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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 state securities laws, and may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States except in compliance with 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 a solicitation of an offer to buy any of the securities offered hereby within the United States or to, or for the benefit of, U.S. persons or persons in the United States. “United States” and “U.S. person” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.**

Offering Document under the Listed Issuer Financing Exemption

January 13, 2026



**SURGE BATTERY METALS INC. (the “Company” or “Surge”)**

**PART 1**

**SUMMARY OF THE OFFERING**

**What are we offering?**

<b>Securities:</b>	16,666,700 units (“Units”) of the Company, with each Unit being comprised of one common share of the Company (a “Common Share”) and one-half of one common share purchase warrant (each whole warrant, a “Warrant”) for gross proceeds of \$15,000,030 (the “Offering”). Each Warrant will be exercisable to acquire one additional Common Share at an exercise price of \$1.35 per Common share at any time following 60 days from the date of issuance until the date which is 36 months following the Closing Date (as defined herein).
<b>Offering Price:</b>	\$0.90 per Unit (the “Issue Price”).
<b>Offering Amount:</b>	A minimum and maximum of 16,666,700 Units for gross proceeds of \$15,000,030. The Offering will not close unless gross proceeds of \$15,000,030 are raised under the Offering.
<b>Closing Date:</b>	On or about February 3, 2026 (the “Closing Date”).
<b>Exchange:</b>	The Company’s common shares are listed on the TSX Venture Exchange under the trading symbol NILI.
<b>Last Closing Price:</b>	The last closing price of the Company’s common shares on the TSX Venture Exchange on January 13, 2026 was \$0.95.

All references to “\$” in this Offering Document are to Canadian dollars.

Surge Battery Metals Inc. 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 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 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

This Offering Document contains "forward-looking information" within the meaning of the United States Private Securities Litigation Reform Act of 1995 applicable Canadian securities laws, which is based upon the Company's current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this Offering Document is made only as of the date of this Offering Document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning future prices of commodities including lithium and nickel, the accuracy of mineral or resource exploration activity, reserves or resources, the accuracy of cash flow forecasts, projected capital and operating costs, metal processing recoveries, mine life, production rates, regulatory or government requirements or approvals including approvals of title and mining rights or licenses and environmental, local community or indigenous community approvals, the reliability of third party information, continued access to mineral properties or infrastructure or water, changes in laws, rules and regulations including in the United States, Nevada or California or any other jurisdiction which may impact upon the Company or its properties or the commercial exploitation of those properties, currency risks including the exchange rate of USD\$ for Cdn\$ or other currencies, fluctuations in the market for lithium related products, changes in exploration costs and government royalties, export policies or taxes in the United States or any other jurisdiction and other factors or information, the Company's expectations with respect to the use of proceeds and the use of available funds following completion of the Offering, the completion of the Offering, and the expected Closing Date.

Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as "plans", "expects", "potential", "is expected", "anticipated", "intends", "anticipates", "believes" or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements or forward-looking information are subject to significant business, economic, competitive, political, environmental (including endangered species, habitat preservation and water-related

risks) and social risks, contingencies, and uncertainties, which could cause actual events or results to differ from those reflected in such forward-looking statements and forward-looking information, including, without limitation, risks with respect to: the potential of the Company's mineral properties; the estimation of capital requirements; the estimation of operating costs; the timing and amount of future business expenditures; and the availability of necessary financing. Many factors could cause the actual results, performance or achievements that may be expressed or implied by such forward-looking information to vary from those described herein should one or more of these risks or uncertainties materialize. Such factors include but are not limited to: changes in economic conditions or financial markets; increases in costs; litigation; legislative, environmental and other judicial, regulatory, political and competitive developments; and exploration or operational difficulties. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements or forward-looking information. Forward-looking information includes statements about the future and are inherently uncertain. The Company's actual achievements or other future events or conditions may differ materially from those reflected in the forward-looking information due to a variety of risks, uncertainties and other factors, including without limitation, those referred to in the Company's other public filings available at [www.sedarplus.ca](http://www.sedarplus.ca).

The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. The forward-looking information included in this Offering Document is made as of the date hereof, and the Company undertakes no obligation to publicly update or revise any forward-looking information, other than as required by applicable law.

## **PART 2**

### **SUMMARY DESCRIPTION OF BUSINESS**

#### **What is our business?**

The Company is a Canadian-based mineral exploration company seeking to secure the supply of domestic lithium through its active engagement in the Nevada North Lithium Project, located in the Granite Range southeast of Jackpot, Nevada about 73 km north-northeast of Wells, Elko County, Nevada. The Project focuses on exploring for clean, high-grade lithium energy metals in Nevada, USA, a crucial element for powering electric vehicles. With a primary listing on the TSX Venture Exchange in Canada and the OTCQX Market in the US, the Company is strategically positioned as a key player in advancing lithium exploration.

#### **Recent developments**

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

Certain recent developments relating to the Company and its business include:

On April 14, 2025 the Company announced it had closed a non-brokered private placement financing offering of 10,351,667 units at a price of \$0.30 per unit for gross proceeds of \$3,105,500.

On June 9, 2025 the Company reported the results of its 2025 Preliminary Economic Assessment Study ("PEA") for the Nevada North Lithium Project located in Elko County north-northeast of Wells, Nevada. See the Company's news release dated June 9, 2025 for further details.

On August 27, 2025 the Company announced it had closed its previously announced agreement to purchase the remaining 50-per-cent interest in certain in the M3 Metals Corp. ("M3M") Texas Springs claims by issuing to M3M 1.2 million of its common shares. See the Company's news release dated August 27, 2025 for further details.

On September 16, 2025 the Company announced it had entered into a non-binding letter of intent with Evolution Mining Ltd., pursuant to which the parties will form a joint venture for the purpose of continuing the development of the Nevada North Lithium Project.

On September 25, 2025, the Company that its fall core drilling program had commenced at the Nevada North Lithium Project.

On October 9, 2025, the Company announced that it had closed its fully subscribed non-brokered private placement, raising gross proceeds of \$5,000,000.

On October 15, 2025, the Company announced that it had closed a non-brokered private placement, raising gross proceeds of \$500,000.

On October 20, 2025, the Company provided an update on the progress of its 2025 drilling program at the Nevada North Lithium Project.

On October 30, 2025, the Company announced the successful completion of its 2025 core drilling program at the Nevada North Lithium Project.

On December 2, 2025 the Company announced that, through its wholly owned U.S. subsidiary, Surge Battery Metals USA Inc. ("Surge U.S."), it had entered into an amended and restated operating agreement dated December 2, 2025, with a subsidiary of Evolution Mining Ltd. ("Evolution"), pursuant to which Surge U.S. and Evolution formed a joint venture, to be implemented by Nevada North Lithium LLC, a Nevada limited liability company for the purpose of continuing the development of the Nevada North Lithium Project.

On December 10, 2025 the Company announced Nevada North Lithium LLC ("NNL"), the joint venture formed by subsidiaries of each of Surge Battery Metals Inc. and Evolution Mining Ltd., had received the initial \$3-million funding obligation of Evolution pursuant to the terms of NNL's amended and restated operating agreement. Consequently, Evolution's ownership interest in NNL increased by 2.85% to 25.85%, with Surge Battery Metals USA Inc. holding the remaining 74.15% ownership interest.

## **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.**

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

The business objective the Company expects to accomplish using the available funds following completion of the Offering is to fund the Company's exploration of the Nevada North Lithium Project through to the pre-feasibility study ("PFS") stage and into the bankable feasibility study ("BFS") stage.

The Company anticipates completing the following to achieve these objectives:

<b>Event</b>	<b>Anticipated Timeline</b>	<b>Anticipated Cost</b>
Water Supply Test Wells for PFS	Spring/Summer 2026	\$1,400,000
Additional expenses related to completion of PFS	2026	\$2,000,000

Explore New Claims as part of JV, including geophysics, mapping, sampling, drilling, desktop studies	Field Season 2026, 2027, 2028	\$1,000,000
BFS Process Pilot Plant Design	2027	\$1,600,000
Expenses related to BFS	2027 and 2028	\$11,500,000
<b>Total</b>		<b>\$17,500,000</b>

**PART 3**  
**USE OF AVAILABLE FUNDS**

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

The expected total available funds to the Company following completion of the Offering is estimated to be \$20,375,000 if the Offering is completed.

		Assuming minimum Offering only	Assuming 100% of Offering
A	Amount to be raised by this Offering	\$15,000,030	\$15,000,030
B	Selling commissions and fees	\$900,002	\$900,002
C	Estimated Offering costs (e.g., legal, accounting, audit)	\$25,000	\$25,000
D	Net proceeds of Offering: $D = A - (B+C)$ offering: $D = A - (B+C)$	\$14,075,028	\$14,075,028
E	Working capital as at most recent month end	\$6,300,000	\$6,300,000
F	Additional sources funding	\$Nil	\$Nil
<b>G</b>	<b>Total available funds: <math>G = D+E+F</math></b>	<b>\$20,375,028</b>	<b>\$20,375,028</b>

**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
Water Supply Test Wells for PFS	\$1,400,000	\$1,400,000
Additional expenses related to completion of PFS	\$2,000,000	\$2,000,000
Explore New Claims as part of JV, including	\$1,000,000	\$1,000,000
BFS Process Pilot Plant Design	\$1,600,000	\$1,600,000
Expenses related to BFS	\$11,500,000	\$11,500,000
Working Capital	\$2,875,028	\$2,875,028
<b>Total</b>	<b>\$20,375,028</b>	<b>\$20,375,028</b>

The above noted allocation of capital 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 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 spend will depend on a number of factors, including the Company's ability to execute on its business plan. See "Cautionary Statement Regarding Forward-Looking Information" above.

The most recent audited annual financial statements and interim financial report of the Company included a going concern note. 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 achieve the business objectives set out herein and is not expected to address any uncertainties that affect the decision to include a going-concern note in the next annual financial statements of the Company. *It is expected that a going concern note will remain in the next annual financial statements.*

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

Previous Financing	Intended Use of Funds	Use of Funds to Date	Variance and Impact on Business Objectives and Milestones
April 2025 Financing: Issuance of 10,351,667 units of the Company at a price of \$0.30 for aggregate gross proceeds of \$3,105,500.10	Operating activities: \$800,000	\$800,000	Nil
	Exploration asset expenditures: \$700,000	\$700,000	Nil
October 2025 Financing: Issuance of 20,000,000 units of the Company at a price of \$0.25 for gross proceeds of \$5,000,000	General Working Capital: \$2,900,000	\$1,460,000	\$1,440,000
	Water Supply Test Wells for PFS: \$1,400,000	Nil	\$1,400,000

	Explore New Claims from JV: \$1,000,000	Nil	\$1,000,000
	BFS Process Pilot Plant Design: \$1,600,000	Nil	\$1,600,000
			The intended uses of funds remain unchanged. The variances are because the intended expenditures have not yet been made. There is no impact on the Company's ability to achieve its business objectives and milestones.
October 15, 2025 Financing: Issuance of 1,851,852 units of the Company at a price of \$0.27 for gross proceeds of \$500,000.	General Working Capital	Nil	\$500,000
			The intended use of funds remains unchanged. The variance is because the intended expenditures have not yet been made. There is no impact on the Company's ability to achieve its business objectives and milestones.

#### PART 4

#### FEES AND COMMISSIONS

**Who are the dealers or finders that we have engaged in connection with this Offering, if any, and what are their fees?**

<b>Finder::</b>	3L Capital Inc. ("3L" or the "Finder")
<b>Cash Commission:</b>	Cash finder's fee equal to 6% of the gross proceeds of the Offering received from investors introduced by, or whose subscriptions are attributable to the efforts of, 3L.
<b>Finder's Warrants:</b>	Non-transferable finder's warrants (each, a "Finder's Warrant") equal in number to 6% of the aggregate number of Units in total issued to investors introduced by, or whose subscriptions are attributable to the efforts of, 3L (excluding any Units that may be purchased by 3L). Each Finder's Warrant is exercisable for one Common Share at an exercise price of \$1.35 per Common Share for 36 months following the Closing Date.

**Does the Finder have a conflict of interest?**

The Company is not a “related issuer” or “connected issuer” of or to 3L, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

**PART 5**

**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.**

**PART 6**

**ADDITIONAL INFORMATION**

**Where can you find more information about us?**

Securityholders 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 the Company’s website at [www.surgebattery.com](http://www.surgebattery.com).

***Investors should read this Offering Document and consult their own professional advisors to assess the income tax, legal, risks factors and other aspects of their investment in the Units.***

**PART 7**  
**CERTIFICATE OF THE COMPANY**

**This Offering Document, together with any document filed under Canadian securities legislation on or after January 13, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

**January 13, 2026**

By: (signed) "Greg Reimer"  
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Name: Greg Reimer

Title: Chief Executive Officer

By: (signed) "Braden Jensen"  
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Name: Braden Jensen

Title: Chief Financial Officer