flow-through units (the "**2025 FT Units**") for combined gross proceeds to the Issuer of \$6,001,160 (the "**August 2025 Offering**"). Each 2025 FT Unit consisted of one common share of the Issuer and one-half of one common share purchase warrant of the Issuer which entitled the holder thereof to acquire one non-flow-through common share of the Issuer (a "**2025 FT Warrant Share**") at a price per 2025 FT Warrant Share of \$0.12 for a period of 36 months from the closing of the August 2025 Offering. The proceeds of the August 2025 Offering were disclosed to be used to fund exploration and development expenses for the Opemiska, Cooke-Robitaille and Thierry Projects.

The following table provides a comparison of the Issuer's use of proceeds disclosure as set out in the Issuer's offering document dated July 24, 2025 (the "**July Offering Document**") for the August 2025 Offering to the actual use of proceeds as at December 31, 2025:

The proceeds of the August 2025 offering was disclosed to be used to fund exploration and development expenses for the Opemiska, Cooke-Robitaille and Thierry Projects.

Use of Proceeds	Disclosed Amount	Funds Allocated	Use-to-date ⁽¹⁾	Variance ⁽²⁾
Opemiska Project	\$1,750,000	\$1,750,000	\$450,000	Nil
Cooke-Robitaille Project	\$1,250,000	\$1,250,000	\$750,000	Nil
Thierry Project	\$3,000,000	\$3,000,000	\$400,000	Nil
	\$6,000,000	\$6,000,000	\$1,600,000	Nil

Notes:

- (1) The actual use-to-date of proceeds figures are based on an estimate prepared by the management of the Issuer as at December 31, 2025, is unaudited, and is subject to change including as a result of normal annual accounting and audit adjustments.
- (2) There is no variance from the use of proceeds disclosed in the July Offering Document as the entire amount of funds raised have not yet been used but are allocated to be used as disclosed in the July Offering Document.

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	The Issuer has engaged the Agent, as lead agent and bookrunner, on behalf of a syndicate of agents to be formed.
COMPENSATION TYPE	Cash fee and broker warrants.
CASH FEE	The Issuer will pay a commission of 6.0% of the gross proceeds of the Offering (the " Commission ") on the closing of the Offering to the Agent.
BROKER WARRANTS	The Issuer will issue broker warrants (each a " Broker Warrant ") entitling the Agent to purchase that number of common shares of the Issuer equal to 6.0% of the aggregate number of Units issued by the Issuer under the Offering at a price of \$0.12 per common share for a period of 24 months from the Closing Date.
PRESIDENT'S LIST	The Issuer shall have the right to include a list of subscribers to purchase up to \$3,200,000 aggregate value of the Offered Securities at the applicable price under the Offering (the " President's List ") which shall result in commission of 3.0% and Broker Warrant's in the amount of 3.0%.

DO THE AGENTS HAVE A CONFLICT OF INTEREST?

To the knowledge of the Issuer, it is not a "related issuer" or "connected issuer" of or to the Agent, as such terms are defined in National Instrument 33-105 — *Underwriting Conflicts*.

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 Issuer, or
- (b) to damages against the Issuer 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.

The rights provided for under the Listed Issuer Financing Exemption are for the benefit of all Purchasers.

ADDITIONAL INFORMATION

WHERE CAN YOU FIND MORE INFORMATION ABOUT US?

Security holders can access the Issuer's continuous disclosure filings on SEDAR+ at www.sedarplus.ca under the Issuer's profile.

For further information regarding the Issuer, visit the Issuer's website at <https://xxix.ca>.

Investors 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 Offered Securities.

DATE AND CERTIFICATE OF THE ISSUER

Dated: January 21, 2026

This Amended and Restated Offering Document, together with any document filed under Canadian securities legislation on or after January 21, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

(signed) Guy Le Bel

Guy Le Bel, Chief Executive Officer

(signed) Joel Friedman

Joel Friedman, Chief Financial Officer