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The securities described in this offering document (the "Offering Document") have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States, and may not be offered or sold within the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable securities laws of any state of the United States. This Offering Document does not constitute an offer to sell, or the solicitation of an offer to buy, any of the securities described herein within the United States. "United States" has the meaning ascribed to it in Regulation S under the U.S. Securities Act.

This Offering Document constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons to whom they may be lawfully offered for sale. This Offering Document is not, and under no circumstances is to be construed as a prospectus or advertisement or a public offering of these securities.

**OFFERING DOCUMENT
UNDER THE LISTED ISSUER FINANCING EXEMPTION**

November 18, 2025



CANADIAN CRITICAL MINERALS INC.

(the "Company" or "CCMI")

PART 1: SUMMARY OF OFFERING

What are we offering?

Offering:	<p>The Company is hereby offering for sale: a minimum of 10,000,000 units of the Company (each, a "Unit") and a maximum of 28,571,428 Units at a price of \$0.035 per Unit for aggregate gross proceeds of a minimum of \$350,000 and a maximum of \$1,000,000 (the "Offering").</p> <p>Each Unit is comprised of: (i) one (1) common share of the Company (each, a "Common Share"); and (ii) one (1) common share purchase warrant (each, a "Warrant"). Each Warrant is exercisable for one (1) Common Share at a price of \$0.05 for a period of five (5) years from the date of issuance.</p> <p>The Offering is being completed pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 <i>Prospectus Exemptions</i> ("NI 45-106"), as amended by Coordinated Blanket Order 45-935 – <i>Exemptions from Certain Conditions of the Listed Issuer Financing Exemption</i>.</p>
Offering Price:	\$0.035 per Unit.
Closing Date:	Closing will occur on or about December 8, 2025 or such other date as the Company may determine (the "Closing Date").

Exchange:	The Common Shares are listed on the TSX Venture Exchange (the “ TSXV ”) under the trading symbol “ CCMI ” and the OTCQB Venture Market in the United States, having the symbol “ RIINF ”.
Last Closing Price:	On November 17, 2025, the last trading day before the announcement of the Offering, the closing price of the Common Shares on the TSXV was \$0.035.

All references in this Offering Document to “dollars” or “\$” are to Canadian dollars, unless otherwise stated.

The Company is conducting a listed issuer financing under section 5A.2 of NI 45-106. 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.**

Forward Looking Statements and the Material Factors, Assumptions and Risks Underlying Them

This Offering Document contains “forward-looking information” and “forward-looking statements” within the meaning of applicable Canadian and United States securities legislation (collectively, “**FLS**”) regarding CCMI’s business and operations, including statements regarding future exploration plans at CCMI’s mineral projects, including the Bull River Mine Project (as defined below) in British Columbia, Canada; exploration timelines and anticipated costs; anticipated exploration activities and agreements; the Company’s use of proceeds from the Offering and the use of the other available funds following completion of the Offering; the completion of the Offering; fees and expenses payable in connection with the Offering; TSXV approval of the Offering; the Offering’s expected impact on the Company’s financial position; and the expected Closing Date. Forward-looking information relates to future events and future performance and includes statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “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.

While these FLS represent CCMI’s views as of the date hereof, the assumptions related to these plans, estimates, projections, beliefs and opinions may change without notice and in unanticipated ways and may ultimately prove to be incorrect.

Forward-looking information is subject to a variety of risks and uncertainties, which could cause actual events or results to differ from those reflected in such forward-looking information, including, without limitation, risks and uncertainties with respect to: the future prices of copper, gold, silver, and other commodities; 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; the accuracy of any mineral resource estimate; estimates of costs and expenditures to complete the Company's programs and goals; the speculative nature of mineral exploration and development in general, including the risk of diminishing quantities or grades of mineralization; the Company's ability to continue as a going concern; and there being no significant disruptions affecting the advancement of the Bull River Mine Project or other projects.

The most significant risk the Company faces is that further development work on the Bull River Mine Project will not result in commercial amounts or grades of mineralization. If that occurs, CCMI may not have access to the additional capital required to acquire and explore other projects. Further work may ultimately condemn the Bull River Mine Project or other mineral projects as not worth pursuing given the ongoing costs of maintaining them in good standing. Access to additional capital is never certain and will be adversely affected by general stock market conditions, the outlook for copper gold and silver, demand and pricing, and more particularly the prevailing investor appetite for junior resource issuer securities. CCMI has no commitments for financing beyond the Offering and there is no assurance that it will be able to continue its exploration programs and business operations beyond the exploration work outlined in this Offering Document.

The principal factors which could cause our FLS to change include a determination that, based on ongoing development work, exploration drilling or other exploration work, a material change in our development and exploration plans is warranted, possibly including abandonment of one or more of our projects before completion of the planned work programs. Other factors that could cause a change in plans include an adverse change in the legal, political, or local community (including First Nations or indigenous) relationship landscape. Internal factors include a possible loss of key personnel to other employers, accidents, adverse uninsurable events such as malfunctioning equipment or unexpected geological instability, undetected project legal title defects, delays or refusal of exploration permitting applications, and lawsuits relating to our operations.

CCMI 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 FLS 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 FLS. In evaluating our FLS, investors should specifically consider various factors, including the risks outlined herein and those described from time to time in CCMI's reports and filings available under the Company's SEDAR+ profile at www.sedarplus.ca.

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

Scientific and Technical Information

The scientific and technical information contained in this Offering Document has been reviewed and approved by Sue Bird, P.Geo., who serves as a consultant to the Company and is a "Qualified Person" within the meaning of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101").]

PART 2: SUMMARY DESCRIPTION OF BUSINESS

What is our business?

CCMI is a Canadian-based exploration company focused on acquiring, exploring and developing mineral properties throughout Canada, principally in British Columbia and Ontario. The Company's principal focus is currently on the Bull River Mine project (the "**Bull River Mine Project**") near Cranbrook, British Columbia. The Bull River Mine Project is the Company's most advanced asset, and the Company is working with regulatory authorities to restart the mine. The mine has a fully developed underground infrastructure to a depth of 350 meters below surface with 21,000 meters of underground workings. The mine is being maintained in a

dewatered condition. The Company is currently generating revenues from the sale of concentrated ore from a large surface stockpile.

In addition to the Bull River Mine Project, CCMI also holds a 5.3% interest in XXIX Metal Corp. which holds a 100% interest in the Thierry Mine copper project (the "**Thierry Mine Project**") near Pickle Lake, Ontario and a 100% interest in the Opemiska copper project near Chapais-Chibougamau, Quebec. The Thierry Mine Project is one of the largest known copper deposits in Ontario, and is in close proximity to existing infrastructure such as roads, grid power and mining communities. In addition to copper, the Thierry Mine Project contains other critical minerals including nickel, palladium and platinum.

Further information regarding the business and operations of the Company and the Bull River Mine Project can be found in CCMI's reports and filings available under the Company's SEDAR+ profile at www.sedarplus.ca.

Recent developments

There are no recent material 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.

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 Company intends to use the available funds upon closing of the Offering for the following business objectives: application to restart permit for the Bull River Mine, Bull River Mine care and maintenance, drilling and exploration at the Bull River Mine and for general corporate and administration costs and general working capital.

See "*Use of Available Funds – How will we use the available funds?*" below for additional information concerning the anticipated use of available funds in respect of these business objectives and other anticipated uses of available funds.

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 no less than \$1,188,500 (if the minimum gross proceeds are raised) and up to \$1,793,500 (if the maximum gross proceeds are raised, and without taking into account the Additional sources of funding).

		Assuming Minimum Offering (\$) ⁽¹⁾	Assuming Maximum Offering (\$) ⁽¹⁾
A	Amount to be raised by this Offering	350,000	1,000,000
B	Selling commissions and fees ⁽²⁾	(24,500)	(70,000)
C	Estimated Offering costs (e.g., legal, accounting, audit)	(\$5,000)	(\$5,000)
D	Net proceeds of Offering: D = A – (B+C)	320,500	925,000
E	Working capital as at most recent month end ⁽³⁾	868,000	868,000

F	Additional sources of funding ⁽⁴⁾	1,900,000	1,900,000
G	Total available funds: G = D+E+F	3,088,500	3,693,000

Notes:

- (1) Certain amounts have been rounded for ease of presentation.
- (2) Finder's Fee (as defined below) of 7.0% of the gross proceeds of the Offering. See "*Fees and Commissions*" below for additional information.
- (3) The working capital figure is based on an estimate prepared by the management of the Company as at **October 31, 2025**, is unaudited, and is subject to change including as a result of normal annual accounting and audit adjustments.
- (4) The Company has available for sale its XXIX Metal Corp. holdings, subject to escrow restrictions. Currently the Company has 16,291,388 XXIX Metal Corp. shares and estimated value is approximately \$1,900,000.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming Minimum Offering	Assuming Maximum Offering
Bull River Mine Application to Restart Permit	525,500	525,000
Bull River Mine Care and Maintenance	400,000	400,000
General corporate and administration costs	200,000	200,000
Drilling and Exploration	Nil	380,000
Unallocated working capital	63,000	288,500
Total	1,188,500⁽¹⁾	1,793,500⁽¹⁾

Notes:

- (1) The additional sources of funding has been excluded in this calculation given the uncertainty around the timing and value of such share sales..

The above noted allocation of available funds and anticipated timing represents the Company's current intentions based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the 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 "*Forward Looking Statements and the Material Factors, Assumptions and Risks Underlying Them*" section above. The Company has generated negative cash flows from operating activities since inception and anticipates that it will continue to have negative operating cash flow beyond the 12 months after the Closing Date. As a result, certain of the net proceeds from this Offering will be used to fund such negative cash flow from operating activities in future periods.

The most recent audited annual financial statements and interim financial report of the Company included a going-concern note. The Company is still in the exploration stage and 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 its properties 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?

December 8, 2024 Private Placement

On December 8, 2024, the Company issued 6,000,000 flow-through shares (each, a "FT Share") at \$0.05 per FT Share for \$300,000. In connection with the financing, the Company paid finders cash commissions totaling \$21,000 and issued 420,000 non-transferable broker warrants (each, a "Broker Warrant"). Each Broker Warrant entitles its holder to acquire one (1) Common Share at a price of \$0.05 per Common Share for a period of two (2) years from the date of issuance.

Intended Use of Proceeds of the December 8, 2024 Private Placement	Actual Use of Proceeds from the December 8, 2024 Private Placement
(i) Exploration and development activities at the Bull River Mine Project - \$300,000	(i) Exploration and development activities at the Bull River Mine Project - \$300,000

December 30, 2024 Private Placement

On December 30, 2024, the Company issued 1,666,667 flow through units (each, a "FT Unit") at \$0.06 per share for gross proceeds of \$100,000. Each FT Unit was comprised of one (1) FT Share and one-half (1/2) of one (1) Warrant. Each full Warrant entitles its holder to acquire one (1) Common Share at a price of \$0.09 for a period of two (2) years from the date of issuance.

Intended Use of Proceeds of the December 30, 2024 Private Placement	Actual Use of Proceeds from the December 30, 2024 Private Placement
(i) Exploration and development activities at the Bull River Mine Project - \$100,000	(i) Exploration and development activities at the Bull River Mine Project - \$100,000

September 19, 2025 Private Placement

On September 19, 2025, the Company issued 17,142,858 FT Units at \$0.035 per FT Unit for gross proceeds of \$600,000. Each FT Unit was comprised of one (1) FT Share and one-half (1/2) of one (1) Warrant. Each full Warrant entitles its holder to acquire one (1) Common Share at a price of \$0.05 for a period of three (3) years from the date of issuance.

Intended Use of Proceeds of the September 22, 2025 Private Placement	Actual Use of Proceeds from the September 22, 2025 Private Placement
(i) Exploration and development activities at the Bull River Mine Project - \$600,000	(i) Exploration and development activities at the Bull River Mine Project - \$220,348 (to date)

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?

Finders:	Registered dealers or finders that the Company may engage from time to time (the "Finders").
Compensation Type:	In connection with the closing of the Offering, the Finders will receive a cash commission and non-transferrable finders warrants, as further described below.

Cash Commission:	The Company shall pay to the Finders a commission equal to 7.0% of the aggregate gross proceeds of the subscriptions introduced to the Company by the Finders, provided that no commission is payable for any purchases made by officers, directors and other insiders of the Company (collectively, " Insiders "). Assuming a minimum Offering of \$350,000 it is estimated that the Company will pay the Finders up to \$24,500, and assuming a maximum Offering of \$1,000,000 it is estimated that the Company will pay the Finders up to \$70,000.
Finder's Warrants	Finder warrants equal to 7.0% of the Offering will be issued to eligible Finders (the " Finders Warrants "). Each Finders Warrant will entitle the holder thereof to purchase one additional Common Share at a price of \$0.05 (subject to adjustment) for a period of two (2) years following the Closing Date. The Finders Warrants will be subject to a statutory hold period in Canada of four (4) months and one (1) day after the Closing Date.

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?

A security holder can access CCMI's complete record of legally mandated public filings, including CCMI's continuous disclosure documents, under the Company's profile at www.sedarplus.ca. CCMI's website is located at <https://canadiancriticalmineralsinc.com/>. Information regarding CCMI located on its website is not incorporated into this Offering Document.

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 Offered Shares.

PART 7: DATE AND CERTIFICATE

This Offering Document, together with any document filed under Canadian securities legislation on or after November 18, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

November 18, 2025

By: /s/ "Ian M. Berzins"
Name: Ian M. Berzins
Title: Chief Executive Officer

By: /s/ "Dwayne Vinck"
Name: Dwayne Vinck
Title: Chief Financial Officer