

***“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.”***

These securities have not been registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This Offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. “United States” and “U.S. person” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

Offering Document under the Listed Issuer Financing Exemption (Amended and restated)

April 23, 2024



BIG GOLD INC.  
(the “Company” or “Big Gold”)

#### SUMMARY OF OFFERING

#### What are we offering?

<b>Offering:</b>	A non-brokered private placement (the “Offering”) of 7,905,474 units (each, a “Unit”). Each Unit will consist of one common share of the Company (“Common Share”) and one-half of one Common Share purchase warrant of the Company (each whole Common Share purchase warrant, a “Warrant”). Each Warrant will be transferrable and entitle the holder thereof to acquire one Common Share (each, a “Warrant Share”) at an exercise price of \$0.05 per Warrant Share for a period of 18 months following the Closing Date (as defined below).
<b>Offering Price:</b>	\$0.035 per Unit.
<b>Offering Amount</b>	Gross proceeds of up to \$276,691.62
<b>Closing Date:</b>	On or about May 15, 2024 (the “Closing Date”).
<b>Exchange:</b>	The common shares in the capital of the Company (the “Common Shares”) are listed on the Canadian Securities Exchange (the “CSE”) under the trading symbol “BG”.
<b>Last Closing Price:</b>	The last closing price of the Common Shares on the CSE on April 5, 2024, was \$0.035.

**Big Gold 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 [Insert the greater of \$5 000 000 and the amount that is equal to 10% of the issuer’s market capitalization, to a maximum of \$10 000 000].**
- **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

Except for statements of historical fact, information contained herein constitutes “forward-looking information” and “forward-looking statements” within the meaning of applicable Canadian and United States securities legislation. Forward-looking information is often, but not always, identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “planned”, “expect”, “project”, “predict”, “potential”, “estimate”, “targeting”, “intends”, “believe”, and similar expressions, or describes a “goal”, or variation of such words and phrases or states that certain actions, events or results “may”, “should”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking information and forward-looking statements herein include, but are not limited to, those relating to: 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 and the expected Closing Date; tax treatment in respect of the Offered Securities; the deposits and properties the Company intends to target for future exploration and development; potential expansion of mineralization; development of potential mineral resource estimates, including the potential quantity and/or grade of minerals; the types of precious metals being targeted for exploration by the Company; changes in project parameters as plans continue to be refined; the Company’s ability to continue as a going concern; and the Company’s going-forward strategy.

Forward-looking statements and forward-looking information are not guarantees of future performance and are based upon a number of estimates and assumptions of management at the date the statements are made. Such factors and assumptions may include, but are not limited to: the future prices of precious metals, the price of other commodities such as, fuel and electricity; currency exchange rates and interest rates; favorable operating conditions, political stability, timely receipt of governmental approvals, licences and permits (and renewals thereof); access to necessary financing; stability of labour markets and market conditions in general; availability of equipment; estimates of costs and expenditures to complete the Company’s programs and goals; the reliability of historical data and the accuracy of publicly reported information regarding past and historic mines in British Columbia; the Company’s ability to raise sufficient capital to fund planned exploration activities and maintain corporate capacity; stability in financial and capital markets; and there being no significant disruptions affecting the development and operation of the Company’s project.

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: the Company could lose title and ownership of its properties, which would have a negative effect on its operations and valuation; the Company may be unable to obtain the substantial funds required to continue its operations; the Company may fail to obtain required permits and licenses which could adversely impact the Company's operations and profitability; the market of the Common Shares is subject to volume and price volatility which could negatively affect a shareholder's ability to buy or sell the Company's Common Shares; the price of the Common Shares may be adversely affected by declines in the prices of certain minerals; the loss of key personnel could adversely affect the Company's operations; the Company operates in the resource industry, which is highly speculative, and has certain inherent exploration risks which could have a negative effect on its operations; the Company may be unable to successfully identify suitable acquisition candidates and partners, negotiate acceptable terms or integrate their operations with the Company's operations; the Company may be unable to protect its information systems or prevent cyber-attacks and security breaches; the inability to access adequate infrastructure for the Company's exploration, development and processing activities could negatively affect its business, financial condition, results of operations, cash flows or prospects; the Company is subject to political regulatory risks which may adversely affect its ability to continue to explore, develop and operate its properties; the Company is subject to substantial environmental requirements which could cause a restriction or suspension of its operations; the Company's mineralization estimates may be inaccurate, which could negatively impact the Company's ability to obtain the necessary capital to operate; the Company may be subject to a variety of civil or other legal proceedings, which may adversely affect its business, operating results or financial condition; the Company may be unable to continue as a going concern; the Company is subject to general global risks arising from epidemic diseases, the ongoing war in Ukraine, rising inflation and interest rates and the impact they will have on the Company's operations, supply chains, ability to access mining projects or procure equipment, supplies, contractors and other personnel on a timely basis or at all is uncertain; as well as other risk factors in the Company's other public filings available at [www.sedar.com](http://www.sedar.com). Readers are cautioned that this list of risk factors should not be construed as exhaustive.

Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. The Company cannot guarantee future results, performance, or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information. The Company undertakes no duty to update any of the forward-looking information to conform such information to actual results or to changes in the Company's expectations, except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information. The forward-looking information contained in this offering document is expressly qualified by this cautionary statement.

#### Scientific and Technical Information

The scientific and technical information contained in this offering document relating to the Company's mineral properties has been reviewed and approved by Bruce Durham, P. Geo., a "qualified person" ("QP") within the meaning of National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101").

## **Part 2. SUMMARY DESCRIPTION OF BUSINESS**

### **What is our business?**

Big Gold is an early exploration-stage mining company engaged in the acquisition, exploration and evaluation of mineral properties located in Ontario, Canada. Big Gold owns a 100% interest in the Martin Kenty and the Tabor projects.

#### Tabor Project

The Tabor project is adjacent to the east, along trend of Goldshore's Moss Lake gold deposit that hosts current inferred

or higher category mineral resources of 6.73 million ounces gold, including an indicated resource of 1,535,000 ounces of gold grading 1.23 grams per tonne and an inferred resource of 5,198,000 ounces of gold at a grade of 1.11 grams per tonne ("Technical Report and Updated Mineral Resource Estimate for the Moss Gold Project, Ontario, Canada," released on March 20, 2024, and prepared by Michael B. Dufresne, MSc, PGeol, PGeo, and Warren E. Black, MSc, PGeo, of Apex Geoscience). Tabor is also located approximately 20 kilometres to the west of Delta Resources' Delta-1 project.

Gold mineralization on the project is, at least in part, associated with quartz veins, shearing and more abundant sulphides. Geological and mineralization characteristics at Tabor are similar to those found on some of the neighbouring properties, including Moss Lake, where a recent drill hole intersected 2.17 grams per tonne gold over 50.35 metres, and at Delta-1, where Delta Resources recently (March 1, 2024) reported a drill intercept of 15.94 grams per tonne gold over 10 metres.

### Martin Kenty Project

The Martin Kenty property is a prospective gold exploration project located in the Rainy River/Kenora Mining District of Ontario, Canada totalling over 10,000 hectares.

The property is adjacent to and intertwined with First Mining Corp's Cameron gold project, which has a current resource of 5.53 million tonnes containing 464,000 ounces of gold in the measured and indicated categories grading 2.61 g/t gold. The expansion includes several strategic land parcels both to the northeast and southwest of the original Martin Kenty gold showings, as well as two claims near the Wicks Lake gold occurrence where an underground decline was established in the early 1980s.

The Martin Kenty project also covers a gold occurrence discovered in 1974 by Roy Martin, more than 10 km to the west of the original Martin-Kenty gold occurrence. Historic work in that area identified a number of gold occurrences collectively referred to as the Peninsula gold occurrences. A 1983 historic report on behalf of Welcome North Mines Ltd. reports that Roy Martin sampled one trench at the "A" zone with a result of 0.41 ounces of gold per ton over a sample interval of 10 feet (12.8 grams of gold per tonne "g/t" over 3.0 meters "m"). The report also details the presence of a gold in soil geochemical anomaly that extended for at least 1600 feet westerly from the A zone trenches at the Peninsula gold occurrence.

The Martin Kenty property presents a promising opportunity for gold exploration, with its strategic location, favorable geological setting, and proximity to the Cameron gold project.

The Company considers **the Martin Kenty project to be its only material property** for the purposes of applicable Canadian securities laws. For more information on the property, refer to the technical report titled "Technical Report on the Martin Kenty Property, Heronry, Dogpaw and Brooks Lake Area Kenora Mining District Ontario, Canada" (the "Technical Report"), prepared by Robert G. Komarechka, P.Geo., Qualified Person as defined under NI 43-101, with an effective date of February 25, 2022. The Technical Report is available in its entirety on the System for Electronic Document Analysis and Retrieval ("SEDAR") at [www.sedar.com](http://www.sedar.com) and readers should review it in its entirety for a full description of the Martin Kenty Property.

### Recent developments

Big Gold Inc. has been actively pursuing exploration activities in well-explored mining districts in Ontario, with a particular focus on its Tabor and Martin Kenty projects. The company recently announced concurrent non-brokered private placements to fund the mid-year 2024 maiden drilling at the Tabor project, as part of its strategic plan to advance gold resources at its projects. This initiative follows the successful completion of historic core sample at the Tabor project to better define drill targets and gain further understanding of project geology. These developments underscore Big Gold's commitment to defining gold resources within its prospective gold exploration projects in Ontario.

## 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 Company intends to use the net proceeds from the sale of the Units for working capital and general corporate purposes over a period of 12 months following closing of the Offering.

## Significant Events:

**Drilling Exploration Targets:** The company will be hiring a drilling crew to conduct diamond drilling on areas selected by our geological team. This selection is based on analysis that was generated from fieldwork conducted on the property in the past year.

**Exploration Drilling and Fieldwork:** Big Gold expects to spend a total of \$300,000 on exploration drilling and related fieldwork costs. This investment is crucial for the company to advance its understanding of the mineral potential of the Tabor Property in the Thunder Bay district of Northern Ontario.

**Administrative and Working Capital:** In addition to the exploration drilling and fieldwork costs, Big Gold will allocate an additional \$150,000 for company administration and working capital. This funding will support the operational and administrative aspects of the company, ensuring that Big Gold remains well-positioned to achieve its objectives.

## Specific Period:

**Drilling Exploration:** The company plans to commence drilling exploration activities within the next quarter, with the expectation to complete the drilling program within six months from the start date. This timeline is subject to weather conditions, drilling progress, and other unforeseen circumstances that may affect the schedule.

**Administrative and Working Capital:** The allocation of \$150,000 for administrative and working capital will be distributed over the next fiscal year, ensuring the smooth operation of the company and the successful execution of the exploration drilling program.

## Cost Related to Each Event:

**Exploration Drilling and Fieldwork:** The total cost of \$300,000 will be allocated to the exploration drilling and fieldwork activities. This amount includes costs associated with the drilling crew, equipment, and other related expenses.

**Administrative and Working Capital:** The additional \$150,000 for company administration and working capital will cover expenses such as salaries, office rent, utilities, legal and accounting fees, and other operational costs.

## USE OF AVAILABLE FUNDS

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

The expected total available funds to the Company following completion of the Offering is estimated to be \$819,998.30.

		Assuming 100% of offering
A	Amount to be raised by this offering	276,691.62
B	Selling commissions and fees	22,135.32
C	Estimated offering costs (e.g., legal, accounting, audit)	4,500

D	Net proceeds of offering: $D = A - (B+C)$	250,056.30
E	Working capital as at most recent month end (deficiency)	29.942
F	Additional sources of funding , (concurrent private placement and potential OJEP Grant)	540,000
G	Total available funds: $G = D+E+F$	\$819,998.30

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

Description of intended use of available funds listed in order of priority	Assuming 100% of offering
Drilling Tabor property	300,000
Working capital and general corporate purposes	519,998.3
Total	\$819,998.30

The above noted allocation of capital and anticipated timing represents the Company'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 Company intends to spend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan. See the "Cautionary Statement Regarding Forward-Looking Information" section above.

The most recent audited annual financial statements and interim financial report of the Company included a going-concern note. The Company is still in the exploration stage and the Company has not yet generated positive cash flows from its operating activities, 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 explore its properties and conduct additional drilling with the goal of defining mineral resource estimates, 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?

Previous financing	Intended use of funds	Use of funds to April 22 2024
\$713,205 May 2023 Private Placement	Exploration on the Company's mineral properties, working capital and general corporate purposes.	\$ 863,890

### FEES AND COMMISSIONS

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

As of the date of this filing the Company has not engaged any dealers or finders. Any Finders thereafter will receive a cash commission of up to 8% of the gross proceeds received by the Company from the sale of the Units on eligible

subscriptions, and 8% of the Units issued as non-transferable warrants, entitling the holder thereof to purchase common shares of the Corporation at a price of \$0.05 per common share for a period of two (2) years following the Closing Date.

**Does the Underwriter have a conflict of interest?**

N/A.

## **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 filings on SEDAR at [www.sedar.com](http://www.sedar.com) under the Company's profile.

For further information regarding the Company, visit our website at: <https://biggold.ca/>.

Investors should read this offering document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of Offered Securities.

CERTIFICATE OF THE COMPANY

**This offering document, together with any document filed under Canadian securities legislation on or after April 8, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

April 23, 2024

(signed) "Scott Walters"  
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Scott walters  
President, Chief Executive Officer & Director

(signed) "Jennifer McGuinty"  
\_\_\_\_\_  
Jennifer McGuinty  
Chief Financial Officer