

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

September 3, 2024



(the “Company” or “North Arrow”)

**What are we offering?**

<b>Securities:</b>	<p>Up to 10,000,000 post-consolidation units of the Company (the “Units” or “Offered Securities”).</p> <p>Each Unit consists of one post-consolidation common share of the Company (a “<b>Post-Consolidation Share</b>”) and one-half of one Post-Consolidation Share purchase warrant of the Company (a “<b>Post-Consolidation Warrant</b>”). Each whole Post-Consolidation Warrant is transferrable and will entitle the holder thereof to purchase one Post-Consolidation Share (a “<b>Post-Consolidation Warrant Share</b>”) at an exercise price of \$0.30 per Post-Consolidation Warrant Share for a period of 18 months from the Closing Date.</p> <p>The Warrants will have a forced exercise provision whereby, if the closing price for the Company’s Post-Consolidation Common Shares is \$0.50 or greater for a period of 10 consecutive trading days from a date beginning six months following the date of issue, and the Company so elects, the holders of Post-Consolidation Warrants will have 30 days to exercise their Post-Consolidation Warrants, otherwise, the Post-Consolidation Warrants will expire on the 31st day.</p> <p>Purchasers of the Units should seek and rely upon their own tax advice with respect to the tax consequences of the purchase and ownership of such Units.</p>
<b>Offering Price:</b>	Post-consolidation price of \$0.20 per Unit.
<b>Offering Amount:</b>	A minimum of 7,500,000 Units for total gross proceeds of \$1,500,000 and a maximum of 10,000,000 Units for gross proceeds of up to \$2,000,000 on a post-consolidated basis (the “ <b>Offering</b> ”)
<b>Closing Date:</b>	The Offering is expected to close on or before 45 days from the date of this offering document.
<b>Exchange:</b>	The Company’s common shares are listed on the TSX Venture Exchange (“ <b>TSXV</b> ”) under the symbol “ <b>NAR</b> ”.
<b>Last Closing Price:</b>	On August 30, 2024, the last trading day prior to the date of this offering document, the closing price of the common shares on the TSXV was \$0.025 on a pre-consolidated basis and \$0.25 on a post-consolidated basis. Please see “Recent Developments” for details.

*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.*

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

- **The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing;**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed;**
- **The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$5,000,000;**
- **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; and**
- **The Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.**

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

Information and statements contained in this offering document that are not historical facts are forward-looking information or forward-looking statements within the meaning of Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995 (collectively referred to as “forward-looking statements”) that involve risks and uncertainties. This offering document contains forward-looking statements such as estimates and statements that describe the Company’s future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Examples of forward looking statements in this offering document include, but are not limited to, statements with respect to: the future exploration and development work and expenditures on the Company’s projects; the Company’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, if it is to be completed at all; the expected Closing Date; the Company’s 2024/2025 exploration program on the Kraaipan Project; the Company’s ability to secure and maintain access to surface lands needed for its operations; and the inclusion of a going concern note in future consolidated financial statements of the Company.

In certain cases, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “goal”, “objective”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or information that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Any such forward-looking statements are based, in part, on assumptions and factors that may change, thus causing actual results or achievements to differ materially from those expressed or implied by the forward-looking statements. Such factors and assumptions may include, but are not limited to: assumptions concerning lithium, gold, and other critical, base and precious metal or diamond prices; cut-off grades; accuracy of mineral resource estimates and mineral resource modeling; timing and reliability of sampling and assay data; representativeness of mineralization; timing and accuracy of analytical and metallurgical test work; anticipated political and social conditions and events; and, ability to successfully raise or otherwise access additional capital.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, and without limitation: unexpected changes in laws, rules or regulations, or their enforcement by applicable authorities, including potentially arbitrary action; the failure of parties who contract with the Company to perform as agreed; social or labour unrest; changes in commodity prices; effects of the COVID-19 pandemic;

unexpected changes in the cost of exploration; and the failure of exploration programs or current or future economic studies to deliver anticipated results or results that would justify and support continued exploration, studies, development or operations. New risks may emerge from time to time and the importance of current factors may change from time to time and it is not possible for the Company to predict all such factors. Further discussion of factors and risks that could affect the Company can be found at the management's discussion and analysis of the Company for the year ended April 30, 2024 filed on SEDAR+ on August 20, 2024.

Although the Company has attempted to identify important factors and risks that could affect the Company and might cause actual actions, events or results to differ, perhaps materially, from those described in forward-looking statements, there may be other factors and risks that cause actions, events or results not to occur as projected, estimated or intended. 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 in this offering document speak only as of the date of this offering document. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date of this offering document or to reflect the occurrence of unanticipated events, except as required by law.

## SCIENTIFIC AND TECHNICAL INFORMATION

Ken Armstrong, P.Geo., President and CEO of North Arrow and a "Qualified Person" as defined by NI 43-101, has reviewed and approved for inclusion the scientific and technical disclosure in this offering document and has verified the data underlying that scientific and technical information.

## CURRENCY

Unless otherwise indicated, all references to "\$" or "dollars" in this offering document refer to Canadian dollars, which is the Company's functional currency.

## SUMMARY DESCRIPTION OF BUSINESS

### *What is our business?*

North Arrow is a resource exploration company with a focus on the acquisition, exploration and development of mineral resources, primarily in Canada and Africa. The Company is predominantly focused on advancing its newly acquired option to earn a 60% interest in the Kraaipan Project, Botswana (the "**Kraaipan Project**") and the continued evaluation of its diamond and lithium properties in Canada. See "Recent Developments" below for more information on the Kraaipan Project.

The Company has a 100% interest in three lithium projects in the Northwest Territories (the "**LDG Project**", the "**MacKay Project**" and the "**DeStaffany Project**"), each permitted to allow for an exploration camp and exploration drilling and each hosting at least two drill-ready spodumene bearing pegmatites. The Company also maintains a 60% joint venture interest in the Naujaat diamond project (the "**Naujaat Project**"), as well as 100% ownership interests in the Loki (NWT) and Pikoo (Saskatchewan) diamond projects (the "**Loki Project**" and the "**Pikoo Project**").

### *Recent Developments*

Effective June 28, 2024, the Company sold its 100% interest in the Oro Gold Property, Nunavut to Agnico Eagle Mines Limited ("Agnico Eagle") and received cash consideration of \$1,750,000. Please see the Company's news release dated July 2, 2024 and filed on SEDAR+ for more details.

On July 8, 2024 Anglo Celtic Exploration Ltd. released the Company from a Promissory Note dated February 17, 2021 in consideration of full payment of the related debt in the amount of \$560,682. Anglo Celtic is a private company controlled by D. Grenville Thomas, a director of the Company. Please see the Company's news releases dated February 17, 2021 and February 18, 2022 and filed on SEDAR+, as well as the Company's Annual Management Discussion and Analysis for each of the years ended April 30 2023 and 2024 and filed on SEDAR+ for more details.

In July 2024 the Company surveyed the boundaries of five mineral claims at the LDG Project as part of the application process to convert the mineral claims to mining leases. The surveyed claims cover spodumene pegmatites identified by the Company in 2023. Limited prospecting was also completed on the LDG Project and the Mackay Project as well as regionally at the Company's greenfield Bathurst Inlet property. Please see the Company's Annual Management Discussion and Analysis for the year ended April 30, 2024 and filed on SEDAR+ for more details.

On August 30, 2024 the Company entered an agreement with Rockman Resources Ltd. ("**Rockman**") under which the Company can earn a 60% interest in the Kraaipan Project. The Kraaipan Project is comprised of 1,400km<sup>2</sup> of mineral concessions covering the full 60-kilometre strike extent of the Kraaipan Greenstone Belt ("**KGB**") in Botswana. The Company can earn its 60% interest by funding US\$5 million in exploration expenditures over a three-year period, including a firm commitment to spend US\$1 million by June 30, 2025, and, after incurring the required expenditures, issuing to Rockman \$250,000 in common shares of the Company on a post-consolidated basis. Upon the Company earning its 60% interest, Rockman can elect to have the Company continue funding exploration through to completion of a Preliminary Economic Assessment, at which point the Company can increase its interest to 80% by issuing to Rockman an additional \$500,000 in common shares of the Company on a post-consolidated basis.

In conjunction with the agreement with Rockman and this Offering, the Directors of the Company have determined to proceed with a share consolidation to be conducted on a 10:1 basis, after which the Company's issued and outstanding 175,802,243 common shares will be reduced by a ratio of 10 old common shares for one new Post-Consolidation Share, leaving the Company with approximately 17,580,224 issued and outstanding Post-Consolidated Shares.

## **MATERIAL FACTS**

There are no material facts about the Offered 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.

## **BUSINESS OBJECTIVES AND MILESTONES**

### ***What are the business objectives that we expect to accomplish using the available funds?***

Following closing of the Offering, the Company expects to use the proceeds of the available funds for general corporate purposes and to complete a US\$1 million (\$1.37 million) exploration program at the Kraaipan Project expected to commence immediately. The Company also expects to use \$100,000 of the available funds to continue advancing its Canadian lithium properties, including work to identify potential exploration partners.

Kraaipan Project exploration work will include overburden RC drilling, soil sampling and high resolution airborne magnetic surveys, with follow up core drilling of priority targets in the second half of the program. The goal of this program will be to identify and test new gold exploration targets within the KGB, particularly associated with prospective banded iron formation units associated with favorable structures beneath Kalahari Desert sand cover.

## **USE OF AVAILABLE FUNDS**

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

As outlined in the table below, the Company's available funds following closing of the Minimum Offering is expected to be approximately \$2,338,000 and following closing of the Maximum Offering is expected to be approximately \$2,803,000.

The Company's working capital has increased since the most recently audited annual financial statements largely due to the sale of the Oro Gold Property to Agnico Eagle.

	<u>Assuming Minimum Offering Only</u>	<u>Assuming Maximum Offering</u>	
A	Amount to be raised in this Offering:	\$1,500,000	\$2,000,000
B	Estimated Selling commissions & fees:	\$90,000	\$120,000
C	Estimated Offering costs: (e.g. legal, accounting, audit)	\$35,000	\$40,000
D	Net proceeds of Offering: (D = A – (B + C))	\$1,375,000	\$1,840,000
E	Working capital as at August 31, 2024 <sup>(1)</sup> :	\$963,000	\$963,000
F	Additional sources of funding:	\$0	\$0
G	<b>Total available funds:</b> (G = D + E + F)	<b>\$2,338,000</b>	<b>\$2,803,000</b>

<sup>(1)</sup> Working capital does not include estimated demobilization costs and provisions of approximately \$183,000 for the Mel Project as they are not anticipated to be paid in the next 12 months.

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

The Company intends to use the available funds as described in the table below:

<u>Description of intended use of available funds listed in order of priority</u>	<u>Assuming Minimum Offering Only</u>	<u>Assuming Maximum Offering</u>
Kraaipan Project exploration	\$1,370,000	\$1,370,000
Lithium & diamond property exploration	\$100,000	\$100,000
Available funds for general working capital & overhead costs <sup>(1)</sup>	\$868,000	\$1,333,000
<b>Total:</b>	<b>\$2,338,000</b>	<b>\$2,803,000</b>

<sup>(1)</sup> Funds included in general working capital may be allocated to corporate expenses, business development and to other activities.

The above-noted allocation represents the Company's current intentions with respect to its use of available funds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from this Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute its business plan and financing objectives. The Company has generated negative cash flows from operating activities since inception and anticipates that it will continue to have negative operating cash flow until profitable commercial production at one or more of its properties is achieved. As a result, certain of the net proceeds from this Offering may be used to fund such negative cash flow from operating activities in future periods. See "Cautionary Statement on Forward-Looking Information."

The Company's most recent audited annual financial statements and unaudited interim financial statements included a going concern note. As the Company is at the exploration stage, the recoverability of amount for exploration and evaluation of assets and the Company's ability to continue as a going concern is dependent upon the discovery of economically recoverable reserves, continuation of the Company's interest in the underlying resource claims, the ability of the Company to obtain necessary financing to complete their development and upon future profitable production proceeds from the disposition thereof. The Offering is intended to permit the Company to advance its business objectives and is not expected to affect the decision to include a going concern note in future financial statements of the Company.

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

The Company has not completed any equity or debt financings in the last 12 months. On June 28, 2024, the Company

received proceeds of \$1,750,000 from the sale of the Oro Gold Project. These proceeds have been used to settle an outstanding debt payable to Anglo Celtic Exploration Ltd. (see “Recent Developments” above) and additional amounts payable totaling \$160,000. The balance of the received proceeds is available for use in support of the Kraaipan Project exploration program and general working capital expenditures.

## **FEES AND COMMISSIONS**

*Who are the dealers and finders that we have engaged in connection with this Offering, if any, and what are their fees?*

The Company expects to pay to cash finder's fees equal to 6% of the gross proceeds received from a purchaser of Offered Securities introduced to the Company by a finder as well as share purchase warrants entitling a finder to purchase Post-Consolidation Shares equal to 6% of the number of Offered Securities issued to purchasers introduced by a finder. Any such warrants issued to finders will have the same terms and conditions as a Post-Consolidation Warrant. The identity of each finder is not known at this time.

## **PURCHASERS' RIGHTS**

*Rights of action in the Event of Misrepresentation*

**If there is a misrepresentation in this offering document, you have a right:**

- (a) to rescind your purchase of the Offered 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 Offered 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 advisor.**

The rights provided for under the Listed Issuer Financing Exemption are for the benefit of all purchasers of Offered Securities.

## **ADDITIONAL INFORMATION**

*Where can you find more information about us?*

The Company's continuous disclosure filings with applicable securities regulatory authorities in the provinces of Canada are available electronically under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

For further information regarding North Arrow, visit our website at [www.northarrowminerals.com](http://www.northarrowminerals.com).

**CERTIFICATE**

Dated: September 3, 2024

**This offering document, together with any document filed under Canadian securities legislation on or after September 3, 2023 contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

**NORTH ARROW MINERALS INC.**

*"Ken Armstrong"*

Ken Armstrong  
Chief Executive Officer  
and Director

*"Wayne Johnstone"*

Wayne Johnstone  
Chief Financial Officer