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These securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws, and may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States except in compliance with an exemption from the registration requirements of the U.S. Securities Act and pursuant to exemptions from, or in transactions not otherwise subject to, the registration or qualification requirements of applicable U.S. state securities laws. Any sales of securities in this Offering in the United States or to, or for the account or benefit of, U.S. persons or persons in the United States will be made, on a substituted purchaser basis, pursuant to Section 4(a)(2) of the U.S. Securities Act and/or Rule 506(b) of Regulation D thereunder.

Offering Document under the Listed Issuer Financing Exemption

June 15, 2026



AMERICORE RESOURCES CORP. (the “Company” or “Americore”)

Minimum: \$1,000,000 (2,702,703 Units)

Maximum: \$3,000,000 (8,108,108 Units)

SUMMARY OF THE OFFERING

What are we offering?

The Offering:	Pursuant to and in accordance with the “listed issuer financing exemption” under Part 5A of National Instrument 45-106 – <i>Prospectus Exemptions</i> , as amended pursuant to Coordinated Blanket Order 45-935 – <i>Exemptions from Certain Conditions of the Listed Issuer Financing Exemption</i> of the Canadian Securities Administrators in each of the provinces of Canada, other than Québec, the Company intends to issue a minimum of 2,702,703 units (each, a “Unit”) of the Company (the “ Minimum Offering ”) up to a maximum of 8,108,108 Units (the “ Maximum Offering ”), for minimum gross proceeds of \$1,000,000 and up to maximum gross proceeds of \$3,000,000 (the “ Offering ”). The Units will be offered
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for sale (i) in each of the provinces of Canada, other than Québec; (ii) in the United States pursuant to available exemptions from the registration requirements of the U.S. Securities Act and all applicable U.S. state securities laws, and (iii) in jurisdictions outside of Canada and the United States, pursuant to available exemptions from the prospectus, registration or other similar requirements in such jurisdictions, such that no prospectus, registration statement or similar document is required to be filed in any such jurisdiction, in each case, in accordance with applicable laws.

Each Unit will consist of one common share of the Company (each, a “**Common Share**”) and one Common Share purchase warrant (each, a “**Warrant**”). Each Warrant will entitle the holder to acquire one additional Common Share (each, a “**Warrant Share**”) at an exercise price of \$0.50 for a period of 36 months following the Closing Date (as defined herein) of the Offering, provided that the Warrants may not be exercised for a period of 60 days following the Closing Date.

The Offering will be completed on a “best efforts” private placement basis pursuant to an agency agreement to be entered into on the Closing Date between the Company and Canaccord Genuity Corp., as lead agent and sole bookrunner (the “**Lead Agent**”), on its own behalf and, if applicable, on behalf of a syndicate of agents to be formed in connection with the Offering (together with the Lead Agent, the “**Agents**”).

Significant Attributes of Common Shares

Holders of Common Shares are entitled to receive notice of and to attend all meetings of the shareholders of the Company, except meetings at which only holders of other classes or series of shares are entitled to attend, and at all such meetings shall be entitled to one vote per Common Share held by such holder. Holders of Common Shares are also entitled to receive dividends as and when declared by the board of directors of the Company, from funds legally available for the payment of dividends, subject to the rights of the holders of any other class of shares of the Company entitled to receive dividends in priority to or rateably with the holders of the Common Shares. In addition, in the event of a liquidation, dissolution or winding-up or other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, the holders of Common Shares will be entitled to share pro rata in the distribution of the remaining property or assets of the Company, subject to the rights of the holders of any class of shares entitled to receive the assets of the Company upon such a distribution in priority to or rateably with the holders of the Common Shares.

Significant Attributes of Warrants

The Warrants will be governed by the terms and conditions set out in a warrant indenture to be entered into in connection with the Offering (the “**Warrant Indenture**”). The Warrant Indenture 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. This summary does not purport to be complete and is subject to, and qualified in its entirety by reference to, the terms of the Warrant Indenture.

Each whole Warrant will be transferable and will entitle the holder thereof, to acquire one Warrant Share at an exercise price of \$0.50 per Warrant Share at any time prior to 5:00 p.m. (Vancouver time) on the date that is 36 months following the Closing Date, subject to adjustment in certain customary events, after which time the Warrants will expire.

	<p>No fractional Warrant Shares will be issuable upon the exercise of any Warrants and no cash or other consideration will be paid in lieu of fractional Warrant Shares. Holders of Warrants will not have any voting or pre-emptive rights or any other rights which a holder of Common Shares would have.</p> <p>The Warrants may not be exercised in the United States, or by or for the account of a U.S. Person or a person in the United States except pursuant to exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws, and the holder has delivered to the Company a written opinion of counsel, in form and substance satisfactory to the Company; provided, however, that a U.S. Person who is an “accredited investor” within the meaning of Rule 501(a) of Regulation D under the U.S. Securities Act (each, a “U.S. Accredited Investor”) that purchased the Warrants from the Company pursuant to Rule 506(b) under Regulation D of the U.S. Securities Act for its own account will not be required to deliver an opinion of counsel if it exercises the Warrants for its own account, if any, if it was a U.S. Accredited Investor at the time of its purchase and exercise of the Warrants.</p>
Offering Price:	\$0.37 per Unit.
Offering Amount:	Minimum gross proceeds of \$1,000,000 and maximum gross proceeds of up to \$3,000,000.
President’s List:	The Company shall have the right to include a list of subscribers as part of the Offering to purchase up to 1,351,351 Units at the Offering Price for gross proceeds of up to \$500,000 under the Offering (the “ President’s List ”).
Closing Date:	Closing of the Offering is subject to the completion of the Minimum Offering and is anticipated to take place on or about June 30, 2026, or such other date as the Company and the Lead Agent, on behalf of the Agents, may agree (the “ Closing Date ”), and in no event later than 45 days from the date hereof.
Exchange:	The Common Shares are listed and posted for trading on the TSX Venture Exchange (the “ TSXV ”) under the trading symbol “ AMCO ”, the OTCQB marketplace (the “ OTCQB ”) under the trading symbol “ AMCOF ” and the Frankfurt Stock Exchange (the “ FSE ”) under the symbol “ 5GP ”.
Last Closing Price:	On June 15, 2026, the closing price of the Company’s Common Shares on the TSXV, the OTCQB and the FSE was C\$0.41, US\$0.2855 and €0.224, respectively.

Americore 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 Company is relying on 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 in the 12 months immediately preceding the date of this offering document, will not exceed \$25,000,000.

- **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.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This offering document may contain “forward-looking information” or “forward-looking statements” within the meaning of applicable securities laws. When used in this offering document, the words “anticipate”, “believe”, “estimate”, “expect”, “target”, “plan” or “planned”, “forecast”, “intend”, “may”, “schedule” and similar words or expressions identify forward-looking statements or information. Forward-looking information and forward-looking statements herein include, but are not limited to, those relating to: the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; TSXV approval of the Offering; the completion of the Offering, including the Minimum Offering, and the expected Closing Date; the Company’s ability to continue as a going concern; and the Company’s strategy going forward.

Forward-looking information and forward-looking statements are not guarantees of future performance and are based upon a number of estimates and assumptions of management at the date the statements are made. These forward-looking statements or information may relate to or depend upon future prices of commodities, accuracy of mineral or resource exploration activity, reserves or resources, regulatory or government requirements or approvals including approvals of future operations, title and mining rights, permits or licenses (including without limitation, obtaining Nevada Bureau of Land Management permits and Bureau of Mining Regulation and Reclamation permits), environmental (including land or water use), local community or Indigenous community approvals, the reliability of third party information, continued access to mineral properties or infrastructure, changes in laws, rules and regulations in Nevada or any other jurisdiction which may impact upon the Company or its properties or the commercial exploitation of those properties, currency risks including the exchange rate of USD\$ for C\$ or other currencies, fluctuations in the market for silver, the price of other commodities such as fuel and electricity, favorable operating conditions, political stability, access to necessary financing, stability of labor markets and market conditions in general, availability of equipment, estimates of costs and expenditures to complete the Company’s programs and goals, changes in exploration costs and government royalties, export policies or taxes in Nevada or any other jurisdiction and other factors or information.

The Company’s current plans, expectations and intentions with respect to development of its business and of the Trinity Silver Project (as defined herein) may be impacted by economic uncertainties, including by the impact of current financial and other market conditions, and the Company’s ability to secure further financing or funding of the Trinity Silver Project. Such statements represent the Company’s current views with respect to future events and are necessarily based upon a number of assumptions and estimates that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political, environmental and social risks, contingencies and uncertainties. Many factors, both known and unknown, could cause results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements. The Company does not intend, and does not assume any obligation, to update these forward-looking statements or information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements and information other than as required by applicable laws, rules and regulations or to update the Company’s expectations with respect to the use of proceeds and the use of available funds following completion of the Offering and the Closing Date.

The Company’s actual achievements or other future events or conditions may differ materially from those reflected in the forward-looking information due to a variety of risks, uncertainties and other factors, including without limitation, those referred to in the Company’s profile on SEDAR+ at www.sedarplus.ca. Readers are cautioned that the risk factors included herein, and elsewhere in the Company’s public filings, should not be construed as exhaustive.

Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. The forward-looking information included in this offering document is made as of the date hereof, and the Company undertakes no obligation to publicly update or revise any forward-looking information, other than as required by applicable law, rules and regulations.

Scientific and Technical Information

The scientific and technical information contained in this offering document has been reviewed and approved by Chris M. Healey, P.Geo., “qualified person” within the meaning of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

CURRENCY

Unless otherwise indicated, all references to “\$”, “C\$” or “dollars” in this offering document refer to Canadian dollars.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company is a North American mineral exploration and development company focused on advancing high-potential precious and critical metals projects in mining-friendly jurisdictions. The Company’s flagship asset is the Trinity Silver Project in Nevada, a past-producing silver district with significant exploration upside and the potential for resource expansion through modern geological interpretation and drilling programs. Americore’s strategy is to unlock value from historically productive assets by applying modern exploration techniques, disciplined project development, and strategic partnerships.

Americore Resources Corp. trades on the [TSX Venture Exchange](#) under the symbol “AMCO”, the [Frankfurt Stock Exchange](#) under the symbol “5GP”, and in the United States on the [OTCQB](#) under the symbol “AMCOF”, providing investors with access to the Company across North American and European markets.

Further information regarding the business and operations of the Company can be found in the Company’s public filings available under its profile on SEDAR+ at www.sedarplus.ca.

Recent Developments

On June 2, 2026, the Company announced that the interpretation of a recent drone magnetometer survey had identified additional targets for potential expansion of the mineralization at Americore’s 100-per-cent-owned Trinity Silver Project in Pershing County, Nevada (the “**Trinity Silver Project**”). Additionally, the Company initiated a hyperspectral study to map out alteration patterns over the Trinity Silver Project.

On April 29, 2026, the Company announced a non-brokered private placement of up to six million units (each, an “**NBPP Unit**”) at a price of \$0.50 per NBPP Unit for gross proceeds of up to \$3,000,000. Each NBPP Unit consisted of one Common Share and one common share purchase warrant (each, a “**NBPP Warrant**”). Each NBPP Warrant entitles the holder thereof to acquire one additional Common Share at a price of \$0.80 for a period of 24 months from the date of issuance.

On March 4, 2026, the Company reported progress at its Trinity Silver Project, including completion of a drone magnetometer survey and advancement of drill permitting for a planned exploration program.

On February 9, 2026, the Company provided a corporate update on activities at its Trinity Silver Project, including completion of a drone magnetometer survey and continued review and compilation of project data.

On February 2, 2026, the Company announced it is evaluating the potential processing of historic silver stockpiles at its Trinity Silver Project to potentially generate near-term cash flow.

On January 12, 2026, the Company commenced its 2026 exploration field program at the Trinity Silver Project, including geophysical surveys and geological work to refine drill targets and also announced that it had entered into a consulting and marketing agreement with Market IQ Media Group Inc.

On December 15, 2025, the Company announced that it had completed the first two payments required under its option agreement with Primus Resources to acquire 42 unpatented lode mining claims contiguous with the Trinity Silver Project.

On December 12, 2025, the Company announced that it completed the initial cash payment and share issuance required under the amended acquisition agreement with Nevada Hills Gold LLC for the SEKA mineral claims located in Nevada.

On December 4, 2025, the Company announced a strategic expansion of its land position at the Trinity Silver Project through an option agreement with Primus Resources to acquire 42 unpatented lode mining claims. Additionally, the Company highlighted, with the additional lands contemplated by such option agreement, the district-scale potential of the Trinity Silver Project, including a historic resource of approximately 36 million ounces silver equivalent.

On December 1, 2025, the Company announced that it had added approximately 1,400 acres (70 unpatented mining claims) acquired through direct staking at the Trinity Silver Project.

On November 24, 2025, the Company announced an agreement to acquire the Seka claim block, expanding the Trinity Silver Project land package in Nevada.

On November 18, 2025, the Company announced that it completed the first payment under Trinity Silver Project Agreement (as defined below). Pursuant to the terms of the Trinity Silver Project Agreement, the Company has issued 100,000 Common Shares to Newmont Corporation and made a cash payment of US\$50,000.

On November 14, 2025, the Company closed the second tranche of the October 2025 Private Placement for gross proceeds of \$100,000.

On November 13, 2025, the Company announced it would change its name to Americore Resources Corp. and begin trading under the symbol AMCO on November 18, 2025.

On October 30, 2025, the Company closed the first tranche of the October 2025 Private Placement for gross proceeds of \$865,000 and announced plans to rename the company Americore Resources Corp.

On October 8, 2025, the Company announced that it entered into an option agreement dated October 2, 2025 with Sokoman Minerals Corp. regarding the Stony Lake Property in Newfoundland, while also providing an update on its financing.

On October 2, 2025, the Company announced a private placement financing (the “**October 2025 Private Placement**”) and provided an update on progress at the Trinity Silver Project.

On September 17, 2025, the Company entered into an exploration and option-to-purchase agreement with Newmont USA Limited for the Trinity Silver Project (the “**Trinity Silver Project Agreement**”), marking the company’s strategic shift toward the asset.

On August 13, 2025, the Company closed a \$400,000 private placement to fund corporate and exploration activities.

On August 5, 2025, the Company announced a private placement financing of up to \$400,000.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in other public documents 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 primary business objective that the Company expects to accomplish using the available funds following completion of the Offering is to fund the Company’s exploration program to expand resources beyond the Trinity Silver Project’s current historical resource base. The Company intends to complete an exploratory drill program designed to confirm the data available in the historical drill database, which is anticipated to include 10 HQ core drillholes and 10 reverse circulation drillholes. The Company also expects to complete assay and metallurgical studies in connection with the drilling program and to complete a Mineral Resource Estimate (“MRE”) report and/or Preliminary Economic Assessment (“PEA”) report.

For more details regarding the breakdown of budgeted expenses related to the foregoing business objectives, see the table under the heading “Use of Available Funds – How will we use the available funds?” and the additional disclosures below such table.

The Company anticipates completing the following to achieve these objectives:

Significant Event	Anticipated Timeline	Anticipated Cost (Assuming Minimum Offering)	Anticipated Cost (Assuming Maximum Offering)
Drilling	03/2026-12/2026	\$300,000	\$1,200,000
Equipment, Office Studies, Logistics	03/2026-12/2026	\$100,000	\$190,000
MRE/PEA Report	03/2026-12/2026	\$Nil	\$250,000
Assay, Metallurgical studies	03/2026-12/2026	\$120,000	\$465,000
Option Payments on the property	03/2026-12/2026	\$330,000	\$330,000
Total		\$850,000	\$2,435,000

USE OF AVAILABLE FUNDS

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

The following table sets out the expected total available funds to the Company following completion of the Offering, assuming the Minimum Offering and the Maximum Offering, respectively:

		Assuming the Minimum Offering	Assuming the Maximum Offering
A	Amount to be raised by this Offering	\$1,000,000	\$3,000,000
B	Selling commissions and fees (assuming no sales to Presidents' List)	\$70,000	\$210,000
C	Estimated Offering costs (e.g., legal, accounting, audit)	\$185,000	\$185,000
D	Net proceeds of Offering: $D = A - (B+C)$	\$745,000	\$2,605,000
E	Working capital at most recent month end (est.)	\$475,000	\$475,000
F	Additional sources funding	\$Nil	\$Nil
G	Total available funds: $G = D+E+F$	\$1,220,000	\$3,080,000

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming Minimum Offering	Assuming Maximum Offering
Drilling	\$300,000	\$1,200,000
Equipment, Office Studies, Logistics	\$100,000	\$190,000
Assay, Metallurgical studies	\$120,000	\$465,000
MRE/PEA Report	\$Nil	\$250,000
Option Payments relating to the Trinity Silver Project	\$330,000	\$330,000
Working Capital / G&A Expenses	\$370,000	\$475,000
Total	\$1,220,000	\$3,080,000

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 "Cautionary Statement Regarding Forward-Looking Information" above.

The most recent audited annual financial statements and interim financial report of the Company included a going concern note. The Company has not yet generated positive cash flows from its operating activities, which may cast doubt on the Company's ability to continue as a going concern. The Offering is intended to permit the Company to achieve the business objectives set out herein and is not expected to address any uncertainties that affect the decision to include a going-concern note in the next annual financial statements of the Company. *It is expected that a going concern note will remain in the next annual financial statements.*

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

Previous Financing	Intended Use of Funds	Use of Funds to Date	Variance and Impact on Business Objectives and Milestones
October 30, 2025 and November 14, 2025 Financing: 3,860,000 units at a price of 25 cents for proceeds of \$965,000	Project development and operations, UAV Aeromagnetic Survey. Detailed geophysical review.	\$400,000	\$Nil
August 13, 2025 Financing: 4,000,000 units at a price of 10 cents for proceeds of \$400,000	Project development and operations. Property payments. Completion of technical report.	\$400,000	\$Nil

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:	Canaccord Genuity Corp., as lead agent and sole bookrunner, for and on behalf of a syndicate of agents to be formed in connection with the Offering.
Cash Commission:	At the Closing Date, the Company shall pay the Agents a cash commission equal to 7.0% of the gross proceeds of the Offering, which will be withheld from the gross proceeds of the Offering (the " Cash Commission "); provided, however, that such Cash Commission shall be reduced to 3.5% of the gross proceeds of the Offering in respect of the sale of Units to subscribers included on the President's List. In addition, the Company has agreed to reimburse the Agents for their reasonable out-of-pocket expenses in connection with the Offering, including the fees and disbursements of legal counsel to the Agents.
Agent's Warrants:	At the closing of the Offering, the Company shall issue to the Agents warrants exercisable at any time prior to the date that is 36 months following the Closing Date to acquire that number of Units which is equal to 7.0% of the number of Units sold under the Offering, at an exercise price equal to the Offering Price (the " Agent's Warrants "); provided, however, that the number of Units issuable upon the exercise of the Agent's Warrants shall be reduced to 3.5% of the number of Units sold under the Offering in respect of the sale of Units to subscribers included on the President's List.
Corporate Finance Warrants:	At the closing of the Offering, the Company shall issue to the Agents warrants exercisable at any time prior to the date that is 36 months following the Closing Date to acquire that number of Units which is equal to 2.0% of the number of Units sold under the Offering, at an exercise price equal to the Offering Price.

Does the Lead Agent have a conflict of interest?

To the knowledge of the Company, the Company is not a “related issuer” or “connected issuer” of or to the Lead Agent, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

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?

Securityholders can access the Company’s continuous disclosure filings on SEDAR+ at www.sedarplus.ca under the Company’s profile.

For further information regarding the Company, visit the Company’s website at www.americoreresources.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 securities.

CERTIFICATE OF THE COMPANY

This offering document, together with any document filed under Canadian securities legislation on or after June 15, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

June 15, 2026

By: (signed) "*Jeff Poloni*"

Name: Jeff Poloni

Title: Chief Executive Officer

By: (signed) "*Brian Morrison*"

Name: Brian Morrison

Title: Chief Financial Officer