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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 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.

Offering Document under the Listed Issuer Financing Exemption

September 4, 2026

**FORGE RESOURCES CORP.
(the “Issuer” or “FRG”)**

SUMMARY OF OFFERING

What are we offering?

Offering:	Units (the “ Units ”) of the Issuer, with each Unit consisting of one (1) common share (a “ Unit Share ”) and one common share purchase warrant (a “ Unit Warrant ”). Each Unit Warrant shall entitle the holder to acquire one common share of the Issuer at an exercise price equal to \$0.40 for a period of 24 months following the Closing Date (as defined herein).
Offering Price:	\$0.25 per Unit (the “ Offering Price ”)
Offering Amount:	Up to a maximum of 8,000,000 Units, for maximum gross proceeds of up to \$2,000,000 (subject to the Agent’s Option (as defined herein)) (the “ Offering ”).
Closing Date:	The Offering is expected to close on or about September 15, 2026 (the “ Closing Date ”).
Exchange:	The common shares of the Issuer (the “ Common Shares ”) are listed on the Canadian Securities Exchange (“ CSE ”) under the symbol “FRG”.

Last Closing Price:	The last closing price of the Common Shares on the CSE on September 3, 2026 was \$0.315 per Common Share.
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The Issuer is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions* ("NI 45-106"). 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 STATEMENT ON FORWARD-LOOKING INFORMATION

This offering document contains “forward-looking information” within the meaning of applicable Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”.

In particular, this offering document contains forward-looking statements pertaining to the following:

- the Issuer’s mining projects;
- capital and exploration expenditures;
- costs and timing of future exploration;
- requirements for additional capital;
- the use of the available funds following completion of the Offering;
- raising the minimum or maximum proceeds of the Offering;
- the features, terms and conditions of the Units and Warrants;
- the expected Closing Date; and
- the principal business carried on and intended to be carried on by the Issuer.

Forward-looking information contained in this offering document is based on reasonable assumptions that have been made by the Issuer as at the date of such information and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Issuer to be materially different from those expressed or implied by such forward-looking information, including but not limited to:

- the impact of general business and economic conditions, including risks related to government and environmental regulation, actual results of current exploration activities and problems inherent to the marketability of minerals;
- industry conditions, including fluctuations in the price of metals, stock market volatility;
- competition; and
- those factors discussed in the section entitled “Risks and Uncertainties” in the Issuer’s management’s discussion and analysis for the year ended August 31, 2025 and the interim period ended May 31, 2026, which are available on the System for Electronic Data Analysis and Retrieval website at www.sedarplus.ca, and should be reviewed in conjunction with the information found in this offering document.

While the Issuer considers these assumptions to be reasonable, the assumptions are inherently subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation known and unknown risks, uncertainties and other factors as disclosed under the heading “*Risks and Uncertainties*” and “*Risk Factors*” in the Issuer’s disclosure documents filed from time to time with the securities regulators in certain provinces of Canada. In addition, a number of other factors could cause the actual results, performance or achievements of the Issuer to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information, and there is no assurance that the actual results, performance or achievements of the Issuer will be consistent with them.

To the extent any forward-looking statement in this offering document constitutes “future-oriented financial information” or “financial outlooks” within the meaning of applicable Canadian securities laws, such information is being provided to demonstrate the anticipated market penetration and the reader is cautioned that this information may not be appropriate for any other purpose and the reader should not place undue reliance on such future-oriented financial information and financial outlooks. Future-oriented financial information and financial outlooks, as with forward-looking statements generally, are, without limitation, based on the assumptions and subject to the risks set out herein. The Issuer’s actual financial position and results of operations may differ materially from management’s current expectations and, as a result, the

Issuer's revenue and expenses. The Issuer's financial projections were not prepared with a view toward compliance with published guidelines of International Financial Reporting Standards and have not been examined, reviewed or compiled by the Issuer's accountants or auditors. The Issuer's financial projections represent management's estimates as of the dates indicated thereon.

Readers are cautioned that any such forward-looking information should not be used for purposes other than for which it is disclosed. Such forward-looking statements and information are made or given as at the date given and the Issuer disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise required under applicable securities law. Readers are cautioned not to place undue reliance on forward-looking statements or forward-looking information.

Scientific and Technical Information

The scientific and technical information contained in this offering document relating to Forge Resource's mineral properties has been reviewed and approved by Kelson Willms, P. Geo, and Emilio Gene, P. Eng as "qualified person" within the meaning of National Instrument 43-101 *Standards of Disclosure for Mineral Projects*.

PART 1 - SUMMARY DESCRIPTION OF BUSINESS

1. What is our business?

The Issuer is a Canadian-listed junior exploration company focused on exploring and advancing the Alotta project, a prospective porphyry copper-gold-molybdenum project located 50 km south of the Casino porphyry deposit in the unglaciated portion of the Dawson Range porphyry/epithermal belt in the Yukon Territory of Canada.

In addition, the Company holds an 80% interest in Aion Mining Corp. (“**Aion**”), a company that is developing the fully permitted La Estrella coal project in Santander, Colombia. The project contains eight known seams of metallurgical and thermal coal.

2. Recent developments

There are no material recent developments in respect of the Issuer that have not been disclosed in this offering document or in any other document filed by the Issuer in the 12 months preceding the date of this offering document.

Notably, certain recent developments include:

Fiscal Year ended August 31, 2025

- In October 2024, the Issuer completed its portal design and additional environmental advancements at the La Estrella coal project;
- In November 2024, the Issuer commenced construction of the mine portal and broke ground of the decline portal at the La Estrella coal project. The new mine portal provides essential infrastructure to support future decline ramp and soil stability necessary for advancing underground bulk sampling exploration;
- In February 2025, the Issuer acquired a further interest in Aion to bring the Issuer’s total interest to 60% of the then outstanding common shares of Aion. In consideration, the Issuer paid an aggregate amount of \$5,308,955.68 to Aion, consisting of \$2,808,955 in cash and 2.87 million Common Shares at a deemed price of \$0.87 per share;
- In April 2025, the Issuer proposed a diamond drill program comprising up to 4,000 metres across approximately 12 drill holes ranging from 300 metres to 350 metres at its Alotta Project, with the aim to test stepouts on previously identified mineralization in the Payoff zone, and to explore untested coincident geophysical and geochemical anomalies across targeted areas;
- In May 2025, the Issuer acquired an additional interest in Aion to bring the Issuer’s total interest to 80% of the then outstanding common shares of Aion. In consideration, the Issuer paid an aggregate amount of \$2.29 million to Aion, consisting of (a) \$0.7 million by way of an unsecured interest-bearing promissory note to each selling shareholder of Aion at a rate of 6.5% per annum, and maturing on the earlier of the two year anniversary of such notes or the completion date of one or more “hard-dollar” financings by the Issuer for aggregate gross proceeds of at least \$3.0 million, and (b) 2.23 million Common Shares at a deemed price of \$0.71 per share. As at the date of this Offering Document, the Issuer is in discussions with the noteholders to renegotiate the terms of payment. There can be no assurance or guarantee, however, that such discussions will be successful;
- In July 2025, the Issuer announced that it encountered coal seam during decline development at the La Estrella project.

Subsequent to the Fiscal Year ending August 31, 2025 (to the date of this offering document)

- In September 2025, the Issuer advanced the La Estrella project with the completion of new camps, a mechanical station and the hiring of a third-shift mining engineer. The Issuer also announced the arrival of key heavy equipment to support automated, mechanized operations and other advancements in camp construction. Additionally, the Issuer completed a private placement financing of flow through units, each sold at \$0.55 per unit for aggregate gross proceeds of approximately \$1.275 million. Each such unit was comprised of a “flow through” Common Share and one-half of a Common Share purchase warrant, each whole warrant exercisable at \$0.70 per share for a period of 36 months from issuance of the warrant;
- Through October to December 2025, the Issuer announced assay results with respect to the Alotta Project. See the Issuer’s news release dated January 15, 2026 for a summary of all such results;
- In March 2026, the Issuer completed a brokered private placement financing of 6.687 million units for gross proceeds of \$3.344 million. See item 7 below for further description;
- In May 2026, the Issuer completed a brokered private placement financing of 5.313 million “flow through” units for gross proceeds of \$2.657 million. See item 7 below for further description;
- In May 2026, Lorne Warner, P. Geo., resigned as president of the Issuer. In settlement of debt owing to Mr. Warner and any other claims that Mr. Warner had against the Issuer, the Issuer agreed to pay a total of \$100,000 in equal monthly instalments commencing July 1, 2026 to a private company of which Mr. Warner is the principal, and also agreed to issue 250,000 common shares to Mr. Warner, which shares have since been issued. See the Issuer’s news release dated May 13, 2026 and July 22, 2026 for further information;
- With respect to its La Estrella project in Colombia, the Issuer announced that it had encountered two additional coal seams while advancing its underground ramp, and that it completed the Phase 1 construction of initial mining camps to support early-stage underground development, as well as a purpose-built power and mechanical station to support underground operations. Additional road access upgrades have also been completed. See the Issuer’s news releases dated May 15, 2026 and May 28, 2026 for further discussion;
- In July 2026, the Issuer received shareholder approval with respect to a new equity-based compensation plan. The new plan allows for the granting of deferred share units and performance share units in addition to incentive stock options and restricted share units. The common shares of the Issuer underlying all awards granted under the plan cannot exceed 15% of the outstanding common shares of the Issuer as at the time of grant. For further information regarding the plan, please see the Issuer’s management proxy information circular dated May 25, 2026 available under the Issuer’s profile online at SEDAR+; and
- With respect to its Alotta project in the Yukon Territory, in July 2026, the Issuer announced that it completed its Phase 1 drilling program, and in August 2026, the Issuer announced that it completed its Phase 2 drilling program and intersected visible gold at the Payoff Zone. See the Issuer’s news releases dated July 22, 2026 and August 25, 2026, respectively, for further discussion.

3. Material facts

Up to 8,000,000 Units will be offered under the “Listed Issuer Financing Exemption” available under Part 5A of NI 45-106 for gross proceeds of up to \$2,000,000. The Company has granted the Agent an option to arrange for the sale of up to an additional 15% of the Units at the Offering Price, exercisable in whole or in part at any time up to 48 hours prior to the Closing Date (the “**Agent’s Option**”), subject to the limitations prescribed by the Listed Issuer Financing Exemption.

The Offering is being conducted and sold to purchasers by way of a private placement on a “best efforts” basis in each of the provinces of Canada other than the Province of Quebec. The Offering will be completed

pursuant to an agency agreement to be entered into among the Issuer and Ventum Financial Corp. (the “Agent”) on or before the Closing Date (as defined herein).

Upon the closing of the Offering, the Company shall pay to the Agent: (i) a cash commission equal to 7.0% of the aggregate proceeds of the Offering payable in cash (including any exercise of the Agent’s Option); and (ii) compensation warrants of the Company exercisable at any time prior to the date that is 24 months from the Closing Date to acquire a number of Units equal to 7.0% of the aggregate number of Units issued pursuant to the Offering, at an exercise price of \$0.25 per Unit. The compensation warrants will be issued pursuant to available exemptions under NI 45-106 other than the Listed Issuer Financing Exemption and, accordingly, will be subject to a hold period expiring four months and one day following the closing date of the Offering.

Please refer to the Issuer’s news release dated September 4, 2026, under its profile at www.sedarplus.ca and on its website at www.forgeresourcescorp.com.

There are no material facts about the Units being distributed that have not been disclosed in this offering document or in any other document filed by the Issuer in the 12 months preceding the date of this offering document.

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

The Issuer’s business objectives centre around exploration and technical programs at its Alotta Project and the La Estrella Project.

Funds from the sale of Units sold under the Offering are anticipated to be used as follows (assuming completion of the Offering for gross proceeds of \$2,000,000):

- **Advancement of the La Estrella Coal Project (Colombia):**
 - Capital expenditures related to underground tunnel development, including advancement toward targeted coal seams;
- **Operating Development Costs:**
 - Labor, contractors, equipment operation, consumables, and other site-level expenditures associated with ongoing tunnel advancement and development activities.
- **Property Maintenance & Permitting:**
 - Regulatory compliance, environmental and community-related activities, landholding costs, and maintenance of mineral titles and permits.
- **Option Agreement Payments:**
 - Payments required under existing option agreements related to the La Estrella Project and Alotta Project. This will be the last and final payment.
- **General & Administrative Expenses (Canada and Colombia):**
 - Public company costs, salaries, professional fees, insurance, accounting, legal, and corporate overhead.
- **Marketing and Promotional Activities:**
 - Investor relations initiatives, market awareness programs, and related communication activities.
- **Contingency and Working Capital:**

- Corporate liquidity and operational flexibility to address unforeseen expenditures.

PART 2 - USE OF AVAILABLE FUNDS

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

The gross proceeds of the Offering will be up to \$2,000,000.

		Assuming 100% of Offering
A	Amount to be raised by this Offering	\$2,000,000
B	Estimated selling commissions and fees ⁽¹⁾	(\$210,000)
C	Estimated offering costs (e.g. legal, accounting, audit)	(\$145,000)
D	Net proceeds of offering: $D=A-(B+C)$	\$1,645,000
E	Working capital as at most recent month end (deficiency) ⁽²⁾	\$130,558
F	Additional sources of funding	N/A
G	Total available funds: $G=D+E+F$⁽³⁾	\$1,825,558

Notes:

(1) See "Fees and Commissions" below for further information.

(2) Represents the Issuer's current assets less current liabilities, excluding non-cash liabilities.

(3) The table above does not take into account any proceeds that the Issuer may receive upon exercise of outstanding warrants or any compensation warrants that may be issued to the Agent as described above.

6. How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of Offering
Qualifying Expenditures on the Alotta Project	
Development CAPEX - Coal Project	\$560,558
Operating Development costs – Coal Project	\$460,000
Property Maintenance & Permitting	\$85,000
Option Agreements Fees Payment	\$200,000
G&A Canada and Colombia	\$360,000
Contingency + Working Capital	\$110,000
Marketing and Promotional Activities	\$50,000
Evaluation and potential acquisition of new projects	
Total: Equal to G in the available funds in the above chart	\$1,825,558

The above-noted allocation represents the Issuer's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Issuer. Although the Issuer intends to expend the proceeds from this 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 and financing objectives. The Issuer has generated negative cash flows from operating activities since inception and anticipates that it will continue to have negative operating cash flow until profitable commercial production at one or more of its properties is achieved. As a result, certain of the net proceeds from this Offering may be used to fund such negative cash flow from operating activities in future periods. See "Cautionary Statement on Forward-Looking Information" section above.

The most recent audited consolidated annual financial statements and unaudited condensed consolidated interim financial report of the Issuer included a going concern note. The Issuer is still in the exploration stage 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 advance its business objectives and are not expected to affect the decision to include a going concern note in future consolidated financial statements of the Issuer.

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

Previous Financings	Intended Use of Funds	Use of Funds to Date (\$,000)	Variance and Impact of on Business Objectives and Milestones
Flow-through private placement for gross proceeds of \$1,275,000 completed September 2025	Qualifying Expenditures on the Alotta Project	TOTAL: \$1,275 Qualifying Expenditures on the Alotta Project	No variance or impact on business objectives and milestones.
LIFE private placement for gross proceeds of \$3,343,500 completed March 2026	To fund qualifying expenditures on the Alotta Project, towards CAPEX and operating expenditures on the La Estrella project, and for general working capital	TOTAL: \$3,343 Financing Fees \$480 Offering costs \$165 Settlement of WC \$356 CapEx Coal Project \$500 OpEx Coal Project \$333 Property Maintenance & Permitting \$98 Option Agreements Fees \$686 G&A Canada and Colombia \$363 Contingency \$63 Marketing and Promotions \$297	No variance or impact on business objectives and milestones.

Previous Financings	Intended Use of Funds	Use of Funds to Date (\$,000)	Variance and Impact of on Business Objectives and Milestones
Flow-through private placement for gross proceeds of \$2,656,500 completed May 2026	To fund qualifying expenditures on the Alotta Project	TOTAL: \$2,656 Qualifying Expenditures on the Alotta Project	No variance or impact on business objectives and milestones.

PART 3 - FEES AND COMMISSIONS

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

Agent:	Ventum Financial Corp.
Compensation Type:	Cash commission and Compensation Warrants
Brokers Warrants:	The Agent will receive that number of compensation warrants that is equal to 7.0% of the total Units sold under the Offering. Each such compensation warrant will be exercisable to acquire one Unit at a price of \$0.25 for a period of 24 months from issuance.
Cash Commission:	The Agent will receive a cash commission in an amount equal to 7.0% of the gross proceeds of the Offering.

9. Does the Agent have a Conflict of Interest?

The Agent does not have a conflict with the Issuer pursuant to NI 33-105.

PART 4 - PURCHASERS' RIGHTS

10. 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 5 - ADDITIONAL INFORMATION

11. Where can you find more information about us?

The security holder can access the Issuer's filed continuous disclosure documentation under the Issuer's online profile at www.sedarplus.ca and on the Issuer's website at <https://www.forgeresourcescorp.com>

Each purchaser in the Offering will be required to deliver a subscription agreement to subscribe for and purchase the Units, which includes, among other things, representations, warranties and covenants of the subscriber in relation to the Offering. Prospective investors should refer to the subscription agreement for additional information.

Prospective 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.

CERTIFICATE

This offering document, together with any document filed under Canadian securities legislation on or after September 4, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated September 4, 2026.

"Peter Jonathan Murphy"

PJ MURPHY

Chief Executive Officer

"Scott Davis"

Scott Davis

Chief Financial Officer