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*These securities 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 of the securities laws of any state of the United States, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from the registration requirements of the U.S. Securities Act and any applicable securities laws of any state of the United States. This amended and restated offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons. “United States” and “U.S. person” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.*

**AMENDED AND RESTATED OFFERING DOCUMENT AMENDING AND RESTATING THE  
OFFERING DOCUMENT DATED OCTOBER 29, 2025 UNDER THE LISTED ISSUER FINANCING  
EXEMPTION**

November 3, 2025



**STRIKEPOINT GOLD INC.**  
(the “Company” or “Strikepoint”)

**SUMMARY OF OFFERING**

**What are we offering?**

<b>Securities:</b>	Units (“Units”) of the Company, with each Unit being comprised of one common share of the Company (each, a “Unit Share”) and one common share purchase warrant of the Company (“Warrant”). Each Warrant shall entitle the holder to purchase one common share of the Company (each, a “Warrant Share”) at a price of \$0.30 per Warrant Share for a period of 24 months (the “Expiry Time”) from the Closing Date (as defined below), provided that the Warrants shall not be exercisable for a period of 60 days after the date of issue.
<b>Offering:</b>	A minimum of 6,666,667 Units at a price of \$0.15 per Unit (the “Offering Price”), for gross proceeds of \$1,000,000 and a maximum of 20,797,460 Units for gross proceeds of \$3,119,619 pursuant to and in accordance with the listed issuer financing exemption under section 5A.2 of National Instrument 45-106 – <i>Prospectus Exemptions</i> , as amended by Coordinated Blanket Order 45-935 – <i>Exemptions from Certain Conditions of the Listed Issuer Financing Exemption</i> .  The Offering is being made on a non-brokered private placement basis.
<b>Offering Price:</b>	\$0.15 per Unit.
<b>Closing Date:</b>	On or about November 14, 2025, or such other date as the Company may determine (the “Closing Date”).

<b>Exchange:</b>	The common shares in the capital of the Company (the “ <b>Common Shares</b> ”) are listed on the TSXV under the trading symbol “SKP” and on the OTCQB under the trading symbol “STKKF”.
<b>Last Closing Price:</b>	The closing price of the Common Shares on the TSXV on October 31, 2025, the last trading day before the date of this offering document, was \$0.17.

**STRIKEPOINT is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 – Prospectus Exemptions. 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 this 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 this 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.**

#### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

Except for statements of historical fact, information contained herein constitutes “forward-looking information” and “forward-looking statements” within the meaning of applicable Canadian and United States securities legislation. Forward-looking information is often, but not always, identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “planned”, “expect”, “project”, “predict”, “potential”, “estimate”, “targeting”, “intends”, “believe”, and similar expressions, or describes a “goal”, or variation of such words and phrases or states that certain actions, events or results “may”, “should”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking information and forward-looking statements herein include, but are not limited to, those relating to: the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; the completion of the Offering and the expected Closing Date; the deposits, veins, and properties the Company intends to target with its exploration program; the types of precious metals being targeted for exploration by the Company; changes in project parameters as plans continue to be refined; the Company’s ability to continue as a going concern; and the Company’s going-forward strategy.

Forward-looking statements and forward-looking information are not guarantees of future performance and are based upon a number of estimates and assumptions of management at the date the statements are made. Such factors and assumptions may include, but are not limited to: the Company’s ability to close the Offering on the terms disclosed herein, or at all, that the Company will use the proceeds from the Offering as currently contemplated, that the Company’s exploration programs will proceed as currently contemplated, the future prices of minerals and precious

metals, the price of other commodities such as, fuel and electricity; currency exchange rates and interest rates; favourable operating conditions, political stability, timely receipt of governmental approvals, licences and permits (and renewals thereof); access to necessary financing; stability of labour markets and market conditions in general; availability of equipment; estimates of costs and expenditures to complete the Company's programs and goals; the Company's ability to raise sufficient capital to fund planned exploration activities and maintain corporate capacity; stability in financial and capital markets; and there being no significant disruptions affecting the development and operation of the Company's projects.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, and without limitation: the Company may not be able to close the Offering on the terms disclosed herein, or at all; the Company will not use the proceeds of the Offering as currently contemplated; the Company's exploration programs will not proceed as currently contemplated; the Company could lose title and ownership of its properties, which would have a negative effect on its operations and valuation; the Company may be unable to obtain the substantial funds required to continue its operations; the Company may fail to obtain required permits and licenses which could adversely impact the Company's operations and profitability; the market of the Common Shares is subject to volume and price volatility which could negatively affect a shareholder's ability to buy or sell the Company's Common Shares; the price of the Common Shares may be adversely affected by declines in the prices of certain minerals; the loss of key personnel could adversely affect the Company's operations; the Company operates in the resource industry, which is highly speculative, and has certain inherent exploration risks which could have a negative effect on its operations; the Company may be unable to successfully identify suitable acquisition candidates and partners, negotiate acceptable terms or integrate their operations with the Company's operations; the Company may be unable to protect its information systems or prevent cyber-attacks and security breaches; the inability to access adequate infrastructure for the Company's exploration, development and processing activities could negatively affect its business, financial condition, results of operations, cash flows or prospects; the Company is subject to political regulatory risks which may adversely affect its ability to continue to explore, develop and operate its properties; the Company is subject to substantial environmental requirements which could cause a restriction or suspension of its operations; the Company may be subject to a variety of civil or other legal proceedings, which may adversely affect its business, operating results or financial condition; the Company may be unable to continue as a going concern; the Company is subject to general global risks arising from epidemic diseases, the ongoing war in Ukraine, rising inflation and interest rates and the impact they will have on the Company's operations, supply chains, ability to access mining projects or procure equipment, supplies, contractors and other personnel on a timely basis or at all is uncertain; as well as other risk factors in the Company's other public filings available at [www.sedarplus.ca](http://www.sedarplus.ca). Readers are cautioned that this list of risk factors should not be construed as exhaustive.

Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. The Company cannot guarantee future results, performance, or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information. The Company undertakes no duty to update any of the forward-looking information to conform such information to actual results or to changes in the Company's expectations, except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information. The forward-looking information contained in this offering document is expressly qualified by this cautionary statement.

## Scientific and Technical Information

The scientific and technical information contained in this offering document has been reviewed and approved by Michael G. Allen, a “qualified person” 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?

The Company is a junior mining, exploration and development company engaged in the acquisition, exploration and development of mineral properties in the western United States and Canada, and whose current focus is on advancing precious metals discoveries and acquisitions in Nevada. Most recently, in August 2024, the Company acquired the Hercules Gold Project, which consists of 1,323 unpatented mining claims and four patented mining claims covering approximately 100 square kilometers of prospective Walker Lane geology located approximately one hour from Reno, Nevada.

Further information regarding the business and operations of the Company, and the other projects of the Company, can be found in the Company’s public filings available under its profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

### Recent developments

- On September 23, 2023, the Company announced Nevada’s Bureau of Land Management reviewed and approved StrikePoint’s Notice of Intent to Explore. This approval allows for up to a total of three drill pads and a minor amount of associated drill road disturbance at the Pony Meadows Target within the southern section of the Hercules Gold Project. The Pony Meadows Target is interpreted to be a large-scale ring structure, similar to the structures that host significant gold mineralization further to the north of the Hercules Gold Project. Surface exploration at Pony Meadows has revealed a mapped structure of approximately 2.6 kilometers.

In addition to the Pony Meadows permit, the Company has two additional drill permits for the southern portion of the Hercules Gold Project, one at Sirens and a second at the Como Comet showing.

The Sirens showing received a minor amount of historical drilling in 2008. Notable results included 38.10 metres (“m”) grading 0.64 grams per tonne (“g/t”) gold (“Au”), ending in 0.85 g/t Au, as well as 25.91m of 0.68 g/t Au ending in 0.91 g/t Au. The fact these holes end in significant gold grade indicates that the target has not been adequately tested at depth.

The Como Comet showing is located between the Como District controlled by Newmont Mining Corporation and the past producing Hully Logan Mine. Surface sampling of up to 5.0 g/t Au has been received and many significant historical drill intercepts have been noted in the area.

- On May 8 and 23, 2025, the Company announced and completed, respectively, the sale of the Porter-Idaho Project to Dolly Varden Silver Corporation (“Dolly Varden”). Pursuant to the terms of the sale, StrikePoint received 295,699 common shares in the capital of Dolly Varden worth an approximate fair value of \$1,100,000 at the time the announcement of the transaction. The sale of this non-core Porter-Idaho Project allows the Company to focus on the gold projects in Nevada’s Walker Lane.

- On May 5 and April 28, 2025, StrikePoint announced the assay results from its Spring 2025 reverse circulatory (“RC”) program at the Hercules Gold Project. The program successfully demonstrated that Hercules has a predictable, large, epithermal footprint hosting abundant near surface oxide gold.

The Company completed 7 drillholes totaling approximately 1,400 meters of reverse circulation drilling in March 2025. All seven holes hit near surface gold in significant quantities. Hole H25005 which cut 117.35m of 0.45 g/t Au with 3.55 g/t Ag is the furthest south drilling on the Cliffs target to date and shows that the system remains open to the south. The next nearest hole to H25005 is hole H20040 which returned 39.62m of 1.12 g/t Au with 5.38 g/t Ag. These two holes give a strong indication of the strength of the mineralization at the southern portion of the Cliffs Target. Similarly, H250006 encountered 10.67m of 1.17 g/t Au and 18.13 g/t Ag starting at surface with an additional 44.20m of 0.35 g/t Au and 4.34 g/t Ag showing that multiple zones of the Hercules showing are also open to the south. Also, Hole H25007 was drilled to test a geochemical anomaly to the east of the Loaves showing and hit two zones of encouraging grades.

As expected, shallower gold intercepts showed higher cyanide solubility than deeper intercepts. Comparing cyanide soluble gold assays to fire assays showed that cyanide solubility ranged between 89% and 32% on a per hole basis. With drilling and subsequent testwork showing abundant near surface cyanide soluble gold, the Company is optimistic of the potential of an open pit heap leach operation at the Hercules Gold Project.

- On March 3, 2025, StrikePoint announced the conclusions of its first technical report on the Hercules Gold Project (filed on April 17, 2025 on SEDAR+), including the establishment of a drill defined bulk tonnage Exploration Target (as defined in the Hercules Technical Report).

In accordance with the guidelines set forth in the National Instrument (“NI”) 43-101, the report establishes a baseline Exploration Target (the “Exploration Target”) for the Hercules Gold Project ranging between 819,000 and 1,018,000 ounces of Gold within 40.3 million to 65.6 million tonnes of mineralized material with an estimated grade range between 0.48 and 0.63 grams per tonne Au. The quantity and grade are conceptual in nature, and there has not been sufficient exploration to define a mineral resource, and it is uncertain if further exploration will result in the target being delineated as a mineral resource. The Exploration Target Model has not been evaluated for reasonable prospects of eventual economic extraction. The Exploration Target was completed utilizing a grade shell model in conjunction with the geological understanding of the mineralization to date. The grade shells were then utilized to provide grade tonnage curves with an Artificial Intelligence (“AI”) estimated model that utilized the drillhole gold assays and kriging. The Exploration Target and AI generated model will be utilized to guide future drilling in these areas of known mineralization.

The Exploration Target used data from the Sirens, Hercules, Cliffs, Loaves, Lucky Rusty, Rattlesnakes, and northeast showings on the Hercules Gold Project. In this area there are a total of 306 historical drillholes yielding a total of 31,776 m in the drillhole database along with data for 121 surface trenches. The drillhole database contains a total of 18,409 sample interval entries, with the trenches providing another 475 sample entries. A total of 5,620 sample intervals are contained within the mineralization domains utilized for the Exploration Target.

Numerous targets remain untested and the previously drill showings remain open for further expansion and potential conversion to mineral resources.

## 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 available funds upon closing of the Offering to fund exploration and development expenditures at the Company's Hercules Gold Project and for general working capital purposes.

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.

## USE OF AVAILABLE FUNDS

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

		Assuming minimum Offering only	Assuming 100% of Offering
A	Amount to be raised by this offering	\$1,000,000	\$3,119,619
B	Selling commissions and fees	\$70,000	\$218,373.33
C	Estimated offering costs (e.g., legal, accounting, audit)	\$30,000	\$30,000
D	Net proceeds of offering: $D = A - (B+C)$	\$900,000	\$2,871,246
E	Working capital as at most recent month end (deficiency)	\$900,000 <sup>(1)</sup>	\$900,000 <sup>(1)</sup>
F	Additional sources of funding	Nil	Nil
<b>G</b>	<b>Total available funds: <math>G = D+E+F</math></b>	<b>\$1,800,000</b>	<b>\$3,771,246</b>

Notes:

(1) Working capital estimated as at September 30, 2025

### How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming minimum Offering only	Assuming 100% of Offering
Claim fees	\$515,000	\$515,000
Geotechnical and infill drilling programs at the Hercules Gold Project	\$Nil	\$1,971,246
Option payments, payable in cash	\$70,000	\$70,000
Exploration project administration and storage	\$60,000	\$60,000

General and Administrative	\$1,155,000	\$1,155,000
<b>Total</b>	<b>\$1,800,000</b>	<b>\$3,771,246</b>

The above noted allocation of available funds and anticipated timing represents the Company’s current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Company intends to spend the net 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. See the “*Cautionary Statement Regarding Forward-Looking Information*” section above.

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 stage and the Company has not yet 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 conduct development activities 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?**

<b>Previous Financing</b>	<b>Intended Use of Funds</b>	<b>Actual Use of Funds</b>	<b>Explanation of Variance</b>
Gross Proceeds of \$3,041,000 private placement – Closed November 27, 2024	To fund exploration and development expenditures on the Company’s Hercules Gold Project, claim fees paid for its projects in Nevada (Hercules and Cuprite Gold Projects) and for general working capital purposes.	Funds were used as intended with no material change.	No variance.

**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?**

As of the date hereof, the Company has not engaged any dealers or finders and any such engagement is still to be determined.

The Company may pay finders’ fees to eligible persons in connection with the LIFE Offering in accordance with applicable securities laws and the policies of the TSX Venture Exchange (the “**TSX-V**”). The Company may also issue such number of finders’ warrants (“**Finders’ Warrants**”) to subscribers introduced by certain finders. Each Finders’ Warrant will entitle the holder thereof to purchase one common share of the Company (a “**Finders’ Warrant Share**”) at a price of CAD \$0.30 per Finders’ Warrant Share for a period of twenty-four (24) months from the date of issuance, which will be subject to a statutory hold period expiring four months and one day from the date of closing.

## 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?

Security holders can access the Company's continuous disclosure filings on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) under the Company's profile.

For further information regarding the Company, visit our website at: <https://www.strikepointgold.com>

*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 Units.*

**CERTIFICATE OF THE COMPANY**

**This amended and restated offering document, together with any document filed under Canadian securities legislation on or after November 3, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

November 3, 2025

(signed) "Michael Allen"

Michael Allen  
President & CEO

(signed) "Paulo Santos"

Paulo Santos  
CFO