

*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 (as defined herein) 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.*

**Amended and Restated Offering Document under the Listed Issuer Financing Exemption**

April 17, 2026



**AURIC MINERALS  
CORP.**

**Auric Minerals Corp.**  
(the “Company” or “Auric”)

**SUMMARY OF OFFERING**

**What are we offering?**

<b>Offering:</b>	Auric is offering a minimum of 7,142,857 units of the Company (each, a “Unit”) and a maximum of 9,523,810 Units pursuant to the listed issuer financing exemption under National Instrument 45-106 <i>Prospectus Exemptions</i> (“NI 45-106”), for gross proceeds of a minimum of \$1,500,000 and a maximum of \$2,000,000 (the “Offering”). Each Unit consists of one (1) common share in the capital of the Company (each, a “Common Share”) and one (1) warrant to purchase one Common Share (each, a “Warrant”). Each Warrant will entitle the holder, on exercise, to acquire one additional Common Share at a price of \$0.30 per Common Share for a period of twenty-four (24) months commencing from 60 days following the date of issuance (the “Warrant Expiry Date”).
<b>Offering Price:</b>	\$0.21 per Unit.
<b>Offering Amount:</b>	A minimum of 7,142,857 Units, up to a maximum of 9,523,810 Units, for gross proceeds of a minimum of \$1,500,000 and a maximum of \$2,000,000.
<b>Closing Date:</b>	The Offering is expected to close on or about April 30, 2026, or such other date(s) as determined by the Company (the “Closing Date”).
<b>Exchange:</b>	The Common Shares are listed on the Canadian Securities Exchange (“CSE”) under the symbol “AUMC”. The Common Shares are also listed on the Frankfurt Stock Exchange (“FSE”) under the symbol “QJ4”.
<b>Last Closing Price:</b>	On April 2, 2026, the day Auric filed its original Offering Document the closing price of the Common Shares on the CSE was \$0.28 and €0.16 on the FSE. On April 17, 2026, the day Auric filed its Amended and Restated Offering Document, the closing price of the Common Shares was \$0.285 on the CSE and €0.175 on the FSE.

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

- **Auric has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **Auric has filed all periodic and timely disclosure documents that it is required to have filed.**
- **Auric 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.**
- **Auric will not close this Offering unless Auric reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **Auric 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 Auric seeks security holder approval.**

#### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

This offering document contains “forward-looking information” within the meaning of applicable Canadian securities laws, which is based upon Auric’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document is made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning the planned timeline for acquisition, exploration and development of mineral properties, including anticipated costs; Auric’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; the completion of the Offering and the expected Closing Date. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to Auric. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “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.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties, which could cause actual events or results to differ from those reflected in such forward-looking statements and forward-looking information, including, without limitation, risks with respect to: Auric’s ability to fund operations; Auric’s ability to manage growth; the operational risks against which Auric may not be insured against or for which insurance is not available; the impact of negative cash flows on Auric’s operations and how, if Auric is unable to obtain further financing, Auric’s business operations may fail; the impact of government regulations that can negatively affect economic justifications and or models; other risks described from time to time in our documents filed with Canadian securities regulatory authorities; the impact any potential tariffs or other trade disputes may have on Auric’s ability to raise capital; the volatility of the capital markets; dilution as a result of future issuances of equity securities; potential conflicts of interest of Auric’s directors and officers; adverse impacts on Auric’s reported results of operations as a result of adopting new accounting standards or interpretations; changes in accounting standards and subjective assumptions, estimates and judgments by management related to complex accounting matters; environmental risks; litigation risks; volatility in the price of the Common Shares; potential dilution of present and prospective shareholdings; the potential effects of climate change; commodity price volatility and its impact on project economics; exploration risk, including the possibility that exploration results do not support continued development; permitting and land-access risks, including delays or inability to obtain necessary government or Indigenous approvals; competition for capital, skilled labor, equipment, and quality mineral properties; geological and technical risks

inherent in early-stage mineral exploration; infrastructure and logistics risks associated with operating in remote regions; reliance on key personnel and availability of qualified geological and technical staff; and risks associated with acquisitions, including integration challenges and due-diligence uncertainties. This list is not exhaustive of the factors that may affect any of Auric's forward-looking statements or forward-looking information.

Forward-looking information includes statements about the future and are inherently uncertain, Auric's actual achievements or other future events or conditions may differ materially from those reflected in the forward-looking information due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in the Company's continuous disclosure filings available at [www.sedarplus.ca](http://www.sedarplus.ca). The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, Auric disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

## **SUMMARY DESCRIPTION OF BUSINESS**

### ***What is Our Business?***

Auric is engaged in the identification, acquisition, exploration and development of mineral projects. The Company holds a 100% interest in mineral properties covering over 26,500 hectares across multiple mineralized corridors through its English Lake, Otter Lake, and Kan Projects, located in the Central Mineral Belt of Labrador, Canada. The Company also holds the exclusive option to acquire a 100% interest in the Goodeye Property, which is located southwest of the town of Rossland, British Columbia, consisting of three contiguous Mineral Claims covering approximately 1,907 hectares in the Trail Creek Mining Division of British Columbia.

### ***Recent Developments***

There are no material recent developments in respect of the Company that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

### ***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 principal business objectives that the Company intends to accomplish using the available funds are to execute the program areas described herein, specifically, airborne geophysics, fieldwork and sampling on its Labrador Projects (the English Lake, Otter Lake, and Kan Projects). Following completion of the Offering, it is the Company's intention to apply the available funds toward these objectives, subject to the risks and uncertainties identified in the "*Cautionary Statement Regarding Forward-Looking Information*" section above.

<b>Business Objective</b>	<b>Significant event to achieve business objective</b>	<b>Expected period for event to occur</b>	<b>Cost related to each event assuming minimum offering only</b>	<b>Cost related to each event assuming maximum offering</b>
Airborne Geophysics	High-resolution VTEM/ZTEM, aero-mag surveys, including data inversion modeling.	By November 2026	\$290,241	\$400,000
Fieldwork and Sampling	Low-cost mapping and sampling to verify airborne anomalies; soil geochemistry and lithological mapping.	By November 2026	\$116,096	\$160,000

#### USE OF AVAILABLE FUNDS

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

The expected total available funds to Auric following completion of the Offering are estimated to be a minimum of approximately \$1,322,190 assuming the minimum offering, or \$1,822,190 assuming the maximum offering, calculated as follows:

		<b>Assuming minimum offering only</b>	<b>Assuming maximum offering</b>
A	Amount to be raised by this Offering	\$1,500,000	\$2,000,000
B	Selling commissions and fees <sup>(1)</sup>	\$90,000	\$90,000
C	Estimated Offering costs (e.g., legal, accounting, audit)	\$25,000	\$25,000
D	Net proceeds of Offering: $D = A - (B+C)$	\$1,385,000	\$1,885,000
E	Working capital as at most recent month end (deficiency)	(\$62,810)	(\$62,810)
F	Additional sources of funding	\$0	\$0
<b>G</b>	<b>Total available funds: <math>G = D+E+F</math></b>	<b>\$1,322,190</b>	<b>\$1,822,190</b>

Note:

- (1) The estimated selling commissions and fees assume that all subscribers to the Offering were introduced by a finder. For additional details, see “Fees and Commissions”.

#### How will we use the available funds?

<b>Description of intended use of available funds listed in order of priority</b>	<b>Assuming minimum offering only</b>	<b>Assuming 100% of offering</b>
<b>General &amp; Administrative Expenses &amp; Working Capital</b> – Audit, legal, CSE fees, 12-month executive/admin overhead, and regulatory buffer. <sup>(1)</sup>	\$471,643	\$650,000
<b>Targeted Airborne Geophysics</b> - High-resolution VTEM/ZTEM, aero-mag surveys, including data inversion modeling.	\$290,241	\$400,000
<b>Fieldwork (Ground-Truthing) and Sampling</b> – Low-cost mapping and sampling to verify airborne anomalies; soil geochemistry and lithological mapping.	\$116,096	\$160,000
<b>Marketing &amp; Investor Relations</b> – Website maintenance, key news releases, digital visibility and awareness, lead generation, and 2026 conference circuit (PDAC/VRIC).	\$87,072	\$120,000
<b>Strategic Property Evaluation</b> – Desktop review, high-priority staking, technical due diligence, M&A scouting, and historical data re-interpretation.	\$181,401	\$250,000
<b>Strategic Contingency</b> – Unallocated funds reserved for opportunistic land staking or technical pivots.	\$175,737	\$242,190
<b>Total</b>	<b>\$1,322,190</b>	<b>\$1,822,190</b>

Notes:

- (1) General and administrative expenses are expected to also include salaries, professional fees, rent, travel expenses, fees related to investor and governmental relations, general corporate purposes, including the maintenance of the Company's good standing as a reporting issuer and the pursuit of strategic partnerships or joint venture arrangements that may enhance shareholder value, general and administration expenditures and interest.

The above noted allocation of capital and anticipated timing represents Auric's current intentions based upon its present plans and business conditions, which could change in the future as its plans and business conditions evolve. Although Auric intends to spend 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 Auric's ability to execute on its business plan. See the "Cautionary Statement Regarding Forward-Looking Information" section above.

The most recent audited annual financial statements and interim financial report of the Company included a going concern note. Auric is still engaged in acquisition, exploration and development of mineral properties, and the Company currently has no operating income, 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 achieve its business objectives 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?**

The Company has not raised other funds in the past 12 months.

#### **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?**

As consideration for services provided by certain eligible finders, the Company may pay: (i) a cash fee equal to up to 6.0% of the gross proceeds of the Offering from investors introduced to the Company by such finders; and (ii) non-transferable Common Share purchase warrants (“**Finder’s Warrants**”) equal to up to 6.0% of the aggregate number of Units issued to those investors. Each Finder’s Warrant will entitle the holder to purchase one Common Share at a price of \$0.33 per Common Share for a twenty-four-month period from their date of issuance. Other than the exercise price and exercise period, the Finder’s Warrants shall be subject to the same terms and conditions as the Warrants.

## **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 Auric, or**
- (b) to damages against Auric 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 Company’s continuous disclosure filings on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca) under the Company’s profile.

For further information regarding Auric visit our website at: <https://auricminerals.com/>.

***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 Units.***

**CERTIFICATE OF THE COMPANY**

**This offering document, together with any document filed under Canadian securities legislation on or after April 17, 2025 contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

April 17, 2026

*“Christopher Huggins”*

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Christopher Huggins  
Chief Executive Officer

*“Kirill Samokhin”*

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Kirill Samokhin  
Chief Financial Officer