

*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 (as defined below) 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 securities described herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws, and accordingly, may not be offered or sold within the United States or the U.S. persons except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This offering document (the “Offering Document”) does not constitute an offer to sell or a solicitation to buy any of these securities in the United States. “United States” and “U.S. persons” have the meanings ascribed thereto in Regulation S under the U.S. Securities Act.*

Inomin Mines Inc. (“Inomin” or 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 exchange listing.
- The Company has filed all periodic and timely disclosure documents that it is required to have filed.
- The total dollar amount of the 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 the Offering unless the Company reasonably believes that 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 the 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.

May 26, 2026

## OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION



INOMIN MINES INC.

### SUMMARY OF OFFERING

#### What are we offering?

<b>Type and Number of Securities Offered:</b>	A minimum of 4,761,905 units (“Units”) of the Company and a maximum of up to 6,666,666 Units, with each Unit being comprised of one common share of the Company (a “Share”) and one common share purchase warrant (a “Warrant”).  Each Warrant will be exercisable for a period of 24 months from the Closing Date (as defined below) (the “Exercise Period”) and will entitle the holder thereof to purchase one additional common share (a “Warrant Share”) prior to the expiry of the Exercise Period at an exercise price of \$0.14 per Warrant Share if duly exercised during the Exercise Period.
<b>Offering Price:</b>	\$0.105 per Unit.

<b>Minimum and Maximum Amount of Securities:</b>	A minimum of 4,761,905 Units for gross proceeds of approximately \$500,000 and a maximum of up to 6,666,666 Units for gross proceeds of approximately \$700,000 (collectively, the " <b>Offering</b> ").
<b>Description of Warrants:</b>	<p>Notwithstanding the foregoing, if, at any time following the Closing Date, the closing price of the Shares on the TSX Venture Exchange (the "<b>TSXV</b>") (or such other stock exchange on which the Company's Shares are listed or quoted) is equal to or exceeds \$0.25 for a period of 20 consecutive trading days (an "<b>Acceleration Event</b>"): </p> <ol style="list-style-type: none"> <li>i. the Company shall be entitled, at the option of the Company, to accelerate the expiry date of the Warrants ("<b>Warrant Expiry Date</b>") such that the holders of the Warrants ("<b>Warrant holders</b>") shall only have a period of thirty (30) days to exercise the Warrants upon deemed receipt of the Acceleration Notice as defined in paragraph (ii) below;</li> <li>ii. in the case of an Acceleration Event, the Company may deliver to each Warrant holder a notice advising them that the Company has exercised its option to accelerate the Warrant Expiry Date and notifying them of the accelerated Warrant Expiry Date (the "<b>Acceleration Notice</b>"). The Acceleration Notice may be delivered by any means, including the issuance of a news release by the Company, and the Acceleration Notice shall be deemed to have been received and given on the second business day (meaning any day which is not a Saturday, Sunday or a statutory holiday in the City of Vancouver) following the date of transmission; and</li> <li>iii. a Warrant holder shall have the option to exercise its Warrants in accordance with the terms of the Warrant certificate within the 30-day period after the deemed receipt of the Acceleration Notice. Any Warrants that have not been exercised by a Warrant holder in accordance with the provisions of the Warrant certificates shall expire on 5:00 p.m. (Vancouver time) on the 30<sup>th</sup> day after the date on which the Acceleration Notice was deemed to have been received by such Warrant holder.</li> </ol>
<b>Closing Date:</b>	On or about June 1, 2026, or such other date(s) as may be determined by the Company (the " <b>Closing Date</b> "). The Offering may close in one or more tranches and is subject to certain conditions, including, but not limited to, receipt of all necessary approvals including the approval of the TSXV.
<b>Exchange:</b>	The Company's Shares are listed for trading on the TSXV under the symbol "MINE".
<b>Last Closing Price:</b>	On May 25, 2026, the closing price of the Company's Shares on the TSXV was \$0.125.

### Cautionary Note Regarding Forward-Looking Statements

This Offering Document contains "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian and United States securities laws, which are based upon the Company's current internal expectations, estimates, projections, assumptions and beliefs. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "goal", "objective", "scheduled", "estimates", "forecasts", "intends", "anticipates"

or “does not anticipate”, or “believes”, or variations of such words and phrases or information that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. The forward-looking statements included in this Offering Document are made only as of the date of this Offering Document. Such forward-looking statements include, but are not limited to: statements concerning future exploration activities at the Company’s mineral properties; the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering, including the timing and cost of planned expenditures, planned and future exploration regarding exploration and potential development of its projects; raising the maximum proceeds of the Offering; completion of the Offering and the Closing Date; receipt of all regulatory approval in respect of the Offering, including approval of the TSXV; and uncertainties regarding the Company’s ability to continue as a going concern. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company.

Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include, without limitation, market prices, unexpected changes in laws, rules or regulations, or their enforcement by applicable authorities, social or labour unrest, exploitation and exploration successes, continued availability of capital and financing and general economic, market or business conditions.

Risks which may impact the forward looking information contained in this Offering Document include but are not limited to, general political and economic conditions in Canada and globally; industry conditions, including fluctuations in metal prices; normal market risks, including fluctuations in foreign exchange rates; risks and hazards associated with the business of mineral exploration and development (including environmental hazards, potential unintended releases of contaminants, accidents, unusual or unexpected geological or structural formations); the speculative nature of mineral exploration and development; accuracy of metallurgical, drilling and other exploration results; geological, metallurgical, technical and drilling problems; unanticipated operating events; adverse weather and climate events; the Company’s ability to obtain additional funding; environmental risks and remediation measures, including evolving environmental regulations and legislation; changes in laws and regulations impacting exploration and mining activities; the Company’s mineral properties being subject to prior unregistered agreements, transfers or claims and undetected defects in title; legal and litigation risks; statutory and regulatory compliance; insurance and uninsurable risks; financial risks, including the Company’s history of losses and negative cashflow, which will continue into the foreseeable future and the need to access the capital markets to finance the Company’s activities; the Company’s inability to pay dividends; volatility in the Company’s share price; risks related to future dilution and liquidity of the Shares; the continuation of the Company’s management team and the Company’s ability to secure the specialized skill and knowledge; competition for and/or inability to retain drilling rigs, personnel and other services; the availability of capital on acceptable terms; failure to maintain or obtain all necessary government licenses, permits, approvals and authorizations; relations with and claims by local communities and non-governmental organizations; failure to maintain community acceptance; actual and perceived political risks in local jurisdictions; changes in political and market conditions, including interest rates, availability of credit, inflation rates and changes in national and international circumstances; geopolitical events, including the conflict in the Middle East and potential economic global challenges; the effectiveness of the Company’s internal control over financial reporting; cybersecurity risks; general business, economic, political and social uncertainties; and public health crises such as a pandemic and other uninsurable risks. 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.com](http://www.sedarplus.com).

Although the Company has attempted to identify important factors and risks that could affect the Company and might cause actual actions, events or results to differ, perhaps materially, from those described in forward-looking statements, there may be other factors and risks that cause actions, events or results not to occur as projected, estimated or intended. Investors are cautioned that any such statements are not guarantees of future performance and those actual results or developments may differ materially from those projected in the forward-looking statements. 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.

## SUMMARY DESCRIPTION OF BUSINESS

### What is our business?

Inomin was incorporated in British Columbia on August 23, 2012, under the *Business Corporations Act* (British Columbia). The principal business purpose of the Company is the identification, acquisition, and exploration of mineral properties. The Company owns a 100% interest in the Beaver-Lynx polymetallic (nickel-magnesium-cobalt-PGM) property located in the Cariboo region of south-central, British Columbia. Sumitomo Metal Mining Canada Ltd. (“**Sumitomo**”) can earn a 60% - 80% interest in the Beaver-Lynx project pursuant to an earn-in and joint venture agreement with the Company. The Company also holds a royalty in the King’s Point polymetallic (gold-copper-zinc) property in Newfoundland owned by Maritime Resources Corp., a company acquired by New Found Gold Corp. in 2025.

### Recent Developments

The key recent developments in our business are as follows:

On July 4, 2025, the Company announced the close of its non-brokered private placement (the “**2025 Financing**”) as announced on May 22, 2025. The Company issued 6,565,000 units (“**2025 Units**”) at \$0.035 per 2025 Unit for gross proceeds of \$229,775. Each 2025 Unit was comprised of one common share of the Company and one common share purchase warrant. Each such warrant is exercisable to purchase a common share of the Company at a price of \$0.05 per share for a period of 24 months from the date of issuance thereof. The Company paid a total of \$15,349.25 in cash commission and issued a total of 438,550 broker warrants as finder’s fees. Each such broker warrant is exercisable for one common share of the Company at a price of \$0.05 per share for a period of 24 months.

On July 7, 2025, the Company announced that it received shareholder approval at its shareholder meeting on July 3, 2025 of its earn-in and joint venture agreement with Sumitomo pursuant to which the Company granted to Sumitomo the right to earn up to an 80% interest in the Company’s Beaver-Lynx project in south-central British Columbia (the “**Transaction**”). The Transaction received 99.9% approval from shareholders. The Company also received final approval from the TSXV with respect to the Transaction.

On August 27, 2025, the Company announced that it started an exploration program at its Beaver-Lynx project in south-central, British Columbia expected to cost approximately \$1.7 million which included 3,850 metres of drilling to test continuity of known mineralization and resource potential at the Beaver South zone and also test high priority targets at the Beaver North zone to further expand the Company’s drilling discoveries.

On October 27, 2025, the Company announced that it entered into a definitive share purchase agreement (“**Sale Agreement**”) with Calu Royalty, S.A.P.I. DE C.V., an arm’s length party, for the sale of the

Company's subsidiary, Minera Rio Dorado, S.A. De C.V. ("SubCo"), which holds a 100% interest in the Company's mining concessions in Oaxaca, Mexico, known as the La Gitana and Pena Blanca gold-silver properties. Pursuant to the Sale Agreement, the Company will sell all of the issued and outstanding shares of SubCo to the purchaser for an aggregate total of C\$350,000 in cash consideration.

On November 4, 2025, the Company announced that it completed drilling at the Company's Beaver-Lynx project in south-central, British Columbia. At the Beaver South zone, twelve holes – spaced approximately 200 metres apart – were drilled to test continuity of known mineralization. The South zone drilling tested an area of about 400,000 square metres intersecting an average thickness of 128 metres of serpentinized ultramafics in each hole.

On November 7, 2025, the Company announced that it granted 830,000 stock options under the Company's stock option plan to directors and two advisors of the Company. The Options are exercisable until November 7, 2030, at a price of \$0.09 per common share and vest immediately.

On November 27, 2025, the Company announced the sale of its Mexican subsidiary, Minera Rio Dorado, S.A. De C.V., which holds a 100% interest in the mining concessions known as the La Gitana and Pena Blanca gold-silver properties in Oaxaca, Mexico, for an aggregate purchase price of \$350,000 in cash consideration.

On January 19, 2026, the Company announced the complete results from diamond drilling program at the 28,000 hectare Beaver-Lynx project in south-central, British Columbia, demonstrating the district-scale potential of the property. The drilling program focused on the South and North zones, and was completed in collaboration with Sumitomo. In terms of key highlights: (i) all 13 holes drilled in the South and North zones intersected significant serpentinized mineralization including nickel (Ni) and magnesium (Mg), (ii) drilling confirmed a 500,000 m<sup>2</sup> mineralized footprint at the Beaver South zone, and (iii) North Zone drilling confirmed additional mineralization extending along a 7-km trend.

On February 17, 2026, the Company announced preparation, in conjunction with Sumitomo, for the next exploration program at the 28,000-hectare Beaver-Lynx polymetallic project in south-central BC. The program will build on the strong 2025 drill results that expanded the South zone and confirmed a large nickel-magnesium-cobalt-PGE system.

On May 8, 2026, the Company announced the appointment of Mr. Victor Jaramillo, M.Sc.A., P.Geo., as Vice President of Exploration. Mr. Jaramillo's 40+ years of international mineral exploration and mine geology experience is expected to strengthen the Company's management team as it advances its Beaver-Lynx polymetallic project and evaluates new acquisition opportunities.

On May 12, 2026, the Company announced that it, along with Sumitomo, commenced the 2026 exploration program at the 28,000-hectare Beaver-Lynx polymetallic project in south-central British Columbia. The approximately \$2.3 million program represents the largest single exploration investment at Beaver-Lynx to date and includes first-ever drilling at the Lynx block.

### **Material facts**

There are no material facts about the securities being distributed that have not been disclosed elsewhere 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 objectives and expected use of funds, other than for general working capital purposes, are

as follows:

<b>Objectives</b>	<b>Estimated Timeframe</b>	<b>Estimated Cost <sup>(1)</sup></b>
Site visits, due diligence, and exploration on potential property acquisition targets	June 2026 – March 2027	\$200,000
Pursue business development initiatives including participation in government and industry trade events	June 2026 – March 2027	\$100,000
Increase the Company's profile through marketing including investor relations activities	June 2026 – March 2027	\$100,000

Notes:

- The allocation of net proceeds may vary depending on the final proceeds raised and the Company's business priorities. While the Company intends to apply the net proceeds of the Offering as set out above, management will have discretion in the application of the available funds, and may reallocate such proceeds in order to address changing circumstances or opportunities that arise.

### USE OF AVAILABLE FUNDS

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

		<b>Assuming Minimum Offering</b>	<b>Assuming Maximum Offering</b>
<b>A</b>	Amount to be raised by this Offering	\$500,000	\$700,000
<b>B</b>	Selling commissions and fees <sup>(1)</sup>	\$35,000	\$49,000
<b>C</b>	Estimated offering costs (e.g. legal, accounting, audit)	\$25,000	\$25,000
<b>D</b>	Net proceeds of offering: $D = A - (B + C)$	\$440,000	\$626,000
<b>E</b>	Working capital as at most recent month end <sup>(2)</sup>	\$160,000	\$160,000
<b>F</b>	Additional sources of funding <sup>(3)</sup>	\$250,000	\$250,000
<b>G</b>	Total available funds: $G = D + E + F$	\$850,000	\$1,036,000

Notes:

(1) Assumes a cash commission of 7% of the proceeds raised under the Offering will be payable to certain eligible finders in connection with a portion of the Offering. See “Fees and Commissions” section below.

(2) Working capital is provided as of April 30, 2026.

(3) Certain receivables pursuant to certain option agreements of the Company.

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

The Company intends to use the total available funds approximately as follows:

<b>Description of intended use of available funds listed in order of priority</b>	<b>Assuming Minimum Offering</b>	<b>Assuming Maximum Offering</b>
Site visits, due diligence, and exploration on potential property acquisition targets	\$200,000	\$200,000
Pursue business development initiatives including participation in government and industry trade events	\$100,000	\$100,000
Investor relations activities	\$100,000	\$100,000
General corporate purposes <sup>(1)</sup>	\$450,000	\$636,000
<b>Total:</b>	<b>\$850,000</b>	<b>\$1,036,000</b>

Notes:

1. Includes general administrative and overhead costs as well as marketing and other corporate costs.

The above noted allocation and anticipated timing represents the Company’s current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company’s ability to execute on its business plan and sustain its operations for not less than 12 months from the Closing Date of the Offering. See the “*Cautionary Note Regarding Forward-Looking Statements*” section above.

The Company’s most recent audited annual financial statements and interim financial statements included a going concern note. Inomin is still in the exploration stage and Inomin has not yet generated positive cash flows from its operating activities, which may cast doubt on its ability to continue as a going concern. The Offering is intended to permit the Company to achieve the business objectives set out herein, and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

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

The Company closed the 2025 Financing on July 4, 2025. Pursuant to the 2025 Financing, the Company issued 6,565,000 units at \$0.035 per unit for gross proceeds of \$229,775. The gross proceeds raised from the sale of securities of the 2025 Financing were allocated as follows: 60% for general working capital; 25% to

pay non-arm's-length management service fees; and 15% for marketing activities.

## **FEEES AND COMMISSIONS**

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

As at the date hereof, the Company has not engaged any dealers or finders in connection with the Offering, however, the Company may pay finder's fees in connection with the Offering to certain eligible finders in the form of (i) a cash commission of up to 7% of the gross proceeds raised under the Offering from investors introduced to the Company by the finder; and (ii) the issuance of such number of non-transferable common share purchase warrants of the Company (each, a "**Finder Warrant**") equal to up to 7% of the Shares forming part of the Units issued to investors introduced to the Company by the finder. Each Finder Warrant will be exercisable for a period of 24 months from the Closing Date and will entitle the holder thereof to purchase one additional common share (each, a "**Finder Warrant Share**") at an exercise price of \$0.105 per Finder Warrant Share if duly exercised prior to expiry.

**Do any dealers or finders have a conflict of interest?**

Not applicable. If the Company engages eligible finders who may receive finder's fees in connection with the Offering as disclosed above, it will not be a "related issuer" or "connected issuer" of or to such finders, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

## **PURCHASER'S 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 advisor.**

## **ADDITIONAL INFORMATION**

**Where can you find more information about us?**

You can access the Company's continuous disclosure record under the Company's profile at [www.sedarplus.com](http://www.sedarplus.com) and on the Company's website at [www.inominmines.com](http://www.inominmines.com).

**DATE AND CERTIFICATE**

**This Offering Document, together with any document filed under Canadian securities legislation on or after May 25, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

**Dated May 25, 2026**

*“John Gomez”*

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John Gomez  
Chief Executive Officer & President

*“Anil Jiwani”*

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Anil Jiwani  
Chief Financial Officer