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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 of the securities laws of any state of the United States, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from the registration requirements of the U.S. Securities Act and any 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 these securities within the United States or to, or for the account or benefit of, U.S. persons. "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

April 9, 2026



GOLDSTORM METALS CORP.
(the "Company" or "Goldstorm")

SUMMARY OF OFFERING

What are we offering?

Offering:	<p>Pursuant to and in accordance with the listed issuer financing exemption under section 5A.2 of National Instrument 45-106 – <i>Prospectus Exemptions</i> and in reliance on the Coordinated Blanket Order 45-935 – <i>Exemptions from Certain Conditions of the Listed Issuer Financing Exemption</i>, the Company is conducting a non-brokered private placement of (i) units of the Company (each, an "HD Unit") at a price of \$0.20 per HD Unit; (ii) flow-through units of the Company (each, a "FT Unit") at a price of \$0.24 per FT Unit; and (iii) charity flow-through units of the Company (each, a "Charity FT Unit" and collectively with the HD Units and the FT Units, the "Units") being sold on a charity flow through basis at a price of \$0.31 per Charity FT Unit, for aggregate gross proceeds of up to \$4,000,000 (the "Offering").</p> <p>Each HD Unit will consist of one common share in the capital of the Company (a "Common Share") and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant"). Each FT Unit and Charity FT Unit will consist of one Common Share to be issued as a "flow-through share" (each, a "FT Share") within the meaning of subsection 66(15) of the Income Tax Act</p>
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	<p>(Canada) (the “Tax Act”) and one-half of one Warrant. The FT Shares underlying the Charity FT Units will be issued as part of a charity arrangement.</p> <p>Each Warrant shall entitle the holder to purchase one Common Share at a price of \$0.30 at any time on or before that date which is 36 months after the Closing Date (as herein defined).</p>
Offering Price	<p>\$0.20 per HD Unit</p> <p>\$0.24 per FT Unit</p> <p>\$0.31 per Charity FT Unit</p>
Offering Amount:	Aggregate gross proceeds of up to \$4,000,000, comprised of any combination of HD Units, FT Units and Charity FT Units.
Significant Attributes:	<p>The gross proceeds from the issue and sale of the FT Units and Charity FT Units will be used for Canadian exploration expenses as defined in paragraph (f) of the definition of “Canadian exploration expense” in subsection 66.1(6) of the Tax Act and “flow through mining expenditures” as defined in subsection 127(9) of the Tax Act that will qualify as “flow-through critical mineral mining expenditures” and “BC flow-through mining expenditures” as defined in subsection 4.721(1) of the <i>Income Tax Act</i> (British Columbia) (the “Qualifying Expenditures”), which will be incurred on or before December 31, 2027 and renounced with an effective date no later than December 31, 2026 to the initial purchasers of FT Units and Charity FT Units, and, if the Qualifying Expenditures are reduced by the Canada Revenue Agency, the Company will indemnify each FT Unit and Charity FT Units subscriber for any additional taxes payable by such subscriber as a result of the Company’s failure to fully renounce the Qualifying Expenditures as agreed.</p> <p>The Company understands that certain subscribers may be acquiring Charity FT Units with the (i) intention of donating all or a portion of such Charity FT Units to a “qualified donee” as defined in the Tax Act as part of a charitable donation arrangement promoted by a third party or (ii) immediately selling Charity FT Units to a third party (each of (i) and (ii), a “Follow-On Transaction”). Neither the Company nor its counsel (a) has provided any representations or warranties in respect of the tax consequences or potential tax benefits of investing in the Charity FT Units and participating in a Follow-On Transaction, or (b) provided any assurances that a subscriber’s participation in a Follow-On Transaction would not, in and of itself, cause the Charity FT Units to be “prescribed shares” within the meaning of section 6202.1 of the regulations to the Tax Act.</p>
Closing Date:	On or about the week of April 30, 2026, or such other date as the Company may determine (the “ Closing Date ”).
Exchange:	The Common Shares are listed on the TSX Venture Exchange (the “ TSXV ”) under the trading symbol “GSTM” and on the Frankfurt Stock Exchange under the trading symbol “B2U”.

Last Closing Price:	The closing price of the Common Shares on the TSXV on April 9, 2026, the last trading day before the date of this offering document, was \$0.24.
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Goldstorm 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 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 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

Except for statements of historical fact, information contained herein constitutes “forward-looking information” and “forward-looking statements” within the meaning of applicable Canadian and United States securities legislation. Forward-looking information is often, but not always, identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “planned”, “expect”, “project”, “predict”, “potential”, “estimate”, “targeting”, “intends”, “believe”, and similar expressions, or describes a “goal”, or variation of such words and phrases or states that certain actions, events or results “may”, “should”, “could”, “would”, “might” or “will” be taken, occur or be achieved. 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; the completion of the Offering and the expected Closing Date; the Company's intention to use the gross proceeds from the sale of the FT Units and Charity FT Units to incur Qualifying Expenditures on or before December 31, 2027; the Company's intention to renounce all Qualifying Expenditures in favour of the subscribers of the FT Units and Charity FT Units effective December 31, 2026; the Company's primary business objective to advance exploration at the Crown Project through a staged drilling program; the anticipated completion of a 3,000-meter Phase 1 drill program and a 4,200-meter Phase 2 drill program at

the Crown Project, including the anticipated timing and estimated costs thereof; the Company's expectation regarding available funds following closing of the Offering; and the Company's expectation to pay finder's fees and commissions in connection with the Offering.

Forward-looking statements and forward-looking information 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. Such factors and assumptions may include, but are not limited to: the Company's ability to close the Offering on the terms disclosed herein, or at all; that the Company will use the proceeds from the Offering as currently contemplated; that the Company's exploration programs will proceed as currently contemplated; the future prices of minerals and precious metals, the price of other commodities such as, fuel and electricity; currency exchange rates and interest rates; favourable operating conditions, political stability, timely receipt of governmental approvals, licences and permits (and renewals thereof); access to necessary financing; stability of labour markets and market conditions in general; availability of equipment; estimates of costs and expenditures to complete the Company's programs and goals; the Company's ability to raise sufficient capital to fund planned exploration activities and maintain corporate capacity; stability in financial and capital markets; and there being no significant disruptions affecting the development and operation of the Company's projects.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, and without limitation: the Company may not be able to close the Offering on the terms disclosed herein, or at all; the Company will not use the proceeds of the Offering as currently contemplated; the Company's exploration programs will not proceed as currently contemplated; the Company could lose title and ownership of its properties, which would have a negative effect on its operations and valuation; the Company may be unable to obtain the substantial funds required to continue its operations; the Company may fail to obtain required permits and licenses which could adversely impact the Company's operations and profitability; the market of the Shares is subject to volume and price volatility which could negatively affect a shareholder's ability to buy or sell the Company's Shares; the price of the Shares may be adversely affected by declines in the prices of certain minerals; the loss of key personnel could adversely affect the Company's operations; the Company operates in the resource industry, which is highly speculative, and has certain inherent exploration risks which could have a negative effect on its operations; the Company may be unable to protect its information systems or prevent cyber-attacks and security breaches; the inability to access adequate infrastructure for the Company's exploration, activities could negatively affect its business, financial condition, results of operations, cash flows or prospects; the Company is subject to political regulatory risks which may adversely affect its ability to continue to explore, develop and operate its properties; the Company is subject to substantial environmental requirements which could cause a restriction or suspension of its operations; the Company may be subject to a variety of civil or other legal proceedings, which may adversely affect its business, operating results or financial condition; the Company may be unable to continue as a going concern; the Company is subject to general global risks arising from epidemic diseases, rising inflation and interest rates and the impact they will have on the Company's operations, supply chains, ability to access mining projects or procure equipment, supplies, contractors and other personnel on a timely basis or at all is uncertain; as well as other risk factors in the Company's other public filings available at www.sedarplus.ca. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. The Company cannot guarantee future results, performance, or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information. The Company undertakes no duty to update any of the forward-looking information to conform such information to actual results or to changes in the Company's expectations, except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information. The forward-looking information contained in this offering document is expressly qualified by this cautionary statement.

Scientific and Technical Information

The scientific and technical information contained in this offering document relating to the Company's mineral properties has been reviewed and approved by Mr. Ken Konkin, P.Geol., President and CEO of the Company, a "qualified person" ("QP") within the meaning of National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101"). Historical data contained in this offering document has not been verified.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company is an exploration stage company and is engaged principally in the acquisition and exploration of mineral properties. The Company's primary assets are its 100% owned Crown Project and Electrum Project, both located in the Golden Triangle of British Columbia, and collectively covering a total of approximately 16,469 hectares over 7 concessions, of which 6 are contiguous.

The Company does not hold any interests in producing or commercial mineral deposits. The Company has no production or other material revenue. Commercial development of any kind will only occur in the event that sufficient quantities of mineral resources containing economic concentrations of minerals are discovered. If, in the future, a discovery is made, substantial financial resources will be required to establish mineral resources and/or mineral reserves. Additional substantial financial resources will be required to develop mining and processing facilities for any mineral resources and/or mineral reserves that may be discovered. If the Company is unable to finance the establishment of mineral reserves or the development of mining and processing facilities it may be required to sell all or a portion of its interest in such property to one or more parties capable of financing such development.

For more information regarding the business and operations of the Company, investors should review the Company's public filings which are available under the Company's profile on SEDAR+ at www.sedarplus.ca.

Recent developments

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

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 Company's primary business objective is to advance exploration at its Crown Project through a staged drilling program designed to evaluate and expand known mineralization and identify additional targets for further exploration and development. The Company intends to use the gross proceeds from the sale of the FT and Charity FT Units to incur Qualifying Expenditures related to the Company's projects in British Columbia, on or before December 31, 2027. To achieve this objective, the Company anticipates completing the following key milestones. Each milestone is dependent on the successful completion of the prior stage, as well as customary preparatory activities including permitting (if required), contractor engagement, and site mobilization.

Business Objective	Significant Events / Milestones	Anticipated Timing	Estimated Cost
Completion of a 3,000-meter Phase 1 drill program at the Crown Project	<ul style="list-style-type: none">Finalization of drill targets and program designEngagement of drilling contractor and mobilization to siteCompletion of approximately 3,000 meters of diamond drillingInitial geological logging, sampling and assay analysis	Within 1 month of commencement of field operations	\$1,500,000
Completion of a 4,200-meter Phase 2 drill program at the Crown Project	<ul style="list-style-type: none">Interpretation of Phase 1 drill results and refinement of targetsExpansion of drill program to approximately 4,200 metersContinued drilling, sampling and assay analysisCompilation and interpretation of results to support future exploration planning	Within 3 months following completion of Phase 1	\$2,100,000
Total			\$3,600,000

USE OF AVAILABLE FUNDS

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

Following the closing of the Offering, the Company expects to have the funds available as set out in the following table:

		Assuming 100% of Offering
A	Amount to be raised by this Offering	\$4,000,000
B	Selling commissions and fees ⁽¹⁾	\$240,000
C	Estimated offering costs (e.g., legal, accounting, audit)	\$50,000
D	Net proceeds of Offering: $D = A - (B+C)$	\$3,710,000
E	Working capital as at most recent month end (deficiency)	\$800,000
F	Additional sources of funding	Nil
G	Total available funds: $G = D+E+F$	\$4,510,000

Note:

(1) See “*Fees and Commissions*” below.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of Offering
Exploration programs on the Crown Project, including: <ul style="list-style-type: none"> • Phase 1 – 3,000-meter drill program • Phase 2 – 4,200-meter drill program • Related geological, sampling, assay and exploration costs 	\$3,600,000
General and administrative expenses	\$910,000
Total:	\$4,510,000

The above noted allocation of available funds 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 spend the net proceeds from the Offering and other available funds 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 most recent audited annual financial statements and interim financial statements of the Company included a going concern note. The Company is still in the exploration stage, and 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 continue to explore and

conduct development activities and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

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

Previous Financing	Intended Use of Funds	Actual Use of Funds	Explanation of Variance
\$2,088,973 private placement – closed June 27, 2025	Exploration expenses, working capital and general corporate purposes.	Funds were used as intended with no material change.	No variance.

FEEES 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 expects to pay registrants who introduce investors that participate in the Offering a finder's fee comprised of a cash commission of 6.0% of gross proceeds raised from investors introduced by such registrants and non-transferable finder warrants of 6.0% of the number of Units sold under the Offering to investors introduced by such registrants. Such finder warrants shall entitle the holder to acquire one (1) HD Unit at a price of \$0.20 per HD Unit for a period of 36 months following the Closing Date.

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?

Security holders 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 our website at: www.goldstormmetals.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 in the Units.

CERTIFICATE OF THE COMPANY

This offering document, together with any document filed under Canadian securities legislation on or after April 9, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

April 9, 2026

(signed) "Ken Konkin"

Ken Konkin
Chief Executive Officer

(signed) "Scott Davis"

Scott Davis
Chief Financial Officer