

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.

Offering Document under the Listed Issuer Financing Exemption

June 30, 2025

**Laramide Resources Ltd.
(the "Company" or "Laramide")**

**PART 1
SUMMARY OF OFFERING**

What are we offering?

Offering:	Up to 16,666,667 common shares (each, a "Common Share") of the Company.
Offering Price:	\$0.60 per Common Share (the "Issue Price").
Offering Amount:	\$10,000,000.20
Closing Date:	Closing will occur on or around July 14, 2025 (the "Closing Date").
Resale Restrictions:	The Common Shares are expected to be immediately freely tradeable under applicable Canadian securities legislation if sold to purchasers resident in Canada.
Exchange:	The Company's common shares are listed on the Toronto Stock Exchange (the "TSX") under the trading symbol "LAM" and on the QTCQX under the trading symbol "LMRXF", and on the Australian Securities Exchange under the symbol "LAM".
Last Closing Price:	The last closing price of the Common Shares in the capital of the Company on the TSX on June 27, 2025, was \$0.62, the last trading day prior to the date of this Offering Document.

The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions*. In connection with the Base 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 in the 12 months immediately before the date of this Offering Document, will not exceed the greater of \$25,000,000 and the amount that is equal to 20% of the aggregate market value of the Company's listed securities as calculated in accordance with the Order, to a maximum of \$50 000 000.**

- **The Company 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 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 issuer seeks security holder approval.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This offering document contains "forward-looking information" within the meaning of applicable Canadian securities laws. Forward-looking information includes, but is not limited to, information with respect to the Company's strategy, plans or future financial or operating performance, and advancements at the Company's properties; the timing and outcome of the Offering, including completion of the Offering; the anticipated use of proceeds of the Offering and the use of the available funds following completion of the Offering; the timing and amount of funding required to execute the Company's business plans; the ability of the Company to continue as a going concern; capital expenditures; any expectation with respect to any permitting, development or other work that may be completed on the Company's properties; any expectations with respect to defining mineral resources or mineral reserves on any of the Company's projects; other anticipated strategic and growth opportunities; strategies; future growth; the adequacy of financial resources; and other events or conditions that may occur in the future. Generally, but not always, forward looking information and statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negative connotation thereof or variations of such words and phrases or statement that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative connotation thereof.

Forward-looking information is based on the Company's current expectations, beliefs, assumptions, estimates and forecasts about the Company's business and the industry and markets in which it operates. Such forward information and statements are based on numerous assumptions, including among others; completion of the Offering; regulatory approval for the Offering; changes in commodity prices; that general business and economic conditions will not change in a material adverse manner; and that third party contractors, equipment and supplies and governmental and other approvals required to conduct the Company's planned activities will be available on reasonable terms and in a timely manner. Although the assumptions made by the Company in providing forward-looking information or making forward-looking statements are considered reasonable by management at the time, there can be no assurance that such assumptions will prove to be accurate.

Forward-looking information and statements also involve known and unknown risks and uncertainties and other factors, which may cause actual results, performances and achievements of the Company to differ materially from any projections of results, performances and achievements of the Company expressed or implied by such forward-looking information or statements. These factors include the failure to complete the Offering; reliance on key management and other personnel; potential downturns in economic conditions; actual results of exploration activities being different than anticipated; competition from others; market factors, including future demand for and prices realized from the sale of minerals; government actions that could restrict or eliminate the ability to mine on public lands, such as through the creation or expansion of national monuments or through mineral withdrawals; the policies and actions of foreign governments, which could impact the competitive supply of and global markets for minerals; the company's expectations in connection with the production and exploration, development and expansion plans at the projects discussed herein being met; changes in national and local government legislation, taxation, controls or regulations and/or changes in the administration or laws, policies and practices; the impact of general business and economic conditions; fluctuating metal prices; currency exchange rates; the impact of inflation; general risks of the mining industry; failure of plant, equipment or processes to operate as anticipated; unanticipated results of future studies; seasonality and unanticipated weather

changes; success of exploration activities, permitting timelines, government regulation; environmental risks; unanticipated reclamation expenses; title disputes or claims; as well as those risk factors discussed or referred to herein in the Company's filings made with the securities regulatory authorities available under the Company's profile on the System for Electronic Document Analysis and Retrieval ("SEDAR+") at www.sedarplus.ca. The lists of risk factors set out in this offering document or in the Company's other public disclosure documents are not exhaustive of the factors that may affect any forward-looking information of the Company.

Actual results could differ materially from those projected in the forward-looking information as a result of the matters set out in this offering document generally and certain economic and business factors, some of which may be beyond the control of the Company. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those contained in the forward-looking information or implied by forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements or information. Any forward-looking information speaks only as of the date on which it is made. The Company undertakes no obligation to update or reissue forward-looking information as a result of new information or events except as required by applicable securities laws.

For more information on the Company and the risks and challenges of its business, investors should review the Company's continuous disclosure documents that are available under the Company's SEDAR+ profile at www.sedarplus.ca.

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 Rhys Davies, a contractor to the Company. Mr. Davies is a member of the Australian Institute of Geoscientists and is a "qualified person" within the meaning of National Instrument 43-101 *Standards of Disclosure for Mineral Projects*.

Currency

All references in this offering document to "dollars" or "\$" are to Canadian dollars, unless otherwise stated.

PART 2 SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Laramide is engaged in the exploration and development of uranium assets in the United States and Australia.

The Company's projects include the Crownpoint-Churchrock uranium project, located in Gallup, McKinley County, New Mexico (the "**Crownpoint-Churchrock**"), the La Jara Mesa uranium project located in Cibola County, New Mexico, USA (the "**La Jara Mesa Uranium Project**"), the La Sal uranium project located in Lisbon Valley, Utah, USA, the Westmoreland uranium project located in Queensland, Australia (the "**Westmoreland Uranium Project**") and the Murphy uranium project (the "**Murphy Uranium Project**") which is contiguous to the Westmoreland Uranium Project.

Recent developments

On June 2, 2025, the Company announced that the Crownpoint-Churchrock and the La Jara Mesa Uranium Project have been designated under Title 41 of the Fixing America's Surface Transportation Act ("**Fast-41**") Covered Projects by the Federal Permitting Improvement Steering Council. The designation, part of the federal

infrastructure permitting initiative established under Title 41 reflects the projects' strategic importance and supports an efficient, transparent federal review process. Notably, the La Jara Mesa Project has been upgraded from a FAST-41 Transparency Project to a fully Covered Project, aligning its permitting status with the Crownpoint-Churchrock and streamlining its path forward under U.S. federal oversight.

On May 5, 2025, the Company announced the La Jara Mesa Uranium Project has been added to the U.S. Federal Permitting Dashboard. The designation, made under Executive Order 13817 to ensure reliable supplies of critical minerals, identifies La Jara Mesa Uranium Project's strategic importance to domestic uranium production in the United States. It is part of a second wave of critical mineral production projects submitted under the Executed Order for increasing American mineral production. The designation enhances transparency and accountability by making environmental review timelines publicly accessible through the Federal Permitting Dashboard.

On April 14, 2025, the Company announced it filed on SEDAR+ a National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("**NI 43-101**") compliant, independent technical report for the Westmoreland Project. The report is titled "Updated Mineral Resource Estimate and NI 43-101 Technical Report for Laramide's Westmoreland Uranium Project, Queensland Australia" and is dated April 14, 2025, with an effective date of January 31st, 2025. The updated Mineral Resource Estimate ("**MRE**") reports a total Indicated Resource of 27.8 million tonnes at an average grade of 770 ppm for 48.1 MLbs. of U₃O₈ and a total Inferred Resource of approximately 11.8 million tonnes at an average grade of 680 ppm U₃O₈ for 17.7 million contained LB.s of U₃O₈. 70% (48.1 MLbs.) of the Resource is now classified Indicated and 30% (17.7 MLbs) is classified Inferred. Updates also include re-estimate of the Redtree, Huarabagoo and Junnagunna deposits and an Initial Resource for Long Pocket.

On March 17, 2025, the Company announced that it had received notice from Extract Advisors LLC ("**Extract**") on March 13, 2025, of a decision to convert all of Extract's USD \$3,500,000 million convertible debt position in the Company. The debt was convertible at CDN \$0.40 and had a term that would have expired on April 1, 2026. The Company also announced that on March 14, 2025, Boss Energy, an ASX-listed uranium producer, announced it increased its shareholding in the Company, and once its arrangement is completed, will hold an 18.4% interest in the Company. Boss Energy announced that their increased investment was made based on the strength of the Westmoreland Project.

On February 28, 2025, the Company announced an update in the MRE for the Westmoreland Project. The updated MRE represents a 34% increase in Indicated Resources and an 11% increase in Inferred Resources, compared to the 2009 MRE. The updated MRE now reports Total Indicated Resource of 48.1 million pounds of U₃O₈ and Total Inferred 17.7 million pounds across four deposits: Redtree, Huarabagoo, Junnagunna and Long Pocket.

On February 21, 2025, the Company announced drill results from the 2024 drilling campaign completed at the Westmoreland Uranium Project in Queensland, Australia. The Company announced results from the 2024 drilling program returned broad mineralization from each prospect area. Results for eleven holes from infill drilling at Junnagunna, three holes drilled at Amphitheatre, and two exploration holes from the Southern Comfort-Mageera Trend in the Northern Territory showed conclusion of a successful 2024 drilling campaign. The 2024 drilling campaign across the broader Westmoreland Project was completed on November 4th and comprised 106 holes (includes 60 RC and 46 DD) for 11,263 meters, across multiple targets. The consistency and scalability demonstrated economic viability and reinforced Westmoreland Project's position as a potentially important future source of global uranium supply.

On January 16, 2025, the Company announced drill results from the 2024 drilling campaign completed at the Westmoreland Uranium Project. Results for 7 holes of 17 holes from infill drilling at Huarabagoo and 4 holes of 27 holes drilled in the zone between the Huarabagoo and Junnagunna ("**Link Zone**") deposits have been received. All of the holes returned significant uranium mineralization with further gold mineralization evident at the Huarabagoo deposit. The results from the Link Zone demonstrate that uranium mineralization is continuous along strike and potentially joins the two deposits.

On December 9, 2024, the Company announced drill results at the Westmoreland Project. Results for 6 holes of

17 holes from infill drilling at Huarabagoo and for 11 holes of 27 holes drilled in the zone between the Huarabagoo and Junnagunna deposits have been received. The results demonstrate that uranium mineralization is continuous along strike and potentially joins the two deposits. Furthermore, there is a significant gold endowment within the mineralizing system. Broad zones of gold mineralization were intercepted with grades up to 24.2g/t Au.

On December 9, 2024, the Company announced the granting of permit EPM28807, which added 373 km² to its exploration portfolio in northwest Queensland. The tenement is adjacent to and surrounding EPM14558 which contains the Westmoreland Project. The permit hosts 7 known uranium occurrences and one gold occurrence.

On December 6, 2024, the Company announced the closing of an option agreement (the "**Option Agreement**"), with Aral Resources Ltd. ("**Aral**"), a Kazakh company registered with Astana International Financial Center and the shareholders of Aral (the "**Optionors**"). Aral has secured 22 mineral licenses covering nearly 5,500 square kilometers of the Chu-Sarysu sedimentary basin of Kazakhstan, the "**Chu-Sarysu Project**". Under the terms of the Option Agreement, the Company has the right (the "**Option**") to acquire all outstanding shares of Aral at any time during the three-year option period (the "**Option Period**"). The Chu-Sarysu Project is located in the Suzak District of the South Kazakhstan Oblast, Republic of Kazakhstan. The Company made a one-time payment of US\$450,000 to the Optionors as follows: (i) US\$225,000 in cash; and (ii) 421,038 common shares in the capital of Laramide at a deemed price of CDN\$0.751. The Company will make annual payments of US\$150,000 in cash on each anniversary of the Option Agreement. The Option Period may be extended for an additional one-year payment of US\$14,000,000, being 50% to be paid in cash and 50% to be paid in shares in the capital of Laramide.

On November 14, 2024, the Company announced drill results at the Westmoreland Uranium Project demonstrating that uranium mineralization is continuous along strike and potentially joins the two deposits of Huarabagoo and Junnagunna. These infill drilling results include 4 holes (of 17) at Huarabagoo and 12 holes (of 27) in the Linking Zone between the Huarabagoo and Junnagunna deposits. The best assay results include HB24DD004 – 2.20m @ 2,675.18 ppm U³⁰⁸ and 1.51 g/t Au from 63.00m, including 1.00m @ 4,091.82 ppm U³⁰⁸ 2.0 g/t Au from 64.00 m, HJ24RC004 – 17.00m @ 469.17 ppm U³⁰⁸ from 54.00m, including 3.00 m @ 1,374.16 ppm U³⁰⁸ from 60.00m, and HJ24RC011 – 15.00m @ 380.17 ppm U³⁰⁸ from 61.00m, including 1.00m @ 1,986 ppm U³⁰⁸ from 63.00m and 16.00m @ 573.42 ppm U³⁰⁸ from 88.00m, including 2.00m @ 1,712.79 ppm U³⁰⁸ from 91.00m.

On October 22, 2024, the Company announced drill results at the Westmoreland Uranium Project from the remaining 32 RC drill holes at Long Pocket, with 29 of these holes mineralized. Long Pocket drilling has demonstrated that uranium mineralization is laterally continuous with drillhole collar spacing now generally less than 50m. Zones of higher-grade uranium intercepted within the broader coherent mineralized envelope include LP24RC008 – 16.00m @ 485.61 ppm U³⁰⁸ from depth 16.00m depth, including 4.00 m @ 1,264 ppm U³⁰⁸ from 21.00m, LP24RC009 – 8.00 @ 490.59 ppm U³⁰⁸ from 16.00m, including 1.00m @ 1,545 ppm U³⁰⁸ from 20.00 m, and LP24RC016 – 4.00 m @ 2022.03 ppm U³⁰⁸ from 8.00m, including 3.00 m @ 2,639 ppm U³⁰⁸ from 9.00m.

On October 18, 2024, the Company announced that the Company and its lenders, Extract Capital Master Fund Ltd. and Extract Lending LLC (together, the "**Lenders**"), with Extract Advisors LLC acting as agent for and on behalf of the Lenders, completed an amendment to the existing term loan made by the Lenders in favour of Laramide Resources (USA) Ltd. (the "**Term Loan**"), which includes, among other things: (i) an extension of the maturity date of the Term Loan from March 31, 2025 to April 1, 2026; and (ii) a new-loan convertible CAD\$5,000,000 standby credit facility (the "**Multi-Draw Facility**") with the Lenders. The Multi-Draw Facility will have the same maturity date as the Term Loan and allows for multiple drawdowns. All other terms of the Term Loan remain unchanged with a 7% coupon and CDN\$0.40 conversion price, while the Multi-Draw Facility, if utilized, will incur interest expense at 12% per annum. The Multi-Draw Facility has a \$50,000 commitment fee to be paid on closing and a 1% standby fee on the undrawn portion of the Multi-Draw Facility payable quarterly. The Multi-Draw Facility will not be convertible into common shares of the Company. In connection with the Multi-Draw Facility, the Company has agreed to issue to the Lenders 750,000 warrants to

purchase common shares of the Company exercisable until October 18, 2027 at a price per common share equal to 135% of the volume weighted average trading price of the common shares on the TSX for the five trading days prior to closing.

On September 19, 2024, the Company announced drill results at the Westmoreland Uranium Project on the first six RC drillholes from Long Pocket and the remaining three diamond drillholes at the Amphitheatre prospect. Long Pocket drilling demonstrated that uranium mineralization is laterally continuous with drillhole collar spacing now generally less than 50m which lends to a high level of confidence of the mineralization. Zones of higher-grade uranium intercepted within the broader coherent mineralized envelope include: LP24RC004 – 10m @ 606ppm U³⁰ from 6m depth, including 2m @ 1,726ppm U³⁰ from 11m and LP24RC006 – 8m @ 1,770ppm U³⁰ from 16m depth, including 4m @ 3,128ppm U³⁰ from 17m. Amphitheatre drilling intercepted multiple zones of uranium mineralization down hole and indicated that the target remains open to the south.

On September 5, 2024, the Company announced it entered into the Option Agreement with Aral. The terms of the Option Agreement are described above.

On August 19, 2024, the Company announced drill results. The second drill rig has completed RC drilling at Long Pocket. All 38 planned RC drillholes completed (for 2,139 meters) at the Long Pocket prospect and on track for maiden Mineral Resource Estimation expected by Q1 2025. Composite downhole gamma responses over 1m up to 13,993 per second ("cps") (including 27,319 cps) confirm shallow mineralization. 5 diamond drillholes for 932.7 meters have been completed at Amphitheatre with downhole gamma probe 1m composites of up to 1m 16,426 cps² (including 20,312 cps) supports extensions to mineralization. Initial hole at Huarabagoo and Junnagunna indicated wide mineralization intervals with peak 1m gamma composites of up to 6,992 cps (including 13,350cps)³. First hole at Huarabagoo extended because mineralization continued further down from the initial planned hole depth of 80m.

On July 18, 2024, the Company announced the appointment of Josh Leftwich as Vice-President for Operations and Strategic Planning, U.S.A.

On June 26, 2024, the voting results from its annual meeting of shareholders held on June 26, 2024. Shareholders voted in favour of all matters brought before the meeting, including the appointment of John Mays as a director of the Company who replaced Scott Patterson.

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.

The Company has been advised that Boss Energy Ltd., an insider of the Company, plans to purchase 3,333,333 Common Shares for \$1,999,999.80 under the Offering. Any such participation would be considered a related party transaction under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), however the Company expects that such transaction would be exempt from the formal valuation requirement and shareholder approval requirement of MI 61-101 as the fair market value of any Common Shares subscribed for will not exceed 25% of the Company's market capitalization.

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

The net proceeds of the Offering from the Common Shares will be used to fund the advancement of late-stage US permitting initiatives, working capital, and general corporate purposes.

PART 3 USE OF AVAILABLE FUNDS

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

		Assuming 100% of the Offering
A	Amount to be raised by this offering	\$10,000,000
B	Selling commissions and fees ⁽¹⁾	\$500,000
C	Estimated offering costs (e.g., legal, accounting, audit)	\$25,000
D	Net proceeds of offering: $D = A - (B+C)$	\$9,475,000
E	Working capital as at most recent month end (deficiency)	\$2,355,000
F	Additional sources of funding	N/A
G	Total available funds: $G = D+E+F$	\$11,830,000

Note:

(1) Assumes a cash commission of 5% is paid on all Common Shares sold under the Offering.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of the Offering
Project permitting	\$2,500,000
General Working Capital Purposes ⁽¹⁾	\$9,330,000
Total	\$11,830,000

Note:

(1) These figures represent the Company's expected general and administrative expenses, the payment of current and expected short-term liabilities and payables, and excess capital that will remain available to the Company for future use.

The above noted allocation and anticipated timing represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from the Offering of the Common Shares 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.

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

The Company has not raised funds in the past 12 months.

PART 4 FEES AND COMMISSIONS

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

The Company may compensate certain eligible finders, including Red Cloud Securities Inc. (each, a "**Finder**") with: (i) a cash commission equal to 5% of the gross proceeds of the Offering; (ii) such number of finder warrants (each, a "**Finder Warrant**") equal to 5% of the Common Shares issued pursuant to the Offering. Each Finder Warrant shall entitle the holder thereof to acquire one Common Share at a price of \$0.60 per Common Share until the date that is twenty-four (24) months from the date of issuance.

PART 5 PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right

- a) **to rescind your purchase of these securities with Laramide, or**
- b) **to damages against Laramide and may, in certain jurisdictions, have a statutory right to damages from other persons.**

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

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

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

PART 6 ADDITIONAL INFORMATION

Where can you find more information about us?

Security holders can access Laramide's continuous disclosure filings on SEDAR+ at www.sedarplus.ca under A profile.

For further information regarding Laramide, visit our website at: <https://laramide.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 Common Shares.

PART 7 DATE AND CERTIFICATE

This offering document, together with any document filed under Canadian securities legislation on or after June 30, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

June 3, 2025

By: *"Marc Henderson"*
Name: Marc Henderson
Title: President and Chief Executive Officer

By: *"Dennis Gibson"*
Name: Dennis Gibson
Title: Chief Financial Officer