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**Offering Document under the Listed Issuer Financing Exemption**

**December 1, 2025**



**HOMERUN RESOURCES INC.  
 (“Homerun” or the “Company”)**

**SUMMARY OF OFFERING**

**What are we offering?**

<b>Offering:</b>	<p>Non-brokered private placement of units (“Units”), with each Unit consisting of one (1) common share in the capital of the Company (each a “Common Share”, and each Common Share comprising part of a Unit being a “Unit Share”) and one (1) common share purchase warrant (each whole share purchase warrant, a “Unit Warrant”). Each Unit Warrant will be exercisable to acquire an additional Common Share (a “Unit Warrant Share”) for a period of 36 months following the Closing Date (as defined herein) (the “Expiry Date”).</p> <p>The Offering (as defined herein) is made 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>.</p> <p><b>The Unit Shares will be released from escrow in equal installments of over the 24-month period from the closing date, with each release contingent upon the corresponding cash payment being delivered to the Company.</b></p>
<b>Offering Price:</b>	\$1.00 per Unit.
<b>Offering Amount:</b>	6,000,000 Units for aggregate gross proceeds of CDN\$6,000,000 (the “Offering”).
<b>Closing Date:</b>	This Offering is expected to close on or before December 2, 2025 or such other date as the Company may determine (the “Closing Date”).
<b>Exchange:</b>	The Common Shares are listed on the TSX Venture Exchange (“TSXV”) under the trading symbol “HMR” and trade on the OTCQB Best Market (OTCQB:HMRFF).

<b>Last Closing Price:</b>	The closing price of the Common Shares on the TSXV on November 28, 2025, the most recent trading day before the date hereof, was \$1.03.
<b>Description of Unit Shares:</b>	Each Common Share carries one (1) vote at all meetings of shareholders of the Company, is entitled to receive dividends as and when declared by the board of directors of the Company and is entitled to participate in the remaining property and assets of the Company upon dissolution or winding-up. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights.
<b>Description of Unit Warrants:</b>	<p>Each Unit Warrant will be exercisable to acquire a Unit Warrant Share, to be issued by the Expiry Date, as follows:</p> <ol style="list-style-type: none"> <li>(1) 1,500,000 Unit Warrant Shares at an exercise price of CDN\$1.18 per Unit Warrant Share; and</li> <li>(2) The remainder of the Unit Warrant Shares, being 4,500,000, to be released from escrow in equal installments over a 24-month period. Each Unit Warrant Share will have an exercise price equal to a 20% premium to the volume-weighted average trading price (“VWAP”) of the Company’s Common Shares on the TSXV for the five trading days immediately preceding the date of each release. The Unit Warrant Shares will also include an equity blocker provision that prohibits the holder from exercising any portion of the Unit Warrant Shares if such exercise would result in the holder owning more than 9.99% of the Company’s outstanding Common Shares.</li> </ol>

**The Company 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 the Offering, will not exceed the amount that is 20% of the aggregate market value of the Company’s listed securities calculated in accordance with the Order, to a maximum of \$50,000,000.**
- **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” which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company and its mineral projects, the future price of Gold or other metal prices, exploration expenditures, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and regulatory matters.

Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative 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 involve known and unknown risks, uncertainties, assumptions and other factors that 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 factors include, among others, general business, economic, and competitive uncertainties; lack of production; limited operating history of the Company; the actual results of current exploration activities; ability to obtain licenses or permits; the legal obligations to consult and accommodate communities; proper title to its mineral projects; the Company may lose or abandon its interest in the its mineral projects; ability to retain qualified personnel; the ability to obtain adequate financing for exploration and development; volatility of commodity prices; environmental risks of mining operations; accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses as well as those factors discussed in the Company’s Management Discussion and Analysis filed on The System for Electronic Document Analysis and Retrieval (“SEDAR+”) at [www.sedarplus.ca](http://www.sedarplus.ca).

Forward-looking statements are based on a number of material factors and assumptions, including the determination of mineral reserves or resources, if any, the results of exploration and drilling activities, the availability and final receipt of required approvals, licenses and permits, that sufficient working capital is available to complete proposed exploration and drilling activities as well as economic studies, that contracted parties provide goods and/or services on the agreed time frames, the equipment necessary for exploration is available as scheduled and does not incur unforeseen break downs, that no labour shortages or delays are incurred and that no unusual geological or technical problems occur. While the Company considers these assumptions may be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in the Company’s Management Discussion and Analysis filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

These forward-looking statements are made as of the date of this offering document and are based upon management’s beliefs, estimates and opinions. The Company intends to discuss in its quarterly and annual reports referred to as the Company’s Management’s Discussion and Analysis documents any events and circumstances that occurred during the period to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this offering document. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on the Company’s business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. Other than as required by law and as otherwise stated in this offering document the Company does not intend and undertakes no obligation to update any forward-looking information to reflect, among other things, new information or future events.

Investors are cautioned against placing undue reliance on forward-looking statements.

### Qualified Person

The Technical Report was prepared by Geoinform Pesquisas Geologicas Ltd (“**Geoinform**”) for the Company. Mr. Emerson Ricardo Re, M.Sc., Geologist and associate at Geoinform, is a Qualified Person as defined by NI 43-101 - *Standards of Disclosure for Mineral Projects* and is responsible for all technical information in this Offering Document.

## SUMMARY DESCRIPTION OF BUSINESS

### What is our business?

The Company is a leading exploration development company. The Company is transitioning from a resource company, focused on mining silica, to a materials company that processes silica into industrial inputs, such as solar glass and high-purity silicon, to support the energy transition, with the capability to manage the entire industrial vertical from raw material to final product.

Further information regarding the business of the Company and the Company's other publicly available filings, including the Technical Report entitled "Technical Report, 2025 Resource Estimate – Homerun Resource's High Purity Belmonte Silica Sand Project in Bahia, Brazil" with an effective date of May 6, 2025, available under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

The Company's Three-Phase Strategic Plan is designed to expand its influence into verticals that specifically support the energy transition.

**(1) Phase 1 – HPQ Silica Supply**

Phase One was to secure a steady and reliable source of HPQ Silica against a backdrop of increasing global demand in sustainable industrial and green energy applications. The Company is now positioned in a massive critical minerals market and will benefit from the increasing demand for both HPQ Silica and the products and solutions produced from HPQ Silica.

**(2) Phase 2 – Infrastructure and Logistics**

The required logistics for the Company's silica sand production are extraction, processing, transport and storage, and shipping. The Company has been focused on a partnership strategy in these areas to reduce the need for CAPEX financing. The Company has fully established a logistical pathway to bulk tonnage product sales.

**(3) Phase 3 – Revenue and Vertical Integration**

The Company is quickly driving towards revenues. Revenues will depend on delivering HPQ sand in various forms to service organizations, while we pursue R&D for a competitive edge in HPQ Silica verticals related to the energy transition, either independently or through partnerships.

### *Vertically Integrated Strategy*

**(1) Acquire and Develop an Exceptional Raw Material: High Purity Silica Sand**

The Company has firmly established a dominant footprint in the Santa Maria Eterna silica district located in Belmonte, Brazil. Through lease, ownership and material supply agreements, the Company has secured a long-lasting supply of one of the planet's most exceptional deposits of high-purity quartz silica.

**(2) Validate and Process Raw Material Into Advanced and In-Demand Technologies and Products**

The Company has identified key markets that will provide a strategic advantage to supply premium products into markets that are heavily reliant on Chinese manufacturing.

**(3) Economic Growth & Nationwide Supply Chain Resilience**

The Company will be building a 365,000 ton per year solar glass manufacturing facility and a 120,000 ton per year silica purification facility located directly beside the resource, providing economic and socioeconomic benefits for the people of Bahia, Brazil and the Country of Brazil.

**(4) Homerun Developed a Powerful 3-Phase Business Plan**

Since the first financing under the Company's energy transition strategy in Q1 2023, the Company has been at the forefront of silica to solar and energy storage innovation. The Company's journey began with the acquisition of high purity quartz silica sand resources in Brazil and is expanding vertically to include advanced materials, solar glass manufacturing, cutting-edge perovskite PV technology and disruptive energy storage solutions.

## **The Belmonte Silica Sand District**

The Belmonte silica sand resource in Bahia, Brazil, stands as one of the planet's most exceptional deposits of high-purity quartz (HPQ) silica. This remarkable geological formation boasts an unparalleled combination of quality, quantity, and accessibility that sets it apart from other global silica sources. The sand's exceptional purity, with minimal impurities and contaminants, makes it ideal for advanced applications in the energy transition and high-tech industries. Its vast reserves ensure a long-term, sustainable supply to meet the growing global demand for HPQ silica. The strategic location in Bahia, with its well-developed infrastructure and proximity to shipping routes, further enhances the resource's value.

On December 11, 2023, the Company executed an agreement with Companhia Baiana de Pesquisa Mineral - CBPM detailing the terms regarding Homerun's exclusive right to extract high purity silica sand sourced from CBPM's concessions near Santa Maria Eterna, Belmonte, Bahia, Brazil. Companhia Baiana de Pesquisa Mineral is the mineral research and development company of the State of Bahia, Brazil.

On May 12, 2025, the Company signed an MOU with the Municipality of Belmonte, CBPM, BahiaGás and SECTI for the implementation and development of Homerun's solar glass and purification facilities to be built in Belmonte steps away from the Company's silica resources. This MOU included the grant of a 64.5 Hectare land package, tax incentives, expedited licensing, permitting and priority approval, natural gas supply, improvement and paving of local roads, technical and professional workforce training.

### **Recent developments**

Over the last twelve months preceding the date hereof, the Company had the following exploration activities and exploration funds.

#### *Investment*

On November 25, 2025, the Company received TSXV conditional approval for the Offering, which was previously announced on June 16, 2025.

On July 24, 2025, the Company announced it had filed documents with the TSX Venture Exchange seeking conditional approval for its \$3-million, \$1-per-unit private placement financing. The private placement has not closed as of the date of this Offering Document. Proceeds from the financing will be used for project payments, continuing development of the company's projects and general working capital. In connection with the financing and on receipt of exchange approval, the company will pay cash finders' fees of \$28,455 and issue 28,455 non-transferable broker warrants. All securities issued pursuant to the financing are subject to a four-month-and-one-day hold period.

On June 16, 2025, the Company announced that it has executed a binding term sheet with an arm's length institutional investor (the "**Investor**") in connection with a proposed financing for \$6,000,000.00 (CAD), being the subject of the current Offering Document. The offering will consist of the issuance of 6,000,000 units of the Company (the "**Units**") at a price of \$1.00 (CAD) per Unit. The Offering proceeds from the Investor will be deposited with a third-party escrow agent and delivered to the Company in monthly tranches of \$250,000 (CAD) over the next 24 months, pursuant to the terms and conditions of a sharing agreement and an escrow agreement to be dated and executed on the closing of the Offering.

On December 12, 2024, the Company signed a binding term sheet ("**Term Sheet**") with Halocell Energy Limited ("**Halocell Energy**") and Halocell Europe SRL ("**Halocell Europe**") whereby the Company will acquire all the outstanding common shares of Halocell Europe by issuing 1,100,000 common shares of the Company to Halocell Energy. Pursuant to the other terms and conditions of the Term Sheet, the Company will subscribe 5,000,000 common shares of Halocell Energy at their shares offering. On February 21, 2025, the Company subscribed for 5,000,000 Class A shares of Halocell Energy subscription, for a total cash payment of AUD564,000 (CAD523,712), inclusive of a 6% discount on subscribed amount AUD600,000. At June 30, 2025, the Company recorded \$523,712 as a long-term investment (December 31, 2024 - \$Nil). On February 21, 2025, the Company issued 1,100,000 common shares, subject to the four-month plus one day holding period, to Halocell Energy by acquiring its 100% ownership of Halocell Europe. As part of the transaction, Halocell Energy granted the Company a non-exclusive, non-transferable, royalty-free, perpetual license to use seven patent rights. Halocell Europe became a wholly-owned subsidiary of the Company.

Oct 25, 2024, the Company closed a private placement consisting of the issuance of 1,675,054 units for aggregate gross proceeds of \$2,177,570. Each unit consists of one common share of the company and one common share purchase warrant, with each warrant being exercisable for one additional common share of the company at an exercise price of \$2 for 24 months from the date of issue, subject to the right of the company to accelerate the exercise period to 30 days if, after the expiry of the four-month hold, common shares of the company close at or above \$3 for 10 consecutive trading days.

#### *Exploration and Evaluation Assets*

On September 10, 2025, the Company signed a binding letter of intent (LOI) with Pedreiras do Brasil SA securing the rights to exploit the Pedreiras mining tenement (871.721/2021; 246.36 hectares) at the Santa Maria Eterna silica sand district in the municipality of Belmonte, Bahia, Brazil, granted under a lease agreement with Companhia Bahiana de Pesquisa Mineral (CBPM).

On August 8, 2025, the Brazil's National Mining Agency approved the final exploration report for the concession area under the Company's lease agreement with Companhia Bahiana de Pesquisa Mineral in the Santa Maria Eterna district, Municipality of Belmonte, Bahia, Brazil. The final exploration report includes the National Instrument 43-101-compliant mineral resource estimate for the Company's high-purity silica sand in the Santa Maria Eterna district.

On August 14, 2025, the Company completed the acquisition of the exploitation rights from Guidoni Brasil SA for areas granted under a lease agreement with Companhia Bahiana de Pesquisa Mineral in the municipality of Belmonte, Bahia, Brazil. All tenements of the Guidoni project are fully permitted for immediate extraction/mining and at a lower royalty rate than the company's previous silica sand supply contracts in the Santa Maria Eterna district.

On May 9, 2025, the Company submitted its comprehensive proposal to the recent public call for strategic mineral transformation financing, jointly launched by the National Bank for Economic and Social Development (BNDES) and the Brazilian Funding Authority for Studies and Projects (FINEP). The call, which closed on April 30, 2025, attracted 124 proposals from across the sector, reflecting strong industry interest in advancing Brazil's role in the global energy transition.

On April 29, 2025, the Company completed a 43-101 compliant Technical Report with Mineral Resource Estimate (MRE) from the Company's high purity silica sand located in the Belmonte Silica Sand District in the State of Bahia, Brazil. As previously announced, the MRE contains a preliminary resource of 25.56 Mt Measured and 38.35Mt Inferred of high-purity silica sand.

On February 24, 2025, the Company released its preliminary Mineral Resource Estimate (MRE) from the Company's high purity silica sand located in the Belmonte Silica Sand District in the State of Bahia, Brazil. After the completion of a comprehensive auger drilling and sampling program, the MRE contains a preliminary resource of 25.56 Mt measured and 38.35Mt Inferred of high-purity silica sand.

On December 12, 2024, the Company announced the completion of a successful exploratory surface mapping on possible quartz mineralization occurrences in the states of Ceará, Piauí and Pernambuco, in the Northeast region of Brazil, followed by the claiming of these areas at the ANM (Brazil's National Mining Agency) and after which these claims have now been granted.

On November 14, 2024, the Company performed an exploratory auger drilling program on its 100-per-cent-owned silica sand tenements in the Belmonte silica sand district and was able to identify HPQ silica sand exploration target volumes in multiple areas across the total 7,930 hectares.

On July 25, 2024, the Company entered a Letter of Intent (the "LOI") with Guidoni Brasil S.A. (the "Guidoni") for acquiring Guidoni exploitation rights granted under a lease agreement with CBPM in the municipality of Belmonte, Bahia, Brazil. The LOI grants the Company the rights to exploit the four mining as well as the definitive transfer of all other rights and obligations arising from bidding notice No. 004/2020 and lease agreements No. 018/2022 and 026/2022, granted to Guidoni by CBPM.

## 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 business objectives and timelines and anticipated expenditure of such business objectives are set forth in the “*Use of Available Funds*” section below.

### USE OF AVAILABLE FUNDS

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

		<b>Assuming Completion of the Offering</b>
A	Amount to be raised by this Offering	\$6,000,000
B	Fees and Commissions (i.e., corporate finance fees and deposit)	\$460,000
C	Estimated offering costs (e.g., legal and accounting)	\$150,000
D	Net proceeds of Offering: $D = A - (B+C)$	\$5,390,000
E	Working capital as at most recent month end (deficiency)	(\$720,500)
F	Additional sources of funding	\$941,615
G	<b>Total available funds: <math>G = D+E+F</math></b>	<b>\$5,611,115</b>

#### Notes:

- (1) Certain amounts have been rounded for ease of presentation.
- (2) Amount does not include any gross proceeds that may be raised in connection with any exercise of outstanding warrants or stock options.
- (3) Expected gross proceeds from the private placement announced on July 24, 2020 for gross proceeds of approximately \$941,615 which is expected to close concurrently with this Offering.

## How will we use the available funds?

<b>Description of intended use of available funds listed in order of priority</b>	<b>Assuming Completion of the Offering</b>
Project Payments	\$700,000
Operational Expenses	\$1,500,000
General and administrative expenses over the next 12 months	\$2,500,000
Unallocated working capital	\$911,115
<b>TOTAL:</b>	<b>\$5,611,115</b>

#### Notes:

- (1) Total funds issued are subject to a Sharing Agreement dated November 27, 2025. The Sharing Agreement shall provide that the Company’s economic interest will be determined in 24 monthly settlement tranches as measured against the Benchmark Price. If, at the time of settlement, the Settlement Price (determined monthly based on a volume weighted average price for 20 trading days prior to settlement date) (Settlement Price) exceeds the Benchmark Price, the Company shall receive more than 100% of the monthly settlement due, on a pro rata basis. There is no upper limit placed on the additional proceeds’ receivable by the Company as part of the monthly settlements. If, at the time of settlement, the Settlement Price is below the Benchmark Price, the Company will receive less than 100% of the monthly settlement due of a pro rata basis.
- (2) A corporate finance fee valued at \$360,000 and a deposit fee of \$100,000 will be settled via the issuance of 460,000 Common shares and 460,000 Warrants on the same terms as the Offering, therefore it is excluded from the calculation of estimated availability of funds.

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 this Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company’s ability to execute on its business plan. The Company’s audited financial statements include a going concern note in connection with uncertainty related to certain events and conditions that may cast significant doubt upon the Company’s ability to continue as a going concern. Notwithstanding the going concern note, the Offering will provide the Company with sufficient capital to meet its ongoing liquidity requirements over the next 12 months. See the “*Cautionary Statement Regarding Forward-Looking Information*” section above.

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

The table below provides a summary of how the Company used the proceeds raised in the past 12 months:

Use of available funds over the past 12 months	Total (CAD)
Brazil claims acquisition	\$352,276
Halocell investment	\$523,172
Evaluation and exploration expenses	\$1,107,563
Research and development expenses	\$515,824
General and administrative expenses	\$2,503,266
Unallocated funds	\$805,988
<b>TOTAL:</b>	<b>\$5,002,101</b>

## 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 Company will not pay any commissions or finder's fees in connection with the Offering. The Company will pay a corporate finance fee of CDN\$360,000 under the Offering, payable via the issuance of 360,000 Common Shares and 360,000 Warrants on the terms noted above. The Company will also pay a due diligence deposit fee in the amount of \$100,000, payable via the issuance of 100,000 Common Shares and 100,000 Warrants on the same terms.

## 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?

Prospective investors and security holders of the Company 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: [www.homerunresources.com](http://www.homerunresources.com).

In connection with the purchase of Units under the Offering, investors will be required to enter into a purchase agreement that will include terms and conditions that are typical for private placements of Units by reporting issuers similar to the Company.

***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 of Units.***

CERTIFICATE OF THE COMPANY

This Offering Document, together with any document filed under Canadian securities legislation on or after December 1, 2025 contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

December 1, 2025

HOMERUN RESOURCES INC.

Per: “*Brian Leeners*”  
Chief Executive Officer and Director

Per: “*Nancy Zhao*”  
Chief Financial Officer