



OFFERING DOCUMENT

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.

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.

The Issuer

Full legal name:	EagleOne Metals Corporation
Head office address:	1500 - 701 West Georgia Street Vancouver, BC V7Y 1C6
Telephone:	561-427-9670
Email address:	mmarkin@eagleonemetals.com
Website URL:	www.eagleonemetals.com

Company Contact Person

Full legal name:	Matthew Markin
Position held with the issuer:	President, Chief Executive Officer, and director
Business address:	1500 - 701 West Georgia Street Vancouver, BC V7Y 1C6
Business telephone:	561-427-9670
Email address:	mmarkin@eagleonemetals.com

Issuer's Business

EagleOne Metals Corporation ("EagleOne") is involved in the exploration and development of mineral properties. It currently owns an option to acquire a 100% interest, subject to a 2% net smelter returns royalty, in 11 mineral claims, which are located in Hebecourt Township, Quebec.

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?

EagleOne is involved in the mineral property acquisition and exploration business. It currently owns an option to acquire a 100% interest, subject to a 2% net smelter returns royalty, in 11 mineral claims, which are located in Hebecourt Township, Quebec.

The issuer will attempt to differentiate its business from its competitors by relying on the capital raising and mineral exploration company experience of its President and C.E.O., Matthew Markin, to acquire interests in mineral properties with the potential to possess economic mineralization and conduct exploration on those properties.

What milestones has the issuer already reached and what do they hope to achieve in the next two years? What is the proposed timeline for achieving each of the milestones?

Since its incorporation on August 8, 2022, EagleOne has negotiated and executed a mineral property option agreement whereby it can acquire a 100% interest, subject to a 2% net smelter returns royalty, in 11 mineral claims, which are located in Hebecourt Township, Quebec (the "Hebecourt Property").

In the next two years, EagleOne hopes to complete an initial phase of exploration on the Hebecourt Property consisting primarily of airborne geophysics and, based on positive results, conduct a follow-up exploration program consisting of property surface surveys, as well as rock and soil sampling. Follow-up exploration will be based on the recommendations of a qualified geologist who has reviewed all exploration data and is, therefore, subject to change.

The proposed timeline for achieving these milestones is to complete the initial exploration on the Hebecourt Property during the spring of 2023 and complete the follow-up exploration in the fall of 2023.

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

The major hurdles that EagleOne expects to face in achieving its milestones are being able to retain qualified personnel in order to conduct exploration and interpret results on the Hebecourt Property, raising sufficient funds to complete all intended exploration, and also cover other anticipated operating expenses. Adverse weather conditions may also delay the exploration timeline.

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

EagleOne intends to use some of the funds raised from the financing to cover the exploration expenses that will help advance its business and achieve its milestones. However, there is no guarantee that the amount that EagleOne is able to raise will cover these anticipated costs. In such circumstances, EagleOne will have to raise additional funds following the completion of this financing, of which there is no guarantee.

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

EagleOne has entered into an option agreement to acquire a 100% interest, subject to a 2% net smelter returns royalty, in 11 mineral claims, which are located in Hebecourt Township, Quebec.

Has the issuer conducted any operations yet?

EagleOne has entered into an option agreement to acquire a 100% interest, subject to a 2% net smelter returns royalty, in 11 mineral claims, which are located in Hebecourt Township, Quebec. Otherwise, EagleOne has not conducted any operations.

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

EagleOne intends to conduct successive exploration and development programs on the Hebecourt Property until it determines whether or not the property contains economic quantities of mineralization. Additionally, EagleOne intends to identify and acquire interests in other mineral properties and similarly explore those properties for commercial mineralization. EagleOne anticipates that this business process will be ongoing and that its business objectives will be similar within the timeframe of three, five, and ten years.

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

EagleOne's future plans for its business are to conduct successive exploration and development programs on the Hebecourt Property until it determines whether or not the property contains economic quantities of mineralization. Additionally, EagleOne intends to identify and acquire interests in other mineral properties and similarly explore those properties for commercial mineralization.

In order to achieve these future plans, EagleOne must raise sufficient capital in order to conduct mineral property exploration and acquire additional interests in other mineral properties. As well, EagleOne must rely on the experience of its president and CEO, Matthew Markin, and independent contractors that the company retains in order to identify and assess the potential for mineral properties to host economic mineralization.

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

Matthew Markin, the issuer's President, CEO, and sole director, brings 25 years of experience leading corporate teams for companies across various industries and has led corporate sales, investment banking teams, real estate development, and construction divisions. He currently acts as CFO and a director of StraightUp Resources Inc., a reporting company involved in mineral property exploration that trades on the Canadian Securities Exchange.

Mr. Markin also currently acts as the President and CEO of Markin Capital Group, Ltd., a full-service investment-banking firm based in Melbourne, Australia. As President, Mr. Markin is

responsible for providing financing for private and public companies trading on the US, Canadian, and Australian stock exchanges.

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

EagleOne has a business office in Vancouver, British Columbia from which it can manage business operations.

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

EagleOne does not have any employees. It retains independent contractors on an as-needed basis and accordingly does not require any part-time or full-time employees.

Legal Structure

EagleOne is a corporation formed pursuant to the laws of British Columbia. The issuer's articles of incorporation are available for review at its registered and records office located at 3397 Redtail Place, Nanaimo, British Columbia.

Operations

The issuer:

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

Financial Statements

The issuer does not have financial statements available.

Securities Outstanding

As of the date of this offering document, EagleOne has 2,250,000 common shares issued and outstanding.

In addition, EagleOne has issued a total of 4,800,000 Series "A" special warrants. Each Series "A" special warrant is exercisable into one unit of the issuer for no additional consideration upon the exercise or deemed exercise of each special warrant. Each unit is comprised of one common share of EagleOne and one warrant. Each warrant entitles the holder to purchase one additional common share of the issuer at a price of \$0.10 at any time for a period of five years from the date that EagleOne's shares commence trading on a recognized stock exchange.

Management

Full legal name, municipality of residence, and position at issuer	Principal occupation for the last five years	Expertise, education, and experience that is relevant to the issuer's business	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
Matthew Markin Melbourne, Australia President, CEO, and director	President of President and CEO of Markin Capital Group, Ltd., a full-service investment-banking firm	25 years of experience leading corporate teams; investment banking; director and officer of mining exploration companies	2,250,000 common shares	Date: August 22, 2022 Price: \$0.005	100%

Mr. Markin has never:

(a) 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) 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,

- (b) 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,
- (c) been the subject of a bankruptcy or insolvency proceeding, or
- (e) 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.

Crowdfunding Distribution

Name of the funding portal the issuer is using to conduct its start-up crowdfunding distribution:

Stockosaurus Crowdfunding Inc.

Jurisdictions (Canadian province or territory) where the issuer intends to raise funds and make this offering document available:

- ☐ Alberta
- ☐ Newfoundland and Labrador
- ☐ Ontario
- ☒ British Columbia
- ☐ Prince Edward Island
- ☐ Manitoba
- ☐ Northwest Territories
- ☐ Québec
- ☐ New Brunswick
- ☐ Nova Scotia
- ☐ Saskatchewan
- ☐ Nunavut
- ☐ Yukon

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 made available on the funding portal):

August 8, 2023

The date(s) and description of any amendment(s) made to this offering document, if any:

N/A

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.): _____

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

- ☐ voting rights;
- ☐ dividends or interests
- ☐ rights on dissolution;
- ☒ conversion rights – convertible into common shares;
- ☐ tag-along rights;
- ☐ drag-along rights;
- ☐ pre-emptive rights;
- ☐ other (describe the rights).

Each Series “B” special warrant that EagleOne is offering is exercisable into one common share of the issuer. These special warrants will be deemed to be exercised on the third business day after the date on which a receipt for the final prospectus of the Company qualifying the distribution common shares issuable on exercise of the special warrants. No additional funds are required in order to exercise the Series “B” special warrants.

While the Series “B” special warrants do not carry any voting rights, rights to receive dividends, or rights upon dissolution, once the special warrants are exercised into common shares, the holders of those common shares will be entitled to the same rights as all common shareholders.

The holders of common shares are entitled to receive notice of and attend all meetings of the shareholders of the issuer and are entitled to one vote in respect of each common share held at such meetings. In the event of liquidation, dissolution or winding-up of EagleOne, the holders of common shares are entitled to share, on a pro rata basis, the remaining assets of the issuer, subject to the rights of holders of such shares.

Summary of other material restrictions or conditions that attach to the eligible securities being offered, such as tag-along, drag along or pre-emptive rights.

N/A

	Total Amount (\$)	Total number of securities issuable
Minimum offering amount	\$5,000.00	50,000
Maximum offering amount	\$50,000.00	500,000
Price per security	\$0.10	

Minimum investment amount per purchaser: \$100

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

Use of Funds

Funds previously raised: \$173,500

How the issuer raised funds:

EagleOne raised these funds through the sale of its securities in a series of private placement transactions.

The prospectus exemption that the issuer relied on to issue those securities:

National Instrument 45-106, Section 2.4 (private issuer exemption).

How the issuer used those funds:

Eagleone used \$20,000 of funds raised in order to make a cash payment pursuant to the option agreement concerning the Hebecourt Property. Other than bank fees, the issuer still retains the balance of funds it has raised.

Intended Use of Proceeds

Description of intended use of funds listed in order of priority	Assuming minimum offering amount (\$5,000)	Assuming maximum offering amount (\$50,000)
General working capital	\$4,500.00	\$12,500.00
Crowdfunding portal fees	\$250.00	\$2,500.00
Mineral property exploration	Nil	\$35,000.00

Previous Crowdfunding Distributions

Neither EagleOne nor Matthew Markin, the issuer's sole founder, director, officer, and control person, has been involved in a previous crowdfunding distribution.

Compensation Paid to Funding Portal

EagleOne will pay the following compensation to Stockosaurus Crowdfunding Inc., the crowdfunding portal involved in this distribution:

1. A commission of 5% of the gross funds raised pursuant to the offering, provided that the minimum offering amount of \$5,000 is reached; and
2. 100,000 Series “B” special warrants.

Risk Factors

An investment in the securities of EagleOne should be considered highly speculative and investors may incur a loss on their investment. In particular, investors should be aware of the following risks:

- EagleOne has no history of earnings and has negative cash flows from operations.
- Resource exploration is a speculative business, characterized by a number of significant risks, including among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production.
- If EagleOne loses its interest in the Hebecourt Property, there is no assurance that it will be able to acquire another mineral property of merit. The Hebecourt Property is in the exploration stage only and is without a known body of commercial ore.
- EagleOne and its assets may become subject to uninsurable risks.
- EagleOne's future operations may require permits which may not be granted.
- EagleOne may issue additional securities, which will cause dilution to the ownership interests of its shareholders.
- Environmental laws and regulations may affect the operations of EagleOne.
- EagleOne does not maintain key person insurance on any of its directors or officers.
- There is also no guarantee of EagleOne's title to the Hebecourt Property.
- The Hebecourt Property may in the future be the subject of claims by the underlying property owners.
- EagleOne's failure to keep its property interest in good standing could result in the partial or total loss of EagleOne's interest in the Hebecourt Property.

- The economic viability of any of EagleOne's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices.
- Current and continuing inflationary economic conditions could reduce the purchasing power of EagleOne's cash holdings, which would have an adverse impact on its financial condition.
- EagleOne competes with other companies with greater financial resources and technical facilities.
- EagleOne is currently largely dependent on the performance of its director and there is no assurance EagleOne can maintain his services.
- There is no assurance that additional funding will be available to EagleOne.
- There is currently no market for EagleOne's securities and there can be no assurance that an active, liquid and orderly trading market for its securities will develop or be sustained. Furthermore, in recent years, the price of publicly traded securities prices has fluctuated widely.
- Situations may arise where EagleOne's director and officer who are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, will be in direct competition with EagleOne.

We do not currently have the financial resources to pay dividends to investors. There is no assurance that we will ever have the financial resources to do so.

Reporting Obligations

EagleOne is not a reporting issuer in any jurisdiction and, after the closing of the distribution, does not intend to provide purchaser with any disclosure of information.

Under the British Columbia *Business Corporations Act*, EagleOne must provide annual financial statements to its shareholders and information circular and proxy statements in connection with each Annual General Meeting. Note, however, that any Series "B" special warrants acquired pursuant to this offering must be exercised in order for a purchaser to be considered a shareholder.

Resale Restrictions

The securities you are purchasing are subject to resale restrictions. You might never be able to resell the securities.

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 cancel your agreement with EagleOne to buy these securities, or
- (b) to damages against EagleOne 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.

Purchasers' Rights

This offering document does not contain a misrepresentation. I acknowledge that I am signing this offering document electronically and agree that this is the legal equivalent of my handwritten signature.

“Matthew Markin” (signed)

Matthew Markin
President, CEO, and Director
EAGLEONE METALS CORPORATION

Dated: May 10, 2023