

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.

AMENDED AND RESTATED OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

New Issue

August 25, 2023

CANADA ONE MINING CORP.

Up to \$650,000

6,500,000 Units

SUMMARY OF OFFERING

What are we offering?

Canada One Mining Corp. (the “**Company**”, “**Canada One**”, “**we**” or “**our**”) is offering up 6,500,000 units of the Company (“**Units**”) at a price of \$0.10 per Unit (the “**Offering**”). Each Unit will consist of one common share in the capital of the Company and one-half of one common share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant will entitle the holder thereof to acquire one additional common share (each, a “**Warrant Share**”), at a price of \$0.15 per Warrant Share for a period of 36 months following the closing of the Offering, provided that if the common shares of the Company have a closing price on the TSX Venture Exchange (the “**TSXV**”) greater than \$0.25 per common share for a period of five (5) consecutive trading days at any time during the four months and one day following the issuance of the Warrant, then Canada One may accelerate the expiry date of the Warrants by giving notice to the holders thereof (by disseminating a news release advising of the acceleration of the expiry date of the Warrants) and, in such case, the Warrants will expire on the date specified by the Company that is at least sixty (60) days after the date of such notice.

It is expected that the completion of the sale of the Units pursuant to the Offering will take place on or about September 15, 2023, or on such other date as may be determined by the Company and, in any event, on or before a date not later than 45 days after the date of the filing of the Offering Document.

The outstanding common shares of Canada One are listed and posted for trading on the TSXV under the symbol “CONE”. On September 15, 2023, the last trading day completed prior to the date of this Offering Document, the closing price of the common shares on the TSXV was \$0.065. All references in this Offering Document to “dollars”, “C\$” or “\$” are to Canadian dollars, unless otherwise stated.

This Offering is being conducted concurrently with a non-brokered private placement of up to 11,500,000 Units at a price of \$0.10 per Unit for aggregate gross proceeds of up to \$1,150,000 (the “**Concurrent Private Placement**”). The Units issued pursuant to the Concurrent Private Placement will consist of one common share in the capital of the Canada One and one-half of one Warrant. The Units issued pursuant to the Concurrent Private Placement are being issued pursuant to applicable prospectus exemptions, other than the listed issuer financing exemption, in accordance with National Instrument 45-106 *Prospectus Exemptions*. The Concurrent Private Placement is expected to close concurrently with the Offering.

Canada One is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions*. In connection with this Offering, the issuer represents the following is true:

- **Canada One has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **Canada One 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.**
- **Canada One will not close this Offering unless the issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **Canada One 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 issuer seeks security holder approval.**

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

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

Forward-looking information in this Offering Document includes, but is not limited to, statements that: Canada One's future plans, objectives, strategies and goals relating to its business and its mineral properties, including our Copper Dome Project (defined below); Canada One's ability to maintain and enhance its competitive advantages within its industry and in certain markets; future trends, expectations, opportunities, challenges, and growth in Canada One's industry; the amount to be raised and the closing of the Offering and Concurrent Private Placement; future exploration plans at our mineral properties, including exploration timelines and anticipated costs; and Canada One's ability to raise capital, expenditures to be made by Canada One to meet certain work commitments and work plans to be conducted by Canada One for the foreseeable future.

In connection with the forward-looking information contained in this Offering Document, we have made numerous assumptions, regarding, among other things: the strength of our balance sheet; the present or potential value of our mineral properties, including our Copper Dome Project; anticipated costs and the Company's ability to fund its exploration programs, Canada One's ability to carry on exploration and development activities, Canada One's ability to meet obligations under property agreements, the discovery of mineral resources and mineral reserves on the Canada One's mineral properties, the timely receipt of required approvals and permits, including those approvals and permits required for successful project permitting, construction and operation of projects, the costs of operating and exploration expenditures, Canada One's ability to operate in a safe, efficient and effective manner and Canada One's ability to obtain financing as and when required and on reasonable terms. While we consider these assumptions to be reasonable, these assumptions are inherently subject to significant uncertainties and contingencies.

There are known and unknown risk factors which could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information contained in this Offering Document. Known risk factors include, among others: our statement of financial position, as well as the value of our properties, business operations and asset holdings may be significantly weaker than we currently estimate; our operating results are expected to fluctuate; changes in project parameters as exploration plans continue to be refined; costs of exploration including labour and equipment costs; risks and uncertainties related to the ability to obtain or maintain necessary licenses, permits or surface rights; changes in credit market conditions and conditions in financial markets generally; the ability to procure equipment and operating supplies in sufficient

quantities and on a timely basis; the availability of qualified employees and contractors; foreign exchange rates on costs and financial results; market competition; exploration results not being consistent with the Company's expectations; changes in taxation rates or policies; technical difficulties in connection with mining activities; changes in environmental regulation; environmental compliance issues; other risks of the mining industry.

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.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Canada One Mining Corp. (TSXV: CONE) is a Canadian-based exploration stage company specializing in the strategic acquisition, exploration and development of base and precious metal projects. Canada One is currently engaged in its exploration activities in its 100% owned Copper Dome Project located 18 kilometers south of Princeton, British Columbia and immediately south of the Copper Mountain mine (the "**Copper Dome Project**").

Recent developments

On August 9, 2023, Canada One resumed trading of its common shares on the TSXV.

On August 17, 2022, Canada One entered into an option agreement with an arms-length third party (the "**Matabitchuan Agreement**"), pursuant to which Canada One acquired the right to earn a 90% interest, subject to a 2% net smelter return royalty, in the Matabitchuan cobalt project, a 9,644 hectare contiguous property located approximately 50 kilometers south of Cobalt, Ontario. The Company is no longer pursuing the acquisition of the Matabitchuan project.

Concurrently with entering into the Matabitchuan Agreement, Canada One also entered into an agreement with two arms-length parties to acquire a 100% interest in and to a series of mineral claims surrounded by the Matabitchuan Project, commonly known as the Eldridge Pubelow property. The Company is no longer pursuing the acquisition of the Eldridge Pubelow property.

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 Canada One in the last 12 months preceding the date of this Offering Document.

What are the business objectives that we expect to accomplish using the available funds?

Canada One intends to use the proceeds raised from the Offering and the Concurrent Private Placement for exploration of the Company's projects including the Copper Dome Project. Specifically, the funds will be used by the Company to advance its primary business objective of continuing exploration and development of the Copper Dome Project, as well as to support operational and administrative expenses. The net proceeds of the Offering and the Concurrent Private Placement, are intended to meet the following near and medium-term business objectives:

Business Objectives and Milestones	Target Completion	Projected Cost
Retire Existing Loans and Trade Payables	October 15, 2023	\$780,000
Exploration and Evaluation Expenditures of the Copper Dome Project	December 31, 2023	\$200,000
Total Expenditures		\$980,000

USE OF AVAILABLE FUNDS

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

Based on Canada One's existing estimated working capital deficit of \$779,014, Canada One is expected to have approximately \$990,986 in available funds upon completion of the Offering and the Concurrent Private Placement.

		Assuming 100% of Offering
A	Amount to be raised by this Offering	\$650,000
B	Selling commissions and fees	\$15,000
C	Estimated Offering costs (e.g., legal, accounting, audit)	\$15,000
D	Net proceeds of Offering: D = A - (B+C)	\$620,000
E	Working capital as at most recent month end	\$(779,014)
F	Additional sources of funding⁽¹⁾	\$1,150,000
G	Total available funds: G = D+E+F	\$990,986

Notes:

(1) Includes and assumes completion of the Concurrent Private Placement.

How will we use the available funds?

Canada One expects to use the available funds as follows:

Description of intended use of available funds listed in order of priority	Assuming 100% of Offering
Exploration and Evaluation Expenditures of the Copper Dome Project	\$150,000
General and Administrative Expenses	\$840,986

Description of intended use of available funds listed in order of priority	Assuming 100% of Offering
Total:	\$990,986

The above noted allocation of capital and anticipated timing represents the Company's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. 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.

The most recent audited annual financial statements and interim financial report of the Company included a going-concern note. The Company is still in the exploration stage and the Company has not yet generated positive cash flows from its operating activities, which may cast doubt on the Company's ability to continue as a going concern. The Offering and Concurrent Private Placement is intended to permit the Company to continue to explore its properties and conduct additional exploration work, however, neither the Offering nor the Concurrent Private Placement 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 has not undertaken any equity financing within the 12 months prior to the date of this Offering Document.

FEES AND COMMISSIONS

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

The Company has not engaged any dealers or finders in connection with this Offering. The Company may compensate certain finders with a cash commission of up to 7% of the aggregate gross proceeds raised from the Offering and issue finder's warrants equivalent to 7% of the total Units subscribed under the Offering.

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 Canada One, or**
- (b) **to damages against Canada One 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.

ADDITIONAL INFORMATION

Where you can find more information about us?

Security holders can access Canada One's continuous disclosure at www.sedar.com.

Please refer to Appendix "A" – "Acknowledgements, Covenants, Representations and Warranties of the Purchaser" and Appendix "B" – "Indirect Collection of Personal Information" attached hereto.

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 Units.

APPENDIX A
ACKNOWLEDGEMENTS, COVENANTS, REPRESENTATIONS AND WARRANTIES
OF THE PURCHASER

Each purchaser of the Units (the “**Purchaser**”) makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Company, as at the date hereof, and as of the closing date:

- (a) the Purchaser is resident in the jurisdiction disclosed to the Company and the Purchaser was solicited to purchase in such jurisdiction;
- (b) the Purchaser has not received, nor has the Purchaser requested, nor does the Purchaser have any need to receive, any prospectus, sales or advertising literature, offering memorandum or any other document (other than an annual or interim report, financial statements or any other document, other than an offering memorandum, the content of which is prescribed by statute or regulation) describing or purporting to describe the business and affairs of the Company which has been prepared for delivery to, and review by, prospective purchasers in order to assist them in making an investment decision in respect of the purchase of the Units pursuant to the Offering;
- (c) the Purchaser has relied only upon publicly available information relating to the Company and not upon any verbal or written representation as to fact, and the Purchaser acknowledges that the Company has not made any written representations, warranties or covenants in respect of such publicly available information except as set forth in this Offering Document. Without limiting the generality of the foregoing, except as may be provided herein, no person has made any written or oral representation to the Purchaser that any person will re- sell or re-purchase the Units or refund any of the purchase price of the Units, or that the Units will be listed on any exchange or quoted on any quotation and trade reporting system, or that application has been or will be made to list any such security on any exchange or quote the security on any quotation and trade reporting system, and no person has given any undertaking to the Purchaser relating to the future value or price of the Units;
- (d) legal counsel retained by the Company is acting as counsel to the Company and not as counsel to the Purchaser and the Purchaser may not rely upon such counsel. The Purchaser should obtain independent legal and tax advice as it considers appropriate in connection with the performance of this Offering Document and the transactions contemplated under this Offering Document, and that the Purchaser is not relying on legal or tax advice provided by the Company or its counsel;
- (e) the Purchaser acknowledges that:
 - (i) no securities commission or similar regulatory authority has reviewed or passed on the merits of the Offering;
 - (ii) there is no government or other insurance covering the Offering;
 - (iii) there are risks associated with the purchase of the Offering;
- (f) the Company has advised the Purchaser that the Company is relying on an exemption from the requirements to provide the Purchaser with a prospectus and to sell the Units through a person or company registered to sell securities under applicable securities laws and, as a consequence of acquiring the Units pursuant to this exemption, certain protections, rights and remedies provided by the applicable securities laws, including statutory rights of rescission or damages, will not be available to the Purchaser and the Purchaser may not receive information that would otherwise be required to be given; and

- (g) the Purchaser either (A) is not an “insider” of the Company or a “registrant” (each as defined under applicable securities laws of British Columbia) or (B) has identified itself to the Company as either an “insider” or a “registrant” (each as defined under applicable securities laws of British Columbia);
- (h) if the Purchaser is:
 - (i) a corporation, the Purchaser is duly incorporated and is validly subsisting under the laws of its jurisdiction of incorporation and has all requisite legal and corporate power and authority to subscribe for the Units pursuant to the terms set out in this Offering Document;
 - (ii) a partnership, syndicate or other form of unincorporated organization, the Purchaser has the necessary legal capacity and authority to subscribe for the Units pursuant to the terms set out in this Offering Document and has obtained all necessary approvals in respect thereof; or
 - (iii) an individual, the Purchaser is of the full age of majority and is legally competent to subscribe for the Units pursuant to the terms set out in this Offering Document;
- (i) the subscription for the Units and the completion of the transactions described herein by the Purchaser will not result in any material breach of, or be in conflict with or constitute a material default under, or create a state of facts which, after notice or lapse of time, or both, would constitute a material default under any term or provision of the constating documents, bylaws or resolutions of the Purchaser if the Purchaser is not an individual, the applicable securities laws or any other laws applicable to the Purchaser, any agreement to which the Purchaser is a party, or any judgment, decree, order, statute, rule or regulation applicable to the Purchaser;
- (j) the Purchaser is not purchasing the Units with knowledge of any material fact or material change about the Company that has not been generally disclosed and the decision of the Purchaser, to acquire Units has not been made as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Company or any other person and is based entirely upon the Offering Document;
- (k) the Purchaser is aware that the Units have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or the securities laws of any state of the United States and that the Units may not be offered, sold or otherwise disposed of, directly or indirectly, in the United States, any state or territory of the United States or the District of Columbia, without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an exemption from such registration and it acknowledges that the Company has no obligation or present intention of filing a registration statement under the U.S. Securities Act in respect of the sale or resale of the Units;
- (l) the funds representing the aggregate subscription funds which will be advanced by the Purchaser to the Company hereunder, as applicable, will not represent proceeds of crime for the purposes of the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada) (the “**PCMLTFA**”) or for the purposes of the United States Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act, as may be amended from time to time (the “**PATRIOT Act**”) and the Purchaser acknowledges that the Company may in the future be required by law to disclose the Purchaser’s name and other information relating to the Purchaser’s subscription of the Units, on a confidential basis, pursuant to the PCMLTFA and the PATRIOT Act, and that, to the best of its knowledge: (i) none of the subscription funds to be provided by the Purchaser (A) have been or will be derived from or related to any activity that is deemed criminal under the laws of Canada, the United States or any other jurisdiction; or (B) are being tendered on behalf of a person who has not been identified to the Purchaser; and (ii) it will

promptly notify the Company if the Purchaser discovers that any of such representations ceases to be true, and to provide the Company with appropriate information in connection therewith;

- (m) neither the Company, nor any of their respective directors, employees, officers, affiliates or agents has made any written or oral representations to the Purchaser: (i) that any person will resell or repurchase the Units; (ii) that any person will refund all or any part of the purchase price of the shares acquired by the Purchaser; or (iii) as to the future price or value of the Units;
- (n) if required by applicable securities laws or the Company, the Purchaser will execute, deliver and file or assist the Company in filing such reports, undertakings and other documents with respect to the issue and/or sale of the Units as may be required by any securities commission, stock exchange or other regulatory authority;
- (o) the Purchaser has obtained all necessary consents and authorities to enable it to agree to subscribe for the Units pursuant to the terms set out in this Offering Document and the Purchaser has otherwise observed all applicable laws, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in any territory in connection with the purchase of the Units and the Purchaser has not taken any action which will or may result in the Company acting in breach of any regulatory or legal requirements of any territory in connection with the Offering or the Purchaser's subscription;
- (p) the Purchaser is purchasing the Units for investment purposes only and not with a view to resale or distribution; and
- (q) the Purchaser acknowledges that certain fees and commissions may be payable by the Company in connection with the Offering.

APPENDIX B INDIRECT COLLECTION OF PERSONAL INFORMATION

Indirect Collection of Personal Information

By purchasing the Units, the Purchaser acknowledges that the Company and their respective agents and advisers may each collect, use and disclose the Purchaser's name and other specified personally identifiable information (including his, her or its name, jurisdiction of residence, address, telephone number, email address and aggregate value of the Units that it has purchased) (the "Information"), for purposes of (i) meeting legal, regulatory, stock exchange and audit requirements and as otherwise permitted or required by law or regulation, and (ii) issuing ownership statements issued under a direct registration system or other electronic book-entry system, or certificates that may be issued, as applicable, representing the Units to be issued to the Purchaser. The Information may also be disclosed by the Company to: (i) stock exchanges, (ii) revenue or taxing authorities and (iii) any of the other parties involved in the Offering, including legal counsel, and may be included in record books in connection with the Offering. The Purchaser is deemed to be consenting to the disclosure of the Information.

By purchasing the Units the Purchaser acknowledges (A) that Information concerning the Purchaser will be disclosed to the relevant Canadian securities regulatory authorities and may become available to the public in accordance with the requirements of applicable securities and freedom of information laws and the Purchaser consents to the disclosure of the Information; (B) the Information is being collected indirectly by the applicable Canadian securities regulatory authorities under the authority granted to them in securities legislation; and (C) the Information is being collected for the purposes of the administration and enforcement of the applicable Canadian securities legislation; and by purchasing the Units, the Purchaser shall be deemed to have authorized such indirect collection of personal information by the relevant Canadian securities regulatory authorities.

The Purchaser may contact the following public official in the applicable province with respect to questions about the commission's indirect collection of such Information at the following address, telephone number and email address (if any):

Alberta Securities Commission
Suite 600, 250 – 5th Street SW
Calgary, Alberta T2P 0R4
Telephone: 403-297-6454
Toll free in Canada: 1-877-355-0585
Facsimile: 403-297-2082
Public official contact regarding indirect collection of information: FOIP Coordinator

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Inquiries: 604-899-6854
Toll free in Canada: 1-800-373-6393
Facsimile: 604-899-6581
Email: FOI-privacy@bcsc.bc.ca
Public official contact regarding indirect collection of information: FOI Inquiries

The Manitoba Securities Commission
500 – 400 St. Mary Avenue
Winnipeg, Manitoba R3C 4K5
Telephone: 204-945-2561
Toll free in Manitoba: 1-800-655-5244
Facsimile: 204-945-0330
Public official contact regarding indirect collection of information: Director

Financial and Consumer Services Commission (New Brunswick)
85 Charlotte Street, Suite 300
Saint John, New Brunswick E2L 2J2
Telephone: 506-658-3060
Toll free in Canada: 1-866-933-2222
Facsimile: 506-658-3059
Email: info@fcnbc.ca
Public official contact regarding indirect collection of information: Chief Executive

Officer and Privacy Officer Government of Newfoundland and Labrador Financial Services Regulation Division
P.O. Box 8700
Confederation Building
2nd Floor, West Block
Prince Philip Drive
St. John's, Newfoundland and Labrador A1B 4J6
Attention: Director of Securities
Telephone: 709-729-4189
Facsimile: 709-729-6187
Public official contact regarding indirect collection of information: Superintendent of Securities

Nova Scotia Securities Commission
Suite 400, 5251 Duke Street
Duke Tower
P.O. Box 458
Halifax, Nova Scotia B3J 2P8
Telephone: 902-424-7768
Facsimile: 902-424-4625
Public official contact regarding indirect collection of information: Executive Director

Ontario Securities Commission
20 Queen Street West, 22nd Floor
Toronto, Ontario M5H 3S8
Telephone: 416-593-8314
Toll free in Canada: 1-877-785-1555
Facsimile: 416-593-8122
Email: exemptmarketfilings@osc.gov.on.ca
Public official contact regarding indirect collection of information: Inquiries Officer

Prince Edward Island Securities Office
95 Rochford Street, 4th Floor Shaw Building
P.O. Box 2000
Charlottetown, Prince Edward Island C1A 7N8
Telephone: 902-368-4569
Facsimile: 902-368-5283
Public official contact regarding indirect collection of information: Superintendent of Securities

Financial and Consumer Affairs Authority of Saskatchewan
Suite 601 - 1919 Saskatchewan Drive
Regina, Saskatchewan S4P 4H2
Telephone: 306-787-5842
Facsimile: 306-787-5899
Public official contact regarding indirect collection of information: Director

Autorité des Marchés Financiers
800, Square Victoria, 22e étage
C.P. 246, Tour de la Bourse
Montréal, Québec H4Z 1G3
Telephone: 514 395-0337 or 1 877 525-0337
Facsimile: 514 864-6381
Public official contact regarding indirect collection of information: Secrétaire générale

CERTIFICATE OF THE COMPANY

August 25, 2023

This Offering Document, together with any document filed under Canadian securities legislation on or after August 25, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

(Signed) "PETER BERDUSCO"

Chief Executive Officer

(Signed) "MICHAEL KINLEY"

Chief Financial Officer