

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

February 27, 2026



CANAMERA ENERGY METALS CORP. (the "Company")

PART 1. SUMMARY OF OFFERING

What are we offering?

- Offering:** Non-brokered private placement of up to 4,545,454 units (each, a "**Unit**"), with each Unit consisting of one (1) common share of the Company (a "**Share**") and one-half of one Share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant will entitle the holder to acquire one (1) Share at a price of C\$0.65 per Share for a period of 24 months following closing of the offering (the "**Offering**").
- Offering Amount:** Up to \$2,500,000.
- Offering Price:** \$0.55 per Unit.
- Concurrent Private Placement** The Company is also conducting a concurrent non-brokered private placement (the "**Concurrent Offering**") of up to 2,272,727 flow-through units (the "**FT Units**") at a price of \$0.66 per FT Unit. Each FT Unit consists of one flow-through common share (each, a "**FT Share**") and one-half of one non-flow through common share purchase warrant (each whole warrant, a "**FT Warrant**"). Each whole FT Warrant is exercisable by the holder thereof to acquire one non-flow-through common share at a price of \$0.75 per common share for a period of 24 months following the date of issuance. The Company intends to raise gross aggregate proceeds of up to \$1,500,000 through the Concurrent Offering.
- Closing Date:** The Offering is expected to close on or about March 20, 2026, or on such other dates as the Company may determine, such date being no later than 45 days from the date the Company issues a press release announcing the Offering. The Offering may close in one or more tranches.
- Exchange:** The Company's Shares are listed and posted for trading on the Canadian Securities Exchange (the "**CSE**") under the symbol "EMET", and on the Frankfurt Stock Exchange (the "**FSE**") under the symbol "4LF0".

Last Closing Price: On February 27, 2026, the last trading day completed prior to the date of this Offering Document, the closing price of the Shares on the CSE was \$0.60, and on the FSE was €0.404.

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

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.

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

- The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The Company has filed all periodic and timely disclosure documents that it is required to have filed.
- The Company is relying on the exemptions in Coordinated Blanket Order 45-935 *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the “Order”) and is qualified to distribute securities in reliance on the exemptions included in the Order.
- The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months immediately preceding the date of the news release announcing this Offering, will not exceed \$25,000,000.
- The Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The Company will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Offering Document contains “forward-looking information” within the meaning of applicable Canadian securities legislation (“**forward-looking statements**”). In some cases, forward-looking statements can be identified by words or phrases such as “may”, “might”, “will”, “expect”, “anticipate”, “estimate”, “intend”, “plan”, “indicate”, “seek”, “believe”, “predict”, “assume”, “budget”, “strategy”, “scheduled”, “forecast”, “target” or “likely”, or the negative forms of these terms, or other similar expressions (or variations of such words or phrases) or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. In particular, forward-looking statements in this Offering Document include, but are not limited to, statements with respect to: future financial or operating performance of the Company, including the Company’s anticipated uses of its available funds; the Company’s operating plans and strategies; proposed exploration expenses in respect of the Company’s existing exploration projects, the cost of any such activities, the potential of such activities to establish estimated mineral resources or mineral reserves at the Company’s properties and the timing and results of any future mineral reserve or mineral resource estimates undertaken at the Company’s properties; the Company’s plans regarding the Patos Project (as defined herein); the anticipated timing, results, benefits, costs and parameters of other exploration and development plans; the future viability of the Patos Project; the prospect of developing a mine at, or producing minerals from, the Patos Project; the potential exercise of the Brazil Option (as defined herein) granted to the Company under the non-binding letter of intent announced on February 26, 2026 to acquire one-hundred percent interest in the Patos Project (as defined herein); the closing of the Concurrent Private Placement; the potential acquisition of additional mineral properties or property concessions; the Company’s plans regarding the advancement of the Projects (as defined herein); the Company’s ability to obtain and maintain licenses, permits and regulatory approvals required to implement the Company’s proposed activities; the future impact of, and future delays and disruptions caused by, the novel coronavirus, contagious diseases or other global pandemics or epidemics; the Company’s requirements for additional capital, the adequacy of the Company’s financial resources (and its ability to continue as a going concern) and the Company’s ability to raise additional capital and/or pursue additional strategic options, including the potential impact on the Company’s business, financial condition and results of operations of doing so or not; the intended use of proceeds from previously completed financings; and capital allocation plans. All statements other than statements of historical fact included in this Offering Document, including, without limitation, statements regarding the future plans and objectives of the Company, predictions, expectations, beliefs, projections, assumptions or future events are forward-looking statements.

These forward-looking statements are not historical facts and are not guarantees of future performance and involve assumptions, estimates and risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements. Forward-looking statements are based on the assumptions, beliefs, expectations and opinions of management on the date the statements are made concerning anticipated financial performance, business prospects, strategies, regulatory developments, development plans, exploration and development activities, commitments and future opportunities, many of which are difficult to predict and beyond our control. In connection with the forward-looking statements contained in this Offering Document we have made certain assumptions about, among other things, the Company’s business operations, including that no significant event will occur outside the Company’s normal course of business operations; the demand for and future prices of metals and other commodities; the future impact of pandemics, endemics and epidemics; that the Company spends its available funds as currently anticipated; the Company’s financial resources and its ability to raise any necessary additional capital on reasonable terms; general business and economic conditions; the accuracy of budgeted exploration costs and expenditures; future currency exchange rates and interest rates; operating conditions being favourable such that the Company is able to operate in a safe, efficient and effective manner; the Company’s ability to attract and retain skilled personnel and directors; political and regulatory stability; competitive conditions; market (including labour, financial and capital market) conditions in Canada and the United States of America; the timely receipt of governmental, regulatory and third-party approvals, licenses and permits on favourable terms; obtaining required renewals for existing approvals, licenses and permits on favourable terms and in a timely manner; stability in the requirements placed on the Company under applicable laws; sustained labour stability; the availability of certain consumables and services; labour and materials costs; results,

costs and timing of future exploration and drilling programs; and our relationship with local groups. Although management considers those assumptions to be reasonable on the date of this Offering Document based on information currently available to us, these assumptions are subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual performance, achievements, actions, events, results or conditions to be materially different from those projected in the forward-looking statements. The Company cautions that the foregoing list of assumptions is not exhaustive. Other events or circumstances could cause action results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking statements contained in this Offering Document.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, actions, events, conditions, performance or achievements to be materially different from those expressed or implied by the forward-looking statements, including, without limitation, those related to: the risk that the Company does not pursue or exercise the Brazil Option or is unable to satisfy the conditions to exercise; uncertainties relating to the geological and mineralization characteristics of the Patos Project; continuing as a going concern; the use of the Company's available funds being at the discretion of management; exploration, development and operating risks; dependence on one mineral property; the early stage status of the Company's mineral property and the nature of exploration; fluctuations in commodity prices; the dependence of the Company on its key personnel; conflicts of interest; the conflict in Ukraine and related geopolitical risks; information technology, including cyber security risks; minority interests, earn-in agreements, joint venture operations and similar arrangements; relationships with local communities and aboriginal groups; social and environmental activism; environmental laws, regulations and permitting requirements and environmental hazards; the application for and receipt of required permits and approvals; potential acquisitions and their integration with the Company's business; compliance with laws; the Company's requirements for additional capital; factors inherent in the exploration and development of mineral properties that are outside of the Company's control; title to mineral properties; adverse general economic conditions; access to and the availability of adequate infrastructure; limits of insurance coverage and the occurrence of uninsurable risks; competitive conditions in the mineral exploration and mining businesses; human error; the influence of third party stakeholders; the growth of the Company; compliance with the *Canadian Extractive Sector Transparency Measures Act* (Canada); litigation or other proceedings; expansion into other geographical areas; outbreaks of contagious diseases; investment in the common shares; the potential for dilution to holders of common shares; the volatility of the market price for the securities of mining companies and the market price for the common shares; the Company's policy regarding the payment of dividends; the Company's inability to maintain the listing of the common shares on a stock exchange; and the Company's compliance with evolving corporate governance and public disclosure regulations.

The factors identified above are not intended to represent a complete list of the risks and factors that could affect any of the forward-looking statements. Some of the important risks and factors that could affect forward-looking statements are discussed in the section entitled "*Risk and Uncertainties*" in the Company's management's discussion and analysis for the six months ended October 31, 2025 and 2024, filed on the Company's SEDAR+ profile at www.sedarplus.ca. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results, actions, events, conditions, performance or achievements not to be as anticipated, estimated or intended. Forward-looking statements are not a guarantee of future performance. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

The forward-looking statements contained herein are made as of the date of this Offering Document and, accordingly, are subject to change after such date. The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

PART 2. SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company is a critical and rare earth metals exploration company focused on building a diversified portfolio of district-scale projects across the Americas. In North America, the Company's portfolio includes the Schryburt Lake rare earth and niobium project in Ontario; the Iron Hills critical and rare earth project in Colorado; the Garrow rare earth elements project in Northern Ontario; the Waterslide rare earth and uranium project in Northern Ontario; the Great Divide Basin uranium project in Wyoming; and the Mantle project in British Columbia (the "**American Projects**"). In South America, the Company is advancing the Turvolândia and São Sepé rare earth element projects in Brazil (together with the American Projects, the "**Projects**"). Across this portfolio, the Company targets underexplored regions with strong geological signatures and supportive jurisdictions, leveraging geochemical, geophysical, and geological datasets to generate and advance high-conviction, first-mover exploration opportunities.

Recent developments

February 26, 2026 – The Company announced that it signed a non-binding letter of intent with an arm's length Brazilian mineral permits-holder (the "**Offeror**"), under which it may acquire an option (the "**Brazil Option**") to earn a 100% interest in eight (8) exploration permits comprising the Patos ionic clay rare earth element project (the "**Patos Project**") located in the State of Minas Gerais, Brazil. Should the Company acquire the Brazil Option following the completion of the Initial Due Diligence program, such Brazil Option may be exercised by the Company through cash consideration of \$228,000 and Company share payments having a deemed aggregate value of \$307,800 (the "**Option Payments**") immediately following completion of the Initial Due Diligence program. Upon making the Option Payments, the Company will acquire a 100% interest in the Patos Project, subject to a 2% net smelter return royalty ("**NSR**") in favour of the Offeror. The Company will have a right to buy back 50% of the NSR.

February 17, 2026 – The Company entered into an option agreement (the "**Agreement**") with Gallik Explorations Inc. ("**Gallik**"), pursuant to which will, subject to the receipt of CSE approval ("**Regulatory Approval**"), have the right to earn up to a 100% interest in the Waterslide Property (the "**Waterslide Property**"), a 2,300-hectare uranium and rare earth element project located approximately 20 km southeast of Bancroft, Ontario, by making the common share and cash payments described below. The Property sits within one of Ontario's most established uranium and rare earth districts, the Central Gneiss Belt of the Grenville Province. With seven documented mineral occurrences on or adjacent to the claim block - spanning uranium, thorium, fluorite, and rare earth elements - the acquisition provides The Company with near-term exploration targets in a jurisdiction that is attracting renewed interest due to growing demand for domestic nuclear fuel and critical mineral supply.

Under the terms of the Agreement, the Company may earn a 100% interest in the Waterslide Property by making four staged payments of cash and common shares to Gallik, structured as follows:

- Payment 1: \$25,000 in cash and common shares valued at \$25,000, due upon receipt of Regulatory Approval;
- Payment 2: \$25,000 in cash and common shares valued at \$25,000, due on the first anniversary of Regulatory Approval;
- Payment 3: \$25,000 in cash and common shares valued at \$25,000, due on the second anniversary of Regulatory Approval; and
- Payment 4: \$25,000 in cash and common shares valued at \$25,000, due on the third anniversary of Regulatory Approval.

Upon earning its 100% interest, the Waterslide Property will be subject to a 2% NSR in favour of Gallik. The Company will have the option to repurchase one percent (1%) of the NSR for \$1,000,000, reducing the NSR from 2% to 1%. The Agreement is subject to approval by the CSE.

February 4, 2026 – The Company reported that its drill contractor, FCR Geologia e Exploração LTDA, in

Brazil resumed auger drilling operations on the 29,574-hectare Turvolândia rare earth project ("**Turvolândia Project**") on February 5, 2026. The auger drill program began in November 2025 and continued into the middle of December. The drilling was paused for Christmas and due to the heavy rains in Brazil in January 2026. To date, the Company has completed 344 metres of auger drilling at the Turvolândia Project through 27 holes representing approximately one third of the proposed drilling on the Turvolândia Project. Samples collected from the drilling to date have been sent to SGS laboratories in Belo Horizonte for analysis. The results from the analysis will be released once they have been reviewed, verified and approved.

January 27, 2026 – The Company engaged Dr. Reuter Resources GmbH ("**Dr. Reuter**") to provide to provide investor relations services to the Company (the "**Dr. Reuter Agreement**"). The Dr. Reuter Agreement has a minimum term of six months and may be terminated at any time after that with a notice period of one month, effective at the end of the month. Dr. Reuter is a global investor relations agency that provides modular services, including roadshows, digital investor relations, institutional investor outreach, financial media relations, capital markets conference support, and assistance with disclosure obligations, across major markets in the U.S. and Europe. Under the terms of the Dr. Reuter Agreement, Dr. Reuter will provide services, as appropriate, that include campaign and editorial articles, translation and distribution of press releases, journalist outreach, and social media campaigns (the "**Services**").

In consideration for the Services, the Company paid Dr. Reuter €4,500 per month. Dr. Reuter is not related to the Company and, to the Company's knowledge, has no interest, directly or indirectly, in the Company or its securities.

January 26, 2026 – In early January, the Company reported initial assay results from rock chip sampling on its Iron Hills Project located in Colorado. Multiple samples returned indicative concentrations of rare earth elements ("**REE**") exceeding the laboratory's upper detection limit of 1,000 parts per million ("**ppm**"). The Company submitted the over-limit samples for additional analysis using methods capable of accurately measuring higher rare earth concentrations with results expected in the coming weeks. The samples were also assayed for precious metals, including gold, given the geological association of rare earth mineralization with other mineral systems in the Iron Hill district. The Company plans to undertake follow-up sampling and analytical programs designed to accurately measure higher rare earth concentrations and the potential for REE mineralization.

On January 26th, the Company received results from American Assay Laboratories that the over-limit analysis for rock samples collected during the Company's prospecting program on the Iron Hills Project indicated five of the 48 samples collected returned values that exceeded the initial detection limits for cerium (Ce), neodymium (Nd), and yttrium (Y). Follow-up analysis using sodium peroxide fusion has now returned quantitative results for these over-limit samples. Sample 47 returned the highest TREO value of 6,557 ppm (0.66% TREO), including 2,336 ppm Nd. Sample 09 returned the highest heavy rare earth oxide ("**HREO**") ppm value of 2,841 ppm, driven by 1,305 ppm Y. Factoring in these updated values, a total of six samples have now returned TREO values in excess of 3,000 ppm (0.3% TREO).

January 20, 2026 – The Schryburt Lake Rare Earths Project in northwestern Ontario, Canada, presents indications of a multi-centre, carbonatite-hosted REE and niobium ("**Nb**") system with four priority targets- Blue Jay, Goldfinch, Blackbird and Starling-each defined by the coincidence of kilometre-scale thorium radiometric anomalies and deep three dimensional magnetic bodies, supported by historical and recent exploration. Collectively, these prospects outline the potential for a vertically extensive REE-Nb system developed in multiple centres around the carbonatite complex.

January 16, 2026 – The Company renewed its previously signed agreement with Euro Digital Media Ltd. ("**Euro Digital**") for marketing services for up to an additional three months commencing on or about January 16, 2026, or until budget exhaustion, and that the term of the marketing services may be extended or shortened at the discretion of management depending on, amongst other things, the efficacy of the marketing services. Euro Digital shall, as appropriate create campaigns, ad groups, text ads, display ads, perform detailed keyword research, setup and manage remarketing campaigns, optimize keyword options, coordinate online advertisers and marketers corresponding to online marketing targets, create landing

pages for ad campaigns and generally bring attention to the business of the Company (the “**ED Services**”).

The Company paid a fee of USD \$500,000 to Euro Digital for the ED Services. The Company will not issue any securities to Euro Digital as compensation for the ED Services. As of the date hereof, to the Company's knowledge, Euro Digital (including its principal) does not own any securities of the Company and has an arm's length relationship with the Company.

December 22, 2025 – The Company closed a non-brokered private placement for gross proceeds of approximately \$1,120,000 (the “**December Private Placement**”). Combined with its previous raise (see dated November 24, 2025 below), the Company has raised a total of approximately \$5,570,000 since November 24, 2025.

Under the December Private Placement, the Company issued 2,000,000 flow-through units (“**December FT Units**”) at a price of \$0.56 per December FT Unit. Each December FT Unit consists of one flow-through common share and one-half of one warrant, with each such whole warrant exercisable at a price of \$0.65 to acquire one common share for a period of 36 months.

December 8, 2025 – The Company entered into an option agreement (“**GDB Option Agreement**”) to acquire up to a 90% total interest (in stages as described below) in the Great Divide Basin uranium project (“**GDB**”) located in Fremont and Sweetwater counties, Wyoming, USA.

GDB comprises 104 unpatented mining claims covering approximately 2,080 acres in Wyoming's Great Divide Basin, a prolific uranium-producing region with historical production and ongoing exploration by multiple operators. The acquisition represents The Company's entry into uranium exploration in the United States and provides the potential for exposure to a commodity with strengthening market fundamentals.

Under the GDB Option Agreement with Clean Nuclear Energy Corp., a wholly-owned subsidiary of Nexus Uranium Corp. (CSE: NXSU), the Company may acquire up to a 90% interest in the GDB through a three stage earn-in as described below:

First option (in order to earn a 51% interest):

- Issuance of 500,000 common shares of the Company to Nexus within 5 days;
- Cash payment of \$30,000 within 5 days;
- Cash payment of \$100,000 within 18-months;
- Exploration expenditures of \$250,000 within 18-months; and
- Additional exploration expenditures of \$500,000 within two years.

Second option (in order to earn an additional 20% interest, for a total 71% interest):

- Issuance of \$250,000 worth of the Company's common shares to Nexus;
- Cash payment of \$75,000; and
- Additional exploration expenditures of \$1,000,000, all within three years.

Third option (in order to earn an additional 19% interest, for a total 90% interest):

- Issuance of \$250,000 worth of the Company's common shares to Nexus;
- Cash payment of \$75,000; and
- Additional exploration expenditures of \$1,000,000, all within four years.

The Property is subject to a 1.25% NSR payable to Plateau Ventures LLC. If the first option is exercised, the parties will form a joint venture to further develop the Project.

December 2, 2026 – The Company announced that it staked a total of 85 unpatented lode mining claims covering approximately 1,756 acres (711 hectares) and located approximately 22 miles south-southwest of Gunnison, Colorado (the “**Claims**”). The Claims are adjacent to Teck Resources Limited's (TSX: TECK.A/TECK.B) Iron Hill deposit, which hosts one of the largest rare earth oxide¹ and titanium² deposits in the United States, in addition to thorium³ and niobium⁴ mineralization. The Claims were staked on the

Company's behalf by Rangefront Mining Services and an application to register the Claims is currently pending with the U.S. Bureau of Land Management.

November 24, 2025 – The Company closed its private placement for gross proceeds of approximately \$2,473,570.35. The Company announced that, pursuant to its previously announced private placement, the Company issued: (i) 1,782,000 PP FT Units at a price of \$0.56 per PP FT Unit; and (ii) 3,279,223 PP Units at a price of \$0.45 per PP Unit. In connection with the private placement, the Company paid an aggregate of \$22,153.20 in cash finder's fees and issued 46,560 finder's warrants to Research Capital Corporation. The Company also announced that it closed its Initial LIFE Offering (as hereinafter defined), pursuant to which the Company issued 4,394,356 Initial LIFE Units (as hereinafter defined), at a price of \$0.45 per Initial LIFE Unit, for gross proceeds of approximately \$1,977,460.20. In connection with the Initial LIFE Offering, the Company paid \$65,078.10 in cash finder's fees and 144,618 finder's warrants to Research Capital Corporation.

November 14, 2025 – The Company announced that it had entered into a joint venture option agreement ("**JV Agreement**") with Bindi Metals Limited ("**Bindi**"), with respect to Bindi's Schryburt Lake Rare Earths Project located in northwestern Ontario, Canada (the "**Bindi Project**"). Under the JV Agreement, the Company can earn a 51% interest (the "**First Option**") in the Bindi Project by:

- making a \$25,000 cash payment and issuing 250,000 common shares to Bindi within 7 business days hereof; and
- funding an aggregate of \$1,500,000 in Bindi Project expenditures on or before the date is 12 months from the date that all required permits are received for such work.

If the First Option is exercised, then the Company shall have the right to earn up to an additional 25% interest (the "**Second Option**") in the Bindi Project (for a total 76% interest) by:

- funding or incurring an aggregate of \$3,000,000 in Bindi Project expenditures within two years of exercising the First Option.

If the Second Option is exercised, then the Company shall have the right to earn up to an additional 14% interest in the Bindi Project (for a total 90% interest) by:

- funding or incurring an aggregate of \$4,500,000 in Bindi Project Expenditures with two years of exercising the Second Option

October 20, 2025 – The Company announced a LIFE offering of up to 2,222,223 units of the Company ("**Initial LIFE Units**"), at a price of \$0.45 per Initial LIFE Unit, for aggregate proceeds of up to \$1,000,000 (the "**Initial LIFE Offering**"). The Company subsequently announced an amendment to the Initial LIFE Offering and the concurrent private placement on October 27, 2025 to increase the size of its previously announced non-brokered private placement offering from 2,222,223 to 4,444,445 Initial LIFE Units, at a price of C\$0.45 per Initial LIFE Unit, for aggregate proceeds of up to C\$2,000,000. Each Initial LIFE Unit was comprised of one Share and one-half of one Warrant, with each Warrant entitling the holder to purchase one Share at a price of C\$0.56 for 36 months.

The Company also announced that it decreased the size of its previously announced concurrent offering from 4,444,445 non-flow-through units (the "**NFT Units**") to 3,333,334 NFT Units at a price of \$0.45 per NFT Units, with each NFT Unit consisting of one non-flow-through Share (each, a "**NFT Share**") and one-half of one Warrant (the "**NFT Warrant**"), with each whole NFT Warrant exercisable at \$0.56 to acquire one NFT Share for 36 months for aggregate proceeds of up to C\$1,500,000.

October 15, 2025 – The Company announced that it had engaged Rangefront Mining Services of Elko, Nevada to support the Company's U.S. project expansion strategy.

October 7, 2025 – The Company announced entered into a definitive option agreement (the “**Option Agreement**”), dated October 6, 2025, with iFind Mining Inc., Gabriel Nascimento Nakamura, Irmãos Martins Serviços e Comércio LTDA and Rco Mineração LTDA. Under the Option Agreement, the Company has the option (the “Option”) to acquire a one-hundred percent (100%) interest in two rare earth projects in Brazil: the Turvolândia Rare Earth Ionic Clay Project in the state of Minas Gerais and the São Sepé Rare Earth Ionic Clay Project located in the state of Rio Grande do Sul.

September 18, 2025 – The Company provided an update on the various exchanges for which the Company's Shares are quoted. The Company's common shares currently trade on the Frankfurt Stock Exchange under the symbol “4LF0” and on the OTC Venture Market under the symbol “EMETF”, in addition to the CSE under the symbol “EMET”.

September 16, 2025 – The Company announced that it had granted a total of 1,800,000 incentive stock options (the “**Stock Options**”) to certain directors, officers and consultants of the Company. The Stock Options are exercisable at a price of \$0.32 until September 16, 2030.

September 12, 2025 – The Company announced that it has entered into an agreement, dated September 8, 2025, with certain arms-length parties, pursuant to which it has been granted the right to acquire a series of six unpatented mining claims located in the Garrow Township area of Northern Ontario. The property is highly prospective for rare earth elements, with targets identified through previous lake sediment surveys.

Board and Management Changes

January 20, 2026 – The Company announced the engagement of Andrew Best as Manager of Indigenous Relations, to support the Company's Indigenous community engagement initiatives.

October 14, 2025 – The Company announced the appointment of Warren Robb, P.Geo., as Vice President, Exploration.

September 10, 2025 – The Company announced Michael Mansfield was appointed to its board of directors effective immediately. Mr. Mansfield filled one of the vacancies created by Anthony Paterson and Jeremy Ross, who resigned from its board of directors to focus their attention on other ventures.

September 3, 2025 – The Company announced Dean Tyliakos was appointed to its board of directors effective immediately.

August 28, 2025 – The Company announced that Ali Pickett resigned from its board of directors effective immediately.

August 5, 2025 – The Company announced Brad Brodeur was appointed as Chief Executive Officer and President of the Company and had joined the board of directors. The Company also announced that Anthony Paterson resigned as Chief Executive Officer to focus on other commitments but remained as a director of the Company.

July 17, 2025 – The Company announced that Jelena Veljovic was been appointed as Chief Financial Officer and Corporate Secretary of the Company.

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 its available funds over the coming 12-month period intended to be used to advance the Projects, maintain existing property acquisition obligations, and for general working capital and corporate purposes, including investor relations.

PART 3. USE OF AVAILABLE FUNDS

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

Based on the Company's existing working capital as at February 28, 2025 of \$4,920,602, the Company's availability of funds following closing of the Offering is expected to be approximately \$8,920,602 if the full amount of the Offering amount is raised.

		Assuming 100% of the LIFE Offering	Assuming 100% of the LIFE Offering and Concurrent Offering
A	Amount to be raised by this Offering	\$2,500,000	\$4,000,000
B	Selling commissions and fees	\$Nil	\$Nil
C	Estimated offering costs (e.g., legal, accounting, audit)	\$75,000	\$75,000
D	Net proceeds of offering: D = A - (B+C)	\$2,425,000	\$3,925,000
E	Working capital as at most recent month end (deficiency)	\$4,920,602	\$4,920,602
F	Additional sources of funding	\$Nil	\$Nil
G	Total available funds: G = D+E+F	\$7,345,602	\$8,845,602

How will we use the available funds?

Description of intended use of available funds listed in order of priority¹	Assuming 100% of the LIFE Offering	Assuming 100% of the LIFE Offering and Concurrent Offering
Advancement of the Projects	\$3,871,190	\$4,661,702
Property acquisition obligations	\$220,893	\$266,000
Investor Relations	\$1,240,322	\$1,493,600
General working capital and corporate purposes	\$2,013,197	\$2,424,300
Total:	\$7,345,602	\$8,845,602

¹The available funds will not be paid to insiders, associates or affiliates of the Company, except for normal course salaries.

The above allocation represents the Company's current intentions with respect to its use of available funds based on management's current knowledge, planning and expectations. Actual use of funds may differ from the estimates above for a number of reasons, including as a result of circumstances where, for sound business reasons, the Company determines it should reallocate the available funds; provided, however, that such uses will not include a significant acquisition, a restructuring transaction, or any transaction requiring approval of the Company's security holders.

The Company's ability to continue as a going concern is dependent on raising additional capital to fund its development plans and ultimately to attain profitable operations. As at October 31, 2025, the Company had an accumulated deficit of approximately \$1,494,403 and the Company expects to incur additional losses in the future. In addition, the Company has limited financial resources. The Company's financial statements for the six months ended October 31, 2025 and 2024 contain a "going concern note" as (i) these financial statements have been prepared assuming that the Company will continue as a going concern and (ii) material uncertainty exists that casts substantial doubt on the Company's ability to continue as a going concern. The Company's financial statements do not include any adjustments that may result from the outcome of this uncertainty, which adjustments could be material. For additional information regarding this "going concern note", please refer to our financial statements for the six months ended October 31, 2025 and 2024, which are filed on the Company's SEDAR+ profile at www.sedarplus.ca.

The Offering is not anticipated to address any of the uncertainties underlying the "going concern note" contained in the Company's financial statements for the financial statements for the six months ended October 31, 2025 and 2024. The Company's ability to continue as a going concern will remain dependent on raising additional capital to fund its development plans and ultimately to attain profitable operations. There is no assurance that the Company will be successful in raising additional capital. Accordingly, there remains material uncertainty that casts substantial doubt on the Company's ability to continue as a going concern. Ultimately, in the event that the Company cannot obtain additional financial resources, or achieve profitable operations, it may need to liquidate its business interests and investors may lose their investment. Such financial resources may not be available, or may not be available on reasonable terms.

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

The Company closed a non-brokered private placement for gross proceeds of approximately \$1,120,000 on December 22, 2025. The Company completed an equity offering of units, raising aggregate gross proceeds of \$4,451,030, which was completed on November 24, 2025.

In the past 12 months, the Company received gross proceeds of \$1,733,434 from the issuance of 22,962,650 Shares pursuant to the exercise of 21,815,000 Warrants with an exercise price of \$0.05 per Warrant and 1,147,650 Warrants with an exercise price of \$0.56. The proceeds were used for general working capital purposes.

Previous Financings	Intended Use of Funds	Use of Funds to Date	Variances and Impact on Business Objectives and Milestones
December 22, 2025 – \$1,120,000 gross proceeds	Flow-through funds for exploration of Canadian mineral projects.	\$Nil	The Company is focused on utilizing the flow-through funds from the November financing.
November 24, 2025 - \$997,920 gross proceeds	Flow-through funds for exploration of Canadian mineral projects.	\$30,130.40	Exploration of Canadian mineral properties that the Company is expanding and progressing exploration on.
November 24, 2025 - \$1,475,650.35 gross proceeds	Advancement of its mineral projects, and for general working capital and corporate purposes, including investor relations.	\$205,144.39	Exploration of properties outside of Canada, and acquisition costs not eligible for flow-through fund utilization.
November 24, 2025 - \$1,977,460.20 gross proceeds	Working capital and general corporate purposes.	\$1,809,827.08	Funds used for working capital and general corporate purposes, including investor relations, consulting fees, regulatory and operational costs.

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?

The Company has not engaged any dealers or finders in connection with this Offering. While the Company does not expect to engage any dealers or finders in connection with this Offering, the Company may compensate certain dealers and finders in connection with the sale of Units to purchasers introduced to the Company. The extent and nature of any compensation paid to dealers or finders in connection with the

Offering, and the identity of these dealers and finders, is not known at this time. Such compensation, if any, may include cash, broker warrants or a combination of the two. The details of the broker warrants that may be issued to dealers and finders, if any, are not known at this time, however, the Company expects that the terms of any broker warrants issued in connection with the Offering would be substantially similar to the terms of the Warrants issued in connection with the Offering.

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?

The Company's continuous disclosure filings with applicable securities regulatory authorities in the provinces and territories of Canada are available electronically under the Company's profile at www.sedarplus.ca.

For further information regarding the Company, visit our website at: www.canamerametals.com.

Please refer to Appendix "A" — "Acknowledgements, Covenants, Representations and Warranties of the Purchaser" and Appendix "B" — "Indirect Collection of Personal Information" attached hereto.

Purchasers 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 in the Shares.

PART 7. DATE AND CERTIFICATE OF THE COMPANY

This Offering Document, together with any document filed under Canadian securities legislation on or after February 27, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

February 27, 2026

"Brad Brodeur"

Brad Brodeur
Chief Executive Officer

"Jelena Veljovic"

Jelena Veljovic
Chief Financial Officer