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Notice to Reader: *This Offering Document is being refiled as it contained a typographical error, which has been corrected and all other content in this Offering Document remains the same as was in the version originally filed on SEDAR+ on April 14, 2025.*

Offering Document under the Listed Issuer Financing Exemption

April 14, 2025



Spark Energy Minerals Inc. (“Spark” or the “Corporation”)

SUMMARY OF OFFERING

What are we offering?

Offering:	<p>Non-brokered private placement of units (“Placement Units”) of the Corporation, with each Placement Unit being comprised of one common share in the capital of the Corporation (a “Common Share”) and one half of one Common Share purchase warrant (a “Warrant”). Each whole Warrant will entitle the holder thereof to purchase one additional Common Share at a price of \$0.14 per Common Share for a period of three years following the Closing Date (as defined herein).</p> <p>The Warrants will also be subject to blocker language which shall prevent the holders of same from exercising their Warrants if as a result of such exercise the holder would hold more than 9.99% of the then issued and outstanding Common Shares of Spark.</p> <p>The holders of Common Shares are entitled to: (i) receive notice of, and to vote at every meeting of the shareholders of the Corporation and shall have one (1) vote for each Common Share held; (ii) receive such dividend as the directors may from time to time, by resolution, declare; and (iii) to share pro rata in the event of liquidation, dissolution or winding up of the Corporation or upon any distribution of the assets of the Corporation among shareholders (other than by way of dividend). The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights.</p>
Offering Price:	\$0.072 per Placement Unit

Offering Amount:	Up to 31,250,000 Placement Units for gross proceeds of up to \$2,250,000 (the “ Offering ”). The Offering is subject to a minimum of 25,694,445 Placement Units or gross proceeds of \$1,690,000 from the Institutional Investor (as defined herein). All references in this offering document to “dollars”, “C\$” or “\$” are to Canadian dollars, unless otherwise stated.
Closing Date:	On or about April 30, 2025, or on such other date or dates as the Corporation may determine (the “ Closing Date ”)
Exchange:	The Common Shares are listed on the Canadian Securities Exchange (the “ CSE ”) under the trading symbol “SPRK”, the OTC Venture Market (“ OTCQB ”) under the trading symbol “SPARF”, and the Frankfurt Stock Exchange (“ FWB ”) under the trading symbol “8PC”.
Last Closing Price:	The last closing price of the Common Shares on the CSE, OTCQB, and FWB on April 11, 2025 was \$0.075, US\$0.0528 and EUR€0.0362 respectively

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.

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

- The issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The issuer has filed all periodic and timely disclosure documents that it is required to have filed.
- The 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 issuer will not close this offering unless the issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The issuer will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.

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 the Corporation’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: **Spark**’s current and future acquisition efforts, including timelines and anticipated costs; **Spark**’s partnerships and the anticipated benefits thereof; **Spark**’s funding expectations; **Spark**’s expectations with respect to the use of proceeds and the use of the available funds following 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 the Corporation. 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: **Spark**’s ability to obtain the necessary financing and the general impact of financial market conditions; the demand for **Spark**’s services; the success of **Spark**’s current and future acquisition and advancement efforts; changes in prices of required commodities; volatility of the capital markets; competition risks; government regulations; potential conflicts of interest; political instability and hyperinflation; coronavirus; Russia’s military action in Ukraine; litigation risks; volatility in the price of the Common Shares; potential dilution of present and prospective shareholdings; currency risks; financial reporting standards; and climate change. This list is not exhaustive of the factors that may affect any of the Corporation’s forward-looking statements or forward-looking information. Forward-looking information includes statements about the future and are inherently uncertain, and the Corporation’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, filings available at www.sedarplus.ca.

The Corporation 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, the Corporation disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

QUALIFIED PERSON

The scientific and technical information disclosed in this offering document has been reviewed and approved by Jonathan Victor Hill BSc Hons, FAUSIMM. Mr. Hill is a Qualified Person consistent with NI 43-101 - *Standards of Disclosure for Mineral Projects* and is responsible for all technical information in this offering document and is a director of Spark Energy Minerals Inc.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Spark is a Canadian exploration company focused on developing high-potential lithium assets in Brazil's known Lithium endowed provinces including the Lithium Valley, one of the world's most promising hard-rock lithium districts. With a land package of over 100,000 hectares, the company leverages cutting-edge geophysical and geochemical data, combined with advanced remote sensing technologies, to identify and develop drill-ready lithium targets. Spark's portfolio sits in close proximity to key industry players, including Sigma Lithium, Lithium Ionic, and Atlas Lithium, offering immense potential for growth in the clean energy market. Committed to sustainability, Spark Energy Minerals is dedicated to building value through responsible exploration and fostering partnerships that drive the global energy transition.

Worldwide demand for battery metals continues to grow with the onset of the electric vehicle age, resulting in stronger economics for mining projects. Spark is focused on leading edge exploration projects to benefit shareholders with significant potential. Spark is actively exploring and investigating multiple opportunities by identifying opportunities in regions that are conducive to mining due to the regulatory nature of the government with existing infrastructure and identifying opportunities in geographical locations that in combination will allow the Corporation to pursue year-round exploration and development.

Recent developments

Private Placement First Tranche Closing – On April 23, 2024, Spark announced the closing of the first tranche its previously announced private placement of units in the amount of \$311,875 (4,158,335 units). Each unit comprised of one common share and one common share warrant and was offered for \$0.075 per unit. Each warrant is exercisable at \$0.12 and entitles the holder to subscribe for one additional common share for a period of 2 years from the date of closing. Spark has the option to accelerate the expiry date if the stock trades at \$0.20 for a period of 10 trading days.

Announcement of CEO – On May 13, 2024, Spark announced that it had appointed Eugene Hodgson as Chief Executive Officer. Mr. Hodgson has been a Director of Spark for several years and has been an integral part of the transformation of the Corporation. Mr. Hodgson has an extensive career in the capital markets and within public companies, serving in leadership roles in private industry most recently as CFO and a Director at Trait Biosciences Inc., an emerging biotechnology leader in the water-soluble cannabinoid industry, as well as in public service roles as a public policy and political advisor and Chair of Vancouver Community College. Eugene's experience includes First Nations negotiations and financial strategy. He is the former CFO/Director of Timmins Gold Corp (NYSE) and has been involved in several public companies in varying senior roles.

Private Placement Second Tranche Closing – On May 16, 2024, Spark announced the closing of the second and final tranche of its previously announced private placement of units in the amount of \$150,625 (2,008,334 units). Each unit comprised of one common share and one common share warrant and was offered for \$0.075 per unit. Each warrant is exercisable at \$0.12 and entitles the holder to subscribe for one additional common share for a period of 2 years from the date of closing. Spark has the option to accelerate the expiry date if the stock trades at \$0.20 for a period of 10 trading days.

Commencement of Exploration – Brazilian Tenement Portfolio – On May 30, 2024, Spark announced it had commenced an exploration program over its strategic Brazilian tenement portfolio. Spark Energy Mineral's tenement portfolio covers an area of over 103k Ha across the mineral rich states of Minas Gerais (66k k

Ha), Ceara (16k Ha) and Rio Grande de Norde (21k Ha). In Minas Gerais, Spark has consolidated its position of contiguous tenements within the prospective “Lithium Valley” of the Eastern Brazilian Pegmatite Province. This “Lithium Valley” is considered as one of the world’s premier lithium bearing pegmatite provinces with numerous spodumene (and other related lithium minerals) deposits already in production (Sigma Lithium Corp.) and/or being developed (Lithium Ionic Corp., Atlas Lithium Corp.). The province is also considered prospective for other important and related elements including Niobium – Tantalum and Tin, Gemstones, Industrial Minerals and Rare Earth Elements.

Private Placement First Tranche Closing – On July 22, 2024, Spark announced the closing of the first tranche its previously announced private placement of units in the amount of \$278,250 (3,709,999 units). Each unit comprised of one common share and one common share warrant and was offered for \$0.075 per unit. Each warrant is exercisable at \$0.125 and entitles the holder to subscribe for one additional common share for a period of 2 years from the date of closing. Spark has the option to accelerate the expiry date if the stock trades at \$0.20 for a period of 10 trading days.

Private Placement Second Tranche Closing – On August 8, 2024, Spark announced the closing of the second and final tranche of its previously announced private placement of units in the amount of \$375,000.04 (4,999,999 units). Each unit comprised of one common share and one common share warrant and was offered for \$0.075 per unit. Each warrant is exercisable at \$0.125 and entitles the holder to subscribe for one additional common share for a period of 2 years from the date of closing. Spark has the option to accelerate the expiry date if the stock trades at \$0.20 for a period of 10 trading days.

Announcement of Agreement to Acquire and Completion of Acquisition of Latam Energy – On September 12 and September 26, 2024, respectively, Spark announced the entrance into a definitive agreement to acquire additional Brazilian lithium assets and the closing of such acquisition. On September 12, 2024, Spark announced it had entered into a definitive securities exchange agreement (the “**SEA**”) dated September 10, 2024 with Latam Energy Acquisition Corp. (“**Latam**”) and each of the shareholders of Latam (the “**Latam Shareholders**”), pursuant to which Spark agreed to acquire all of the issued and outstanding shares of Latam from the Latam Shareholders in exchange for 20,000,000 common shares of Spark to be issued pro rata at a deemed price of \$0.07 per share for a total deemed consideration of \$1,400,000 (the “**Transaction**”). Latam holds the rights to significant lithium assets in Brazil, mostly adjacent to Spark’s assets in Minas Gerais.

On September 26, 2024, Spark announced it had completed the previously announced Transaction concerning the acquisition of Latam pursuant to the SEA dated September 10, 2024, among Latam, the Latam Shareholders and Spark. Pursuant to the Transaction, Spark issued to the Latam Shareholders 20 million common shares of Spark at a deemed price of \$0.7 per share in consideration for all of the issued and outstanding shares of Latam.

Corporate Update – On September 27, 2024, Spark announced a general corporate update with respect to the Corporation and its leadership. Spark announced its flagship project, the “Arapaima Lithium Project,” located in Brazil’s renowned “Lithium Valley” in Minas Gerais. Covering 63,709 hectares, it is the largest contiguous landholding in this high-potential lithium region, offering significant exploration opportunities. The project is strategically situated near major industry players such as Lithium Ionic, Sigma Lithium, Latin Resources, Si6, and Atlas Lithium, positioning Spark Energy Minerals at the center of this fast-growing lithium valley.

Spark also provided a Q4 work program in Brazil update by noting that it had advanced its exploration activities across its large land package, aiming to uncover high-grade lithium deposits to meet the rising

demand from global battery markets. The exploration program focuses on areas identified through advanced remote sensing and geophysical data. The region's geological potential is driven by lithium-rich pegmatite formations within G4 granite intrusions and favorable host rock structures, located near major known lithium deposits. Using modern techniques like remote sensing and multi-spectral analysis, along with reprocessed public geophysical and geochemical data, Spark's team has identified key targets. With confirmed lithium potential and strong geological indicators, Spark is well-positioned to seize opportunities in Brazil's Lithium Valley, supporting the electric vehicle and energy storage industries.

Finalizing of Acquisition of Arapaima Lithium Project – On October 9, 2024, Spark announced it had entered into a debt settlement agreement with an arms-length creditor (the “**Creditor**”) to settle \$550,000 representing the final outstanding amounts owing to the Creditor for the acquisition of Spark's now 100% owned flagship “Arapaima Lithium Project” in Minas Gerais, Brazil.

The Arapaima Lithium Project, located in Brazil's renowned “Lithium Valley” in Minas Gerais covers 64,359 hectares and is the largest contiguous landholding in this high-potential lithium region, offering significant exploration opportunities. The project is strategically situated near major industry players such as Lithium Ionic, Sigma Lithium, Latin Resources, Si6, and Atlas Lithium, positioning Spark Energy Minerals at the center of this fast-growing “lithium valley.” In settlement and full satisfaction of the debt in the amount of \$550,000, Spark agreed to issue to the Creditor 3,666,667 common shares in the capital of Spark (the “**Common Shares**”) at a deemed issue price of \$0.15 per Common Share.

Identification of Priority Targets at Arapaima Lithium Project – On October 23, 2024, Spark announced a progress update as the Corporation advances its aggressive “Boots on the Ground” stream sediment and heavy mineral pan concentrate sampling exploration for spodumene rich pegmatites (“**SRPs**”) across its prospective 64,359 hectare tenement portfolio. Spark divided its large tenement portfolio into Priority 1 and Priority 2 areas, based on geological assessments and logistical considerations. The exploration strategy benefits from government geological reports published in 2016 and 2023, saving the Corporation both time and significant costs in early-stage exploration. Fieldwork includes stream sediment sampling, heavy mineral pan concentrates testing, geological mapping, and rock chip sampling, all aimed at identifying SRPs for lithium deposits. The initial exploration phase will focus on the highest-ranked targets while simultaneously increasing geochemical and geological data across the entire portfolio.

Private Placement First Tranche Closing – On November 8, 2024, Spark announced the closing of the first tranche its previously announced private placement of units in the amount of \$156,500 (1,043,333 units). This was an oversubscription to the Corporation's expected raise of up to \$150,000. Each unit comprised of one common share and one common share warrant and was offered for \$0.30 per unit. Each warrant is exercisable at \$0.125 and entitles the holder to subscribe for one additional common share for a period of 2 years from the date of closing.

Lift of MCTO - On December 23, 2024, Spark announced that its principal regulator, the British Columbia Securities Commission has lifted the Management Cease Trade Order (“**MCTO**”) it had previously granted Spark on November 29, 2024 under National Policy 12-203 Management Cease Trade Orders, as Spark has now successfully completed all requisite filings for its audited annual consolidated financial statements for the years ended July 31, 2024 and 2023, related management's discussion and analysis, and the CEO and CFO certifications for the financial year ended July 31, 2024. Revoking the MCTO means members of management are no longer prevented from trading Spark's common shares.

Recent Exploration Results Highlights – On February 14, 2025, Spark announced highlights with respect to the exploration of its Arapaima Lithium Project to date. The highlights were as follows:

- To date, 109 individual pegmatite occurrences have been mapped within 11 pegmatite trends over >31km strike
- Lithium Targets 1 and 5 remain top priority
- Spark continues to progress exploration across Arapaima's tenements, now armed with positive analytical results for lithium and pathfinder elements.
- ~329 geological observations have been recorded and over 250 samples (rock-chip, stream sediment and soils) have been collected to date for multi-element geochemical analysis.
- 59, old artisanal – Garimpo mine workings with associated pegmatite occurrences (open pits and underground) have been identified and recorded for follow up mapping and sampling.
- Multi-element geochemical results have been reported for a total of 123 samples to date with results for a further 56 samples (6 rock chips, 26 stream sediment samples and 24 soil samples) are due to be reported imminently
- Additional samples collected in February are currently on route to the laboratory.
- Analysis of the current results are ongoing, including the calculation and evaluation of the K/Rb ratio (potassium and rubidium) from rock chip samples which is a strong indicator of magmatic differentiation and is an important proxy for lithium in spodumene rich pegmatites.
- The team continued systematic soil sampling in the southeastern tenements, near the high-grade gallium and TREO intercepts from Axel REE.

Positive Lithium and Key Pathfinder Analytical Results Announcement and Continued Exploration Plans –

On April 8, 2025, Spark announced it had hit its highest lithium anomalism to date, identifying new priority lithium target “Cruzeta” at the Corporation's flagship Arapaima Lithium Project, Lithium Valley, Minas Gerais, Brazil. The new target, Cruzeta, has been defined by reconnaissance near surface rock-chip samples with analytical results reporting anomalous Lithium values (up to 1,397 ppm) and essential pathfinder elements, including Tantalum (up to 31 ppm), Niobium (up to 413 ppm), Tin (up to 91 ppm), Cesium (up to 106.8 ppm), and Gallium (up to 165 ppm). Importantly, the samples returned Potassium/Rubidium (K/Rb) ratios as low as 23.84*, pointing to highly evolved and fractionated LCT pegmatites, which are characterized by this ratio and the above elemental association.

Arapaima Lithium Project Continued Exploration Plans

Exploration of Spark's extensive 64,359-hectare tenement package will continue on three main fronts:

- Continued first pass reconnaissance phase geological mapping and stream sediment samples with 61 sub-drainage basins remaining to be sampled.
- Follow up initiatives in the highly prospective Agua Branca, Groto do Maquém, and Cruzeta priority lithium targets with ongoing interpretation of the results to develop initial drill testing targets.
- Plan more extensive programs in the high priority Caladão REE target including auger drilling to further delineate the potential of the prospective REE & gallium zone contiguous to Axel REE's project.

To date, the Corporation has completed the following exploration work:

- Geological Observations: 401
- Pegmatite occurrences: 123
- Artisanal workings: 66
- Samples collected: 399
- Pegmatite trends: 13
- Sub-drainage basins sampled: 27
- Sub-drainage basins remaining to be sampled 61

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 Corporation 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 Corporation intends to use net proceeds of the Offering for working capital requirements and other general corporate purposes including exploration expenses related to its Brazilian properties. The Corporation expects these events will occur within the following time frames, with the following costs related to each event:

Event	Time Frame	Cost (assuming minimum offering only)	Cost (assuming 100% of offering)
Complete Phase 1, reconnaissance stream sediment sampling across all of Spark's Tenements, Phase 2 (preliminary diamond drilling of at least 3 Priority Lithium Targets and Auger Drilling of at least 1 Priority Rare Earths Target). Follow – up Exploration (Phase 3), Sampling, Geophysics, Drilling 2 additional targets.	Phase 1 and Phase 2, 8 months from 1st May 2025 Phase 3, 6 months from January 2026 (Phase 1 & 2 - \$CAD1.5M, Phase 3 - \$CAD0.5M)	\$CAD1.5M	\$CAD1.75M
Advancing Potential Acquisitions	12-18 months	\$CAD0.19M	\$CAD0.19M
Working Capital		\$CADNil	\$CAD0.31M

USE OF AVAILABLE FUNDS

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

A portion of the Placement Units to be issued under the Offering, representing \$1,690,000 will be held pursuant to a sharing agreement entered into with an institutional investor (the “**Institutional Investor**”) and the Corporation (the “**Sharing Agreement**”). The Sharing Agreement provides that the Corporation’s economic interest will be determined in 12 monthly settlement tranches as measured against the Benchmark Price (as defined herein). If, at the time of settlement, the Settlement Price (determined monthly based on a volume weighted average price for 20 trading days prior to settlement date) (the “**Settlement Price**”) exceeds the benchmark price of \$0.1182 (the “**Benchmark Price**”), the Corporation shall receive more than 100% of the monthly settlement due, on a pro rata basis. There is no upper limit placed on the additional proceeds’ receivable by the Corporation as part of the monthly settlements. If, at the time of settlement, the Settlement Price is below the Benchmark Price of \$0.1182, the Corporation will receive less than 100% of the monthly settlement due of a pro rata basis. In no event will a decline in the Settlement Price of the Placement Units result in an increase in the number of Placement Units being issued to the Institutional Investor.

A corporate finance fee valued at \$111,000 will be paid to the Institutional Investor and settled via the issuance of 1,541,667 Placement Units on the terms noted above, therefore it is excluded from the calculation of estimated availability of funds.

		Assuming minimum offering only	Assuming 100% of offering
A	Amount to be raised by this offering	\$1,690,000	\$2,225,000
B	Selling commissions and fees	Nil	Nil ⁽¹⁾
C	Estimated offering costs (e.g., legal, accounting, audit)	\$32,000	\$32,000
D	Net proceeds of offering: $D = A - (B+C)$	\$1,658,000	\$2,718,000
E	Working capital as at most recent month end (deficiency) ⁽²⁾	\$(1,260,700)	\$(1,260,700)
F	Additional sources of funding	\$35,000	\$35,000
G	Total available funds: $G = D+E+F$	\$426,000	\$986,000

Notes:

(1) The Corporation is entitled to engage finders in accordance with CSE policies but has not presently engaged any finders or expects to pay commissions

(2) Challenging equity market for lithium exploration projects, plus legacy general and administrative expenses.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming minimum offering only	Assuming 100% of offering
Exploration Expenses – Arapaima Lithium (includes annual tenement taxes)	\$426,000	\$986,000

Exploration Expenses – Ceara / RN	\$Nil	\$Nil
Working Capital	\$Nil	\$Nil
Total	\$426,000	\$986,000

The above-noted allocation of capital and anticipated timing represents the Corporation's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Corporation intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Corporation's ability to execute on its business plan. See the "Cautionary Statement Regarding Forward-Looking Information" section above.

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

In the past 12 months, the Corporation raised aggregate gross proceeds of \$2,166,819.04. These proceeds were used as follows:

Description	Amount	Variances to what was previously disclosed as use of proceeds, if any, and why
Working Capital	\$1,295,383	N/A
Exploration Expenses	\$421,103	N/A
Repayment of Debt ⁽¹⁾	\$450,333 ⁽¹⁾	N/A
Total	\$2,166,819	N/A

(1) Repayment of amount owing to an arms-length creditor pursuant to a debt settlement agreement: 3,666,667 shares issued at \$0.11 per share to extinguish \$550,000 of debt (resulting in gain on debt settlement of \$146,667) plus \$17,000 to another non-arms length creditor plus \$30,000 to the CEO.

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 Corporation has not engaged a dealer in connection with the Offering. The Corporation may pay qualified finders as disclosed in their subscription documents.

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 Corporation, or
- (b) to damages against the Corporation 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 Corporation's continuous disclosure filings on SEDAR+ at www.sedarplus.ca under the Corporation's profile.

For further information regarding the Corporation, visit our website at: www.sparkenergyminerals.co/

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 in Placement Units.

CERTIFICATE OF THE CORPORATION

This offering document, together with any document filed under Canadian securities legislation on or after April 14, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

April 14, 2025

By: (Signed) "*Eugene Hodgson*"
Name: Eugene Hodgson
Title: Chief Executive Officer

By: (Signed) "*Chris Foster*"
Name: Chris Foster
Title: Chief Financial Officer