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**AMENDED OFFERING DOCUMENT AMENDING THE OFFERING DOCUMENT  
UNDER THE LISTED ISSUER FINANCING EXEMPTION DATED AUGUST 13, 2024**



**August 13, 2024**

**NEOTECH METALS CORP.  
(THE "COMPANY" OR "NEOTECH METALS")**

**PART 1. SUMMARY OF OFFERING**

**What are we offering?**

**Securities Offered:** A minimum of 9,000,000 units of the Company (each, a "**Unit**") and up to a maximum of 16,666,667 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 (each, a "**Warrant Share**") at a price of \$0.25 per Warrant Share for a period of 36 months after the closing date of the Offering (as defined below) subject to acceleration as described below. The Warrants will be governed by the terms and conditions set forth in the certificates representing the Warrants.

If during the exercise period of the Warrants, the closing price of the Common Shares is at a price equal to or greater than \$0.50 for a period of 10 consecutive trading days, the Company will have the right to accelerate the expiry date of the Warrants by giving notice, via a news release, to the holders of the Warrants that the Warrants will expire on the date that is 30 days after the issuance of said news release.

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:** A minimum of 9,000,000 Units and up to a maximum of 16,666,667 Units for minimum gross proceeds of \$1,350,000 and maximum gross proceeds of up to \$2,500,000 (the "**Offering**").

**Closing Date:** The Offering is expected to close on or about September 27, 2024, or on any other date as the Company may determine, and, in any event, on or before a date not later than 45 days after the date of the filing of this Offering Document. 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 “NTMC”.

**Last Closing Price:** On August 12, 2024, the last trading day completed prior to the date of this Offering Document, the closing price of the Common Shares on the CSE was **\$0.17**.

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

***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. 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.

#### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Offering Document contains “forward-looking information” within the meaning of applicable Canadian 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 that the Company’s 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; the completion of the Offering and the date of such completion; the Company’s future plans, objectives, strategies and goals relating to its business and properties; the Company’s belief that the Company’s current cash and short-term investments together with anticipated cash flow from operations will be sufficient to meet the Company’s working capital requirements and capital expenditure requirements for the foreseeable future.

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: early stage of Company development, mineral titles; aboriginal claims and consultation; surface rights; operating hazards and risks; speculative nature of mineral exploration; permits and government regulations; environmental and safety regulations and risks; competitive conditions in the mining industry; social and environmental activism; uninsurable risks; infrastructure; property interests; limited operating history; reliance on management; conflict of interest; liability for actions of employees, contractors and consultants; breach of confidentiality; reporting issuer status; no

operating revenue; negative operating cash flow; requirement of substantial capital expenditures; additional financing; going concern risk; insurance policies may not be sufficient to cover all claims; claims and legal proceedings; internal control systems; if the Company cannot raise additional equity financing, then it may lose some or all of its property interests; general inflationary pressures; price of Common Shares; volatility of publicly traded securities; dilution; dividends; tax issues; retaining key personnel; privacy, data protection, and information security concerns, and data collection and transfer restrictions and related domestic or foreign regulations; anti-money laundering, anti-terrorism financing, anti-corruption and economic sanctions laws; negative publicity and sharing of information through social media; failure to develop, maintain, and enhance the Company's brand; management of growth; mergers or other strategic transactions involving the Company's competitors or customers; protection of the Company's proprietary rights; infringement of intellectual property; credit risk; acquisition of other companies; negative operating cash flow; requiring additional capital to support growth; judgments or estimates relating to the Company's critical accounting policies; complying with laws and regulations affecting public companies; regulatory requirements; adverse economic and market conditions; changes in technology; natural disasters, public health crises, political crises, or other catastrophic or adverse events; general economic conditions in Canada, the United States and globally; unanticipated operating events; fluctuations in currency rates; geopolitical risks; the availability of capital on acceptable terms; human error; the influence of third party stakeholders; the Company's discretion over the use of proceeds from financings; 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; changes in tax laws; 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](http://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.

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

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

Neotech Metals is a mineral exploration company dedicated to discovering and developing valuable mineral resources in promising regions around the world.

### **Recent developments**

- On July 12, 2023, the Company announced that it was approved to commence trading on the OTCQB Venture Market effective July 12, 2023, under the symbol "CENCF".
- On September 11, 2023, the Company announced that it has entered into agreements dated September 11, 2023 to acquire the rare earth TREO properties located near Prince George, British Columbia, comprised of a total of 27 mineral claims and totaling 4,610 hectares (the "TREO Property").
- On September 25, 2023, the Company announced that it has entered into an agreement dated September 22, 2023 to acquire additional rare earth properties located near Prince George, British Columbia,

comprised of a total of 5 mineral claims, totaling 6,449 hectares, which new claims form part of the TREO Property.

- On September 29, 2023, the Company announced the appointment of Reagan Glazier as Chief Executive Officer and a Director of the Company.
- On October 10, 2023, the Company announced the closing of a non-brokered private placement financing, under which, the Company issued 7,262,524 non-flow through units of the Company at a price of \$0.42 per Unit for gross proceeds of \$3,050,251, and 6,000,000 flow-through units of the Company at a price of \$0.50 per Unit, for gross proceeds of \$3,000,000.
- On October 23, 2023, the Company announced its intention to change its name from "Caravan Energy Corporation" to "Neotech Metals Corp.", and its ticker symbol from "CNRG" to "NTMC", with such change taking effect on October 26, 2023.
- On October 26, 2023, the Company announced engagement of Financial Star News Inc. ("**Financial Star**") for marketing services for a term of up to six months which commenced on October 17, 2023, for a fee of USD\$500,000 plus GST.
- On November 1, 2023, the Company announced that its OTC ticker symbol changed to "NTMFF".
- On November 9, 2023, the Company announced the staking of 5 new claim units contiguous to the Company's TREO Property and comprising 4,887 hectares, which new claims form part of the TREO Property.
- On November 16, 2023, the Company announced the conclusion of its comprehensive regional sampling program within its TREO Property which involved the collection of over 1,700 soil samples, 75 stream sediment samples, and 30 rock samples from high-priority targets.
- On November 17, 2023, the Company announced that it engaged Ninja Media LLC for investor relations services, beginning on November 20, 2023, for a fee of USD\$25,000.
- On November 28, 2023, the Company announced the appointment of Dr. David James Turner, PhD, P.Geo. as a Strategic Advisor, with a specific focus on the Company's TREO Property and granted Dr. Turner 50,000 stock options which vested on March 20, 2024, and are exercisable for a period of two years from the date of issuance at an exercise price of \$0.90.
- On November 30, 2023, the Company at the request from the OTC Markets Group Inc. issued a statement about promotional activity concerning the Company and its Common Shares traded on the OTCQB Marketplace, including the distribution of promotional news published by Financial Star discussing the Company, its business, and the rare earth elements industry in general.
- On December 1, 2023, the Company announced that it acquired two additional claims adjacent to its TREO Property in exchange for a cash payment of \$5,000 and the issuance of 20,000 Common Shares. These additional claims form part of the TREO Property.
- Also on December 1, 2023, the Company announced that it had extended its agreement with Financial Star previously announced on October 26, 2023 for continuation of the services for a period of six months or until the work fee budget is spent, whichever date is earlier. USD\$500,000 plus GST was spent to extend the agreement.
- On December 12, 2023, the Company announced the filing of a National Instrument 43-101 Technical Report for the TREO Property (the "**TREO Technical Report**").
- On December 15, 2023, the Company announced it entered into an option agreement with Willoughby & Associates PLLC, dated December 13, 2023, pursuant to which, the Company was granted the right, at its option, to acquire a 100% interest in 22 mining claims comprising the Thor Rare Earth Elements project

(the “**Thor Project**”), a mid-stage exploration property located in the eastern Mojave Desert Region, approximately 119 kilometers south of Las Vegas. The option can be exercised by the Company through paying an aggregate of USD\$200,000 in cash and issuing Common Shares with an aggregate value of USD\$400,000 on or before December 1, 2025 in accordance with the terms of the option agreement.

- On December 20, 2023, the Company announced that at the request of Canadian Investment Regulatory Organization, it wished to confirm that management of the Company was unaware of any material change in the Company's operations that would account for the recent increase in market activity.
- On December 28, 2023, the Company provided an update to clarify certain technical disclosure including the description of exploration results as well as references to Defense Metals' Wicheeda Property, which is adjacent to the Company's TREO Property, and to the preliminary economic assessment conducted in respect thereof contained on the Company's website, in various news releases and in its 2023 investor presentation. The Company retracted all disclosure which reported figures from the preliminary economic assessment conducted in respect of the Wicheeda Property reiterating that the proximity of the Wicheeda Property to the TREO Property does not mean the properties share similar mineralization attributes, nor that any mineral resources or mineral reserves that may be contained in the Wicheeda Property are indicative of any mineralization at the TREO Property.
- On January 5, 2024, the Company provided an update to clarify that the technical disclosure relating to its TREO Property contained in its news releases dated November 9, 2023, December 1, 2023, and December 12, 2023, in its 2023 investor presentation, and on its website which the Company retracted and or clarified in its December 28, 2023 news release, was also retracted in full from any and all disclosures about the Company made by Financial Star.
- Also on January 5, 2024, the Company announced that it expected its Common Shares which were halted on December 20, 2023 to resume trading on January 9, 2024.
- On January 22, 2024, the Company announced that it had extended its agreement with Financial Star previously extended on December 1, 2023 for continuation of the services for a period of six months or until the work fee budget is spent, whichever date is earlier. USD\$500,000 plus GST was spent to extend the agreement.
- On January 30, 2024, the Company announced the staking of the Foothills REE prospect located 95 km northeast of Kelowna, in Central British Columbia (the “**Foothills Project**”).
- On February 6, 2024, the Company announced the commencement of an extensive surface exploration program at the Thor Project.
- On February 28, 2024, the Company announced the completion of a comprehensive field program at the Thor Project, as well as the planning of a field program at the Foothills Project.
- On March 11, 2024, the Company announced that it had signed a definitive agreement (“**Hecla-Kilmer Acquisition**”) with VR Resources Ltd. (“**VR Resources**”) to acquire the right, title and interest in the Rare-Earth Element, niobium and phosphate project in northeastern Ontario (the “**Hecla-Kilmer Project**”) for \$600,000 in initial cash, payable by April 8, 2024, \$400,000 in secondary cash payable on the closing date, which is expected on April 26, 2024 or such other date as the parties may agree, and the issuance of 4,000,000 Common Shares issuable as follows: 500,000 shares on April 26, 2024; 1,500,000 Shares on April 26, 2025, 1,500,000 Shares on April 26, 2026 and 500,000 shares on October 26, 2026. The closing of the Hecla-Kilmer Acquisition is now expected on June 30, 2024 as announced by the Company on April 26, 2024. The Hecla-Kilmer Project consists of 224 unpatented mining claims covering 4,617 hectares in northern Ontario. The property is located just 23 kilometers from the Otter Rapids hydroelectric power generating station, along with active rail and highways.
- On March 13, 2024, the Company provided an update that as a result of a review by the British Columbia Securities Commission (the “**BCSC**”), it was determined that the TREO Technical Report, entitled, "NI 43-101 Technical Report on the TREO Rare Earth Element Property, Cariboo Mining Division, East-Central

British Columbia, Canada, NTS Reference 093J, dated effective December 10, 2023, was not compliant with National Instrument 43-101 – *Standard of Disclosure for Mineral Projects* and the Company is working with the author of the TREO Technical Report to make the revisions required to address the BCSC's comments and the Company will file an amended technical report when completed.

- On March 21, 2024, the Company announced that it intended to complete a non-brokered private placement financing, in one or more tranches, of up to 2,142,857 flow through units of the Company, at a price of \$0.70 per flow through unit, for gross proceeds of up to \$1,500,000. Each flow through unit was to be comprised of one common share that qualifies as a "flow-through share" as defined in the Income Tax Act (Canada) and one-half of one flow through common share purchase warrant, with each warrant entitling the holder to purchase one Common Share at a price of \$0.80 for a period of three years.
- On April 3, 2024, the Company announced that that it filed an updated and amended National Instrument technical report for the TREO Property.
- On April 10, 2024, the Company announced that further to its news release of March 21, 2024, that it closed its non-brokered flow through financing in which, the Company issued 1,142,858 flow-through units of the Company for gross proceeds of \$800,000 and the Company paid finder's fees of \$56,000 in cash to certain finders.
- On April 26, 2024, the Company announced that it has entered into an amending agreement effective April 23, 2024 with VR Resources to extend the closing date of the Hecla-Kilmer Acquisition to June 30, 2024 in order to facilitate a vote for VR Resources' shareholders at a Special Meeting of VR shareholders, to be held on May 31, 2024, as required by the policies of the TSX Venture Exchange.
- On May 15, 2024, the Company commenced its summer field program on its 100% wholly-owned Foothills project in British Columbia, Canada.
- On May 28, 2024, the Company announced that Joao Alexandre Vieira was appointed as a director. Charn Deol resigned from his role as a director of the Company.
- On May 28, 2024, the Company granted 2,200,000 options to directors, officers, employees and consultants. The options are exercisable at \$0.38 for a five-year term.
- On June 17, 2024, the Company announced the return of assay results from its 100% wholly-owned TREO project in British Columbia, Canada and the commencement of a follow-up exploration program to expand the known zones of mineralization. Soil sample coverage is now ongoing to verify and expand known zones of elevated rare earth element values by covering existing historical samples and targeting strong magnetic and radiometric trends from a 2010 survey. Additionally, outcrop mapping and prospecting are underway to explore for further mineralized zones. The Company also concluded its regional program at its Foothills project, collecting over 695 samples. These samples were submitted to various labs, and assays are pending.
- On June 27, 2024, the Company appointed Jared Galenzoski as Vice President of Exploration. Mr. Galenzoski will be granted 300,000 stock options at an exercise price of \$0.40 for a five-year term expiring June 27, 2029 as part of his compensation.
- On July 23, 2024, the Company announced that it had completed the acquisition of the Hecla-Kilmer project. In consideration for the acquisition, the Company paid \$1,000,000 in cash and issued 4,000,000 Common Shares.
- On August 1, 2024, the Company announced that it filed an amended management's discussion and analysis relating to its condensed interim financial statements for the periods ended March 31, 2024 and 2023.

**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's business objectives for the next 12 months are to continue exploration activities at the TREO Property and the Foothills Project. The Company also intends to begin a second phase of metallurgical testing and exploration at the Hecla-Kilmer Project. Planned exploration activities include 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.

<b>Business Objective</b>	<b>Significant event to achieve business objective</b>	<b>Expected period for event to occur</b>	<b>Cost related to each event <sup>(1)</sup></b>
Exploration activities at the TREO Property	Definition of drill targets through the completion of regional field work, including geochemistry and geological mapping.	Expected to be completed within twelve months following the completion of the Offering.	\$800,000
Exploration activities at the Foothills Project	Completion of regional program focusing on soil geochemistry, biogeochemical, stream sediment and rock sampling paired with ground-based radiometric geophysics and geologic mapping and prospecting.	Expected to be completed within twelve months following the completion of the Offering.	\$150,000
Exploration activities at the Hecla Kilmer Property	Commence expansion drilling on known zones of mineralization to expand and discover deposits.	Expected to be completed within twelve months following the completion of the Offering.	\$1,395,000

Note:

<sup>1</sup>Management's estimate of exploration costs, which depend on a variety of factors including results of drilling, geological mapping and soil sampling, experience in executing exploration projects and commissioning drilling and exploration contractors.

**PART 3. USE OF AVAILABLE FUNDS**

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

Based on the Company's existing working capital as at July 31, 2024 of approximately \$2,055,000<sup>1</sup>, the Company's expected availability of net proceeds following closing of the Minimum Offering and the Maximum Offering will be approximately \$3,205,000 and \$4,280,000, respectively.

The gross proceeds of the offering and the funds which will be available to us after this Offering are as follows:

		Assuming minimum offering only	Assuming 100% of Offering
<b>A</b>	<b>Amount to be raised by this Offering</b>	\$1,350,000	\$2,500,000
<b>B</b>	<b>Selling commissions and fees<sup>(2)</sup></b>	\$100,000	\$175,000
<b>C</b>	<b>Estimated offering costs (e.g., legal, accounting, audit)</b>	\$100,000	\$100,000
<b>D</b>	<b>Net proceeds of offering: D = A - (B+C)</b>	\$1,150,000	\$2,225,000
<b>E</b>	<b>Working capital as at most recent month end<sup>(1)</sup></b>	\$2,055,000	\$2,055,000
<b>F</b>	<b>Additional sources of funding</b>	\$Nil	\$Nil
<b>G</b>	<b>Total available funds: G = D+E+F</b>	\$3,205,000	\$4,280,000

Note:

<sup>1</sup>Excludes the Company's \$375,000 current flow-through liability. This liability represents the premium received on the issuance of flow-through shares and will be settled as the Company spends available funds on its exploration programs as set out in the table below. As at July 31, 2024, the Company was required to spend \$2,345,000 in eligible flow-through expenditures on its exploration programs.

<sup>2</sup>The Company may pay finder's fees in connection with the Offering, see below "Fees and Commissions".

### How will we use the available funds?

Based upon management's current intentions, the estimated expenditures for which the total available funds will be used in the next 12 months are as follows:

Description of intended use of available funds listed in order of priority <sup>(1)(2)</sup>	Assuming minimum offering	Assuming 100% of the offering
TREO Property Phase I exploration program	\$600,000	\$600,000
Foothills Project exploration program	\$150,000	\$150,000
TREO Property Phase II exploration program	\$200,000	\$200,000
Hecla Kilmer exploration program	\$1,395,000	\$2,109,000
General and administrative expenditures <sup>(3)</sup>	\$842,000	\$1,171,000
Unallocated working capital	\$18,000	\$50,000
<b>Total:</b>	<b>\$3,205,000</b>	<b>\$4,280,000</b>

Notes:

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

2 The Company's most recently filed audited annual financial statements included a going concern note. The going concern note provided that the Company's continuation depends upon its ability to raise adequate financing and to develop profitable operations. 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.

3 General 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, investor relations and legal costs. Under the maximum offering scenario, the Company intends to engage additional ongoing investor relations services to have more comprehensive advertisement of recent exploration and corporate development updates.

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 because there may be circumstances where for sound business reasons, the Company determines it should reallocate the use of funds; provided, that such uses will not include a significant acquisition, a restructuring transaction, or any transaction requiring approval of the Company's security holders.

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

Financing Details	Disclosed Use of Funds	Actual Use of Funds
Private placement of 7,262,524 non-flow through units and 6,000,000 flow-through units	The \$3,000,000 in proceeds from the sale of the flow-through units were to be used for qualified expenditures in respect of the Company's mineral	As of July 31, 2024, \$654,685 from the sale of the flow-through units had been used for qualified expenditures on the Company's mineral properties.



closed on September 14, 2023 for net proceeds of \$5,527,592.	properties, and the remaining \$2,527,592 in net proceeds from the sale of the non-flow-through units were to be used for general working capital purposes	The Company expects to incur the remaining qualified expenditures on its mineral properties in the coming months as part of its summer and fall 2024 exploration programs.
Private placement of 1,142,858 flow-through units closed on April 10, 2024 for net proceeds of \$744,000.	The net proceeds from the sale of the flow-through units were to be used for qualified expenditures in respect of the Company's Canadian mineral properties.	As of July 31, 2024, none of the proceeds had been used. The Company expects to incur the proceeds of this private placement on qualified expenditures on its mineral properties throughout the remainder of 2024 and 2025.

#### **PART 4. FEES AND COMMISSIONS**

The Company has engaged Red Cloud Securities Inc. ("**Red Cloud**") to assist it in finding subscribers on a "best efforts" basis. Red Cloud will receive a cash commission of up to 7% of the aggregate gross proceeds raised by it from the Offering and will be issued finder's warrants equivalent to 7% of the total Units sold by it under the Offering. The warrants issued to Red Cloud will expire 36 months following the offering closing date and are exercisable at a price of \$0.25.

The Company has engaged Canaccord Genuity Corp. ("**Canaccord**") to assist it in finding subscribers. Canaccord will receive a cash commission of up to 7% of the aggregate gross proceeds raised by it from the Offering and will be issued finder's warrants equivalent to 7% of the total Units sold by it under the Offering. The warrants issued to Canaccord will expire 36 months following the offering closing date and are exercisable at a price of \$0.25.

The Company has engaged Ventum Financial Corp. ("**Ventum**") to assist it in finding subscribers. Ventum will receive a cash commission of up to 7% of the aggregate gross proceeds raised by it from the Offering and will be issued finder's warrants equivalent to 7% of the total Units sold by it under the Offering. The warrants issued to Ventum will expire 36 months following the offering closing date and are exercisable at a price of \$0.25.

None of Red Cloud, Canaccord or Ventum have a conflict of interest 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](http://www.sedarplus.ca) and may find additional information at our website <https://neotechmetals.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 of the offered securities.***

**PART 7. DATE AND CERTIFICATE OF THE COMPANY**

**This Offering Document, together with any document filed under Canadian securities legislation on or after August 13, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

**August 13, 2024**

\_\_\_\_\_  
/s/“Reagan Glazier”

Reagan Glazier  
Chief Executive Officer

\_\_\_\_\_  
/s/“Philip Ellard”

Philip Ellard  
Chief Financial Officer