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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 under the Listed
Issuer Financing Exemption**

November 27, 2025



ATOMIC MINERALS CORP.
(the “Company” or “Atomic Minerals”)

SUMMARY OF OFFERING

What are we offering?

Securities:	Units (“Units”) of the Company, with each Unit being comprised of one common share of the Company (each, a “Unit Share”) and one-half of one common share purchase warrant of the Company (each whole warrant, a “Warrant”). Each Warrant shall entitle the holder to purchase one common share of the Company (each, a “Warrant Share”) at a price of \$0.10 per Warrant Share for a period of 12 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 Closing Date.
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Offering:	Up to 14,666,667 Units at a price of \$0.05 per Unit (the “ Offering Price ”), for gross proceeds of up to \$733,333 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.
Offering Price:	\$0.05 per Unit.
Closing Date:	On or about December 1, 2025, or such other date as the Company may determine (the “ Closing Date ”).
Exchange:	The common shares in the capital of the Company (the “ Shares ”) are listed on the TSX Venture Exchange (the “ TSXV ”) under the trading symbol “ ATOM ” and on the Frankfurt Stock Exchange (the “ FSE ”) under the trading symbol “ DO80 ”.
Last Closing Price:	The closing price of the Shares on the TSXV on November 26, 2025, the last trading day before the date of this offering document, was \$0.06.

ATOMIC MINERALS 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 and the Concurrent Private Placement (defined below); specifically the Company’s plans to use the proceeds to advance its properties in Saskatchewan and the Colorado Plateau, including completing an airborne magnetics survey and prospecting and sampling work; the completion of the Offering and the expected Closing Date; and the completion of the Concurrent Private Placement (as defined below).

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 and the Concurrent Private Placement on the terms disclosed herein, or at all, that the Company will use the proceeds from the Offering or the Concurrent Private Placement 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 or the Concurrent Private Placement on the terms disclosed herein, or at all; the Company will not use the proceeds of the Offering or the Concurrent Private Placement 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 Shares is subject to volume and price volatility which could negatively affect a shareholder's ability to buy or sell the Company's Shares; the price of the 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 protect its information systems or prevent cyber-attacks and security breaches; the inability to access adequate infrastructure for the Company's exploration, 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, 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. 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 R. Timothy Henneberry, P.Geo (BC), 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 with an objective to identify exploration opportunities in regions that have been previously overlooked but are geologically similar to those with previous uranium discoveries. The Company's property portfolio contains uranium projects in three locations within North America. Four of the properties are located on the Colorado Plateau, an area which has previously produced 597 million pounds of U₃O₈; the Mozzie Lake project is located in the prolific Athabasca Basin region in Northern Saskatchewan; and the Mont-Laurier project is located in Quebec.

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.

Recent developments

The following is a brief summary of key recent developments involving or affecting the Company.

- On November 11, 2025, the Company received approval for the drilling of up to 15 drill holes at its 6,500-acre Harts Point Uranium Project in San Juan County, Utah. These holes will target the basal Moss Back member of the Chinle formation for uranium mineralization at depths of + 1500 feet (457 metres) and follow up on the 2024 drill results from former joint venture partner Kraken Energy.
- On October 14, 2025, the Company announced that it acquired by Quit Claim Deed the road accessible DBI# 218 through DBI# 292 Bureau of Land Management lode claims in San Juan County, Utah, collectively known as the South Lisbon Valley East property (“**SLVE**”). The 1,516.5 acre (614 hectare) property lies approximately 35 kilometres NE of Monticello. SLVE lies in the Colorado Plateau and covers the southern portion of a suspected belt of penecordant uranium mineralization hosted in the Moss Back member of the Triassic Chinle formation associated with the northeastern side of the downfaulted Lisbon Valley anticline.

- On October 7, 2025, the Company announced that it acquired 5 claims totaling 20,743.5 hectares from DG Resource Management Ltd. (“**DGRM**”) to increase its Mozzie Lake project to 26,073.5 hectares. In consideration for these additional 5 Mozzie Lake claims, within five (5) Business Days of TSXV approval (“**Closing**”), Atomic Minerals will: (i) pay to DGRM a sum of \$20,000; (ii) issue to DGRM 2,000,000 Shares; (iii) issue to DGRM 1,000,000 share purchase warrants (“**Warrants**”) exercisable at \$0.10 for a term of two years from Closing; and (iv) grant to DGRM a 2% gross overriding royalty in respect of the gross proceeds generated from future production at the mineral claims. The Company also announced the appointment of Jody Dahrouge to the Company’s Advisory Board.
- On September 18, 2025, the Company closed a private placement (the “**September 2025 Private Placement**”). The Company raised gross proceeds of \$125,000 with the issuance of 2,500,000 units at \$0.05 per unit. Each unit consisted of one Share and one Warrant. Each Warrant is exercisable at a price of \$0.10 until September 18, 2026. No finder’s fees were paid in connection with the September 2025 Private Placement.
- On August 29, 2025, the Company received TSXV approval to settle outstanding debt with certain arm’s length third parties and two directors. Effective August 27, 2025, the Company allotted and issued an aggregate of 6,527,500 Shares at a deemed price of \$0.05 per Share, to settle a total indebtedness of CAD\$326,375. Two directors each settled \$30,000, net of GST, in exchange for 600,000 Shares of the Company. All Shares issued pursuant to the debt settlement are subject to a four-month and one-day hold period expiring on December 28, 2025.
- On August 7, 2025, the Company consolidated its Shares on the basis of one (1) post-consolidation Share for every two (2) pre-consolidation Share. The Company did not change its name or trading symbol.
- On June 30, 2025, the Company received TSXV approval to finalize the share exchange agreement (the “**Share Exchange Agreement**”) dated May 13, 2025 with the shareholders of Stratigraphic Capital Corp. (“**Stratigraphic**”), a British Columbia corporation, the owner of 40 mineral concessions comprising 2,351 HA in the Quebec municipalities of Lac Saint-Paul, Mont-Saint-Michel and Lac-Douaire. In consideration for the shares of Stratigraphic, Atomic Minerals issued 8,000,000 Shares at a deemed price of \$0.02 per Share for aggregate consideration value of \$160,000. Shares issued in connection with the Agreement are subject to a contractual resale restriction totaling 6 months from the date of issuance with 50% (4,000,000 Shares) released immediately on closing and 50% (4,000,000 Shares) released 6 months thereafter. No finder’s fees were paid on this arm’s length Share Exchange Agreement.

- On June 30, 2025, the Company received TSXV approval to enter into an option agreement dated April 9, 2025 (the “**Option Agreement**”) amongst the legal and beneficial holder (the “**Vendor**”) of two mineral claims totaling approximately 5,355 hectares located in the Province of Saskatchewan (the “**Saskatchewan Property**”). Pursuant to the Option Agreement, the Vendor has granted the Company the exclusive right to acquire a 100% interest in the Saskatchewan Property (the “**Option**”). As consideration for the Option, the Company issued 5,500,000 Shares at a deemed price of \$0.015 per Share, representing aggregate consideration of \$82,500. In addition, the Company intends to pay \$50,000 in cash to the Vendor within three years from the effective date of the Option Agreement. No finder’s fees were paid on this arm’s length Option Agreement, and no new insiders were created on closing.
- On February 6, 2025, the Shares were listed for trading on the FSE under the symbol “DO80” and the Company announced the resignation of Foster Wilson from the Board of Directors (the “**Board**”).
- On December 2, 2024 the Company closed a flow through and non-flow through private placement (the “**March 2025 Private Placement**”). The Company issued 2,350,000 non-flow through units (“**NFT Units**”) at \$0.05 per NFT Units for gross proceeds of \$117,500 and 4,733,333 flow-through units (“**FT Units**”) at \$0.06 per FT Unit for gross proceeds of \$283,999.98. Each unit consisted of one Share and one Warrant. Each Warrant is exercisable at a price of \$0.10 for a period of 2 years from the date of issuance. Finder’s fees were paid in the form of 8% cash, 4% Shares and 4% finder’s warrants, totaling \$20,800, 173,333 Shares and 173,333 non-transferable finder’s warrants, respectively. The finder’s warrants entitle the holder to purchase one Share at an exercise price of \$0.10 per Share for a period of 2 years from the date of issuance.

Material facts

Concurrent with closing of the Offering, the Company anticipates closing a private placement of up to 29,333,333 units (“**PP Units**”) at a price of \$0.05 per PP Unit for aggregate gross proceeds of up to \$1,466,666 (the “**Concurrent Private Placement**”). Each PP Unit will consist of one common share of the Company (each, a “**PP Share**”) and one-half of one common share purchase warrant of the Company (each whole common share purchase warrant, a “**PP Warrant**”). Each PP Warrant will be exercisable to acquire an additional Common Share (a “**PP Warrant Share**”) at a price of \$0.10 for a period of 12 months following the closing date of the Concurrent Private Placement. The Company intends to use the proceeds of the Concurrent Private Placement primarily for continued exploration of its properties and for general working capital. The PP Shares, PP Warrants and any PP Warrant Shares issued upon exercise of the PP Warrants will be subject to a statutory hold period in Canada ending on the date that is four months plus one day following the closing date of the Concurrent Private Placement. Purchasers are advised to consult their own legal advisors in this regard.

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 following table sets out the business objectives the Company expects to accomplish using its available funds following the Offering and lists the milestone event(s) for each business objective, anticipated time period for completion and estimated cost.

Business Objective	Milestone(s) that Must Occur to Achieve Business Objective	Anticipated Timing to Achieve Milestone	Estimated Cost to Achieve Milestone
Exploration in Saskatchewan	Airborne exploration project	December 2025	\$300,000
Maintain claims in Colorado and Utah	Payment of claim fees	August 2026	\$562,768
General and Administrative	Maintaining specialized team in Canada	December 2025 – November 2026	\$330,500

USE OF AVAILABLE FUNDS

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

		Assuming 100% of Offering
A	Amount to be raised by this Offering	\$733,333
B	Selling commissions and fees	\$(176,000) ⁽¹⁾
C	Estimated offering costs (e.g., legal, accounting, audit)	\$(5,000)
D	Net proceeds of Offering: $D = A - (B+C)$	\$552,333
E	Working capital as at most recent month end (deficiency)	\$(816,279)
F	Additional sources of funding: Concurrent Private Placement	\$1,466,667 ⁽²⁾

		Assuming 100% of Offering
G	Total available funds: G = D+E+F	\$1,202,721

Notes:

- (1) This includes an 8% cash commission payable on the Concurrent Private Placement.
- (2) See disclosure under the heading "Material Facts" for more information on the Concurrent Private Placement.

How will we use the available funds?

The Company intends to use the available funds upon closing of the Offering to fund its general and administrative expenditures and to advance its properties in Saskatchewan and the Colorado Plateau, as detailed below.

Description of intended use of available funds listed in order of priority	Assuming 100% of Offering
Exploration of the Company's properties ⁽¹⁾	\$862,768
General and Administrative	\$330,500
Unallocated Working Capital	\$9,453
Total	\$1,202,721

Notes:

- (1) The exploration work for the Company's Mozzie Lake project in Saskatchewan includes an airborne magnetics survey and permitting for a follow-up drill program. The exploration work for the Company's Colorado Plateau projects in the United States (Harts Point, 10 Mile, Dolores and Lisbon Valley) include permitting for drilling. The exploration target is uranium in all instances. Specifically: basement hosted uranium at the Mozzie Lake project in Saskatchewan and peneconcordant sediment hosted uranium in the Chinle Formation at the four Colorado Plateau projects. The Company's exploration plans are subject to change as work progresses. Strong results at a particular property may lead the Company to prioritize that area in future programs, while weaker-than-expected results may prompt a shift of focus to other projects in subsequent programs.

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?

Previous Financing	Intended Use of Funds	Actual Use of Funds	Explanation of Variance
\$125,000 private placement – closed September 18, 2025	To fund exploration and development of the company’s projects and for general working capital purposes and accounts payable.	Funds were used for general working capital purposes and accounts payable.	The Company was not able to raise the entire amount required to commence its exploration program. The funds were instead used for general working capital purposes and accounts payable.
\$284,000 flow-through private placement – closed on November 29, 2024	To fund Canadian exploration and development of the Company's projects in Saskatchewan.	Funds were used for general working capital purposes and accounts payable.	The Company was not able to raise the entire amount required to commence its exploration program. The funds were instead used for general working capital purposes and accounts payable.
\$117,500 non-flow through private placement – closed on November 29, 2024	For general working capital purposes.	Funds were used for general working capital purposes.	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?

Finder(s):	To be confirmed
Compensation Type:	Cash and finder warrants

Cash Commission:	Between 5%-8%
Finder Warrants:	8%. Each finder warrant will be exercisable to acquire one Share at an exercise price of \$0.10 for a period of one year.

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

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 under the Company's profile.

For further information regarding the Company, visit our website at:

<https://www.atomicminerals.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 Units.

CERTIFICATE OF THE COMPANY

This amended and restated offering document, together with any document filed under Canadian securities legislation on or after November 27, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

November 27, 2025

(signed) "Clive Massey"

Clive Massey
President, CEO & Director

(signed) "Alexander Hemel"

Alexander Hemel
CFO & Director