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

May 12, 2023

INFINITY STONE VENTURES CORP.
("Infinity Stone" or the "Company")

WHAT ARE WE OFFERING?

Offering:	Up to 18,000,000 units at a price of \$0.05 per unit (the "Units"). Each Unit consists of one (1) Class A Subordinate Voting share of the Company (a "Share") and one-half of one (1/2) Share purchase warrant (each whole Share purchase warrant, a "Warrant"). Each Warrant is exercisable into one (1) Share at a price of \$0.10 for a period of 24 months (the "Offering").
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Offering Price:	\$0.05 per Unit
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Offering Amount:	Up to 18,000,000 Units, for maximum gross proceeds of \$900,000.
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Closing Date:	The closing of the Offering may take place in one or more tranches, the first of which is expected to close on or about May 25, 2023.
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Exchange:	The Shares are listed on the Canadian Securities Exchange (the "CSE") under the trading symbol "GEMS".
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Last Closing Price:	On May 11, 2023, the closing price of the Common Shares on the CSE was \$0.065.

Description of Shares

Holders of Shares are entitled to receive notice of, attend and vote at, all meetings of the shareholders of the Company and are entitled to one vote for each Share held on all matters to be voted on by shareholders at meetings of the shareholders of the Company. Holders of Shares are entitled to receive such dividends, if, as and when declared by the board of directors of the Company, in their sole discretion. All dividends which the board of directors of the Company may declare shall be declared and paid in equal amounts per Share on all Shares at the time outstanding. On liquidation, dissolution or winding up of the Company, the holders of Shares will be entitled to receive the property of the Company remaining after payment of all outstanding debts on a pro rata basis, but subject to the rights, privileges, restrictions and conditions of any other class of shares issued by the Company. There are no pre-emptive, redemption or conversion rights attached to the Shares. All Shares, when issued, are and will be issued as fully paid and non-assessable Shares without liability for further calls or assessment.

Description of Warrants

Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Share (a "**Warrant Share**") at an exercise price of \$0.10 until the date that is 24 months following the date of closing, after which time the Warrants will be void and of no value.

The Warrants will be governed by the terms and conditions set out in the certificate representing the Warrants (the "**Warrant Certificates**") delivered to you at the closing of the Offering. The Warrant Certificates will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain customary events. No fractional Warrants Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional shares. The holding of Warrants will not make the holder thereof a shareholder of the Company or entitle such holder to any right or interest in respect of the Warrants except as expressly provided in the Warrant Certificate. Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Shares.

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.

Infinity Stone Ventures Corp. 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 REGARDING FORWARD-LOOKING INFORMATION

This offering document contains “forward-looking information” within the meaning of applicable Canadian and United States securities laws, which is based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document are 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 completion of the Offering; the Company’s business objectives; the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; raising the minimum or maximum proceeds of the Offering; and completion of the Offering and the date of such completion. 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 Company. 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 materially from those reflected in the forward-looking statements or forward-looking information, including, without limitation, risks and uncertainties relating to: general business and economic conditions; regulatory approval for the Offering; completion of the Offering; the Company’s limited operating history; uncertainty of future events; growth-related risks; the Company’s ability to obtain additional financing in the future on favourable terms, or at all; the Company’s reliance on key personnel; the Company’s ability to attract and retain executive management and qualified board members; the technical nature of the Company’s operations; technical failures and delays; the future price of the Shares varying depending on factors unrelated to the Company’s performance or intrinsic fair value; the Company’s ability to discover, market and develop commercial quantities of ore being uncertain; aspects of the Company’s operations entailing risk that cannot be insured against or that may not be covered by insurance; risks related to the COVID-19 outbreak; the Company operating at a loss and may never generate a profit; the Company being exposed to security risks related to information technology, network, and data security that could have an adverse effect on operations; the risks associated with the Company exploring and developing its mineral resource projects; unasserted aboriginal title claims and risks related to First Nations land use; the Company operating in an environment with significant environmental and safety regulations and risks; regulatory requirements; the impact of non-governmental organizations, public interest groups and reporting organizations on the Company’s operations and on mining exploration as a whole; volatility of mineral prices; and price volatility of publicly traded securities. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company’s annual filings that are available at www.sedar.com, including the Company’s listing statement dated July 14, 2021. 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, the Company 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?

Infinity Stone's mission is to be a diversified, single source supplier for the critical energy metals being used in the clean energy revolution alongside its established SaaS solution portfolio. Infinity Stone is meeting the demand from battery and wind turbine manufacturers, nuclear and hydrogen energy producers, and energy metals speculators by acquiring 100% interest in critical mineral deposits and occurrences in stable mining-friendly jurisdictions, close to final use destinations in North American manufacturing hubs.

Recent Developments

The following is a brief summary of key recent developments involving or affecting the Company:

- in March 2023, the Company entered into a partnership with R&D Innovation Inc. to use its patent-pending and proprietary air classification separation technology to process samples from the Rockstone Graphite Project;
- in March 2023, the Company terminated its option agreement to acquire the Sugar Loaf Project and the Little Dipper Project located in Brazil;
- in March 2023, the Company announced its intention to spin out the Rockstone Graphite project shareholders by dividend or plan of arrangement;
- in March 2023, the Company successfully refined graphite samples from its Rockstone Graphite Project located near Thunder Bay, Ontario to 99.73% Cg in a Metallurgy Program with SGS Labs Canada Inc.;
- in February 2023, the Company received results from its airborne UAV magnetic survey on its Zen-Whoberi Project located north of Mont Laurier, Quebec. Based on the results of the survey, the Company expanded the Zen-Whoberi Project by staking an additional 15 claims, 3 of which are pending, bringing the total property size to 4,561 hectares in addition to the 3 pending claims;
- in February 2023, the Company began the application process to dual list its shares on Upstream, a trading app for digital securities and NFTs powered by Horizon Fintex and MERJ Exchange Limited;
- on February 2, 2023, the Company entered into an option agreement to acquire a 100% undivided interest in the Sugar Loaf Project and the Little Dipper Project located in Brazil;
- in January 2023, the Company acquired and staked an additional 359 hectares and applied for two additional claims on its Camaro Hellcat Lithium Project;
- in January 2023, the Company received the results of its fall drill program on the Rockstone Graphite project;
- in January 2023, the Company completed its airborne UAV magnetic survey on its Zen-Whoberi Project. The initial interpretations of geophysical data over the previously completed geochemical soil sampling grid suggested multiple zones of interest and drill targets for targeted drilling in the Centauri Zone;
- in December 2022, the Company acquired the Shorty West Lithium Project in the Northwest Territories, Canada, covering 410 hectares across two claim blocks. The Company also acquired additional claims, totaling approximately 354 hectares, adjacent to the Zen-Whoberi Project under the same agreement;
- in December 2022, the Company closed a non-brokered private placement of 1,250,000 flow-through

units (each, a “**December 2022 FT Unit**”) at a price of \$0.40 per December 2022 FT Unit for gross proceeds of \$500,000 (the “**December 2022 FT Offering**”). Each December 2022 FT Unit was comprised of one (1) Share and one-half of one (1/2) Share purchase warrant (each whole warrant, a “**December 2022 FT Warrant**”). Each December 2022 FT Warrant is exercisable into one (1) Share at a price of \$0.65 for a period of two (2) years from the date of issuance. In connection with the December 2022 FT Offering, the Company issued 87,500 finders’ warrants (each, a “**December 2022 FT Offering Finders’ Warrant**”) and paid finder’s fees of \$35,000. Each December 2022 FT Offering Finders’ Warrant is exercisable at a price of \$0.65 for a period of two (2) years from the date of issuance;

- in December 2022, all three drill holes in the Company’s winter drill program on its Buda Lithium Project intersected pegmatite intervals with multiple muscovite-rich intervals;
- in December 2022, the Company completed its fall drill program on its Rockstone Graphite Project. The Company completed drilling of 4 holes, RS-22-01, RS-22-02, RS-22-03, and RS-22-04, totaling 800 meters. The drilling intercepted massive graphite in all 4 drill holes;
- in November 2022, the Company discovered economically-encouraging rubidium, beryllium, and lithium mineralization in its fall 2022 surface and channel sampling at its Buda Lithium Project;
- in November 2022, the Company engaged LGC Standards to process a 150 kilogram bulk sample from its Galaxy Pegmatite Project, which covers 9,423 hectares near Mont Laurier, Quebec, into Certified Reference Material;
- in November 2022, the Company acquired, through staking, an additional 5,961 hectares over 102 cells in two blocks at the Company’s Galaxy Lithium Project;
- on October 28, 2022, the Company closed a non-brokered private placement (the “**October 28, 2022 Unit Offering**”) of 1,130,000 units (each, an “**October 28, 2022 Unit**”) at a price of \$0.25 per October 28, 2022 Unit, for gross proceeds of \$282,500. Each October 28, 2022 Unit is comprised of one (1) Share and one-half of one (1/2) Share purchase warrant (each whole warrant, an “**October 28, 2022 Unit Warrant**”). Each whole October 28, 2022 Unit Warrant is exercisable into one (1) Share at a price of \$0.50 for a period of two (2) years from the date of issuance. In connection with the October 28, 2022 Unit Offering, the Company issued 34,400 finders’ warrants (each, an “**October 28, 2022 Unit Offering Finders’ Warrant**”), and paid finders’ fees of \$8,600. Each October 28, 2022 Unit Offering Finders’ Warrant is exercisable into one (1) Share at a price of \$0.50 for a period of two (2) years from the date of issuance;
- in October 2022, the Company confirmed historically mapped pegmatites and identified new showings on its Camaro and Hellcat Lithium Project in the James Bay Lithium District of Quebec adjacent to the Patriot Battery Metals’ Corvette Lithium Discovery (the “**Patriot Discovery**”). 87 samples were collected over 3,850 hectares of claims adjacent to the Patriot Discovery;
- in October 2022, the Company entered into an option agreement to acquire an additional 1,336 hectares directly adjacent to the Company’s Hellcat Project, which is part of the Company’s larger Camaro Project near the Patriot Discovery;
- in October 2022, the Company acquired, through staking, an additional 2,114 hectares over 36 cells adjacent to the Company’s Galaxy Lithium Project, with an additional 14 cells still pending application as at October 2022;
- on October 6, 2022, the symbol under which Company’s Shares trade on the OTCQB was changed to GEMSF;

- on October 5, 2022, the Company closed a non-brokered private placement of 6,400,000 units (each an “**October 5, 2022 Unit**”) at a price of \$0.25 per October 5, 2022 Unit, for gross proceeds of \$1,600,000. Each October 5, 2022 Unit was comprised of one (1) Share and one-half of one (1/2) Share purchase warrant (each whole warrant, an “**October 5, 2022 Unit Warrant**”). Each October 5, 2022 Unit Warrant is exercisable into one (1) Share at a price of \$0.50 for a period of two (2) years from the date of issuance;
- on October 3, 2022, the Company closed a non-brokered private placement (the “**October 3, 2022 FT Unit Offering**”) of 1,428,571 flow-through units (each, an “**October 3, 2022 FT Unit**”) at a price of \$0.35 per October 3, 2022 FT Unit for gross proceeds of \$500,000. Each October 3, 2022 FT Unit was comprised of one (1) Share and one-half of one (1/2) Share purchase warrant (each whole warrant, an “**October 3, 2022 FT Unit Warrant**”). Each October 3, 2022 FT Unit Warrant is exercisable into one (1) Share at a price of \$0.45 for a period of three (3) years from the date of issuance. In connection with the October 3, 2022 FT Unit Offering, the Company issued 100,000 finders’ warrants (each, an “**October 3, 2022 FT Unit Offering Finders’ Warrant**”), and paid finders’ fees of \$34,999.99. Each October 3, 2022 FT Unit Offering Finders’ Warrant is exercisable at a price of \$0.45 for a period of three (3) years from the date of issuance; and
- on September 23, 2022, the Company’s Shares commenced trading on the OTCQB Venture Market in the United States of America under the ticker symbol ‘TLOOF’.

For more information on recent developments affecting the Company, please refer to the Company’s public disclosures, available on www.sedar.com, and the Company’s January 30, 2023 Management Discussion & Analysis.

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 following table sets out the business objectives the Company expects to accomplish using its available funds following the Offering and lists the milestone event(s) for each business objective, anticipated time period for completion and estimated cost.

Business Objective	Milestone(s) that must occur to Achieve Business Objective	Anticipated Timing to Achieve Milestone	Estimated Cost to Achieve Milestone
Advance Mineral Exploration Activities at Rockstone	Complete expanded drilling program, including twinning of previous drill holes.	June 2023	\$90,000
Advance Mineral Exploration Activities at Zen-Whoberi	Complete geophysical survey.	June 2023	\$90,000

USE OF AVAILABLE FUNDS

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

Following the closing of the Offering, the Company expects to have funds available as set out in the following table:

		Assuming 100% of Offering
A	Amount to be raised by this offering	\$900,000
B	Estimated selling commissions and fees ⁽¹⁾	\$63,000
C	Estimated offering costs (e.g. legal, accounting, audit)	\$15,000
D	Net proceeds of offering: $D = A - (B + C)$	\$822,000
E	Working capital as at most recent month end (deficiency)	\$(633,566)
F	Additional sources of funding	nil
G	Total available funds: $G = D+E+F$	\$188,434

Note:

(1) See "Fees and Commission" below. Assuming finder's fees are payable on all subscriptions.

The Company has experienced a decline in working capital since August 31, 2022 as a result of funds spent on exploration activities and property maintenance and acquisition costs.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of Offering
Advance Mineral Exploration Activities at Rockstone - June 2023	\$90,000
Advance Mineral Exploration Activities at Zen-Whoberi - June 2023	\$90,000
Total:	\$180,000

The above noted allocation and anticipated timing represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company 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 Company's ability to execute on its business plan.

The most recent audited annual financial statements and interim financial report of the Company included a going-concern note. The Company has not achieved profitable operations, has accumulated losses since inception and expects to incur further losses in the development of its business, 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 develop its business operations, 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?

In the past twelve months, we have not raised any funds from outside investors.

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 expects to pay registrants who introduce investors that participate in the Offering a finder's fee comprised of a cash commission of 7.0% of gross proceeds raised from investors introduced by such registrants and non-transferable finder warrants of 7.0% of the number of Units sold under the Offering to investors introduced by such registrants. Such finder warrants shall entitle the holder to acquire one (1) Share at a price of \$0.05 per Share for a period of 24 months.

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.

ADDITIONAL INFORMATION

Where can you find more information about us?

Security holders can access the Company's continuous disclosure at www.sedar.com and on the Company's website www.InfinityStonemining.com.

DATE AND CERTIFICATE

This offering document, together with any document filed under Canadian securities legislation on or after December 29, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated: May 12, 2023

/s/ "Zayn Kalyan"
ZAYN KALYAN
Chief Executive Officer

/s/ "Dong Shim"
DONG SHIM
Chief Financial Officer