

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

November 29, 2024



EUREKA LITHIUM CORP.
("Eureka" or the "Company")

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.

The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 - *Prospectus Exemptions* ("NI 45-106"). 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 listing on the CSE.
- 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.
- 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.

PART 1. SUMMARY OF OFFERING

What are we offering?

Securities Offered: Up to 2,666,666 units of the Company (the "Units").

Description of Securities Offered: Each Unit will consist of one common share in the authorized share structure of the Company (each, a "Common Share") and one Common Share purchase warrant (each a "Warrant"). Each Warrant will entitle the holder thereof to purchase one Common Share (a "Warrant Share") at

a price of \$0.205 per Warrant Share for a period of 24 months after the Closing Date of the Offering (as defined below). The Warrants will be governed by the terms and conditions set forth in the certificates representing the Warrants.

Holders of Common Shares are entitled to: (i) receive notice of and to attend all meetings of shareholders of the Company, and to have one vote for each Common Share held at such time, except for meetings at which only holders of another specified class of shares of the Company are entitled to vote; (ii) receive dividends, if any, as and when declared by the Company's board of directors; and (iii) and to participate equally in any distribution of net assets upon dissolution.

Offering Price:	\$0.15 per Unit.
Offering Amount:	There is no minimum amount. The maximum number of Units offered will be 2,666,666 Units for gross proceeds of up to \$400,000 (the " Offering ").
Closing Date:	The Offering is expected to close on or about December 9, 2024, or on any other date or dates as the Company may determine. The Offering may close in one or more tranches.
Exchange:	The Common Shares are listed and posted for trading on the Canadian Securities Exchange (the " CSE ") under the symbol "ERKA", on the OTCQB (the " OTCQB ") under the symbol "UREKF" and on the Frankfurt Stock Exchange (the " FSE ") under the symbol "S58".
Last Closing Price:	On the last trading day completed prior to the date of this Offering Document, the closing price of the Common Shares on the CSE was \$0.20, on the OTC was US\$0.14 and on the FSE was €0.15.

All references in this Offering Document to "dollars", "C\$" or "\$" are to Canadian dollars, unless otherwise stated.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Offering Document contains “forward-looking information” within the meaning of applicable securities laws. Forward-looking information is generally identifiable by use of the words “believes”, “may”, “plans”, “will”, “anticipates”, “intends”, “could”, “estimates”, “expects”, “forecasts”, “projects” and similar expressions, and the negative of such expressions.

Forward-looking information in this Offering Document includes, but is not limited to, statements with respect to: expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; the payment of finder’s fees; and completion of the Offering and the date of such completion; Eureka’s future plans, objectives, strategies and goals relating to its business and properties; and Eureka’s belief that Eureka’s current cash and short-term investments together with anticipated cash flow from operations will be sufficient to meet Eureka’s working capital requirements and capital expenditure requirements for the foreseeable future, the letter of intent involving the La Motte lithium project and Eureka’s field program on its Nunavik properties.

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: continuing as a going concern; ability to meet financial commitments; exploration, development and operating risks; dependence on few mineral properties; the early stage status of the Company’s mineral properties and the nature of exploration; fluctuations in commodity prices; the growth of the lithium market; fluctuations in currency rates; the dependence of the Company on its key personnel; conflicts of interest; the conflict in Ukraine and related geopolitical risks; information technology, including cyber security risks; minority interests, earn-in agreements, joint venture operations and similar arrangements; relationships with local communities and aboriginal groups; social and environmental activism; environmental laws, regulations and permitting requirements and environmental hazards; the application for and receipt of required permits and approvals; potential acquisitions and their integration with the Company’s business; compliance with laws; the Company’s requirements for additional capital; factors inherent in the exploration and development of mineral properties that are outside of the Company’s control; title to mineral properties; adverse general economic conditions; access to and the availability of adequate infrastructure; limits of insurance coverage and the occurrence of uninsurable risks; competitive conditions in the mineral exploration and mining businesses; human error; the influence of third party stakeholders; the growth of the Company; compliance with the Canadian Extractive Sector Transparency Measures Act (Canada); litigation or other proceedings; outbreaks of contagious diseases; expansion into other geographical areas; investment in the Common Shares; the potential for dilution to holders of Common Shares; the volatility of the market price for the securities of mining companies and the market price for the Common Shares; the Company’s discretion over the use of proceeds from financings; the Company’s policy regarding the payment of dividends; the Company’s inability to maintain the listing of the Common Shares on a stock exchange; certain securities that the Company may issue not being listed on a stock exchange; the Company’s compliance with evolving corporate governance and public disclosure regulations; and other risks. 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.ca. 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.

All forward-looking information in this Offering Document is qualified in its entirety by this cautionary

statement and we disclaim any obligation to revise or update such forward-looking information to reflect future results, events or developments, except as required by law.

SCIENTIFIC AND TECHNICAL INFORMATION

The scientific and technical information disclosed herein has been reviewed, approved and verified by Afzaal Pirzada, P. Geo., who is a consultant of the Company and is a “qualified person” as defined by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

PART 2. SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Eureka Lithium is the largest lithium-focused landowner in the northern third of Quebec, known as the Nunavik region, with 100% ownership of three projects comprising 1408 sq. km in the emerging Raglan West, Raglan South and New Leaf Lithium Camps. These claims were acquired from legendary prospector Shawn Ryan and are located in a region that hosts two operating nickel mines with deep-sea port access.

Recent developments

- On November 24, 2023, the Company announced that it intended to complete a non-brokered private placement financing of up to approximately 3,333,333 flow-through units of the Company (each a **"Flow-Through Unit"**) at a price of \$0.54 per Flow-Through Unit for aggregate gross proceeds of up to approximately \$1,800,000. Each Flow-Through Unit was to consist of one Common Share and one-half of one Common Share purchase warrant (each a **"FT Warrant"**), with each FT Warrant entitling the holder thereof to purchase a Common Share at an exercise price of \$0.75 for a period of 24 months from the date of issuance.
- On November 29, 2023, the Company announced that it renewed an arm's length marketing agreement with Sideways Frequency LLC (**"SFLLC"**). As consideration for SFLLC's marketing and investor awareness services, the Company agreed to pay SFLLC a fee of US\$150,000 for a term of two months.
- Also on November 29, 2023, the Company announced it has increased its marketing budget by EUR 250,000 for services from MIC Market Information & Content Publishing GmbH.
- On November 30, 2023, the Company announced, further to its news release of November 24, 2023, it closed the FT financing, issuing 3,335,000 Flow-through Units of the Company for gross proceeds of \$1,800,900.
- On December 8, 2023, the Company announced that it entered into a letter of intent with respect to an option to acquire from Medaro Mining Corp. (**"Optionor"**) a 100% undivided interest in and to the mineral claims comprising the Optionor's Lac La Motte Project in the mining area of Abitibi, Quebec, subject to a 1% net smelter returns royalty in favor of the Underlying Owner. During the six months ended June 30, 2024, the Company decided not to pursue a definitive agreement on the Lac La Motte project.
- On December 28, 2023, the Company announced its intention to complete a non-brokered private placement for up to \$1,000,000 by offering 2,000,000 units at \$0.50 each. This non-brokered private placement was not completed and no units were issued in connection with the non-brokered private placement.
- Also on December 28, 2023, Eureka Lithium renewed marketing agreements with MIC for EUR 200,000 until February 28, 2024, and Sideways Frequency LLC for \$100,000 (USD) for January 2024, focusing on digital marketing and investor awareness.

- On April 30, 2024, the Company announced the resignation of Jeffrey Wilson from his roles as CEO, Corporate Secretary, and director. The company appointed DJ Bowen as the interim CEO, an existing director and corporate finance consultant with extensive investment experience.
- On June 14, 2024, the Company announced a 10:1 consolidation of its Common Shares (the “**Consolidation**”), reducing the number of shares from approximately 51,754,590 pre-consolidation shares to approximately 5,175,459 post-consolidation shares.
- On June 19, 2024, the Company announced the completion of the Consolidation.
- On June 26, 2024, the Company announced the commencement of its 2024 exploration program in the Nunavik region, targeting lithium-bearing pegmatite deposits.
- On August 14, 2024, the Company announced that it intended to complete a non-brokered private placement (the “**August LIFE Offering**”) of up to 8,333,333 units of the Company (each a “**LIFE Unit**”) at a price of \$0.15 per Life Unit for aggregate gross proceeds of up to \$1,250,000. Each LIFE Unit was to consist of one (1) Common Share (each a “**LIFE Share**”) and (1) LIFE Share purchase warrant (each a “**LIFE Warrant**”), with each LIFE Warrant entitling the holder to purchase a LIFE Share at an exercise price of \$0.205 for a period of 24 months from the date of issuance.
- On September 4, 2024, the Company announced the completion of a field exploration program at the Company’s New Leaf project.
- On September 24, 2024, the Company announced that it amended the terms of the LIFE Warrants such that the LIFE Warrants would only be exercisable if either: (i) shareholders of the Company approve the terms of the August LIFE Offering by an ordinary resolution; or (ii) such exercise would not result in the number of issued and outstanding Common Shares exceeding 100% of its current issued and outstanding Common Shares (other than as a result of the exercise of the LIFE Warrants).
- On September 27, 2024, the Company announced that it closed an initial tranche of the August LIFE Offering issuing a total of 4,633,000 LIFE Units for gross proceeds of \$694,950.
- On October 2, 2024, the Company announced that it closed the final tranche the August LIFE Offering issuing an additional 300,000 LIFE Units for a total of 4,933,000 LIFE Units for total gross proceeds of \$739,950.
- October 10, 2024, the Company announced that it had completed its 2024 exploration field program targeting lithium-bearing pegmatite deposits.

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?

Our business objectives for the next 12 months are to continue exploration activities in Quebec's Nunavik region, including sampling, mapping, airborne geophysical surveys and follow up drilling programs. There is no significant event that must occur for the business objectives described to be accomplished.

PART 3. USE OF AVAILABLE FUNDS

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

		Assuming Minimum Offering Only	Assuming 100% of Offering
A	Amount to be raised by this Offering	N/A	\$400,000
B	Selling commissions and fees	N/A	\$Nil
C	Estimated offering costs (e.g., legal, accounting, audit)	N/A	\$10,000
D	Net proceeds of offering: D = A - (B+C)	N/A	\$390,000
E	Working capital as at most recent month end	N/A	\$401,284
F	Additional sources of funding	N/A	\$Nil
G	Total available funds: G = D+E+F	N/A	\$791,284

How will we use the available funds?

Description of intended use of available funds listed in order of priority ⁽¹⁾⁽²⁾	Assuming Minimum Offering Only	Assuming 100% of Offering
Canadian exploration expenses on the Nunavik properties	N/A	\$660,000
General and administrative expenditures ⁽³⁾	N/A	\$131,284
Total:	N/A	\$791,284

¹The available funds will not be paid to insiders, associates or affiliates of the Company, except for normal course salaries.

²Eureka's most recently filed audited annual financial statements included a going concern note. The going concern note provided that the Company's continuation depends on its ability to successfully raise capital as the Company has not generated revenues or cash flows from operations since inception. This Offering is not anticipated to address any uncertainties that affect the decision on whether a going concern note will be included in the Company's next annual financial statements.

³General and administrative expenditures includes (without limitation) directors and officers insurance, salaries, office and general costs and funds payable to external professionals, including accounting, audit, transfer agency and legal costs.

The above allocation represents the Company's current intentions with respect to its use of available funds based on management's current knowledge, planning and expectations. Actual use of funds may differ from the estimates above for a number of reasons, including as a result of circumstances where, for sound business reasons, the Company determines it should reallocate the available funds; provided, however, that such uses will not include a significant acquisition, a restructuring transaction, or any transaction requiring approval of the Company's security holders. The Company may also use a portion of the available funds for acquisitions or strategic investments in complementary businesses, services, products or technologies, provided that any such acquisition or strategic investment will not constitute a significant acquisition, a restructuring transaction or any transaction requiring approval of the Company's security holders. The Company does not have agreements or commitments to enter into any such acquisitions or investments at this time.

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

Date(s) of Financing	Amount of Financing	Intended Use of funds	Variance
November 30, 2023	\$1,800,900	\$1,800,900 allocated to flow-through exploration expenditures at the Raglan South, Raglan West and New Leaf Camps.	\$1,323,249 of the \$1,800,900 raised was used as intended, however, the Company allocated \$477,651 to non-flow through Canadian exploration expenses on the Nunavik properties.
October 2, 2024	\$739,950	\$497,950 allocated to Canadian exploration expenses on the Nunavik properties. \$242,000 allocated for general working capital purposes.	The Company plans to use the funds as intended, however, \$217,730 of the \$739,950 has not yet been spent as of the date of this Offering Document and a portion of such funds may be allocated to flow-through exploration expenditures at the Raglan South, Raglan West and New Leaf Camps.

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?

The Company has not engaged any dealers or finders in connection with this Offering. While the Company does not expect to engage any dealers or finders in connection with this Offering, the Company may compensate certain dealers and finders in connection with the sale of Units to purchasers introduced to the Company. The extent and nature of any compensation paid to dealers or finders in connection with the Offering, and the identity of these dealers and finders, is not known at this time. Such compensation, if any, may include cash, broker warrants or a combination of the two. The details of the broker warrants that may be issued to dealers and finders, if any, are not known at this time, however, the Company expects that the terms of any broker warrants issued in connection with the Offering would be substantially similar to the terms of the Warrants issued in connection with the Offering.

PART 5. 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.

PART 6. ADDITIONAL INFORMATION

Where you can find more information about us?

Security holders can access the Company's continuous disclosure at www.sedarplus.ca and may find additional information at our website, <https://eurekalithiumcorp.com>.

Purchasers 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 the Units.

PART 7. DATE AND CERTIFICATE OF THE COMPANY

This Offering Document, together with any document filed under Canadian securities legislation on or after November 29, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

November 29, 2024

(signed) "DJ Bowen"

DJ Bowen
Chief Executive Officer

(signed) "Gareth Bowra"

Gareth Bowra
Chief Financial Officer