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These securities have not been registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document (the “Offering Document”) does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. “United States” and “U.S. person” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

**AMENDED AND RESTATED OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION  
(AMENDING AND RESTATING THE OFFERING DOCUMENT DATED JANUARY 27, 2026)**

February 6, 2026

**SUPREME CRITICAL METALS INC.**  
(the “Issuer” or “Supreme”)



**PART 1: SUMMARY OF THE OFFERING**

*What are we Offering?*

|                         |   |
|-------------------------|---|
| <i>Offering:</i>        | <p>A non-brokered private placement financing (the “<b>Offering</b>”) of up to 14,000,000 units of the Issuer (the “<b>Offered Units</b>”) for gross proceeds of up to \$1,400,000 under the Listed Issuer Financing Exemption (the “<b>Exemption</b>” or “<b>LIFE</b>”) under Part 5A of National Instrument 45-106 – <i>Prospectus Exemptions</i> (“<b>NI 45-106</b>”).</p> <p>Each Offered Unit will consist of (i) one common share in the capital of the Issuer (“<b>Common Share</b>”) and (ii) one-half of one common share purchase warrant (a “<b>Warrant</b>”). Each whole Warrant will be exercisable for a period of 24 months from the Closing Date (the “<b>Expiry Period</b>”) and will entitle the holder thereof to purchase one additional Common Share prior to the expiry of the Expiry Period at an exercise price of \$0.20 per Warrant, provided that in the event the Common Shares trade for a period of 10 trading days at \$0.35 or higher on the Canadian Securities Exchange (the “<b>CSE</b>”), the Issuer can accelerate the exercise of the Warrants to 30 days after providing notice. Further details on the terms of the Warrants can be found in the certificate representing such Warrants, which can be obtained prior to subscription.</p> |
| <i>Offering Price:</i>  | \$0.10 per Offered Unit.  |
| <i>Offering Amount:</i> | A maximum of 14,000,000 Offered Units (for gross proceeds of \$1,400,000). The Offering is subject to a minimum of 6,000,000 Offered Units or gross proceeds of \$600,000.00 (the “ <b>Minimum Offering</b> ”).   |
| <i>Closing Date:</i>    | The Offering is expected to close in one or more closings, with the second closing expected to occur on or around February 15, 2026 (the “ <b>Closing Date</b> ”), or such other date as the Issuer may determine. The Issuer has closed an initial tranche in the amount of \$968,000 or 9,680,000 Units as of the date of this Offering Document.   |
| <i>Exchange:</i>        | Common Shares are listed on the CSE under the symbol “CRIT”, the OTC Pink Market under the symbol “VRCFF”, and the Frankfurt Stock Exchange under the trading symbol “VR6”. The Warrants are not and will not be listed on any exchange.  |

|                                   |  |
|-----------------------------------|--|
| <i>Last Closing Price:</i>        | On the most recent trading day before the date of this Offering Document, the closing price of the Common Shares on the CSE was \$0.095, the OTC Pink Market was \$0.072, and the Frankfurt Stock Exchange was \$0.056.  |
| <i>Description of Securities:</i> | Holders of Common Shares are entitled to (i) dividends, if, as and when declared by the board of directors of the Issuer, (ii) one (1) vote per Common Share at meetings of shareholders, and (iii) upon liquidation, to receive such assets of the Issuer as are distributable to holders of Common Shares after payment of all liabilities. `  |
| <i>Finders</i>                    | In connection with the Offering, the Issuer may enter into an arrangement with one or more parties (the “ <b>Finders</b> ”) to assist in identifying third-party subscribers. The Issuer may pay the Finders a cash commission of up to 7.0% and 7% broker warrants with an exercise price at \$0.20 (“ <b>Broker Warrants</b> ”). Each Broker Warrant will be exercisable for a period of 24 months from the respective Closing Date. |

**Supreme 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:**

- **The Issuer has active operations, and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Issuer has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The Issuer is relying on the exemptions in Coordinated Blanket Order 45-935 Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the “Order”) and is qualified to distribute securities in reliance on the exemptions included in the Order.**
- **The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months immediately preceding the date of the news release announcing this Offering Document, will not exceed \$25,000,000.**
- **The Issuer 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.**
- **The Issuer 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.**

*Unless otherwise stated, all monetary references in this Offering Document, including the symbol “\$”, refer to Canadian dollars.*

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This Offering Document contains forward-looking information and forward-looking statements within the meaning of applicable securities laws (collectively, “forward-looking information”). Such forward-looking information is provided to inform the Issuer’s shareholders and potential investors about management’s assessment of Supreme’s plans and operations relating to the future. Readers are cautioned that reliance on such information may not be appropriate for other purposes. Any such forward-looking information may be identified by words such as “anticipate”, “proposed”, “estimates”, “would”, “expects”, “intends”, “plans”, “may”, “will”, and similar expressions, although not all forward-looking information contain these identifying words. All statements, other than statements of historical fact, that address activities, events or developments that the Issuer believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding any objectives and strategies of the Issuer) are forward-looking information.

More particularly and without limitation, the forward-looking information in this Offering Document includes (i) expectations with respect to the Offering; (ii) expectations regarding the use of proceeds and the use of the available funds following completion of the Offering; (iii) expectations concerning the payment of fees and commissions paid to the Finders, if any; (iv) expectations regarding the completion of the Offering and timing and closings thereof; (v) expectations concerning the Issuer’s future plans, objectives, strategies and goals relating to its business; and (vi) expectations with respect to the timing of future activities regarding strategic acquisitions.

Since forward-looking information addresses future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, (i) the Issuer’s ability to efficiently and successfully develop new opportunities and failure to identify future transactional counterparties; (ii) the Issuer’s ability to meet its working capital needs at the current level for the next 12-month period; (iii) management’s outlook regarding future trends; (iv) continued development in key properties and projects; (v) fluctuations in foreign currency exchange rates; (vi) ability to obtain additional financing; (vii) loss of key personnel and our inability to attract and retain qualified personnel; (viii) potential losses, liabilities and damages related to our business which are uninsured or uninsurable; (ix) volatility of global financial conditions; (x) taxation, including changes in tax laws and interpretation of tax laws; and (xi) political, economic, regulatory, and other uncertainties.

Although Supreme believes that the expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on forward-looking information because the Issuer can give no assurance that such expectations will prove to be correct. The forward-looking information in this Offering Document reflects the Issuer’s current expectations, assumptions and/or beliefs based on information currently available to the Issuer. Any forward-looking information speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Issuer disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. The forward-looking information contained in this Offering Document is expressly qualified by this cautionary statement.

This Offering Document also contains future-oriented financial information and financial outlook information (collectively, “**FOFI**”) regarding the Issuer’s expected revenue, operating losses, and expenses, which are subject to the same assumptions, risk factors, limitations and qualifications as set forth above. FOFI contained in this Offering Document was prepared using the same accounting principles that the Issuer expects to use in preparing its financial statements for the applicable periods covered by such FOFI. FOFI was made as of the date of this Offering Document and is provided for the purpose of describing anticipated sources, amounts and timing of revenue generation, and is not an estimate of profitability or any other measure of financial performance. In particular, revenue estimates do not take into account the cost of such estimated revenue, including the cost of goods and the cost of sales. In addition, and for greater certainty, revenue estimates do not take into account the operating costs of the Issuer.

The Issuer disclaims any intention or obligation to update or revise any FOFI contained in this Offering Document, whether as a result of new information, future events or otherwise, unless required pursuant to applicable law. FOFI contained in this Offering Document should not be used for purposes other than for which it is disclosed herein.

### *What is our Business?*

Supreme was incorporated under the laws of the Province of British Columbia. On October 25, 2024, the Issuer amended its articles to change its name from “Victory Battery Metals Inc.” to “Supreme Critical Metals Inc.”.

Supreme is a publicly traded junior international mining corporation with interests in North America. The Issuer is currently developing its existing projects, including the Mal-Wen property in British Columbia, the Saguenay Nickel property in Quebec, and the Stingray Lithium property in Quebec. Supreme also holds options to acquire 100% interest in the (i) Lac Kashiwiss property in Quebec; (ii) the Chariot River Athabasca Uranium property in Saskatchewan (the “**Chariot River Property**”); and (iii) the Yellow Chief Uranium property located in Juab County, Utah (the “**Yellow Chief Property**”).

Supreme is focused on leading edge exploration projects to benefit shareholders with significant potential, and the Issuer is actively exploring and investigating accretive Lithium, Gold, Silver and Precious metals opportunities by identifying strategic opportunities in regions that are conducive to mining due to the regulatory nature of the government with existing infrastructure and identifying opportunities in geographical locations that in combination will allow the Issuer to pursue year-round exploration and development. The Issuer has significantly expanded its focus on Uranium, with the acquisition of the Yellow Chief Property and a portfolio of four Uranium properties in Saskatchewan. When combined with the Chariot River Property, the Issuer’s current Uranium holdings comprise approximately 3,643 hectares.

The Issuer’s Common Shares are listed and posted for trading on the CSE under the symbol “CRIT”, the OTC Pink Market under the symbol “VRCFF”, and the Frankfurt Stock Exchange under the trading symbol “VR6”. Supreme’s head office is located at 500 – 666 Burrard Street, Vancouver, BC V6C 3P6.

### *Recent Developments*

There are no recent material developments in respect to the Issuer that have not been disclosed in this Offering Document or in any other document filed by Supreme in the 12 months preceding the date hereof.

The following summarizes key recent developments involving or affecting the Issuer:

- On December 8, 2025, the Issuer announced that it completed a first closing of its previously announced non-brokered Flow-Through Unit Private placement (the “**Financing**”). The Issuer raised proceeds of \$733,250.19 through the sale of 3,410,466 Units at a price of \$0.215 per Flow-Through Unit. For more information on the Financing, see the Issuer’s press release and Material Change Report dated December 8, 2025.
- On November 25, 2025, the Issuer announced that Glen R. Watson has stepped into the role of President and Chief Executive Officer.
- On November 4, 2025, the Issuer announced that it acquired an option to earn a 100% interest in the Gold Springs 1 Property located in Stateline Mining District, Lincoln County, Nevada, USA (the “**Transaction**”) for cash consideration of US\$250,000. The closing of the Transaction is expected to occur on or about November 15, 2025 (the “**Closing**”). At Closing and subject to approval of the CSE, the Issuer will pay 1,250,000 common shares at a deemed price of \$0.21 per share
- On September 20, 2025, the Issuer announced that it issued a total of 2,675,000 options pursuant to its incentive stock option plan (“**Plan**”) to management, employees and consultants. Each option entitles the holder to subscribe for one common share of the Issuer for \$0.22 for a period of 3 years, subject to the terms of the Plan. The Issuer also announced that it has, subject to approval of the CSE, agreed with the optionor, Robert Weicker, that it will issue to the optionor 500,000 shares at a deemed price of \$0.17 per share and grant the optionor an NSR of 0.6% in lieu of having to spend \$100,000 on the property by December 31, 2025. All other terms of the option remain the same.
- On September 18, 2025, the Issuer announced that it closed its previously announced Common Share Financing (the “**Offering**”). The Issuer raised proceeds of \$1,086,182 through the sale of 10,861,820 common shares of the Issuer (the

“Shares”) at a price of \$0.10 per Share. The Issuer paid finder’s fees on the Offering to qualified finder’s of \$55,094.56 and 350,000 Shares.

- On September 8, 2025, the Issuer announced that it had filed its interim unaudited financial statements, interim management’s discussion and analysis, and related certifications for the three-month period ended May 31, 2025 (collectively, the “**Interim Filings**”) on September 4, 2025. The Issuer also announced that the Issuer’s principal regulator, the British Columbia Securities Commission (“**BCSC**”), had revoked a Management Cease Trade Order (“**MCTO**”) which was initially granted on July 2, 2025 in connection with the incomplete Required Filings and Interim Filings. The Issuer’s management continued to cease in trading of the Issuer’s securities until two full business days passed following receipt by the BCSC of all filings the Issuer is required to make under securities laws, or further order of the Executive Director.
- On September 5, 2025, the Issuer announced the appointment of Mr. Ron Shenton to the Advisory Board
- On September 3, 2025, the Issuer announced that it had closed its previously announced acquisition of the Silver Vista Silver-Copper Property located 55 kilometres northeast of Smithers, BC. The Issuer issued 1,000,000 common shares at a deemed price of \$0.10 in accordance with the terms of the September 25, 2024 Option Agreement. The Issuer also announced the appointment of Mr. Robert Weicker to the Advisory Board
- On August 29, 2025, the Issuer announced that it had filed the Required Filings on August 28, 2025. Other than the filing of the Required Filings, the Issuer reported that since its news release dated August 15, 2025, there had been no material changes to the information contained therein that had not been disclosed, nor any failure by the Issuer to fulfill its intentions as stated therein. As a result of circumstances reasonably linked to the Issuer’s delay in filing the Required Filings, the Issuer did not meet the deadline for filing its interim unaudited financial statements, interim management’s discussion and analysis, and related certifications for the three-month period ended May 31, 2025 (collectively, the “**Interim Filings**”). The Issuer’s Board of Directors and management confirmed that they are working expeditiously to meet the Issuer’s obligations related to the filing of the Interim Filings. The Issuer expects to file the Interim Filings on or before September 4, 2025.
- On August 21, 2025 the Issuer announced the acquisition of the Silver Vista Silver-Copper Property (the “**Property**”) located 55 kilometres northeast of Smithers, British Columbia. The Issuer can acquire a 100% interest in the Property by fulfilling the terms of an Option Agreement between the Property Owners and Global Copper Corp., dated September 25, 2024. The Issuer will issue 1 million shares to Global Copper Corp., for the right to assume the underlying terms of the option agreement which extend over a three-year period. For more information on the Property, see the press release of the Issuer dated August 21, 2025.
- On July 2, 2025, the Issuer announced that it had not filed its audited annual financial statements, management’s discussion and analysis and related CEO and CFO certifications for the financial year ended February 28, 2025 (the “**Required Filings**”) by the filing deadline of June 27, 2025, and as a result was in default of its obligations under Part 4 of National Instrument 51-102 Continuous Disclosure Obligations. The Issuer had applied to the British Columbia Securities Commission (the “**BCSC**”) for a management cease trade order (the “**MCTO**”), which would restrict all trading in securities of the Issuer, whether direct or indirect, by the Chief Executive Officer and Chief Financial Officer of the Issuer until such time as the Required Filings are made and the Executive Director of the BCSC revokes the MCTO. The BCSC issued the MCTO on July 2, 2025.
- On June 20, 2025, the Issuer announced that the filing of its audited financial statements, management’s discussion and analysis and related CEO and CFO certifications for the financial year ended February 28, 2025, would be delayed beyond the filing deadline of June 27, 2025, and as a result the Issuer would be in default of its obligations under Part 4 of National Instrument 51-102 Continuous Disclosure Obligations.
- On March 19, 2025, the Issuer completed a shares for debt transaction with certain insiders and third parties, whereby Supreme settled an aggregate of \$747,392 in debt through the issuance of 5,749,169 Common Shares at a deemed price of \$0.13 per Common Share, subject to the terms and conditions of the debt settlement agreements.
- On February 19, 2025, Chris Gulka was appointed as the Issuer’s Chief Financial Officer following the resignation of Tatiana Kovaleva.

More detailed information regarding the above recent developments, together with all of the Issuer’s material information, can be obtained by reviewing copies of the applicable news releases and other materials filed under the Issuer’s SEDAR+ profile at www.sedarplus.ca. See also “Where can you find more information about us?” section below.

### **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 Issuer 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 Issuer intends to use the net proceeds raised from the Offering as follows:

| <b>Event</b>                                 | <b>Time Frame</b>            | <b>Assuming Minimum Offering</b> | <b>Assuming 100% of the Offering</b> |
|--|------------------------------|----------------------------------|--------------------------------------|
| Working Capital Deficit                      | January 2026                 | \$200,000                        | \$200,000                            |
| General and Administrative Expenses          | January 2026 to January 2027 | \$400,000                        | \$500,000                            |
| Further Development, General Working Capital | January 2026 to January 2027 | \$nil                            | \$300,000                            |
| Exploration Costs                            | January 2026 to January 2027 | \$nil                            | \$400,000                            |

## **PART 3: USE OF AVAILABLE FUNDS**

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

The following table describes the Issuer’s available funds after the Offering in addition to other sources of funding that the Issuer intends to raise and use to achieve its principal purpose for raising capital.

|          |   | <b>Assuming Minimum Offering</b> | <b>Assuming 100% of the Offering</b> |
|----------|---|----------------------------------|--------------------------------------|
| A        | Amount to be raised by this Offering                                    | \$600,000                        | \$1,400,000                          |
| B        | Selling Commissions and Fees <sup>(1)</sup>                             | \$42,000                         | \$98,000                             |
| C        | Estimated Offering Costs (e.g., legal, accounting, audit)               | \$10,000                         | \$20,000                             |
| D        | Net Proceeds of Offering: D = A – (B + C)                               | \$548,000                        | \$1,282,000                          |
| E        | Working Capital as at most recent month end (deficiency) <sup>(2)</sup> | (\$200,000)                      | (\$200,000)                          |
| F        | Additional Sources of Funding   | N/A                              | N/A                                  |
| <b>G</b> | <b>Total Available Funds: G = D + E + F</b>                             | <b>\$348,000</b>                 | <b>\$1,082,000</b>                   |

(1) Assumes Finders’ cash commissions of approximately 7.0% of the gross proceeds of the Offering. See “Fees and Commissions” below.

(2) Working capital deficiency as at most recent month-end, totalled \$200,000.

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

| Description of Intended Use of Available Funds Listed in Order of Priority | Assuming Minimum Offering | Assuming 100% of the Offering |
|--|---------------------------|-------------------------------|
| General and Administrative Expenses  | \$348,000                 | \$500,000                     |
| Further Development, General Working Capital <sup>(1)</sup>                | \$nil                     | \$200,000                     |
| Exploration Costs  | \$nil                     | \$382,000                     |
| <b>Total: Equal to G in the table above</b>                                | \$348,000                 | \$1,082,000                   |

(1) Working capital to support Supreme's organic growth initiatives, which may include funding strategic acquisitions.

The Issuer's most recent interim financial statements for the six months ended August 31, 2025, were prepared on a going concern basis which assumes that the Issuer will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Offering is intended to assist the ability of the Issuer to obtain necessary financing to fund property commitments and to complete the exploration and development of the properties and upon achieving future profitable production or proceeds from the disposition thereof. The Issuer has had a history of negative cash flow from operating activities and, if necessary, certain of the net proceeds from this Offering may be used to fund such negative cash flow from operating activities in future periods. The Issuer anticipates that it will continue to have negative cash flow from operating activities in future periods. The Issuer cannot guarantee that it will attain or maintain positive cash flow status in the future. See the "Cautionary Note Regarding Forward-Looking Information" section above.

The above-noted allocation of capital and anticipated timing represents the Issuer's current intentions based upon its present plans and business conditions, which could change in the future as such plans and business conditions evolve. Although the Issuer intends to spend 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 Supreme's ability to execute on its business plan. See the "Cautionary Note Regarding Forward-Looking Information" section above.

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

In the 12 months preceding the date of this Offering Document, the Issuer raised aggregate gross proceeds of \$1,819,432. These proceeds were used as follows:

| Description                                  | Amount      | Variances to what was previously disclosed as use of proceeds, if any, and why |
|--|-------------|--|
| General and Administrative Expenses          | \$929,792   | N/A  |
| Further Development, General Working Capital | \$802,010   | N/A  |
| Exploration Costs                            | \$87,630    | N/A  |
| <b>Total:</b>                                | \$1,819,432 | N/A  |

## **PART 4:**

### **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?*

In connection with the Offering, the Issuer may enter into an arrangement with one or more Finders to assist in identifying third-party subscribers. The Issuer may pay the Finders a cash commission of up to 7.0% and 7% Broker Warrants with an exercise price of \$0.20. Each Broker Warrant is expected to be exercisable for a period of 24 months from the Closing Date.

*Does any dealer or finder have a conflict of interest?*

To the knowledge of the Issuer, it is not a “related issuer” or “connected issuer” of or to any proposed Finders, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

**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 Issuer, or
- (b) to damages against the Issuer 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 can you find more information about us?*

Securityholders can access our continuous disclosure at [www.sedarplus.ca](http://www.sedarplus.ca). Additional information about our business, directors, and management may be found on Supreme’s website at [www.supremecriticalmetals.com](http://www.supremecriticalmetals.com).

**PART 7: DATE AND CERTIFICATE**

**This Offering Document, together with any document filed under Canadian securities legislation on or after February 6, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

**DATED this 6<sup>th</sup> day of February, 2026.**

(Signed) “*Glen Watson*”

\_\_\_\_\_  
Name: Glen Watson  
Title: Chief Executive Officer

(Signed) “*Christopher Gulka*”

\_\_\_\_\_  
Name: Christopher Gulka  
Title: Chief Financial Officer