

STEARMAN RESOURCES INC.
Start-Up Crowdfunding – Offering Document

Form 45-110F1
Offering Document

GENERAL INSTRUCTIONS:

- (1) This offering document must be provided to your funding portal, which must make it available on its online platform. This offering document must not contain a misrepresentation. A misrepresentation means an untrue statement of material fact or an omission to state a material fact that is required to be stated, or necessary to prevent a statement that is made from being false or misleading in the circumstances in which it was made. If the information contained in this offering document is no longer accurate and contains a misrepresentation, you must immediately notify the funding portal, amend the offering document and provide the new version to the funding portal.*
- (2) If an issuer is relying on the start-up crowdfunding prospectus exemption (section 5 of the Instrument) in the local jurisdiction with respect to a crowdfunding distribution, the issuer must file this offering document in the local jurisdiction. Note: if a purchaser of the securities and the issuer are in different jurisdictions, the crowdfunding distribution is occurring in both jurisdictions – the jurisdiction of the issuer’s head office and the jurisdiction of the purchaser.*
- (3) This offering document is required to be filed no later than the 30th day after the closing of the distribution.*
- (4) This offering document must be completed and certified by an authorized individual on behalf of the issuer.*
- (5) Draft this offering document so that it is easy to read and understand. Be concise and use clear, plain language. Avoid technical terms.*
- (6) Disclosure must conform as closely as possible to this form. Address the items in the order set out below. No variation of headings, numbering or information set out in the form is allowed and all are to be displayed as shown.*

Item 1: RISKS OF INVESTING

- 1.1** Include the following statement in bold type:

“No securities regulatory authority or regulator has assessed, reviewed or approved the

merits of these securities or reviewed this offering document. Any representation to the contrary is an offence. This is a risky investment.”

1.2 Include the following statement, in bold type, if the issuer provides forward-looking statements:

“The forecasts and predictions of an early-stage business are difficult to objectively analyze or confirm. Forward-looking statements represent the opinion of the issuer only and may not prove to be reasonable.”

Item 2: THE ISSUER

2.1 Provide the following information about the issuer:

(a) full legal name as it appears in the issuer’s articles of incorporation, limited partnership agreement or other organizing documents, as the case may be;

Stearman Resources Inc.

(b) head office address;

Suite 170- 422 Richards Street, Vancouver BC V6B 2Z4

(c) telephone;

604-377-8994

(d) email address;

hdmcap@shaw.ca

(e) website URL.

N/A

Instructions: The head office is where the individuals managing the issuer, including the CEO, maintain their offices. This may be the same as, or different from, the registered office address, depending on the legal structure of the issuer. The address of the head office must be a physical address and not a post office (P.O.) box.

2.2 Provide the following information for a contact person of the issuer who is able to answer questions from purchasers and the securities regulatory authority or regulator:

(a) full legal name (first name, middle name and last name);

Steve Mathiesen

(b) position held with the issuer;

CFO, Corporate Secretary and Director

(c) business address; Suite 170- 422 Richards Street, Vancouver BC V6B 2Z4

(d) business telephone;

604-281-2240

(e) email address.

steve.mathiesen@shaw.ca

Item 3: ISSUER'S BUSINESS

3.1 Describe the issuer's business. Provide enough detail for an investor to clearly understand what the issuer does or intends to do.

The Issuer is a mineral exploration company focused on the acquisition, exploration and development of mineral properties in Canada and the USA.

Instructions:

(1) Answer the following questions if applicable:

- Does or will the issuer build, design or develop something? Will it sell something produced by

others? Will it provide a service?

N/A

- *What are the key details about the issuer's industry and operations? What makes the issuer's business special and different from other competitors in the industry?*

The Issuer is a junior mineral exploration company, initially focused on exploration of the Miniac claims in Quebec.

- *What milestones has the issuer already reached and what do they hope to achieve in the next 2 years? E.g., Complete testing, find a manufacturer, commence a marketing campaign, or buy inventory. What is the proposed timeline for achieving each of the milestones?*

The Issuer has signed an Option Agreement for the Miniac Property in Quebec. The Issuer plans a \$120,000 work program within one year of listing the company on a stock exchange.

- *What are the major hurdles that the issuer expects to face in achieving its milestones?*

The Issuer must complete its planned financings and obtain a listing on a stock exchange.

- *How are the funds raised from this financing expected to help the issuer advance its business and achieve one or more of the milestones?*

The funds will form part of the financings needed to achieve its goals.

- *Has the issuer entered any contracts that are important to its business?*

The Issuer has signed the Option Agreement dated March 11, 2022 for the Miniac Property in Abitibi, Quebec

- *Has the issuer conducted any operations yet?*

No

- *Where does the issuer see its business in 3, 5 and 10 years?*

The Issuer plans are to be a growing public company in the mining sector.

- *What are the issuer's future plans and hopes for its business and how does it plan to get there?*

The Issuer plans are to be a growing public company in the mining sector, expanding through acquisitions and development of larger mining properties

- *What is the issuer's management experience in running a business or in the same industry?*

The Issuer's management has extensive experience in running mineral exploration companies and plan to add more experienced people as needed.

- *Does the issuer have business premises from which it can operate its business?*

No, not needed for some time.

- *How many employees does the issuer have? How many does it need?*

The Issuer has no employees at this time, just its 2 officers, and others will be added some time in the future as needed.

- (2) *Do not refer to a measure of financial performance, financial position, or cash flow in the offering document unless (i) the issuer has made financial statements available for the most recently completed financial year, and (ii) the measure referred to in the offering document is an amount presented in the financial statements or is reconciled to an amount presented in the financial statements.*
- (3) *An issuer must have operations other than to identify and evaluate assets or a business with a view to completing an investment in, merger with, amalgamation with or acquisition of a business, or a purchase of the securities of one or more other issuers. If it has no other operations, it must not raise capital using start-up crowdfunding.*

3.2 Describe the legal structure of the issuer and indicate the jurisdiction where the issuer is incorporated or organized.

Instructions:

- (1) *Indicate whether the issuer is a corporation, a limited partnership, a general partnership, an association (as defined under the Instrument) or other.*

Corporation

- (2) *Indicate the province, territory, or state where the issuer is incorporated or organized.*

British Columbia

3.3 Indicate where the issuer's articles of incorporation, limited partnership agreement, shareholder agreement or similar document is available for purchasers to review.

Instruction: You may provide online access to these documents for investors.

The Issuer's certificate of incorporation, notice of articles and articles can be viewed at the Head Office of the Issuer.

3.4 Indicate which statement(s) best describe(s) the issuer's operations (select all that apply) The issuer:

- has never conducted operations,
- is in the development stage,
- is currently conducting operations.

3.5 Indicate whether the issuer has financial statements available. If yes, include the following statement, in bold type:

N/A

“Information for purchasers: If you receive financial statements from an issuer conducting a crowdfunding distribution, you should know that those financial statements have not been provided to or reviewed by a securities regulatory authority or regulator. They are not part of this offering document. You should also consider seeking advice from an accountant or an independent financial adviser about the information in the financial statements.”

Instructions:

- (1) Any financial statements made available in connection with the start-up crowdfunding distribution must be prepared in accordance with Canadian GAAP. These financial statements must present the issuer's results of operations for its most recently completed financial year.*
- (2) If an auditor has issued an auditor's report on the financial statements, it must be included with the financial statements. If the financial statements were not audited, the issuer must label the financial statements as unaudited.*

3.6 Describe the number and type of securities of the issuer outstanding as at the date of the offering document. If there are securities outstanding other than the eligible securities being offered, describe those securities.

3,100,000 common shares, 265,000 special warrants, 200,000 compensation fee special warrants and 6,000,000 Special Unit Warrants
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Item 4: MANAGEMENT

4.1 Provide the information in the following table for each promoter, director, officer and control person of the issuer:

Full legal name municipality of residence and position at issuer	Principal occupation for the last five years	Number and type of securities of the issuer owned	Date securities were acquired and price paid for the securities	Percentage of the issuer's securities held as of the date of this offering document
Howard Milne Vancouver, BC President, CEO and Director	Businessman	900,000 Common Shares	900,000 @\$0.005 March 1, 2022	29.03% of Common Shares

Expertise, education, and experience that is relevant to the issuer's business

Howard D. Milne is a strategist in the area of sales and marketing and possesses experience in the development of private and public companies. Mr. Milne has held various corporate roles including CEO and Vice President, as has a background in investor relations acting for various listed companies. Mr. Milne played a role in the launch of Victory Ventures Inc., which became Edison Cobalt Corp. and is now Edison Lithium Corp, on the TSX Venture Exchange and was the Vice President of Business Development to September 2019. Mr. Milne was CEO and a director of Freeman Gold Corp., listed on the CSE, from October 2018 to May 2020. He currently is the CEO, President and a director of Baden Resources Inc., listed on the CSE, from January 2020 to present, and the CEO, President and a director of Hi-View Resources Inc., listed on the CSE, from June 2021 to present.

4.2 Provide the name of the person involved and details of the time, nature, and the outcome of the proceedings for each of the persons listed under item 4.1 and the issuer who, as the case may be:

- (a) has ever pleaded guilty to or been found guilty of
- (i) a summary conviction or indictable offence under the *Criminal Code*,
 - (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction,
 - (iii) a misdemeanor or felony under the criminal legislation of the United States of America, or any state or territory therein, or
 - (iv) an offence under the criminal legislation of any other foreign jurisdiction,
- (b) is or has been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by, or has entered into a settlement agreement with, a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the

last 10 years related to:

- (i) the person's involvement in any securities, insurance, or banking activity, or
- (ii) a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct,
- (c) is or has been the subject of an order, judgment, decree, sanction, or administrative penalty imposed by a discipline committee, professional order or administrative court of Canada or a foreign jurisdiction in the last ten years related to any professional misconduct,
- (d) is or has ever been the subject of a bankruptcy or insolvency proceeding, or X
Mr. Milne was discharged from personal bankruptcy on January 19, 1998.
- (e) is a director, officer, founder or control person of a person or company that is or has been subject to a proceeding described in paragraph (a), (b), (c) or (d) above.

Instruction: A quasi-criminal offence includes offences under the Income Tax Act (Canada), the Immigration and Refugee Protection Act (Canada) or the tax, immigration, drugs, firearms, money laundering or securities legislation of any province or territory of Canada or foreign jurisdiction.

4.1 Provide the information in the following table for each promoter, director, officer and control person of the issuer:

Full legal name municipality of residence and position at issuer	Principal occupation for the last five years	Number and type of securities of the issuer owned	Date securities were acquired and price paid for the securities	Percentage of the issuer's securities held as of the date of this offering document
Stephen Mathiesen West Vancouver, BC CFO, Corporate Secretary and Director	Corporate Director	900,000 Common Shares 1,200,000 Special Unit Warrants	900,000 @\$0.005 March 1, 2022 1,200,000 @\$0.05 May 4, 2022	29.03% of Common Shares 20.0% of Special Unit Warrants

Expertise, education, and experience that is relevant to the issuer's business

Steve Mathiesen was a corporate and securities lawyer for more than 30 years and is now a corporate director. Until 2011, he was a partner at the national law firm, McMillan LLP. He is currently on the board of or consultant to several private companies. Since January 2020, Mr Mathiesen is a director and the CFO of Baden Resources Inc. listed on the CSE, and since June 2021, a director and the CFO of Hi-View Resources Inc. listed on the CSE. He holds the ICD.D designation from the Institute of Corporate Directors and is a non-practicing member of the Law Society of B.C.

4.2 Provide the name of the person involved and details of the time, nature, and the outcome of the proceedings for each of the persons listed under item 4.1 and the issuer who, as the case may be:

- (a) has ever pleaded guilty to or been found guilty of
 - (i) a summary conviction or indictable offence under the *Criminal Code*,
 - (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction,
 - (iii) a misdemeanor or felony under the criminal legislation of the United States of America, or any state or territory therein, or
 - (iv) an offence under the criminal legislation of any other foreign jurisdiction,
- (b) is or has been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by, or has entered into a settlement agreement with, a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last 10 years related to:
 - (i) the person's involvement in any securities, insurance, or banking activity, or
 - (ii) a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct,
- (c) is or has been the subject of an order, judgment, decree, sanction, or administrative penalty imposed by a discipline committee, professional order or administrative court of Canada or a foreign jurisdiction in the last ten years related to any professional misconduct,
- (d) is or has ever been the subject of a bankruptcy or insolvency proceeding, or
- (e) is a director, officer, founder or control person of a person or company that is or has been subject to a proceeding described in paragraph (a), (b), (c) or (d) above.

Instruction: A quasi-criminal offence includes offences under the Income Tax Act (Canada), the Immigration and Refugee Protection Act (Canada) or the tax, immigration, drugs, firearms, money laundering or securities legislation of any province or territory of Canada or foreign jurisdiction.

4.1 Provide the information in the following table for each promoter, director, officer and control person of the issuer:

Full legal name municipality of residence and position at issuer	Principal occupation for the last five years	Number and type of securities of the issuer owned	Date securities were acquired and price paid for the securities	Percentage of the issuer's securities held as of the date of
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				this offering document
James Place Oliver, BC Director	Geologist	200,000 Common Shares	200,000 @\$0.005 March 31, 2022	6.45% of Common Shares

Expertise, education, and experience that is relevant to the issuer's business

Mr. Place is a professional geoscientist (registered in B.C.) with more than 30 years of experience in the aggregate, heavy construction, and engineering fields. He has worked on all phases of mineral projects from exploration and permitting through to testing, development, marketing, production and reclamation; primarily in Western North America. Mr. Place has held positions with public companies (Belmont Resources Inc., Highbank Resources Ltd., and EdisonCobalt Corp.), government, engineering companies, and environmental consulting companies. Mr. Place received a Bachelor of Science degree in Physical Geography from the University of Victoria (B.C.) in 1983. Mr. Place has been a registered professional geoscientist with the Association of Professional Engineers and Geoscientists of British Columbia since 1992, and is currently is a director of several Canadian public companies including Baden Resources Inc. since January 2020 and Hi-View Resources Inc. since June 2021.

4.2 Provide the name of the person involved and details of the time, nature, and the outcome of the proceedings for each of the persons listed under item 4.1 and the issuer who, as the case may be:

- (a) has ever pleaded guilty to or been found guilty of
- (i) a summary conviction or indictable offence under the *Criminal Code*,
 - (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction,
 - (iii) a misdemeanor or felony under the criminal legislation of the United States of America, or any state or territory therein, or
 - (iv) an offence under the criminal legislation of any other foreign jurisdiction,
- (b) is or has been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by, or has entered into a settlement agreement with, a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last 10 years related to:
- (i) the person's involvement in any securities, insurance, or banking activity, or
 - (ii) a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct,
- (c) is or has been the subject of an order, judgment, decree, sanction, or administrative penalty imposed by a discipline committee, professional order or administrative court of Canada or a foreign jurisdiction in the last ten years related to any professional misconduct,

- (d) is or has ever been the subject of a bankruptcy or insolvency proceeding, or
- (e) is a director, officer, founder or control person of a person or company that is or has been subject to a proceeding described in paragraph (a), (b), (c) or (d) above.

Instruction: A quasi-criminal offence includes offences under the Income Tax Act (Canada), the Immigration and Refugee Protection Act (Canada) or the tax, immigration, drugs, firearms, money laundering or securities legislation of any province or territory of Canada or foreign jurisdiction.

4.1 Provide the information in the following table for each promoter, director, officer and control person of the issuer:

Full legal name municipality of residence and position at issuer	Principal occupation for the last five years	Number and type of securities of the issuer owned	Date securities were acquired and price paid for the securities	Percentage of the issuer's securities held as of the date of this offering document
Emily Sewell Vancouver, BC Director	Businesswoman	200,000 Common Shares	200,000 @\$0.005 March 31, 2022	6.45% of Common Shares

Expertise, education, and experience that is relevant to the issuer's business

Emily Sewell is the VP, Finance and Development of a clothing design and manufacturing company, May 2021 to present. She was an associate at RBC Dominion Securities from August 2017 to May 2018 and then an associate at RBC Global Asset Management from May 2018 to May 2021. Ms. Sewell is the CFO and a director of Musk Metals Corp from August 2021 to present, and is a director of Hi-View Resources Inc. since September 2021. Ms. Sewell holds a Bachelor of Commerce from UBC's Sauder School of Business with a major in finance.

4.2 Provide the name of the person involved and details of the time, nature, and the outcome of the proceedings for each of the persons listed under item 4.1 and the issuer who, as the case may be:

- (f) has ever pleaded guilty to or been found guilty of
- (i) a summary conviction or indictable offence under the *Criminal Code*,
 - (ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction,
 - (iii) a misdemeanor or felony under the criminal legislation of the United States of America, or any state or territory therein, or
 - (iv) an offence under the criminal legislation of any other foreign jurisdiction,
- (g) is or has been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by, or has entered into a settlement agreement with, a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the

last 10 years related to:

- (i) the person’s involvement in any securities, insurance, or banking activity, or
- (ii) a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct,
- (h) is or has been the subject of an order, judgment, decree, sanction, or administrative penalty imposed by a discipline committee, professional order or administrative court of Canada or a foreign jurisdiction in the last ten years related to any professional misconduct,
- (i) is or has ever been the subject of a bankruptcy or insolvency proceeding, or
- (j) is a director, officer, founder or control person of a person or company that is or has been subject to a proceeding described in paragraph (a), (b), (c) or (d) above.

Instruction: A quasi-criminal offence includes offences under the Income Tax Act (Canada), the Immigration and Refugee Protection Act (Canada) or the tax, immigration, drugs, firearms, money laundering or securities legislation of any province or territory of Canada or foreign jurisdiction.

Item 5: CROWDFUNDING DISTRIBUTION

5.1 Provide the name of the funding portal the issuer is using to conduct its crowdfunding distribution. If the issuer is using a funding portal that is operated by a registered dealer, provide the name of the registered dealer.

Instruction: This offering document must not be posted on more than one funding portal.

Vested Technology Corp. (Vested.ca)

5.2 Indicate all the jurisdictions (Canadian provinces and territories) where the issuer intends to raise funds and make this offering document available.

X	British Columbia, Alberta, Ontario
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5.3 Provide the following information with respect to the crowdfunding distribution:

- (a) the date before which the issuer must have raised the minimum offering amount for the closing of the distribution (no later than 90 days after the date this offering document is first made available on the funding portal);

90 days after the date on this offering document

(b) the date(s) and description of amendment(s) made to this offering document, if any.

Instruction: An amendment to the offering document must not change the date referred to under paragraph (a).

N/A

5.4 Indicate the type of eligible securities offered.

- Common shares
- Non-convertible preference shares
- Securities convertible into common shares
- Securities convertible into non-convertible preference shares
- Non-convertible debt linked to a fixed interest rate
- Non-convertible debt linked to a floating interest rate
- Limited partnership units
- Shares in the capital of an association. Specify type of shares (e.g. membership, investment, preference, etc.): _____

5.5 The securities offered have the following rights, restrictions, and conditions:

- voting rights;

The Special Share Warrants do not carry the right to vote. However, each common share issuable upon conversion of the Special Share Warrants entitles the holder to notice of, and to attend and vote at, each meeting of shareholders on the basis of one vote for each common share held.

- dividends or interests (describe any right to receive dividends or interest);

Holders of Special Share Warrants are not entitled to receive dividends. Dividends may be paid on common shares from available net income if and when declared by the directors of the Issuer.

- rights on dissolution;

Holders of Special Share Warrants are not entitled to participate in the allocation and

distribution of assets upon the dissolution or liquidation of the Issuer. All common shares entitle the holders to participate ratably in the allocation and distribution of assets upon the dissolution or liquidation of the Issuer.

- conversion rights (describe what each security is convertible into);

The Special Share Warrants automatically convert into common shares of the Issuer on a one to one basis (i) at any time, at the discretion of the Company or (ii) 3 business days after the issuance by a Canadian securities regulatory authority of a receipt for a final prospectus qualifying the issuance of the common shares upon conversion of the Special Share Warrants.

Investors are advised to consult their own legal advisors in this regard.

- tag-along rights;

N/A

- drag-along rights;

N/A

- pre-emptive rights;

N/A

- other (describe the rights).

N/A

Instruction: This information is found in the organizing documents referred to in item 3.3.

5.6 Provide a brief summary of any other material restrictions or conditions that attach to the eligible securities being offered, such as tag-along, drag along or pre-emptive rights.

Instruction: The restrictions and conditions required to be described here are found in by-laws, shareholder's agreements, or limited partnership agreements.

N/A

5.7 In a table, provide the following information:

	Total amount (\$)	Total number of securities issuable
Minimum offering amount	\$10,000	100,000
Maximum offering amount	\$50,000	500,000

Price per security	\$0.10	
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- 5.8 Indicate the minimum investment amount per purchaser, or if the issuer has not set a minimum investment amount, state that fact.

\$100

- 5.9 Include the following statement in bold type:

“Note: The minimum offering amount stated in this offering document may be satisfied with funds that are unconditionally available to Stearman Resources Inc that are raised using other prospectus exemptions.”

Item 6: USE OF FUNDS

- 6.1 Provide the following information on the funds previously raised by the issuer:

- (a) the amount of funds previously raised;

\$320,800

- (b) how the issuer raised those funds;

From directors and 2 investors, from an equity crowdfunding round, and from a further round with friends and family and accredited investors

- (c) if the funds were raised by issuing securities, the prospectus exemption that the issuer relied on to issue those securities;

Private Issuer Exemption, equity crowdfunding exemption and friends and family and accredited investor exemptions

- (d) how the issuer used those funds.

\$5,000 paid as initial option payment for Miniac option and small administrative costs.
Balance of funds still on hand.

If the issuer has not previously raised funds, state that fact.

- 6.2 Using the following table, provide a detailed breakdown of how the issuer will use the funds raised from this crowdfunding distribution. If any of the funds will be paid directly or indirectly to a founder, director, officer, or control person of the issuer, disclose in a note to the table the name of the person, the relationship to the issuer and the amount. If more than 10% of the available funds will be used by the issuer to pay debt and the issuer incurred the debt within the two preceding financial years, describe why the debt was incurred.

Description of intended use of funds listed in order or priority	Total amount (\$)	
	Assuming minimum offering amount	Assuming maximum offering amount
General Working Capital	\$9,200	\$46,000
Portal Fees	\$800	\$4,000
TOTAL	\$10,000	\$50,000

Item 7: PREVIOUS CROWDFUNDING DISTRIBUTIONS

7.1 For each crowdfunding distribution in which the issuer group and each founder, director, officer, and control person of the issuer group have been involved in the past five years, provide the following information:

(a) the full legal name of the issuer that made the distribution;

Stearman Resources Inc.

(b) the name of the funding portal;

Vested Technology Corp. ("Vested") ("Vested.ca")

(c) whether the distribution successfully closed, was withdrawn by the issuer or did not close because the minimum offering amount was not reached, and the date on which any of these occurred.

Successfully completed on April 8, 2022

Instruction: Provide the information for all previous crowdfunding distributions involving the issuer group and each founder, director, officer, and control person of each member of the issuer group, even if the previous crowdfunding distribution was made by an issuer that is not a member of the issuer group.

Item 8: COMPENSATION PAID TO FUNDING PORTAL

8.1 Provide a description of each commission, fee or other amount expected to be paid by the issuer to the funding portal for this crowdfunding distribution and the estimated amount to be paid. If a commission is being paid, indicate the percentage that the commission will represent of the gross proceeds of the offering assuming both the minimum and maximum offering amount.

1. **Compensation:**

1.1 In consideration of the Services, Issuer agrees to pay to Vested the following fees:

- (a) **Portal Fee:** Portal fee (the “**Portal Fee**”) shall be calculated as 5% of the aggregate amount of actual gross proceeds raised in the Offering (“**Offering Proceeds**”); payable upon each date funds are released to Issuer and automatically deducted from the Subscription Amounts.
- (b) **Payment Processing Fees:** Payment processing fees (the “**Processing Fees**”) calculated as **2.9% of Offering Proceeds and further \$0.30 per each Investor Subscription plus \$200 for filing the 45-106F1 report with the BCSC** shall be charged by Vested and/or its third-party payment processor and be automatically deducted from the Subscription Amounts released to the Issuer. The Processing Fees are subject to change without notice.

(collectively, the "Fees").

Item 9: RISK FACTORS

9.1 Describe in order of importance, starting with the most important, the risk factors material to the issuer that a reasonable investor would consider important in deciding whether to buy the issuer’s securities.

Investment in the Special Share Warrants is highly speculative given the proposed nature of the Issuer’s business and its present stage of development. The following are risk factors associated with the Issuer, but are not intended to be all inclusive:

- (a) The Issuer was only recently incorporated, has not commenced commercial operations, and has no assets other than cash. It has no history of earnings and will not generate earnings or pay dividends in the near future.
- (b) Investment in the Special Share Warrants is highly speculative given the proposed nature of the Issuer’s business and its present stage of development.
- (c) The directors and officers of the Issuer will only devote a portion of their time to the business and affairs of the Issuer and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time.
- (d) There can be no assurance that the Issuer will be successful in filing a prospectus, in which case the Special Share Warrants will have no economic value. The Special Share Warrants are subject to an indefinite hold period and the investor may have no ability to sell its Special Share Warrants.

- (e) If the Special Share Warrants are converted to common shares, there can be no assurance that an active and liquid market for the Issuer’s common shares will develop and an investor may find it difficult to resell its common shares.
- (f) Any transaction may be financed in all or part by the issuance of additional securities by the Issuer and this may result in dilution to the investor, which dilution may be significant and which may also result in a change of control of the Issuer.

As a result of these factors, an investment in the Special Share Warrants is only suitable for those investors who are willing to rely solely on the management of the Issuer and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Special Share Warrants.

9.2 If the securities being distributed are to pay interest, dividends or distributions and the issuer doesnot have the financial resources to make such payments, (other than from the sale of securities) state in bold type:

“We do not currently have the financial resources to pay interest, dividends or distributions to investors. There is no assurance that we will ever have the financial resources to do so.”

Item 10: REPORTING OBLIGATIONS

10.1 Describe the nature and frequency of any disclosure of information the issuer intends to provide topurchasers after the closing of the distribution and explain how purchasers can access this information.

The Issuer does not anticipate providing purchasers with any additional disclosure, except as may be required under applicable laws.

10.2 If the issuer is required by corporate legislation, its constating documents (e.g., articles of incorporation or by-laws) or otherwise to provide annual financial statements or an information circular/proxy statements to its security holders, state that fact.

Required by the BC Business Corporations Act

10.3 If the issuer is aware, after making reasonable inquiries, of any existing voting trust agreement among certain shareholders of the issuer, provide the information:

(a) the number of shareholders party to the agreement;

N/A

(b) the percentage of voting shares of the issuer subject to the agreement;

N/A

(c) the name of the person acting as a trustee;

N/A

(d) whether the trustee has been granted any additional powers;

N/A

(e) whether the agreement is limited to a specified period of time.

N/A

Item 11: RESALE RESTRICTIONS

11.1 Include the following statement, in bold type:

“The securities you are purchasing are subject to a resale restriction. You might never be able to resell the securities.”

Item 12: PURCHASERS’ RIGHTS

12.1 Include the following statement, in bold type:

“Rights of Action in the Event of a Misrepresentation

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

- (a) to cancel your agreement with Stearman Resources Inc. to buy these securities, or**
- (b) to damages against Stearman Resources Inc. and may, in certain jurisdictions, have the 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.

Two-day cancellation right:

You may cancel your agreement to purchase these securities. To do so, you must send a notice to the funding portal not later than midnight on the second business day after you

enter into the agreement. If there is an amendment to this offering document, you can cancel your agreement to purchase these securities by sending a notice to the funding portal not later than midnight on the second business day after the funding portal provides you notice of the amendment.”

Item 13: DATE AND CERTIFICATE

13.1 Include the following statement in bold type:

“This offering document does not contain a misrepresentation.”

13.2 If this offering document is signed electronically, include the following statement in bold type:

On behalf of the issuer, I certify that the statements made in this offering document are true.

Dated: May 5, 2022

DocuSigned by:

A91763A1E50B460...

Stephen Mathiesen, CFO, Corporate Secretary and Director

“I acknowledge that I am signing this offering document electronically and agree that this is the equivalent of my handwritten signature.”