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The securities described in this offering document have not been 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 may not be offered or sold within the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable securities laws of any state of the United States. This offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of the securities described herein within the United States. “United States” has the meaning ascribed to it in Regulation S under the U.S. Securities Act.

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

October 29, 2025



NOBEL RESOURCES CORP.
(the “Issuer”, “Nobel Resources” or “we”)

SUBSCRIPTION PRICE \$0.05 PER UNIT

PART 1 SUMMARY OF OFFERING

What are we offering?

Offering:	The units (“Units”) of the Issuer will be offered by way of the “listed issuer financing” exemption under Part 5A of National Instrument 45-106 – <i>Prospectus Exemptions</i> (“NI 45-106”) as amended by Coordinated Blanket Order 45-935 – <i>Exemptions from Certain Conditions of the Listed Issuer Financing Exemption</i> (the “LIFE Exemption”) in all the provinces and territories of Canada with the exception of Québec (the “Selling Jurisdictions”), with each Unit being composed of one common share of the Issuer (a “Share”) and one-half of one common share purchase warrant (a “Warrant”). Each whole Warrant will be exercisable to acquire an additional Share (each a “Warrant Share”, and together with the Units, Shares and Warrants, the “Securities”) at an exercise price of \$0.06 for period commencing on the day that is 70 days following the Closing Date and ending at 5:00 p.m. (Toronto time) on the day that is 24 months following the Closing Date.
Offering Price:	\$0.05 per Unit.

Offering Amount:	A minimum of 30,000,000 Units and maximum of 50,000,000 Units for minimum gross proceeds of \$1,500,000 (the “ Minimum Offering ”) and maximum gross proceeds of up to \$2,500,000 (the “ Maximum Offering ”, together with the Minimum Offering, the “ Offering ”).
The Agents:	The Issuer has entered into an engagement letter with iA Private Wealth Inc. to act as lead agent and sole-bookrunner, on behalf of a syndicate of Agents to be formed (together, the “ Agents ”). The Units will be offered and sold on a “best efforts” private placement basis pursuant to an Agency Agreement (the “ Agency Agreement ”) to be entered into on the Closing Date (as defined below) between the Issuer and the Agents.
Closing Date:	The Offering may be completed in one or more closings and is expected to close on or about November 17, 2025, or such other date as may be determined by the Issuer and the Agents (the “ Closing Date ”). At the Closing Date, Units will be issued against receipt of funds.
Exchange:	The Shares of the Issuer are listed on the TSX Venture Exchange. (the “ Exchange ”), under the symbol “NBLC”. The Warrants will not be listed on any stock exchange.
Last Closing Price:	The closing price of the Shares on the Exchange on October 28, 2025, was \$0.045.
Resale Restrictions:	The Units sold under the Offering to investors resident in Canada will not be subject to a hold period pursuant to applicable Canadian securities laws, pursuant to the LIFE Exemption.
Description of Shares:	The holders of Shares are entitled to receive notice of, attend and vote at all meetings of the shareholders of the Issuer, and each Share confers the right to one vote at all such meetings. Subject to any class of shares ranking in priority to the Shares, the holders of Shares are entitled to receive and participate rateably in any dividends declared by the board of directors of the Issuer. Subject to any class of shares ranking in priority to the Shares, in the event of the liquidation, dissolution or winding-up of the Issuer or other distribution of the assets of the Issuer among its shareholders for the purposes of winding up its affairs, the holders of the Shares are entitled to participate rateably in the distribution of the assets of the Issuer.
Description of Warrants:	Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Warrant Share at an exercise price of \$0.06, exercisable for period commencing on the day that is 70 days following the Closing Date and ending at 5:00 p.m. (Toronto time) on the day that is 24 months following the Closing Date. The Warrants will be created and issued pursuant to the terms of a warrant indenture (the “Warrant Indenture”) to be dated as of the Closing Date between the Issuer and TSX Trust Company, as warrant trustee. The Warrant Indenture will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants or the exercise price per Warrant Share upon the occurrence of certain customary events. The Warrant Indenture will also contain provisions designed to protect holders of the Warrants against dilution upon the happening of certain events. No fractional Warrant Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional shares. The holding of Warrants will not make the holder thereof a shareholder of the Issuer or entitle such holder to any right or interest in respect of the Warrants except as expressly provided in the Warrant Indenture. Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Shares. Except for Shares and Warrants issued to, or for the account or benefit of, persons within the United States or U.S. persons who are acquiring Units pursuant to the registration exemption in Rule 506(b) of Regulation D, which will be issued in each case in certificated form, no certificates evidencing the Shares and Warrants are expected to be issued pursuant to the Offering. Instead, the Shares and Warrants sold pursuant to the Offering are expected to be issued in electronic form to the Canadian Depository for Securities (“CDS”) or nominees thereof and deposited with CDS on the Closing Date.

Concurrent Private Placement:	In addition to the Offering, the Company intends to complete a concurrent non-brokered private placement offering of up to 20,000,000 Units (the “Concurrent Private Placement”). The Concurrent Private Placement will be completed concurrently with the Offering. The Units sold under the Concurrent Private Placement to investors resident in Canada will be subject to a hold period of four months and one day. The Units under the Concurrent Private Placement will be offered and sold to purchasers by way of private placement (i) in each of the provinces and territories of Canada pursuant to exemptions available under NI 45-106, other than the LIFE Exemption, (ii) the United States pursuant to available exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws, and (iii) such other jurisdictions provided it is understood that no prospectus filing or comparable obligation, ongoing reporting requirement or requisite regulatory or governmental approval arises in such other jurisdictions.
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Investors who participate in this Offering are deemed to have acknowledged certain facts and agreements on which the Issuer is relying. Please review the Appendices to ensure you agree with these acknowledgements and have provided the Issuer with any required information. **NOTHING IN THE APPENDICES MODIFIES ANY DISCLOSURE MADE BY THE ISSUER IN THIS OFFERING DOCUMENT.**

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

General Information

The Issuer 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, 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.

Cautionary Note Regarding Forward-Looking Statements

This Offering Document contains “forward-looking statements” or “forward-looking information” within the meaning of applicable securities legislation (collectively referred to herein as “**forward-looking statements**” or “**forward-looking information**”). Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “will”, “proposes”, “expects”, “estimates”, “intends”, “anticipates” or “believes”, or variations (including negative and grammatical variations) of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. 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 statements. Examples of such forward-looking statements in this Offering Document include the Issuer’s business plans and strategies; the Issuer’s ongoing exploration at the Cuprita Project; the Issuer’s working capital and anticipated future revenue, costs and expenses; the completion of the Offering, the partial or full completion of the Concurrent Private Placement, the amount of the expenses related to the Concurrent Private Placement; obtaining all of the required shareholder, stock exchange and other approvals in connection with the Offering; use of available funds, including the proceeds of the Offering and the costs of the Offering; business objectives and milestones; and adequacy of financial resources. These forward-looking statements reflect the current expectations, assumptions or beliefs of the Issuer based on information currently available to the Issuer.

Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. The material factors and assumptions used to develop the forward-looking statements contained in this Offering Document include, without limitation, the completion and realization of the anticipated benefits of the Offering; the timing for completion, settlement and closing of the Offering and the Concurrent Private Placement; the speculative nature of an investment in the Issuer’s securities; the satisfaction of the conditions to closing of the Offering and the Concurrent Private Placement, including receipt in a timely manner of regulatory and other required approvals and clearances, including the approval of the Exchange; the Issuer’s operations at its Cuprita Project; the use of proceeds of the Offering and the Concurrent Private Placement; potential adverse effects on the market price of the Issuer’s securities resulting from a sale of a substantial amount of the Issuer’s securities; price volatility of the Issuer’s securities; treatment under governmental regulatory regimes; general business, economic, competitive, political and social uncertainties; the future price of base metals; anticipated costs and the Issuer’s ability to obtain additional financing on satisfactory terms to fund its programs; the Issuer’s ability to carry on exploration and development activities, the timing and results of drilling programs; the discovery of mineral resources on the Issuer’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; governmental regulation of the mining industry, including environmental regulation, the costs of exploration and development expenditures; the Issuer’s ability to operate in a safe, efficient and effective manner; the potential impact of natural disasters and the Issuer’s ability to obtain financing as and when required and on reasonable terms.

There can be no assurance that forward-looking statements will prove to be accurate, as actual results, performance or developments could differ materially from those anticipated in such statements. Although the Issuer believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein. The factors identified above are not intended to represent a complete list of the factors that could affect the Issuer.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Issuer’s actual results, performance or developments to be materially different from any future results, performance or developments expressed or implied by the forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on,

the Issuer. Prospective investors should carefully consider all information contained in this Offering Document including information contained in the section entitled "Cautionary Note Regarding Forward-Looking Statements", before deciding to purchase the Units. Additionally, purchasers should consider the risk factors set forth below, as well as risks described in the Issuer's filings that are available on the Issuer's SEDAR+ profile at www.sedarplus.ca. Risks which may impact the forward-looking information contained in this Offering Document include but are not limited to, the Issuer's securities may experience price volatility and investors may lose all or part of their investment; the Issuer's limited operating history with no history of earnings or profitability; the fact that the Issuer has negative operating cash flow and dependence on third-party financing; the Issuer's ability to obtain additional financing on satisfactory terms or at all; changes in the competitive conditions of the markets in which the Issuer operates; undetected defects in title, the possibility of cost overruns or unanticipated expenses; the potential for various land payments, royalties or work commitments to arise in respect of the Issuer's project properties; the potential of unpredictable market forces impacting demand for certain materials, which in turn may impact the Issuer's ability to obtain financing to fund exploration and development; potential conflicts of interest arising for board of directors members; environmental and other regulatory requirements which may impact the Issuer's business, including the potential for environmental regulators to require financial assurances for decommissioning and reclaiming costs for each project site; risks related to the cyclical nature of the resource exploration business; potential climate change impacts on the Issuer's business; exploration and development activities which may not be completed as planned; the results of exploration and additional development activities which may not be as anticipated; fluctuations in the currency markets; changes in interest rates; disruption to the credit markets and delays in obtaining financing; inflationary pressures; price and volume volatility and fluctuating value of the Issuer's securities; risks arising from holding derivative instruments (such as credit risk, market liquidity risk and mark-to-market risk); changes in the availability of the Issuer to obtain adequate insurance; changes in national and local government legislation, taxation, controls, regulations and political or economic developments in Chile and Canada, or other countries in which the Issuer may carry on business; business opportunities that may be presented to, or pursued by the Issuer; the Issuer's relationship with the local communities; the Issuer's ability to successfully integrate future acquisitions; operating or technical difficulties in connection with business activities; inaccurate geological and metallurgical assumptions (including with respect to the size, grade and recoverability of mineral reserves and mineral resources); employee relations; risks of undetected corruption and bribery in the course of business in various countries; the risks of failing to obtain and renew necessary licenses and permits; diminishing quantities or grades of reserves; adverse changes in the Issuer's credit rating; the occurrence of natural disasters, possible litigation or other proceedings in local or international jurisdictions, risks of community conflicts, hostilities, acts of war or terrorism; risk of financial losses associated with the exchange of the Canadian dollar to foreign currencies; risk of volatility in the Issuer's share price; sales of a significant number of common shares could depress share price, liquidity related risks; risk of increase in the sale of equity-related securities in the public markets that could depress the share price; risks associated with evolving corporate governance and public disclosure regulations; lack of any known mineral reserves other than as publicly disclosed and filed by the Issuer; uninsured or uninsurable risks; risk of global outbreaks and contagious diseases; risk of shareholder activism creating uncertainty in the Issuer's future direction, resulting in future loss of business; risk of corporate governance obligations impacting the Issuer's business; risk of departure of key personnel which the Issuer is currently reliant on as critical to its success; risks specific to operating in Chile, such as: economic risks associated with Chile as an emerging market; economic and political developments in Chile which could affect the Issuer's Cuprita Project; Chile's decline in economic growth and other adverse economic and financial effects as a result of global economic crisis; the uncertainty of whether Chilean officials will enforce the Issuer's rights protected under the Chilean Constitution if need be; uncertainty in the Chilean legal and regulatory systems; risks associated with Chile being a less developed country; risks associated with corruption; risks associated with ongoing guerilla and criminal activity in Chile; risks associated with money laundering and other illegal and improper activities; delays in obtaining environmental and other licenses; environmental and endangered species laws and regulations; community relations; geopolitical conflicts including the Russia-Ukraine and Israel-Palestine conflicts; and potential impacts of escalating trade tensions between the United States and Canada.

PART 2 SUMMARY DESCRIPTION OF BUSINESS

What Is Our Business?

The Issuer is a Canadian exploration and development company engaged in the acquisition, exploration, and development of mineral properties. The Issuer has a team with a strong background of exploration success.

On January 3, 2025, the Issuer entered into binding agreements pursuant to which it could acquire options (the “Options”) to acquire a 100% interest in four separate copper projects (collectively, the “Projects”), namely Cuprita, Janett, Pampa Austral and Anais (the “Transaction”).

On April 1, 2025, the Issuer completed the Transaction to acquire Options to acquire a 100% interest in the Projects. The Options and the underlying rights to the Projects were acquired by Nobel’s wholly owned Chilean subsidiary, Mantos Grandes Recursos Chile SpA (“Mantos”). Pursuant to the closing of the Transaction, the Issuer (i) issued 2.5 million common shares of the Company to the shareholders of Austral Exploraciones SpA; (ii) paid an aggregate amount of USD\$70,000 in cash to the optioners of the Projects; (iii) issued a 2% NSR to the optioners of the Cuprita Project which 0.5% can be repurchased for USD\$2 million; (iv) issued a 2% NSR to the optioner of the Pampa Austral Project of which 0.5% can be repurchased for USD\$820,000; (v) issued a 2% NSR to the optioner of the Janett Project of which 0.5% can be repurchased for USD\$820,000; and (vi) issued a 2% NSR to the optioner of the Anais Project of which 0.5% can be repurchased for USD\$360,000.

The Cuprita Project was the most advanced Project acquired pursuant to the Transaction and is now the Company’s principal asset. Cuprita is located in the renowned Chilean Paleocene Porphyry Copper Belt that hosts several major porphyry copper deposits, such as El Salvador, Cerro Colorado, Spence, Sierra Gorda, Fortuna, as well as some gold deposits. Cuprita is a highly prospective, copper project with multiple near surface targets identified during recent rock sampling campaigns. It is located at a structural intersection between the primary NNE striking major faults and the secondary NW striking structures. This is an important structural context and is associated with several major deposits in the region. High grade copper values (mainly in the veins) were sampled by the Company during its due diligence review of Cuprita with some anomalous molybdenite up to 165ppm.

On July 8, 2025, the Issuer announced that Nobel geologists had identified a leach cap with characteristics strongly associated with porphyry copper-(gold) deposits in the region at Cuprita, including associated highly anomalous copper in soils and bedrock. The Company also confirmed the existence of an IP chargeability and resistivity anomaly typical of porphyry copper deposits in the region; and the presence of highly anomalous copper chip samples from outcrops associated with the leach cap. The geological features identified demonstrate the Project is highly prospective.

The Issuer’s head office is located at 36 Lombard Street, Floor 4, Toronto, Ontario, Canada M5C 2X3. The Issuer is a reporting issuer in the provinces of British Columbia and Alberta. The common shares of the Issuer are listed on the Exchange under the symbol “NBLC”.

Recent Developments

The following is a brief summary of key recent developments involving or affecting the Issuer:

- On October 10, 2023, the Issuer announced its withdrawal from its option to acquire a 100% ownership interest in the Pircas Verdes Project in Coquimbo, Chile.
- On March 8, 2024, the Issuer announced that it had appointed Larry Guy as Interim CEO following the resignation of David Gower as CEO and director of the Issuer.
- On April 1, 2025, the Issuer, through its wholly owned Chilean subsidiary, Mantos, completed a transaction to acquire options to acquire a 100% interest in four separate copper projects, including the Cuprita Project.
- On October 21, 2025, the Issuer announced it has all necessary permits to commence drilling at the Cuprita Project.

- On November 12, 2024, the Issuer closed a private placement for gross proceeds of \$1.267M.

Material Facts

There are no material facts about the securities being distributed hereunder that have not been disclosed either in this Offering Document or in another document filed by the Issuer over the 12 months preceding the date of this Offering Document on the Issuer's profile at www.sedarplus.ca. You should read these documents prior to investing.

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

The Company intends to use the net proceeds from the Offering for exploration of the Project and working capital. Assuming the Minimum Offering, the Company's priorities are to:

- Complete a minimum of 2,000 meters of drilling on the Project. Additional drilling will be dependent on results. Management estimates a total of 4,000 meters will be completed, subject to the initial results. The cost to complete this drilling is estimated to be approximately \$935,000. Assuming the completion of the Maximum Offering, the Company intends to allocate \$1,725,000 to commence drilling on the Project.
- Continue surface sampling, mapping and geophysical evaluation of the broader Project area. The estimated cost of the evaluation work is approximately \$75,000. Assuming the Maximum Offering, the Company intends to allocate \$200,000 to complete additional geochemistry, surface mapping and metallurgical tests.
- A payment of USD\$70,000 (approximately \$100,000) to the optionors of the Projects pursuant to the option agreements.
- Assuming the Minimum Offering, the Company intends to allocate \$260,002 for working capital, general and administrative and contingency. Assuming the Maximum Offering, the Company intends to allocate \$755,002 for working capital, general and administrative and contingency.

PART 3 USE OF AVAILABLE FUNDS

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

		Assuming the Minimum Offering	Assuming the Maximum Offering
A	Amounts to be raised by the Offering	\$1,500,000	\$2,500,000
B	Selling commissions and fees ⁽¹⁾	\$120,000	\$195,000
C	Estimated Offering costs (e.g., legal, filing and regulatory fees)	\$100,000	\$100,000
D	Net proceeds of Offering: D = A – (B+C)	\$1,280,000	\$2,205,000
E	Working capital as at most recent month end (deficiency) ⁽²⁾	(\$324,998)	(\$324,998)
F	Additional sources of funding	\$440,000 ⁽³⁾	\$900,000 ⁽⁴⁾
G	Total available funds: G = D+E+F	\$1,395,002	\$2,780,002

(1) See Part 4 "Fees and Commissions" below.

(2) The working capital as at September 30, 2025. This amount is an estimate of management; actual results may differ. See "Cautionary Note Regarding Forward-Looking Statements" section above.

(3) Assumes gross proceeds from Concurrent Private Placement of \$500,000 and expenses relating to the Concurrent Private Placement of \$60,000. There can be no assurances such amounts will be raised under the Concurrent Private Placement.

(4) Assumes gross proceeds from Concurrent Private Placement of \$1,000,000 and expenses relating to the Concurrent Private Placement of \$100,000. There can be no assurances such amounts will be raised under the Concurrent Private Placement.

How will we use the available funds?

The Issuer intends to use the available funds as follows:

Description of intended use of available funds listed in order of priority	Assuming the Minimum Offering	Assuming the Maximum Offering
Commence initial exploration drilling at Cuprita of 2,000-4,000 meters, subject to initial results	\$935,000	\$1,725,000
Complete additional geochemistry, surface mapping and metallurgical tests	\$100,000	\$200,000
Option payments for the Projects	\$100,000	\$100,000
Working capital, general corporate and administrative costs and contingencies	\$260,002.00	\$755,002.00
Total: Equal to G in the Use of Available Funds table	\$1,395,002.00	\$2,780,002.00

The above-noted allocation of capital and anticipated timing represents the Issuer'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 Issuer 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 Issuer's ability to execute on its business plan. The Issuer has a working capital deficiency as set out above and will require additional sources of capital to fund ongoing operational requirements and planned exploration, development and capital expenditures related to its mineral property and exploration and evaluation assets. The Issuer cannot guarantee that it will attain or maintain positive cash flow status from its mining operations in the next 12 months. Investors should be aware that there is no assurance that the Issuer will be able to secure such additional funding on acceptable terms or at all, and failure to do so may materially adversely affect the Issuer's business and financial condition. See the "Cautionary Note Regarding Forward-Looking Information" section above.

The most recent unaudited interim financial statements of the Issuer for the three months and six months ended June 30, 2025 and 2024, included a going-concern note. To continue as a going concern, the Issuer must generate sufficient operating cash flow to fund its operational and capital requirements or secure new funding. There can be no assurance that these initiatives will be successful. The Issuer has not yet achieved profitable operations, has a working capital deficit and the Issuer has not yet generated positive cash flows from its operating activities, which may cast doubt on the Issuer's ability to continue as a going concern. The Offering is intended to permit the Issuer to continue to develop its business operations and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Issuer.

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

On November 12, 2024, the Issuer announced its completion of a non-brokered private placement financing, on an over-subscribed basis, of 25,350,000 units priced at \$0.05 per unit (the "**November Units**"). The gross proceeds of the financing were \$1,267,500. Each November Unit was comprised of one common share in the capital of the Company (each a "**Common Share**") and one-half of one Common Share purchase warrant (each whole warrant, a "**November Warrant**"). Each November Warrant entitled the holder to purchase one Common Share at an exercise price of \$0.10 per Common Share for a period of 36 months following the completion of the Offering. Additional details on the financing are including below.

Previous Financing	Intended Use of Proceeds	Disclosed Net Amount	Used to Date	Variances and Impact
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November 2024 non-brokered private placement	To identify and evaluate potential acquisition of mineral properties as well as general corporate working capital purposes	\$1,267,500	\$1,267,500	Nil
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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?

Agents:	The Issuer has engaged iA Private Wealth Inc. to act as lead agent and sole bookrunner, on behalf of a syndicate of Agents to be formed. The Units will be offered and sold pursuant to an Agency Agreement to be entered into on the Closing Date, between the Issuer and the Agents.
Compensation Type:	Cash fee and non-transferrable broker warrants.
Cash Fee:	7% cash fee of the gross proceeds of the Offering. The Agents will also receive an advisory fee equal to the lesser of (i) 1% of the gross proceeds of the Offering and (ii) \$20,000.
Broker Warrants:	Non-transferable broker warrants equal to 7% of the aggregate number of Units issued by the Issuer under the Offering (each, a "Broker Warrant"). Each Broker Warrant will entitle the holder thereof to acquire one Unit at an exercise price of \$0.05 for a period of 24 months from the Closing Date.

Do the Agents have a conflict of interest?

To the knowledge of the Issuer, it is not a "related issuer" or "connected issuer" of or to any of the Agents, 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 ABOUT THE ISSUER

Where can you find more information about us?

You can access the Issuer's continuous disclosure under its profile at www.sedarplus.ca and at <https://www.nobel-resources.com/>.

PART 7 DATE AND CERTIFICATE

Dated: October 29, 2025

This Offering Document, together with any document filed under Canadian securities legislation on or after October 29, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

(signed) "Lawrence Guy"

Lawrence Guy
Interim Chief Executive Officer, Chairman

(signed) "Greg Duras"

Greg Duras
Chief Financial Officer

APPENDIX TO OFFERING DOCUMENT

APPENDIX A

ACKNOWLEDGEMENTS OF THE INVESTOR

Each purchaser of the Units (the “Investor”) makes, and is deemed to make, the following acknowledgements, covenants, representations and warranties to the Issuer and the Agents, as at the date hereof, and as of the Closing Date:

- a) The Investor acknowledges that this Offering is a private placement and accordingly is exempt from the prospectus filing requirements of applicable securities laws. The Investor has received a copy of the Offering Document, has had an opportunity to read it and understands that it does not contain all the information about Nobel Resources Corp. that would be contained in a prospectus;
- b) Unless the Investor has otherwise confirmed or agreed in writing to the Issuer, the Investor hereby confirms that:
 - i. the Investor is not an “insider” (as that term is defined in the *Securities Act* (British Columbia)) of the Issuer;
 - ii. the Investor is not a Related Person (as that term is defined in the policies of the Exchange) of the Issuer; and
 - iii. the Investor is not a “registrant” (as that term is defined in the *Securities Act* (British Columbia));
- c) the Investor confirms that it (i) has such knowledge and experience in financial and business affairs as to be capable of evaluating the merits and risks of its investment in the Units (including the potential loss of its entire investment); (ii) is aware of the characteristics of the Units and understands the risks relating to an investment therein; and (iii) is able to bear the economic risk of loss of its investment in the Units and understands that it may lose its entire investment in the Units;
- d) the Investor is resident in the Selling Jurisdiction disclosed to the Issuer and the Investor was solicited to purchase only in such Selling Jurisdiction;
- e) to the Investor’s knowledge and belief, the subscription for the Units by the Investor does not contravene any of the applicable securities legislation in the jurisdiction in which the Investor resides and does not give rise to any obligation of the Issuer to prepare and file a prospectus, registration statement or similar document or to register the Units;
- f) the funds representing the aggregate subscription funds which will be advanced by the Investor to the Issuer 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 Investor acknowledges that the Issuer may in the future be required by law to disclose the Investor’s name and other information relating to the Investor’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 Investor (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 Investor; and (ii) it will promptly notify the Issuer if the Investor discovers that any of such representations ceases to be true, and to provide the Issuer with appropriate information in connection therewith;

- g) neither the Issuer nor any of its respective directors, employees, officers, affiliates or agents has made any written or oral representations to the Investor: (i) that any person will resell or repurchase the Units; (ii) that any person will refund all or any part of the subscription amount; or (iii) as to the future price or value of the Units;
- h) the Investor is not purchasing the Units with knowledge of any material information concerning the Issuer that has not been generally disclosed. The Investor's Units are not being purchased by the Investor as a result of any oral or written representation as to fact or otherwise made by, or on behalf of, the Issuer or any other person and is based entirely upon the Offering Document and the Issuer's continuous disclosure record at www.sedarplus.ca;
- i) no securities commission, agency, governmental authority, regulatory body, stock exchange or other regulatory body has reviewed or passed on the investment merits of the Units and there is no government or other insurance covering the Units;
- j) if the Investor is:
 - i. a corporation, it is duly incorporated and is validly subsisting under the laws of the jurisdiction where it has provided a business address to the Issuer and has all requisite legal and corporate power and authority to subscribe for the Units;
 - ii. a partnership, syndicate or other form of unincorporated organization, the Investor has the necessary legal capacity and authority to observe and perform its covenants and obligations under this Offering Document and has obtained all necessary approvals in respect thereof; or
 - iii. an individual, the Investor is of the full age of majority and is legally competent to observe and perform his or her covenants and obligations under this Offering Document;
- k) the Investor is responsible for obtaining such 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 Investor is not relying on legal or tax advice provided by the Issuer or its counsel;
- l) the purchase of the Units will not breach any third party agreement or court order to which the Investor is subject;
- m) where required by law, the Investor is either purchasing the Units as principal for its own account and not as agent or trustee for the benefit of another or is deemed to be purchasing the Units as principal for its own account in accordance with applicable Securities Laws;
- n) all capitalized terms used herein without definition have the respective meanings ascribed to them in the accompanying Offering Document;

United States Securities Laws - Additional Acknowledgements

- o) unless the Investor has separately delivered to the Issuer a U.S. Representation Letter (in which case the Investor makes the representations, warranties and covenants set forth therein), the Investor (i) is not a "U.S. person" and is not in the "United States" (as such terms are defined in Regulation S under the U.S. Securities Act), (ii) was outside of the United States at the time the buy order for the Units was originated, (iii) is not subscribing for the Units for the account or benefit of a U.S. person or a person in the United States, (iv) is not subscribing for the Units for resale in the United States, and (v) was not offered the Units in the United States; and

- p) the Investor is aware that the Securities have not been and will not be registered under 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 without registration under the U.S. Securities Act and all applicable U.S. state securities laws, or without compliance with the requirements of an exemption from such registration, and it acknowledges that the Issuer has no obligation or present intention of filing a registration statement under the U.S. Securities Act or any U.S. state securities laws in respect of the sale or resale of any of the Securities.

APPENDIX B

INDIRECT COLLECTION OF PERSONAL INFORMATION

By purchasing Units, the purchaser (each a “**Purchaser**”) acknowledges that the Issuer and its agents and advisers may each collect, use and disclose its name and other specified personally identifiable information (including 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 Issuer 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 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) 297-6156
Public official contact: 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) 899-6506
Email: FOI-privacy@bcsc.bc.ca
Public official contact: FOI Inquiries

The Manitoba Securities Commission

500 – 400 St. Mary Avenue
Winnipeg, Manitoba R3C 4K5
Telephone: (204) 945-2548
Toll free in Manitoba 1-800-655-5244
Facsimile: (204) 945-0330
Public official contact: Director

Financial and Consumer Services Commission (New Brunswick)

85 Charlotte Street, Suite 300
Saint John, New Brunswick E2L 2J2
Telephone: (506) 658-3060

**Government of Nunavut
Department of Justice**

Legal Registries Division
P.O. Box 1000, Station 570
1st Floor, Brown Building
Iqaluit, Nunavut X0A 0H0
Telephone: (867) 975-6170
Facsimile: (867) 975-6195
Public official contact: Superintendent of Securities

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: 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) 620-3870
Facsimile: (902) 368-5283
Public official contact: Superintendent of Securities

Autorité des marchés financiers

800, Square Victoria, 22e étage
C.P. 246, Tour de la Bourse

Toll free in Canada: 1-866-933-2222
Facsimile: (506) 658-3059
Email: info@fcnb.ca
Public official contact: Chief Executive Officer and Privacy Officer

**Government of Newfoundland and Labrador
Financial Services Regulation Division**

P.O. Box 8700, 1 Prince Philip Drive
2nd Floor, West Block, Confederation Building
St. John's, Newfoundland and Labrador A1B 4J6
Attention: Director of Securities
Telephone: (709) 729-4189
Facsimile: (709) 729-6187
Public official contact: Superintendent of Securities

**Government of the Northwest Territories
Office of the Superintendent of Securities**

P.O. Box 1320
1st Floor Stuart Hodgson Building, 5009 49th Street
Yellowknife, Northwest Territories X1A 2L9
Attention: Deputy Superintendent, Legal & Enforcement
Telephone: (867) 767-9305
Facsimile: (867) 873-0243
Public official contact: 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: Executive Director

Montréal, Québec H4Z 1G3
Telephone: (514) 395-0337 or 1-877-525-0337
Facsimile: (514) 873-6155 (For filing purposes only)
Facsimile: (514) 864-6381 (For privacy requests only)
Email: financementdessocietes@lautorite.qc.ca (For corporate finance issuers); fonds_dinvestissement@lautorite.qc.ca (For investment fund issuers)
Public official contact: Secrétaire générale

Financial and Consumer Affairs Authority of Saskatchewan

Suite 601 - 1919 Saskatchewan Drive
Regina, Saskatchewan S4P 4H2
Telephone: (306) 787-5645
Facsimile: (306) 787-5899
Public official contact: Director

Government of Yukon

Department of Community Services

Office of the Superintendent of Securities
307 Black Street
Whitehorse, Yukon Y1A 2N1
Telephone: (867) 667-5466
Facsimile: (867) 393-6251
Email: securities@gov.yk.ca
Public official contact: Superintendent of Securities