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These securities have not been 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 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 U.S. state securities laws. This 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 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**

February 26, 2026



CONSOLIDATED LITHIUM METALS INC.
(the “**Company**” or “**CLM**”)

What are we offering?

Securities:	<p>CLM is hereby offering: (i) units of the Company (each, a “LIFE Unit”), with each LIFE Unit consisting of one common share of the Company (each, a “Common Share”) and one-half of one common share purchase warrant (each whole warrant, a “Warrant”) and (ii) flow-through units of the Company issued as part of a charity arrangement (each, a “Charity FT Unit”), with each Charity FT Unit consisting of one Common Share (each, a “FT Share”) and one-half of one Warrant that will each qualify as a “flow-through share” within the meaning of subsection 66(15) of the <i>Income Tax Act</i> (Canada) (the “Tax Act”).</p> <p>Each Warrant shall be exercisable to acquire one common share (each, a “Warrant Share”) at a price of C\$0.12 per Common Share for a period of 36 months commencing on the date that is 60 days following the closing date of the Offering (the “Closing Date”).</p> <p>The LIFE Units, the Charity FT Units, the Common Shares, the FT Shares, the Warrants and the Warrant Shares issued pursuant to the Offering (as defined herein) are collectively referred to herein as the “Offered Securities” and the term “Offering” shall include all Offered Securities.</p> <p>The Charity FT Units will be sold on a structured basis whereby the Company will issue the FT Shares and Warrants comprising the Charity FT Units to purchasers purchasing as principals and/or to an agent for one or more disclosed principals; the FT Shares and Warrants comprising</p>
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	the Charity FT Units will then immediately be sold to one or more back-end buyers.
Offering Price:	C\$0.08 per LIFE Unit. C\$0.12 per Charity FT Unit.
Offering Amount:	The Company is conducting a non-brokered private placement of LIFE Units and Charity FT Units for aggregate gross proceeds of up to C\$12,070,000 (the " Offering "). The Offering consists of: (i) up to 31,250,000 LIFE Units for aggregate proceeds of up to C\$2,500,000 and (ii) up to 79,750,000 Charity FT Units for aggregate proceeds of up to C\$9,570,000.
Closing Date:	The Offering is expected to close on or about March 11, 2026 (the " Closing Date ").
Exchange:	The Common Shares are listed on the TSX Venture Exchange (the " TSXV ") under the symbol "CLM", the Frankfurt Stock Exchange under the trading symbol "Z36" and the OTCQB [®] Venture Market under the trading symbol "JORFF".
Last Closing Price:	On February 25, 2026, the most recent trading day prior to the date of this offering document, the closing price of the Common Shares on the TSXV was C\$0.09.
Description of Common Shares	The Common Shares have attached thereto the following rights, privileges, restrictions and conditions: (i) each holder of Common Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Company, except meetings at which only holders of other classes or series of shares are entitled to attend, and at all such meetings shall be entitled to one (1) vote in respect of each Common Share held by such holder; (ii) the holders of Common Shares shall be entitled to receive dividends if and when declared by the board of directors of the Company; and (iii) in the event of any liquidation, dissolution or winding-up of the Company or other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, the holders of Common Shares shall be entitled to receive the remaining property or assets of the Company.
Description of Warrants	Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Common Share at an exercise price of C\$0.12 per Common Share until 5:00 p.m. (Toronto time) on the date that is 36 months commencing on the date that is 60 days following the Closing Date, after which time the Warrants will be void and of no value. The Warrants will be governed by the terms and conditions set out in the certificate representing the Warrants (each, a " Warrant Certificate ") delivered to subscribers at the closing of the Offering. No fractional Common Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional shares. The holding of Warrants will not make the holder thereof a shareholder of the Company or entitle such holder to any right or interest in respect of the Warrants except as expressly provided

	<p>in the Warrant Certificate. Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Common Shares.</p>
<p>Description of the Charity FT Units:</p>	<p>The FT Shares partially comprising the Charity FT Units have the same features as the Common Shares, and the Warrants partially comprising Charity FT Units have the same features as the Warrants partially comprising the Units. The FT Shares and Warrants comprising the Charity FT Units will be issued on a “flow-through” basis and will be “flow-through shares” as defined in subsection 66(15) of the Tax Act. The Company will use an amount equal to the gross proceeds received by the Company from the sale of the Charity FT Units, pursuant to the provisions in the Tax Act, to incur eligible “Canadian exploration expenses” that qualify as “flow-through critical mineral mining expenditures” as both terms are defined in the Tax Act (the “Qualifying Expenditures”) related to the Project (as defined below) in Quebec, Canada, and its lithium properties on or before December 31, 2027, and to renounce all the Qualifying Expenditures in favour of the purchasers of the Charity FT Units effective December 31, 2026. In the event that the Company is unable to renounce or incur 100% of the Qualifying Expenditures, the Company will indemnify each purchaser of Charity FT Units for the additional taxes payable to such purchaser as a result of the Company’s failure to renounce the Qualifying Expenditures as agreed.</p>
<p>Jurisdictions</p>	<p>The Offered Securities will be offered for sale by way of private placement basis in each of the provinces of Canada pursuant to one or more of the following exemptions from the prospectus requirement under National Instrument 45-106 – <i>Prospectus Exemptions</i> (“NI 45-106”): (i) the listed issuer financing exemption (the “Listed Issuer Financing Exemption”) under Part 5A of NI 45-106; and (ii) other available exemptions under NI 45-106. The Company will ensure that the total number of Offered Securities issued pursuant to the Listed Issuer Financing Exemption, together with all issuances of Common Shares and Warrants issued pursuant to the Listed Issuer Financing Exemption in the preceding 12 month period, will not exceed 50% of its outstanding listed equity securities as of the date immediately preceding the Company’s first issuance of securities pursuant to such prospectus exemption during the preceding 12 month period.</p> <p>The Offered Securities may also be offered in the United States and in certain offshore foreign jurisdictions, pursuant to applicable regulatory requirements and in accordance with OSC Rule 72-503 - <i>Distributions Outside Canada</i> (“OSC Rule 72-503”).</p> <p>The Company is relying on the exemptions in Coordinated Blanket Order 45-935 – <i>Exemptions from Certain Conditions of the Listed Issuer Financing Exemption</i>.</p>
<p>Resale Restrictions</p>	<p>The Offered Securities offered under the Listed Issuer Financing Exemption to investors resident in Canada and Offered Securities sold to investors outside of Canada pursuant to OSC Rule 72-503 will not be subject to a “hold period” pursuant to applicable Canadian securities laws. Any Offered Securities issued by way of other available exemptions under NI 45-106 will be subject to a hold period expiring four months and one day following the Closing Date.</p>

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this offering 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 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. 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 and under the Order in the 12 months immediately preceding the date of the news release announcing this Offering, will not exceed C\$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 ON FORWARD-LOOKING INFORMATION

This offering document contains “forward-looking statements” or “forward-looking information” within the meaning of applicable Canadian securities legislation. Such statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements of the Company, or its mineral projects, or industry results, to be materially different from any future results, expectations, performance or achievements expressed or implied by such forward-looking statements or information. Such statements can be identified by the use of words such as “may”, “would”, “could”, “will”, “intend”, “expect”, “believe”, “plan”, “anticipate”, “estimate”, “scheduled”, “forecast”, “predict” and other similar terminology, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved, although not all forward-looking statements contain such identifying words.

Forward-looking statements in this offering document include, but are not limited to, statements regarding: the Offering, the Concurrent Offering (as defined herein), the anticipated use of proceeds from the Offering and the Concurrent Offering, Qualifying Expenditures, back-end buyers of the Charity FT Units, the expected closing of the Offering and the Concurrent Offering, anticipated tax benefits in relation to the Offering and the Concurrent Offering and the anticipated exploration work at certain of the Company’s properties, including the Project (as defined herein). There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements.

These statements reflect the Company's current expectations regarding future events, performance and results based on information currently available and speak only as of the date of this offering document. In making such statements or providing such information, the Company has made assumptions regarding, among other things: the ability to complete the Offering and the Concurrent Offering on the terms disclosed; the Company's ability to allocate proceeds from the Offering and the Concurrent Offering as intended; that regulatory requirements will be maintained; arrangements in relation to the Charity FT Units; tax benefits will be assumed in relation to the Charity FT Units and the Critical FT Shares (as defined herein); the Company's ability to meet its flow-through expenditure commitments under Canadian tax legislation; development potential and timetable for the Company's properties; the Company's ability to raise additional financing; results of operations and financial condition; commodity prices; mineralization projections; the timing and amount of estimated future exploration and development; the success of exploration activities; mining or processing issues; currency exchange rates; government regulation and permitting of mining operations; reliance on qualified personnel; competition; dependence on outside parties; and environmental risks.

Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indicators of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from those discussed in the forward-looking statements, including, but not limited to: failure to complete the Offering and the Concurrent Offering; uncertainties inherent in estimating mineral resources and mineral reserves; lack of revenues; revocation of government approvals; availability of external financing on acceptable terms; actual results of current exploration activities; changes in project parameters as plans continue to be refined; future mineral prices; failure of equipment or processes to operate as anticipated; accidents, labour or community disputes; and the risks generally associated with mineral exploration and development, including environmental hazards, industrial accidents, unusual or unexpected formations, cave-ins, flooding and other risks.

Although the forward-looking statements contained in this offering document are based upon what management believes are reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of, among others, the factors noted above. Accordingly, readers should not place undue reliance on forward-looking information. These forward-looking statements are made as of the date of this offering document and are expressly qualified in their entirety by this cautionary statement. Subject to applicable Canadian securities laws, the Company assumes no obligation to update or revise the forward-looking statements contained herein to reflect events or circumstances occurring after the date of this offering document.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company is a Canadian junior mining exploration company focused on the exploration and development of critical mineral projects in stable jurisdictions. The Company is currently focused on the acquisition, exploration and development of, and production from (i) rare earth properties in Quebec, targeting iron oxide copper gold (IOCG)-style mineral systems with significant rare earth enrichment, particularly neodymium (Nd), praseodymium (Pr), dysprosium (Dy), terbium (Tb) and Yttrium (Y), and (ii) lithium properties in Quebec, targeting the battery and technical grade spodumene market. The Company's rare earth project (referred to herein as the "Project", as defined below) is in the Côte-Nord region of Québec; the Company's lithium properties are primarily in the spodumene-bearing pegmatites of the La Corne Batholith, around North American Lithium's producing Quebec lithium mine. As an exploration-stage company that is in the process of exploring its mineral properties located in Canada, the Company has not yet determined whether these properties contain reserves that are economically recoverable.

Recent Developments

- On August 27, 2025, the Company announced it entered into a non-binding letter of intent effective July 31, 2025, with SOQUEM Inc. (“**SOQUEM**”), a wholly owned subsidiary of Investissement Québec, pursuant to which the Company may acquire an option to earn up to an 80% interest in the Kwyjibo Rare Earth Project (the “**Project**”), located 125 km northeast of the city of Sept-Îles, in the Côte-Nord region of Québec (the “**Proposed Acquisition**”). The Proposed Acquisition is expected to occur in two phases. In the first phase, the Company may earn a 60% interest in the Project (the “**Phase 1 Option**”) and be appointed as its operator in exchange for payments and issuances of common shares of the Company totalling an aggregate of C\$23.15 million within five years following the closing date of the Proposed Acquisition. Following completion of the first phase, the Company may earn an additional 20% interest in the Project (for a total of 80%) (the “**Phase 2 Option**”) in exchange for payments or issuances of common shares of the Company totalling an aggregate of an additional C\$22 million within three years following completion of the first phase term. The Proposed Acquisition is subject to several conditions precedent, including (but not limited to) entering into a definitive agreement respecting the Proposed Acquisition.
- On November 14, 2025, the Company announced the closing of its non-brokered private placement of units. The Company issued 57,361,667 units at a price of C\$0.06 per unit for aggregate gross proceeds of approximately C\$3,441,700 (the “**Fall 2025 Unit Offering**”).
- On November 18, 2025, the Company announced it entered into a binding definitive agreement with SOQUEM with respect to the Proposed Acquisition (the “**Option Agreement**”).
- On January 8, 2026, the Company announced that its Common Shares commenced trading on the OTCQB Venture Market, a U.S. trading platform operated by OTC Markets Group Inc., under the symbol “JORFF”.
- On February 5, 2026, the Company announced that it entered into an amendment to the Option Agreement effective February 4, 2026 (the “**Amendment**”). The Amendment clarified certain provisions of the Option Agreement with respect to the mechanism of issuing Common Shares to SOQUEM as consideration (the “**Consideration Shares**”) pursuant to the Proposed Acquisition. Pursuant to the Amendment, among other things, the number of Consideration Shares issuable to SOQUEM as consideration to earn a 60% and an additional 20% undivided interest in the Project is limited to no more than an aggregate of 110,000,000 and 90,000,000 Common Shares, respectively.

MATERIAL FACTS

Concurrently with the Offering, up to 50,000,000 flow-through shares of the Company (each, a “**Critical FT Share**”) will be offered under available exemptions from prospectus requirements, including those under NI 45-106 (other than the Listed Issuer Financing Exemption), at a price of C\$0.10 per Critical FT Share for up to C\$5,000,000 in gross proceeds (the “**Concurrent Offering**”). Each Critical FT Share will qualify as a “flow-through share” within the meaning of subsection 66(15) of the Tax Act.

The Critical FT Shares issued by way of available exemptions under NI 45-106 will be subject to a statutory hold period expiring four months and one day from the date of issuance in accordance with applicable Canadian securities laws. **The Critical FT Shares are not being offered under this offering document.**

There are no material facts about the securities being distributed hereunder that have not been disclosed either in this offering document or in another document filed by the Company over the 12 months preceding the date of this offering document on the Company’s profile at www.sedarplus.ca. You should read these documents prior to making an investment decision regarding the Offered Securities.

BUSINESS OBJECTIVES AND MILESTONES

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

The net proceeds from the Offering are expected to be used as follows:

Business Objectives	Milestones to Accomplish Business Objective	Target Completion	Projected Cost
General working capital and corporate purposes	Ongoing corporate and administrative expenditures related to operations	Q1 2026 and ongoing	C\$1,575,000
Qualifying Expenditures on the Project	Advance exploration activity of the Project	Q4 2027	C\$9,854,400
2026 Phase 1 Option payment	Satisfy 2026 Phase 1 Option payment	Q4 2026	C\$500,000
Qualifying Expenditures on the Company's lithium properties	Advance exploration activity	Q4 2027	C\$1,150,000
Define mineral resource on Company's lithium properties	Prepare technical report following completion of sufficient exploration activity	Q1 2028	C\$567,660

Note:

- (1) The actual allocation of net proceeds may vary depending on the final size of the Offering and the Company's evolving business priorities. While the Company intends to apply the net proceeds of the Offering as set out above, management will have broad discretion in the application of the available funds, and may reallocate such proceeds in order to address changing circumstances or opportunities that arise.

USE OF AVAILABLE FUNDS

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

The gross proceeds of the Offering, when combined with the gross proceeds of the Concurrent Offering, will be up to a maximum of C\$17,070,000. The funds which will be available to the Company after the Offering are expected to be as follows:

		Assuming 100% of the Offering	Assuming 100% of the Offering and Concurrent Offering
A	Amounts to be raised by the Offering and Concurrent Offering, as applicable	C\$12,070,000	C\$17,070,000

B	Selling commissions and fees	C\$965,600	C\$1,365,600
C	Estimated Offering costs (e.g., legal, accounting, audit)	C\$75,000	C\$100,000
D	Net proceeds of Offering: D = A –(B+C)	C\$11,029,400	C\$15,604,400
E	Working capital as at most recent month end (deficiency)	C\$2,617,660	C\$2,617,660
F	Additional sources of funding	Nil	Nil
G	Total available funds: G = D+E+F	C\$13,647,060	C\$18,222,060

How will we use the available funds?

The Company intends to use the net proceeds of the Offering as follows: (i) approximately C\$1,575,000 for general working capital and corporate purposes; (ii) approximately C\$9,854,400 to incur Qualifying Expenditures on the Project; (iii) C\$500,000 to satisfy the 2026 Phase 1 Option payment; (iv) C\$567,660 to help define a resource on the Company's lithium properties; and (v) C\$1,150,000 to incur Qualifying Expenditures on the Company's lithium properties.

Description of intended use of available funds listed in order of priority	Assuming 100% of the Offering	Assuming 100% of the Offering and Concurrent Offering
Qualifying Expenditures on the Project ⁽¹⁾	C\$9,854,400	C\$13,179,400
2026 Phase 1 Option payment	C\$500,000	C\$500,000
Salaries	C\$850,000	C\$1,425,000
Consultants / consulting fees	C\$250,000	C\$250,000
Leased office costs	C\$120,000	C\$120,000
Audit and tax	C\$60,000	C\$60,000
TSX listing fees	C\$25,000	C\$25,000
Shareholder communications	C\$75,000	C\$75,000
Annual security commission fees	C\$15,000	C\$15,000
Other G&A	Nil	C\$675,000
Outstanding accounts payables	Nil	Nil
Lithium property claims fees	C\$30,000	C\$30,000
Maintaining lithium property claims fees	C\$150,000	C\$150,000
Site travel	Nil	Nil
Drilling of Lithium properties	C\$1,000,000	C\$1,000,000
Trenching / Assay costs	C\$150,000	C\$150,000
Resource definition	C\$567,660	C\$567,660
Total: Equal to G in the Use of Available Funds table	C\$13,647,060	C\$18,222,060

(1) The Company anticipates using more than 10% of the available funds from the Offering towards the Project, which will assist the Company in completing Phase 1 of the Proposed Acquisition, as further described below.

The above-noted allocation represents the Company's current intentions with respect to its use of proceeds based on the current knowledge, planning, and expectations of management. Although the Company intends to expend the proceeds from this Offering and the Concurrent Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds is deemed prudent or necessary, and the actual use of proceeds may vary materially from what is set forth above. The amounts allocated and spent will depend on various factors, including the Company's ability to execute on its business plan and financing objectives.

Approximately C\$11,004,400 of the gross proceeds raised from the Offering are expected to be used by the Company to incur eligible "Canadian exploration expenses" that are intended to qualify as "flow-through critical mineral mining expenditures", as such terms are defined in the Tax Act, in respect of the Project and the Company's lithium properties.

As noted above, the Company anticipates using more than 10% of the available funds from the Offering towards the Project, which will assist the Company in completing Phase 1 of the Proposed Acquisition. Pursuant to the terms of the Option Agreement and the Amendment, the Company has been appointed as the operator of the Project and may earn a 60% undivided interest in the Project in consideration for certain payments and issuances of Common Shares of an aggregate amount of C\$23.15 million (the "**Phase 1 Consideration**"). Pursuant to the Option Agreement and the Amendment, the Phase 1 Consideration is allocated as follows:

- C\$5.65 million in cash to SOQUEM;
- C\$5.50 million payable to SOQUEM in Common Shares, subject to a maximum of 110,000,000 Common Shares pursuant to the Amendment, at a price per share equal to the greater of (i) the Discounted Market Price (as such term is defined in the policies of the TSXV) on the day of issuance, and (ii) the most recent closing price of the Common Shares on the TSXV immediately prior to the day of issuance, less a 10% discount, provided that:
 - no Common Shares will be issued if, as a result of such issuance, SOQUEM's undiluted holding of the Common Shares would represent 10% or more of the issued and outstanding Common Shares, or if SOQUEM would otherwise become an insider of the Company, in which case the Company shall have the right to pay the applicable amount in cash; and
 - no Common Shares will be issued if the applicable closing price of the Common Shares on the TSXV is less than C\$0.05, in which case the Company will pay the applicable amount in cash; and
- C\$12 million invested in the Project to advance the following key stages of the Project's development:
 - negotiation and ratification of an impacts and benefits agreement with the Innu of Takuaikan Uashat mak Mani-utenam;
 - metallurgical study to confirm environmental viability of extraction and processing of rare earth in the region of the Project;
 - environmental permitting from the Bureau d'accélération des projets;
 - initiation of at least a 5,000-metre drilling campaign for potential expansion of the Project's resources; and
 - initiation of a bankable feasibility study to evaluate the technical and economic viability of the Project.

Upon satisfaction of the above conditions, among others, and completion of the Phase 1 Option, the Company and SOQUEM will form a joint venture in respect of the Project.

The Company anticipates using C\$10,354,400 of the proceeds of the Offering towards the Project, which will satisfy C\$9,854,400 of the C\$12 million to be invested by the Company. There is no

guarantee that the Company will satisfy the conditions of the Phase 1 Option and may never earn a 60% undivided interest in the Project. SOQUEM is at arm's length to the Company, and none of their respective directors, officers or affiliates is an insider, associate or affiliate of the Company. The purchase price was determined through arm's length negotiation, having regard to the nature and stage of the Project, comparable transactions, and other customary factors.

The Company continues to experience losses and has an accumulated deficit of C\$33,228,703 as of September 30, 2025. The Company may continue to experience losses until profitable commercial production at one or more of its properties is achieved. The Company will allocate available funds, including the net proceeds from the Offering and the Concurrent Offering, in a manner that management determines to be in the best interests of the Company and consistent with its disclosed business objectives. Despite its accumulated deficit, the Company reasonably expects to have sufficient available funds to meet its business objectives and liquidity requirements for at least 12 months following the completion of the Offering. There can be no assurance that the Company's actual use of proceeds will not differ materially from its current expectations due to various factors, including changes in operational priorities, market conditions, and unforeseen expenses.

The Company's most recent audited and interim financial statements included a going concern note. As the Company is in the exploration stage, the recoverability of amounts for exploration and evaluation of assets and the Company's ability to continue as a going concern is dependent upon the ability of the Company to obtain the necessary equity financing to continue operations, the successful results of mineral property exploration activities and its ability to attain profitable operations and generate funds therefrom or realize proceeds from their sale. The Offering and the Concurrent Offering are intended to provide funding for the Company's ongoing activities; however, the completion of the Offering and the Concurrent Offering is not expected to eliminate the requirement to include a going concern note in the Company's next annual financial statements.

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

Previous Financing	Intended Use of Proceeds	Disclosed Net Amount	Used to Date	Variances and Impact
Fall 2025 Unit Offering	The proceeds from the Fall 2025 Unit Offering were used for general working capital purposes.	C\$3,441,700	C\$824,040	No variances

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?

The Offering is being conducted on a non-brokered basis. The Company may, in its discretion and in compliance with applicable securities laws, compensate certain eligible finders for introducing purchasers to the Company. Any such finders' fees may consist of: (i) a cash payment of up to 8.0% of the aggregate gross proceeds of the LIFE Units and Charity FT Units sold to investors introduced by such finders, (ii) non-transferable compensation warrants equal up to 8.0% of the aggregate number of LIFE Units issued by the Company under the Offering (each, a "**LIFE Finder Warrant**") and (iii) non-transferable compensation warrants equal up to 8.0% of the aggregate number of Charity FT Units issued by the Company under the Offering (each, a "**Charity FT Finder Warrant**").

Each LIFE Finder Warrant will entitle the holder thereof to acquire one Common Share and one-half of one warrant (each whole warrant, a "**Finder Warrant**") at an exercise price of C\$0.08 for a period of 36 months from the Closing Date. Each Charity FT Finder Warrant will entitle the holder thereof to acquire one Common Share and one-half of one Finder Warrant at an exercise price of C\$0.12 for a period of

36 months from the Closing Date. Each Finder Warrant is exercisable to acquire one Common Share at a price of C\$0.12 per Common Share for a period of 36 months from the Closing Date.

The engagement of any finders and the payment of any finders' fees, if applicable, may be subject to approval by the TSXV or other applicable regulatory bodies. There can be no assurance as to the completion of the Offering, the amount of proceeds raised, or that any finders will be engaged or compensated in connection with 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 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.

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 SEDAR+ at www.sedarplus.ca.

For further information regarding CLM, visit our website at: <https://consolidatedlithium.com/>.

Prospective investors should read this offering document and consult with their own professional advisors to assess the tax, legal, risk factors and other aspects of their investment in Offered Securities.

CERTIFICATE

Dated: February 26, 2026

This offering document, together with any document filed under Canadian securities legislation on or after February 26, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

CONSOLIDATED LITHIUM METALS INC.

(signed) “*Richard Quesnel*”

Richard Quesnel
Chief Executive Officer and President

(signed) “*Ryan Ptolemy*”

Ryan Ptolemy
Chief Financial Officer