

CAT STRATEGIC METALS CORPORATION
(the "Company" or "CAT Strategic")

PART 1: SUMMARY OF OFFERING**What are we offering?**

Securities offered:	23,809,523 units (the "Units").
Description of Offered Securities:	Each Unit will consist of one common share of the Company and one common share purchase warrant (each, a "Warrant"). Each Warrant shall entitle the holder to purchase one common share of the Company at a price of \$0.06 at any time on or before 36 months after the Closing Date.
Offering Price per security:	\$0.021 per Unit.
Maximum offering:	Up to 23,809,523 Units (\$500,000).
Payment Terms:	Bank draft, certified cheque or wire prior to closing.
Proposed closing date:	The Company may close in one or more tranches, on or prior to November 16, 2023 (closing of each such tranche shall be, a "Closing Date").
Selling agent:	None.
The exchange and quotation system, if any, on which the securities are listed, traded or quoted	The Common shares are listed on the Canadian Securities Exchange (the "CSE") under the trading symbol "CAT".
The closing price of the issuer's securities on the most recent trading day before the date hereof:	On October 2, 2023, the closing price of the Company's common shares on the CSE was \$0.02.

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.

CAT Strategic 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 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 future plans regarding the Company’s plan to complete a spin-off, including timelines and anticipated costs; completion of the offering, the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion 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; changes in project parameters; costs, including labour and equipment costs; risks and uncertainties related to the ability to obtain or maintain necessary licenses or permits; changes in credit market conditions and conditions in financial markets generally; the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the availability of qualified employees and contractors; market competition; changes in taxation rates or policies; changes in environmental regulation; environmental compliance issues; and risks related to the effects of COVID-19. 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.sedarplus.com. 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.

PART 2: SUMMARY DESCRIPTION OF BUSINESS

What is Our Business?

CAT Strategic is a Canadian-based resource exploration and development company. Its mission is to source, identify, acquire and advance property interests located in mineral districts proven to have world-class potential, primarily lithium, tellurium, gold, silver and copper. In addition to the Gold Jackpot strategic metals property located NE of Elko, Nevada, in the Pequop gold-copper-lithium trend with multiple targets for gold-silver, copper, tellurium, and potential lithium, CAT Strategic has the South Preston Uranium Project in the Athabasca Basin of Saskatchewan, the Burntland Project located northeast of St. Quentin in the Restigouche County, New Brunswick, Canada, directed at the exploration and development of several Skarn-hosted copper-silver, gold targets. These projects represent a more traditional approach to mineral exploration and fulfills the need to continue to seek out the metals that are required to maintain the worldwide infrastructure.

Recent Developments

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

- The Company, on September 13, 2023, announced that it filed 32 of its new Lithium-target lode claims with the BLM Reno, Nevada office on August 25, 2023. These claims were properly staked on what the Company interprets to have been open ground for the Company by Certified Professional Geologists and Qualified Persons, one of whom is independent of the Company and is an Expert Witness for the determination of validity of unpatented lode mining claims. These 32 new lode claims cover 661 acres (267.5 hectares) of a possible eastern extension of the lithium-bearing tuff sequence that is being explored by Surge Battery Metals. In addition, the Company staked six (6) new lode claims for lithium in the NW part of its work area, contiguous with its existing Jackpot Lithium claims, and 3 more claims contiguous to the SW.
- The Company, on July 20, 2023, announced that it concluded a restructuring of the Senior Secured Loan Agreement (the “**Restructuring**”) that was entered into on September 29, 2022 with Komodo Holdings (Alberta) ULC. Pursuant to the Restructuring:
 - A general security agreement over all of the assets of the Company will no longer be required.
 - The term of the loan has been extended from March 29, 2024, to December 31, 2025.
 - The original loan agreement provided for the lender to have the ability to convert the loan amount, or any portion thereof, at any time into units of the Company at a price of \$0.05 per unit, with each unit being comprised of one common share and one common share purchase warrant. Each warrant then entitled the lender to purchase an additional common share at an exercise price of \$0.05 for a period of 36 months following the exercise date. The Restructuring reduces the unit exercise price from \$0.05 to \$0.032, increases the warrant exercise price from \$0.05 to \$0.06, and reduces the warrant exercise period from 36 months down to 18 months.
- The Company, on June 6, 2023, announced that its board of directors has approved a plan to pursue a tax-free spin-off of its South Preston Uranium Project, located in Canada’s prolific Athabasca Basin, into a separate publicly traded entity.
- The Company, on May 10, 2023, announced that it has received a Technical Report (the “**Report**”) covering the Company’s South Preston Uranium Project (the “**Project**”), prepared in accordance with the guidelines of National Instrument 43-101 by Watts, Griffis and McOuat Limited, Geological and Mining Consultants’ Senior Geologist, Mr. Albert (Al) Workman. The Project is a uranium exploration project comprising a group of 12 mineral dispositions located in the vicinity of the south-western Athabasca Basin in northern Saskatchewan.

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 net proceeds of the offering are intended to fund exploration work and development expenses for its Jackpot Lithium and Gold Jackpot Properties and for general working capital purposes.

PART 3: USE OF AVAILABLE FUNDS

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

Available Funds

The net proceeds of the offering and the funds which will be available to the Company after this offering are as follows:

		Assuming 100% of offering
A.	Amount to be raised by this offering	\$500,000
B.	Selling commissions and fees ¹	\$40,000
C.	Estimated offering costs (e.g., legal, accounting, audit)	\$20,000
D.	Net proceeds of offering: $D = A - (B+C)$	\$440,000
E.	Working capital as at most recent month end (deficiency)	\$(621,172)
F.	Additional sources of funding	\$0
G.	Total available funds: $G = D+E+F$	\$(181,172)

Note:

(1) Upon closing, the Company may pay Finders (defined in "Part 4: Fees and Commissions") (i) a Cash Fee (defined in "Part 4: Fees and Commissions") of up to 8% of gross proceeds raised from subscribers introduced by Finders, and (ii) that number of Finder Warrants (defined in "Part 4: Fees and Commissions") which equals up to 8% of the Units sold to subscribers introduced by Finders.

How will we use the available funds?

The available funds from the offering will be partially used to retire outstanding payables, thereby reducing the Company's current working capital deficit and returning its working capital to a position that is sufficient to sustain business operations.

The following table provides a breakdown of how the Company intends to use the available funds described in the table above:

Description of intended use of available funds listed in order of priority	Assuming 100% of offering
Starting working capital position (at September 30, 2023)	\$(621,172)
Exploration Activities on mineral properties	\$220,000
Retirement of trade payables	\$100,000
General working capital	\$120,000
Total	\$(181,172)

We intend to spend the net proceeds as stated. We will reallocate funds only for sound business reasons.

The most recent financial statements contained a Going Concern Note (Period Ended June 30, 2023). As the Company is in the exploration stage, the recoverability of amounts for exploration and evaluation of assets and the Company's ability to continue as a going concern is dependent upon successful identification of an exploration and evaluation asset, its ability to raise equity capital, to obtain loans from related parties, and to attain profitable operations to generate funds and meet current and future obligations. The offering is intended to permit the Company to continue to explore its properties, while also settling its trade payables. The offering 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 net proceeds of the December 29, 2022 offering were disclosed to be used to fund exploration and development expenses for South Preston Uranium Properties and Burntland Project, and for general working capital purposes.

Use of Proceeds	Disclosed Amount	Use to date	Variance
Fund exploration and development expenses for the South Preston Uranium Properties and Burntland Project and for general working capital	\$750,000 (100% of net proceeds)	\$750,000	nil

PART 4: FEES AND COMMISSIONS

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

- a) the name of the dealer, finder, or other person

The Company has not engaged any dealers or finders in connection with this offering. However, the Company may pay finder's fees to persons (each, a "Finder") in respect of subscribers introduced by the Finder. Further information will be provided in subsequent news releases, once available.

- b) a description of each type of compensation and the estimated amount to be paid for each type

The Company may pay a Cash Fee and issue Finder Warrants (as defined below).

- c) if a commission is being paid, the percentage that the commission will represent of the gross proceeds of the offering (assuming both the minimum and maximum offering)

The Company may pay a cash fee of up to 8% of the gross proceeds raised in this offering (the "Cash Fee") in respect of the subscribers introduced by the Finder.

- d) details of any broker's warrants or agent's option (including number of securities under the warrants or option, exercise price and expiry date)

The Company may issue such number of warrants to the Finders (each a "Finder Warrant"), that is up to 8% of the number of Units sold pursuant to this offering in respect of the subscribers introduced by the Finder. Each Finder Warrant shall entitle the holder thereof to acquire one additional Share of the Company at a price of \$0.06 per Share for a period of 36 months from the Closing Date.

- e) if any portion of the compensation will be paid in securities, details of the securities (including number, type and, if options or warrants, the exercise price and expiry date)

See Item 4(d) above.

Do the Agent(s) have a conflict of interest?

To the knowledge of the Company, it is not a “related issuer” or “connected issuer” of or to any Agent(s), as such terms are defined in National Instrument 33-105 *Underwriting Conflicts*.

PART 5: PURCHASER'S RIGHTS

Rights of Action in the Event of a Misrepresentation

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

- (a) to rescind your purchase of these securities with the Company, or
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6: ADDITIONAL INFORMATION

Where can you find more information about us?

A security holder can access the issuer's continuous disclosure at www.sedarplus.com and our website at <https://catstrategic.com/>.

PART 7: DATE AND CERTIFICATE

Dated October 3, 2023.

This offering document, together with any document filed under Canadian securities legislation on or after October 3, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

“Robert Rosner”

**Robert Rosner
CEO**

“Sebastian Tang”

**Sebastian Tang
CFO**