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**No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this 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.**

## OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

**New Issue**

September 15, 2025



# DOMESTIC METALS

DOMESTIC METALS CORP.  
(the “Issuer”)

## SUMMARY OF OFFERING

### WHAT ARE WE OFFERING?

<b>OFFERING</b>	Units (“Units”), with each Unit consisting of one common share of the Issuer (a “Share”) and one common share purchase warrant (a “Warrant”).  Each Warrant will be exercisable to acquire an additional Share at an exercise price of \$0.40 per Share for a period of 3 years following the Closing Date (as defined below). Expiry of the Warrants may be accelerated if the closing price of the Shares on the TSX Venture Exchange (“TSXV”) is equal to or greater than \$0.65 for a minimum of twenty consecutive trading days and a notice of acceleration is provided in accordance with the terms of the Warrants.
<b>OFFERING PRICE</b>	\$0.28 per Unit.
<b>OFFERING SIZE</b>	There is no minimum amount. The Issuer is offering a maximum of 10,714,285 Units for maximum gross proceeds of \$3,000,000 (the “Offering”).
<b>CLOSING DATE</b>	The Offering is expected to close on or about October 7, 2025 (the “Closing Date”).
<b>EXCHANGES</b>	The Shares are listed and posted for trading on the TSXV under the symbol “DMCU”, on the OTCQB Venture Market by OTC Markets Group (the

	<b>"OTCQB")</b> under the symbol "DMCUF" and on the Frankfurt Stock Exchange under the symbol "03E".
<b>LAST CLOSING PRICE</b>	On September 12, 2025, the last trading day prior to the date of this Offering Document, the closing price of the Shares on the TSXV was \$0.30, on the OTCQB was US\$0.211, and on the Frankfurt Stock Exchange was €0.177.

**The Issuer is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions*. In connection with the Offering, the Issuer represents the following is true:**

- **The Issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Issuer has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The Issuer 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 the 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 \$25,000,000.**
- **The Issuer will not close the Offering unless the Issuer 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 Issuer 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 Issuer seeks security holder approval.**

#### **ABOUT THIS OFFERING DOCUMENT**

Readers should rely only on the information contained in this Offering Document in respect of the Issuer. We have not authorized any other person to provide additional or different information. If anyone provides additional or different or inconsistent information, including information or statements in media articles about the Issuer, prospective purchasers should not rely on it.

#### **MEANING OF CERTAIN REFERENCES**

Unless otherwise noted or the context otherwise shall state, the "Issuer", "we", "us" and "our" refers to Domestic Metals Corp.

References to "management" in this Offering Document refer to the management of the Issuer. Any statements in this Offering Document made by or on behalf of management are made in such persons' capacities as officers of the Issuer, and not in their personal capacities.

Words importing the singular number include the plural, and vice versa, and words importing any gender include all genders.

All currency amounts in this Offering Document are expressed in Canadian dollars, unless otherwise indicated.

### FORWARD-LOOKING STATEMENTS

This Offering Document contains “forward-looking information” within the meaning of applicable Canadian securities laws (referred to herein as “**forward-looking information**”). Forward-looking information includes statements that use forward-looking terminology such as “may”, “could”, “would”, “should”, “will”, “intend”, “plan”, “expect”, “budget”, “estimate”, “anticipate”, “believe”, “continue”, “potential” or the negative or grammatical variations thereof or other variations thereof or comparable terminology. Such forward-looking information includes, without limitation, statements with respect to the expected Closing Date of the Offering, the intended use of available funds, the intended use of proceeds from previous financings, and the Issuer’s plans with respect to exploration and development of the Issuer’s projects.

Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management, in light of management’s experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, as of the date of this Offering Document including, without limitation, assumptions relating to: favourable equity and debt capital markets; the ability to raise any necessary capital on reasonable terms to advance the development of the Issuer’s exploration projects and pursue planned exploration; expectations about the ability to acquire mineral resources and/or reserves through acquisition and/or development; future prices of gold; the timing and results of exploration and drilling programs; the accuracy of budgeted exploration and development costs and expenditures; the price of other commodities such as fuel; future currency exchange rates and interest rates; operating conditions being favourable, including whereby the Issuer is able to operate in a safe, efficient and effective manner; political and regulatory stability; the receipt of governmental and third party approvals, licences and permits on favourable terms in a timely manner; obtaining required renewals for existing approvals, licences and permits and obtaining all other required approvals, licences and permits on favourable terms and in a timely manner; sustained labour stability; stability in financial and capital goods markets; the absence of any material adverse effects arising as a result of terrorism, sabotage, natural disasters, public health concerns, equipment failures or adverse changes in government legislation and/or the socio-economic conditions in areas affecting the Issuer’s exploration projects and operations; and the availability of drilling and other mining equipment, energy and supplies. While the Issuer considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual actions, events, conditions, results, performance or achievements to be materially different from those projected in the forward-looking information. Many assumptions are based on factors and events that are not within the control of the Issuer and there is no assurance they will prove to be correct.

Furthermore, such forward-looking information involves a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, activities, results, performance or achievements of the Issuer to be materially different from any future plans, intentions, activities, results, performance or achievements expressed or implied by such forward-looking information. Such risks include, without limitation: general business, social, economic, political, regulatory and competitive uncertainties; differences in size, grade, continuity, geometry or location of mineralization from that predicted by geological modelling and the subjective and interpretative nature of the geological modelling process; the speculative nature of mineral exploration and development, including the risk of diminishing quantities or grades of mineralization; fluctuations in the spot and forward price of gold; a failure to achieve commercial viability, despite an acceptable gold price, or the presence of cost overruns which render the Issuer’s exploration projects uneconomic; geological, hydrological and climatic events which may adversely affect infrastructure, operations and development plans, and the inability to effectively mitigate or predict with certainty the occurrence of such events; the Issuer’s limited operating history; the Issuer’s history of losses and expectation of future losses; credit and liquidity risks associated with the Issuer’s financing activities, including constraints on the Issuer’s ability to raise and expend funds; delays in the performance of the obligations of the Issuer’s contractors and consultants; delays in receiving governmental and third

party approvals, licences and permits in a timely manner or completing and successfully operating mining and processing components; the Issuer's failure to accurately model and budget future capital and operating costs associated with the further development and operation of the Issuer's exploration projects; adverse fluctuations in the market prices and availability of commodities and equipment affecting the Issuer's business and operations; title defects to the Issuer's mineral properties; the Issuer's management being unable to successfully apply their skills and experience to attract and retain highly skilled personnel; the cyclical nature of the mining industry and increasing prices and competition for resources and personnel during mining cycle peaks; the Issuer's inability to renew existing approvals, licences and permits or obtain required new approvals, licences and permits on timelines required to support development plans; the risks related to equipment shortages, road and water access restrictions and inadequate infrastructure; the Issuer's inability to comply with environmental regulations due to the tendency of such regulations to become more strict over time, and the costs associated with maintaining and monitoring compliance with such regulations; the adverse influence of third party stakeholders including social and environmental non-governmental organizations; risks related to natural disasters, terrorism, civil unrest, public health concerns (including health epidemics or pandemics or outbreaks of communicable diseases such as the coronavirus) and other geopolitical uncertainties; the adverse impact of competitive conditions in the mineral exploration business; the Issuer's failure to maintain satisfactory labour relations and the risk of labour disruptions or changes in legislation relating to labour; changes in national and local government legislation, taxation, controls, regulations and other political or economic developments in the jurisdictions in which the Issuer operates; limits of insurance coverage and uninsurable risk; the adverse effect of currency fluctuations on the Issuer's financial performance; conflicts of interest; reduction in the price of Shares as a result of sales of Shares by existing shareholders; the dilutive effect of future acquisitions or financing activities and the failure of future acquisitions to deliver the benefits anticipated; trading and volatility risks associated with equity securities and equity markets in general; failure of the Issuer's information technology systems or the security measures protecting such systems; the costs associated with legal proceedings should the Issuer become the subject of litigation or regulatory proceedings; costs associated with complying with public company regulatory reporting requirements; other risks involved in the mineral exploration and development business generally, including, without limitation, environmental risks and hazards, cave-ins, flooding, rock bursts and other acts of God or natural disasters or unfavourable operating conditions; and those risk factors discussed or referred to in this Offering Document and in the Issuer's management's discussion and analysis, which readers are advised to carefully review and consider. Although the Issuer has attempted to identify important factors that could cause actual actions, events, conditions, results, performance or achievements to differ materially from those described in forward-looking information, there may be other factors that cause actions, events, conditions, results, performance or achievements to differ from those anticipated, estimated or intended.

The Issuer cautions that the foregoing lists of important assumptions and factors are not exhaustive. Other events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking information contained herein. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, investors should not place undue reliance on forward-looking information.

Forward-looking information contained herein is made as of the date of this Offering Document and the Issuer disclaims any obligation to update or revise any forward-looking information, whether as a result of new information, future events or results or otherwise, except as and to the extent required by applicable securities laws.

## **SUMMARY DESCRIPTION OF BUSINESS**

### **WHAT IS OUR BUSINESS?**

The Issuer is a mineral exploration company focused on the discovery of large-scale, copper and gold deposits in exceptional, historical mining project areas in the Americas.

The Company aims to discover new economic mineral deposits in historical mining districts that have seen exploration in geologically attractive mining jurisdictions, where economically favorable grades have been indicated by historic drilling and outcrop sampling.

The Issuer is currently focused on exploration and development of the Smart Creek Project, which is strategically located in the mining-friendly state of Montana, containing widespread copper mineralization at surface and hosts 4 attractive porphyry copper, epithermal gold, replacement and exotic copper exploration targets with excellent host rocks for mineral deposition. As of the date hereof, the only material property of the Issuer is the Smart Creek Project.

## **RECENT DEVELOPMENTS**

On May 14, 2025, the Issuer announced the appointment of Gordon Neal as President. On May 27, 2025, the Issuer announced the appointments of Stuart Ross as Chief Financial Officer and Marla Ritchie as Corporate Secretary, replacing Jeannine Webb in these positions.

On July 21, 2025, the Issuer announced that its common shares had started trading on the OTCQB marketplace, a U.S. marketplace operated by OTC Markets Group Inc. The Issuer had previously traded on the OTCID marketplace and retained its trading symbol of DMCUF on the OTCQB.

On July 22, 2025, the Issuer reported that it had closed a first tranche of a non-brokered private placement financing, and on August 22, 2025, the Issuer closed its second and final tranche of such non-brokered financing (collectively, the “**Prior Offering**”). A total of 5,298,094 units of the Issuer (“**Units**”) were issued under the Prior Offering at \$0.23 per Unit for gross proceeds of \$1,218,561.70. Each Unit consisted of one common share of the Issuer and one-half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share of the Issuer for a period of three years from the date of issuance at a price of \$0.33 per share, subject to adjustment and acceleration in certain circumstances.

## **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 Issuer 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 Issuer expects to accomplish the following business objectives using the available funds:

- Exploration work on the Smart Creek Project during the 2025/2026 exploration season, including drilling (expected to occur in the next 12 months and cost approximately \$1,610,222);
- Coverage of general and administrative expenses to sustain the Issuer’s operations for the next 12 months (approximately \$1,095,000); and
- Contribution to unallocated working capital for general purposes going forward (approximately \$8,284.79).

**USE OF AVAILABLE FUNDS**

**WHAT WILL OUR AVAILABLE FUNDS BE UPON THE CLOSING OF THE OFFERING?**

		<b>ASSUMING 100% OF THE OFFERING</b>
<b>A</b>	<b>AMOUNT TO BE RAISED BY THE OFFERING</b>	\$3,000,000
<b>B</b>	<b>SELLING COMMISSIONS AND FEES</b>	\$60,000 <sup>(1)</sup>
<b>C</b>	<b>ESTIMATED OFFERING COSTS (E.G. LEGAL, ACCOUNTING, AUDIT)</b>	\$35,000
<b>D</b>	<b>NET PROCEEDS OF OFFERING: D = A – (B+C)</b>	\$2,905,000
<b>E</b>	<b>WORKING CAPITAL AS AT MOST RECENT MONTH END (DEFICIENCY)</b>	\$(191,493.21)
<b>F</b>	<b>ADDITIONAL SOURCES OF FUNDING</b>	\$0
<b>G</b>	<b>TOTAL AVAILABLE FUNDS: G = D+E+F</b>	<b>\$2,713,506.79</b>

Notes:

(1) Assumes estimated aggregate cash commission to finders of 6.0% on \$1,000,000 of the Offering.

**HOW WILL WE USE THE AVAILABLE FUNDS?**

<b>DESCRIPTION OF INTENDED USE OF AVAILABLE FUNDS LISTED IN ORDER OF PRIORITY</b>	<b>ASSUMING 100% OF THE OFFERING</b>
Exploration work on Smart Creek Project	\$1,610,222
General and administrative expenses	\$1,095,000
Unallocated working capital	\$8,284.79
<b>TOTAL: EQUAL TO G IN THE AVAILABLE FUNDS TABLE ABOVE</b>	<b>\$2,713,506.79</b>

The above noted allocation and anticipated timing represents the Issuer's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Issuer. Although the Issuer 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 spent will depend on a number of factors, including the Issuer's ability to execute on its business plan. See the "Forward-Looking Statements" section above.

The most recent audited annual financial statements and interim financial report of the Issuer included a going concern note. The Issuer is still in the exploration stage and the Issuer has not yet generated positive cash flows from its operating activities, which may cast doubt on the Issuer's ability to continue as a going

concern. The Offering is intended to permit the Issuer to continue to explore its Smart Creek Project, and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Issuer.

**HOW HAVE WE USED THE OTHER FUNDS WE HAVE RAISED IN THE PAST 12 MONTHS?**

PREVIOUS FINANCING ACTIVITY	INTENDED USE OF FUNDS	USE OF FUNDS TO DATE
<p><u>July 22 and August 22, 2025</u>: Issuer closed a non-brokered private placement in two tranches, by issuing 5,298,094 units at a price of \$0.23 per unit for total gross proceeds of \$1,218,561.70.</p>	<p>General working capital and exploration and development costs</p>	<p>\$1,113,049<sup>(1)</sup></p>

Note:

(1) As of the date of this Offering Document, the Issuer expended a portion of the funds on general and administrative (G&A) expenses (\$468,917) and exploration (\$644,132). There has not been any variance in the intended use of proceeds to date, and the Issuer does not anticipate any variance in the intended use of remaining proceeds.

**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>FINDERS</b>	Certain eligible finders to be determined by the Issuer (the “ <b>Finders</b> ”).
<b>COMPENSATION TYPE</b>	Cash fee and finders’ warrants.
<b>CASH FEE</b>	Cash fee equal to 6.0% of the gross proceeds raised in the Offering from purchasers located by the Finders.
<b>FINDERS’ WARRANTS</b>	Warrants (each, a “ <b>Finder’s Warrant</b> ”) equal to 6.0% of the number of Units sold pursuant to the Offering to purchasers located by the Finders. Each Finder’s Warrant will be exercisable for one common share of the Issuer at a purchase price of \$0.40 per share for a period of three years following the date of issuance of the Finder’s Warrant.

**DO THE FINDERS HAVE A CONFLICT OF INTEREST?**

To the knowledge of the Issuer, the Issuer is not a “related issuer” or “connected issuer” of or to any Finders, as such terms are defined in National Instrument 33-105 — *Underwriting Conflicts*.

**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 Issuer, or

- (b) to damages against the Issuer 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 Issuer's continuous disclosure filings on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) under the Issuer's profile.

For further information regarding the Issuer, visit the Issuer's website at [www.domesticmetals.com](http://www.domesticmetals.com).

**DATE AND CERTIFICATE**

**This Offering Document, together with any document filed under Canadian securities legislation on or after September 15, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

Dated: September 15, 2025

*"J. Patricio Varas"*

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J. Patricio Varas  
Chief Executive Officer

*"Stuart Ross"*

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Stuart Ross  
Chief Financial Officer