

*This Amended and Restated Offering Document (the “Offering Document”) constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons to whom they may be lawfully offered for sale. This Offering Document is not, and under no circumstances is to be construed as a prospectus or advertisement or a public offering of these securities.*

*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 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.*

*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.*

*All dollar amounts set forth in this Offering Document are expressed in Canadian dollars and referred to as “\$” unless otherwise specifically indicated.*

**AMENDED AND RESTATED OFFERING DOCUMENT UNDER THE LISTED ISSUER  
FINANCING EXEMPTION AMENDING AND RESTATING THE OFFERING DOCUMENT  
UNDER THE LISTED ISSUER FINANCING EXEMPTION DATED DECEMBER 5, 2025**

**DATED DECEMBER 16, 2025**



**SUBSCRIPTION PRICE: \$0.20 PER UNIT**

**SUMMARY OF OFFERING**

**What are we offering?**

**Offering:** Up to 22,750,000 units at a price of \$0.20 (the “Units”). Each Unit consists of one common share in the capital of the Company (a “Common Share”) and one-half (1/2) of one Common Share purchase warrant (a “Warrant”). Each whole Warrant is exercisable to acquire one Common Share (a “Warrant Share”) at a price of \$0.35 per Warrant Share for a period of thirty (30) months following the date of issue.

**Offering Price:** \$0.20 per Unit.

**Offering Amount:** A maximum of 22,750,000 Units, for aggregate gross proceeds of up to \$4,550,000 (the “Offering”). There is no minimum amount for the Offering.

**Closing Date:** The Offering may close in multiple tranches, with the first closing expected to occur on or about December 19, 2025 (the “Closing Date”) and the final closing must occur by no later than January 19, 2026.

**Exchange:** The Common Shares are listed on the TSX Venture Exchange (the “Exchange”) under the symbol “GMV” and quoted for trading on the OTCQB (U.S.) (the “OTCQB”) under the symbol “GMVMF”.

**Last Closing Price:** On December 4, 2025, the last trading day before the date of the initial offering document dated December 5, 2025, the closing price of the Common Shares on the Exchange was \$0.20 and the closing price of the Common Shares on the OTCQB was US\$0.143. On December 15, 2025, the last trading day before the date of this Offering Document, the closing price of the Common Shares on the Exchange was \$0.21 and the closing price of the Common Shares on the OTCQB was US\$0.1585.

### **Description of Common Shares**

Each Common Share carries the right to attend and vote at all meetings of shareholders of the Company. Holders of Common Shares are entitled to receive on a pro rata basis such dividends, if any, as and when declared by the Company's board of directors at its discretion from funds legally available for the payment of dividends and upon the liquidation, dissolution or winding up of the Company are entitled to receive on a pro rata basis the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro rata basis with the holders of Common Shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

### **Description of Warrants**

Each whole Warrant will entitle the holder thereof to acquire one additional Common Share at an exercise price of \$0.35 per Common Share for a period of thirty (30) months from the date of issue.

The Warrants will be governed by the terms and conditions set out in the certificate representing the Warrants (the "**Warrant Certificates**") delivered to each holder at the closing of the Offering. The Warrant Certificates will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain customary events. Notwithstanding the foregoing, the terms and conditions governing the Warrants may, at the election of the Company, be provided in an indenture entered into between the Company and a trustee, pursuant to which subscribers will be provided Warrant Certificates.

No fractional Warrants 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 Company or entitle such holder to any right or interest in respect of the Warrants except as expressly provided in the Warrant Certificate. Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Warrant Shares.

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

- **The Company has active operations, and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The total dollar amount of 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.**
- **The Company will not close this Offering unless the Company 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 Company 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 Company seeks security holder approval.**

The Units may, subject to the terms and conditions set forth in the Company's subscription agreement for the Units, be sold in the United States only to "qualified institutional buyers" within the meaning of Rule 144A under the U.S. Securities Act, and to "accredited investors", as defined in Rule 501(a) of Regulation D under the U.S. Securities Act, by way of private placement pursuant to available exemptions from the registration requirements of the U.S. Securities Act.

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

This Offering Document contains “forward-looking information” which may include, but is not limited to, the intended use of proceeds of the sale of securities described under “Use of Available Funds” herein, the Offering, and the timing thereof, statements with respect to future financial or operating performance of GMV, as well as the Company’s current expectations, estimates, projections, assumptions and beliefs. Often, but not always, forward-looking information can be identified by the use of words such as “seeks”, “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes”, or variations (including negative 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”, or the negative forms of any of these words and other similar expressions.

This information also may include, but is not limited to, comments regarding:

- the Company’s business strategy;
- the exploration and development plans for the Company’s mineral exploration properties;
- the risks related to title of the mineral properties;
- the Company’s mineral resource estimates;
- the Company’s ability to obtain necessary funding on favorable terms or at all;
- the Company’s plan and ability to secure revenues;
- the Company’s ability to hire and retain skilled staff;
- the ability to obtain financing to fund future expenditure and capital requirements and general economic conditions; and
- the impact of adoption of new accounting standards.

Although GMV believes that the plans, intentions and expectations reflected in this forward-looking information are reasonable, GMV cannot be certain that these plans, intentions or expectations will be achieved. Actual results, performance or achievements could differ materially from those contemplated, expressed or implied by the forward-looking information contained in this Offering Document. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of GMV to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, without limitation, risks related to: ability to obtain all required approvals, ability to obtain additional financing; adverse changes in relevant laws or regulations; risks and uncertainties associated with the mining industry; risks of not achieving commercial production, costs of materials and equipment; reliance on outside contractors to conduct certain activities; loss of key personnel and our inability to attract and retain qualified personnel; political, economic and other uncertainties in the jurisdiction where we operate or conduct business activities; risks of obtaining and maintaining other necessary licenses, permits and approvals from various governmental authorities; risks related to compliance with environmental regulations and environmental hazards; fluctuations in foreign currency exchange rates; potential losses, liabilities and damages related to our business which are uninsured or uninsurable; competition with other companies; risks associated with litigation; volatility of global financial conditions; taxation, including changes in tax laws and interpretation of tax laws; as well as other risks, uncertainties and other factors beyond our ability to control.

Although GMV has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained or incorporated by reference herein are made as of the date of this Offering Document or the date of the document incorporated by reference herein based on the opinions and estimates of management at that time. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements, except as required by applicable securities laws.

You should rely only on the information contained in this Offering Document. GMV has not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. GMV is not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. The information in this document may only be accurate as of the date of this Offering Document.

## **SUMMARY OF DESCRIPTION OF BUSINESS**

### **What is our business?**

GMV is an exploration company focused on developing precious metal assets. The Company, through its 100% owned subsidiary, has a 100% interest in a Mining Property Lease commonly referred to as the Mexican Hat Property, located in Cochise County, Arizona, USA.

## Recent developments

There have been no material recent developments other than as have been publicly disclosed by the Company.

Certain notable recent developments include:

- On December 4, 2025, the Company announced that, subject to posting and acceptance of the required bonding/financial guarantee, it has received the necessary drill permits for the Mexican Hat Gold project from the Bureau of Land Management.
- On September 8, 2025, the Company announced the filing of a Preliminary Economic Assessment (“**PEA**”) technical report for the Mexican Hat Gold project (the “**Report**”), with an effective date of August 8, 2025.
- On August 13, 2025, the Company announced results from the updated PEA study of the Mexican Hat Gold project.
- On June 11, 2025, the Company announced that it has elected to extend its exclusive initial five (5) year option (“**Option**”) to purchase certain unpatented mineral claims located in the Mexican Hat Gold project for an additional three (3) years by making an additional Option extension payment of US\$5,000 to the Hernandez Family Trust. In addition, the Company announced that it has commissioned an updated PEA on the Mexican Hat Gold project for the purposes of updating the cash flow analysis to reflect changes in gold prices and inflation, with an expected completion of Q3 2025.
- On April 2, 2025, the Company announced the closing of a non-brokered private placement of 6,750,000 units at a price of \$0.10 per unit for aggregate gross proceeds of \$675,000.

## 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 the Company in the 12 months preceding the date of this Offering Document.

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

The net proceeds of the Offering, and any other available funds, are expected to be used for furthering the exploration and development of GMV’s Mexican Hat Gold project in Arizona, as well as general working capital purposes. See *Use of Available Funds* for more details.

## USE OF AVAILABLE FUNDS

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

The expected availability of funds is up to a maximum of \$4,550,000.00 with no minimum amount of required subscriptions for this Offering:

|          |                                                          | Assuming Minimum<br>Offering only | Assuming 100% of<br>the Offering |
|----------|----------------------------------------------------------|-----------------------------------|----------------------------------|
| <b>A</b> | Amount to be raised by this offering                     | \$0                               | \$4,550,000                      |
| <b>B</b> | Selling commissions and fees                             | \$0                               | \$318,500                        |
| <b>C</b> | Estimated offering costs (e.g. legal, accounting, audit) | \$0                               | \$30,000                         |
| <b>D</b> | Net proceeds of offering: $D = A - (B+C)$                | \$0                               | \$4,201,500                      |
| <b>E</b> | Working capital as of November 30, 2025 <sup>(1)</sup>   | \$334,890                         | \$334,890                        |
| <b>F</b> | Additional source of funding                             | \$0                               | \$0                              |
| <b>G</b> | Total available funds: $G = D+E+F$                       | \$334,890                         | \$4,536,390                      |

### Notes:

- (1) The working figure is based on an estimate prepared by the management of the Company as of November 30, 2025, is unaudited, and is subject to change including as a result of normal quarterly accounting and review procedures.

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

| <b>Description of intended use of available funds listed in order of priority</b> | <b>Assuming Minimum Offering</b> | <b>Assuming 100% of the Offering</b> |
|-----------------------------------------------------------------------------------|----------------------------------|--------------------------------------|
| Exploration and development of GMV's Mexican Hat Gold project, including:         |                                  |                                      |
| - Diamond drilling                                                                | \$0                              | \$2,300,000                          |
| - Baseline studies (pre NEPA)                                                     | \$0                              | \$550,000                            |
| - Update 43-101 Resource calculation                                              | \$0                              | \$150,000                            |
| - Marketing                                                                       | \$0                              | \$450,000                            |
| General and administrative                                                        | \$170,000                        | \$436,390                            |
| General working capital                                                           | \$164,890                        | \$650,000                            |
| <b>Total:</b> Equal to G in the available funds in the previous table             | \$334,890                        | \$4,536,390                          |

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. See the "Cautionary Statement Regarding Forward-Looking Information" section above.

The Company's most recently filed audited financial statements and interim financial statements include a going concern note. The Company expects that the proceeds of the minimum Offering will be sufficient to cover the Company's operating costs for the next 12 months. However, the Offering is not expected to affect the decision of the Company to include a going concern note in the next interim financial statements or the next audited financial statements.

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

The Company has raised the following funds from financings in the past 12 months:

| <b>Date of Financing</b> | <b>Funds Raised</b>                       | <b>Intended Use of Funds</b>                                                                                                                                  | <b>Explanation of Variances and Impact on Business Objectives and Milestones</b> |
|--------------------------|-------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|
| April 2, 2025            | Gross proceeds of approximately \$675,000 | The intended use of proceeds was to advance exploration activities at the Mexican Hat Gold project located in Arizona as well as for general working capital. | No significant variances to the intended use of proceeds.                        |

## **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 engaged Research Capital Corp., Red Cloud Securities Inc., Canaccord Genuity Corp., Haywood Securities Inc., and Venum Financial Inc. as finders (the “**Finders**”) in connection with the Offering. The Company will pay Finders a cash fee of up to 7.0% of the gross proceeds of the Offering raised from investors introduced to the Company by such Finder and will issue to Finders that number of finder’s warrants (“**Finder’s Warrants**”) equal to up to 7.0% of the number of Units issued to investors introduced to the Company by such Finder under the Offering, in accordance with applicable securities laws and the policies of the Exchange. Each Finder’s Warrant will entitle the Finder to acquire one Common Share at an exercise price of \$0.20 per Common Share for a period of thirty (30) months from the date of issuance, which will be subject to a statutory hold period expiring four months and one day from the date of closing.

The final fees payable, and Finder’s Warrants issuable, will be determined at closing based on the final gross proceeds received from investors introduced to the Company by the Finders.

### **Does any finder have a conflict of interest?**

To the knowledge of the Company, each finder, if any, is not and will not be a “related issuer” or “connected issuer”, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*, to any finders engaged by the Company in connection with the Offering, if any.

## **U.S. OFFERING RESTRICTIONS**

The Units, Shares, Warrants and Warrant Shares have not been and will not be registered under the U.S. Securities Act or the securities laws of any state in the United States and, subject to certain exemptions from registration under the U.S. Securities Act and applicable state securities laws, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. The Company will not offer or sell the Units within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States except to “qualified institutional buyers” within the meaning of Rule 144A under the U.S. Securities Act, and to accredited investors (as defined in Rule 501(a) of Regulation D under the U.S. Securities Act, “U.S. Accredited Investors” in accordance with the exemption from registration under the U.S. Securities Act provided by section 4(a)(2) of the U.S. Securities Act and/or Rule 506(b) of Regulation D promulgated thereunder, and similar exemptions from the registration requirements of applicable state securities laws. The Company will offer and sell the Units outside the United States to non-U.S. persons in accordance with Rule 903 of Regulation S under the U.S. Securities Act.

This Offering Document does not constitute an offer to sell or a solicitation of an offer to buy any Units, Shares, Warrants or Warrant Shares in the United States to, or for the account or benefit of, U.S. persons or persons in the United States. In addition, until 40 days after the commencement of the Offering, an offer or sale of Units, Shares or Warrants within the United States or, to or for the account or benefit of, U.S. persons or persons in the United States by any dealer (whether or not participating in the Offering) may violate the registration provisions of the U.S. Securities Act unless made otherwise than in accordance with an exemption from the registration requirements under the U.S. Securities Act and similar exemptions under applicable state securities laws.

The Warrants will not be exercisable by, or on behalf of, a person in the United States or a U.S. person, nor will certificates or other instruments representing the Warrant Shares issuable upon exercise of the Warrants be registered or delivered to an address in the United States, unless an exemption from the registration requirements of the U.S. Securities Act and any applicable state securities laws is available and provided that, subject to certain exceptions, the Company has received an opinion of counsel of recognized standing to such effect in form and substance satisfactory to the Company.

## **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 Company, or**
- b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.**

**These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.**

**If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.**

**You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.**

## **ADDITIONAL INFORMATION**

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

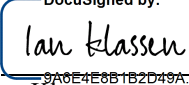
You can access the Company's continuous disclosure under its SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca). In addition, further information about the Company is available at [www.gmvminerals.com](http://www.gmvminerals.com).

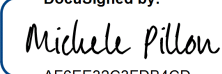
**Investors should read this Offering Document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of Units.**

**DATE OF CERTIFICATE**

**This Offering Document, together with any document filed under Canadian securities legislation on or after December 16, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

Dated: December 16, 2025

By:   
Name: Ian Klassen  
Title: CEO, President, and Director

By:   
Name: Michele Pillon  
Title: CFO and Secretary