*This offering document pursuant to the listed issuer financing exemption under section 5A.2 of National Instrument 45-106 — Prospectus Exemptions (the "**Offering Document**") constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons whom they may be lawfully offered for sale. The securities offered under this Offering Document 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 or sold within the United States or to, 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 state securities laws. This Offering Document does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States or to, or for the benefit of, U.S. persons or persons in the United States. "United States" and "U.S. Person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.*

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

AMENDED AND RESTATED OFFERING DOCUMENT
UNDER THE LISTED ISSUER FINANCING EXEMPTION

(Amending and Restating the Offering Document Under The Listed Issuer Financing Exemption dated June 25, 2025)

June 25, 2025

CASSIAR GOLD CORP.
(the "Issuer")

SUMMARY OF OFFERING

WHAT ARE WE OFFERING?

OFFERING	Units ("**NFT Units**"), flow-through units ("**FT Units**"), and charity flow-through units ("**CFT Units**" and, together with the NFT Units and FT Units, the "**Units**"). Each NFT Unit is comprised of one common share of the Issuer (a "**Share**") and one common share purchase warrant (each, a "**Warrant**"). Each CFT Unit and FT Unit will consist of one Share that qualifies as a "flow-through share" within the meaning of the *Income Tax Act* (Canada), plus one Warrant. Each Warrant will be exercisable to acquire an additional Share at an exercise price of $0.50 per Share for a period of 24 months following the Closing Date (as defined below).
OFFERING PRICE	$0.25 per NFT Unit. $0.36 per CFT Unit or per FT Unit

OFFERING SIZE	There is no minimum amount. The Issuer is offering a maximum of 4,000,000 NFT Units and a combination of 11,111,111 CFT Units or FT Units for maximum gross proceeds of $5,000,000 (the "**Offering**"), prior to taking into account the Agent's Option.
AGENT'S OPTION	The Issuer has granted the Agent an option (the "**Agent's Option**") to increase the size of the Offering by issuing additional Units for gross proceeds of up to $1,000,000 by giving written notice of the exercise of the Agent's Option, or a part thereof, to the Issuer at any time up to 48 hours prior to closing of the Offering.
USE OF PROCEEDS	Net proceeds from the sale of NFT Units will be used for general and administrative expenses by the Issuer. Gross proceeds received from the sale of the CFT Units and FT Units will be used to incur (i) eligible "Canadian exploration expenses" that qualify as "flow-through mining expenditures" as both terms are defined in the *Income Tax A*ct (Canada) and (ii) for British Columbia purchasers, "BC flow-through mining expenditures" as defined in the *Income Tax Act* (British Columbia) (collectively, the "**Qualifying Expenditures**") related to the Issuer's projects in British Columbia, on or before December 31, 2026. Such Qualifying Expenditures will be renounced in favour of the subscribers of the CFT Units and FT Units effective December 31, 2025.
CLOSING DATE	The Offering is expected to close on or about July 10, 2025 (the "**Closing Date**").
AGENT	Red Cloud Securities Inc., as agent and sole bookrunner (the "**Agent**").
EXCHANGES	The Shares are listed and posted for trading on the TSX Venture Exchange ("**TSXV**") under the symbol "GLDC" and on the OTCQX® Venture Market by OTC Markets Group (the "**OTCQX**") under the symbol "CGLCF".
LAST CLOSING PRICE	On June 24, 2025, the last trading day prior to the date of this Offering Document, the closing price of the Shares on the TSXV was $0.25, and on the OTCQX was US$0.18125.

The Issuer is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions*. In connection with the 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 the 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 the LIFE Offering,**

will not exceed the amount that is equal to 20% of the aggregate market value of the Issuer's listed securities as calculated in accordance with the Order, to a maximum of $25,000,000.

- **The Issuer will not close the 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.**

ABOUT THIS OFFERING DOCUMENT

Readers should rely only on the information contained in this Offering Document in respect of the Issuer. We have not authorized any other person to provide additional or different information. If anyone provides additional or different or inconsistent information, including information or statements in media articles about the Issuer, prospective purchasers should not rely on it.

MEANING OF CERTAIN REFERENCES

Unless otherwise noted or the context otherwise shall state, the "Issuer", "we", "us", and "our" refers to Cassiar Gold Corp.

References to "management" in this Offering Document refer to the management of the Issuer. Any statements in this Offering Document made by or on behalf of management are made in such persons' capacities as officers of the Issuer, and not in their personal capacities.

Words importing the singular number include the plural, and vice versa, and words importing any gender include all genders.

All currency amounts in this Offering Document are expressed in Canadian dollars, unless otherwise indicated.

FORWARD-LOOKING STATEMENTS

This Offering Document contains "forward-looking information" within the meaning of applicable Canadian securities laws (referred to herein as "**forward-looking information**"). Forward-looking information includes statements that use forward-looking terminology such as "may", "could", "would", "should", "will", "intend", "plan", "expect", "budget", "estimate", "anticipate", "believe", "continue", "potential" or the negative or grammatical variations thereof or other variations thereof or comparable terminology. Such forward-looking information includes, without limitation, statements with respect to the expected Closing Date of the Offering, timing of filing the technical report in support of the MRE, intended use of proceeds in connection with previous financings, the use of available funds and the Issuer's plans with respect to exploration and development of the Issuer's exploration projects.

Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management, in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, as of the date of this Offering Document including, without limitation, assumptions relating to: favourable equity and debt capital markets; the ability to raise any necessary capital on reasonable terms to advance the development of the Issuer's exploration projects and pursue planned exploration; expectations about the ability to acquire mineral resources and/or reserves through acquisition and/or development; future prices of gold; the timing and results of exploration and drilling programs; the accuracy of budgeted exploration and development costs and expenditures; the price of other commodities such as fuel; future currency exchange rates and interest rates; operating conditions being favourable, including whereby the Issuer is able to operate in a safe, efficient and effective manner; political and regulatory stability; the receipt of governmental and third party approvals, licences and permits on favourable terms in a timely manner; obtaining required renewals for existing approvals, licences and permits and obtaining all other required approvals, licences and permits on favourable terms and in a timely manner; sustained labour stability; stability in financial and capital goods markets; the absence of any material adverse effects arising as a result of terrorism, sabotage, natural disasters, public health concerns, equipment failures or adverse changes in government legislation and/or the socio-economic conditions in British Columbia and the surrounding area with respect to the Issuer's exploration projects and operations; and the availability of drilling and other mining equipment, energy and supplies. While the Issuer considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual actions, events, conditions, results, performance or achievements to be materially different from those projected in the forward-looking information. Many assumptions are based on factors and events that are not within the control of the Issuer and there is no assurance they will prove to be correct.

Furthermore, such forward-looking information involves a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, activities, results, performance or achievements of the Issuer to be materially different from any future plans, intentions, activities, results, performance or achievements expressed or implied by such forward-looking information. Such risks include, without limitation: general business, social, economic, political, regulatory and competitive uncertainties; differences in size, grade, continuity, geometry or location of mineralization from that predicted by geological modelling and the subjective and interpretative nature of the geological modelling process; the speculative nature of mineral exploration and development, including the risk of diminishing quantities or grades of mineralization; fluctuations in the spot and forward price of gold; a failure to achieve commercial viability, despite an acceptable gold price, or the presence of cost overruns which render the Issuer's exploration projects uneconomic; geological, hydrological and climatic events which may adversely affect infrastructure, operations and development plans, and the inability to effectively mitigate or predict with certainty the occurrence of such events; the Issuer's limited operating history; the Issuer's history of losses and expectation of future losses; credit and liquidity risks associated with the Issuer's financing activities, including constraints on the Issuer's ability to raise and expend funds; delays in the performance of the obligations of the Issuer's contractors and consultants; delays in receiving governmental and third party approvals, licences and permits in a timely manner or completing and successfully operating mining and processing components; the Issuer's failure to accurately model and budget future capital and operating costs associated with the further development and operation of the Issuer's exploration projects; adverse fluctuations in the market prices and availability of commodities and equipment affecting the Issuer's business and operations; title defects to the Issuer's mineral properties; the Issuer's management being unable to successfully apply their skills and experience to attract and retain highly skilled personnel; the cyclical nature of the mining industry and increasing prices and competition for resources and personnel during mining cycle peaks; the Issuer's inability to renew existing approvals, licences and permits or obtain required new approvals, licences and permits on timelines required to support development plans; the risks related to equipment shortages, road and water access restrictions and inadequate infrastructure; the Issuer's inability to comply with environmental regulations due to the tendency of such regulations to become more strict over time, and the costs associated with maintaining and monitoring compliance with such regulations; the adverse influence of third party stakeholders including social and environmental non-governmental organizations; risks related to natural disasters, terrorism, civil unrest, public health concerns (including health epidemics or pandemics or outbreaks of communicable diseases such as the coronavirus) and other geopolitical uncertainties; the adverse impact of competitive conditions in the mineral exploration business; the Issuer's failure to maintain satisfactory labour relations and the risk of labour disruptions or changes in legislation relating to labour; changes in national and local government legislation, taxation, controls, regulations and other political or economic developments in the jurisdictions in which the Issuer operates; limits of insurance coverage and uninsurable risk; the adverse effect of currency fluctuations on the Issuer's financial performance; difficulties associated with enforcing judgments against directors residing outside of Canada; conflicts of interest; reduction in the price of Shares as a result of sales of

Shares by existing shareholders; the dilutive effect of future acquisitions or financing activities and the failure of future acquisitions to deliver the benefits anticipated; trading and volatility risks associated with equity securities and equity markets in general; failure of the Issuer's information technology systems or the security measures protecting such systems; the costs associated with legal proceedings should the Issuer become the subject of litigation or regulatory proceedings; costs associated with complying with public company regulatory reporting requirements; other risks involved in the mineral exploration and development business generally, including, without limitation, environmental risks and hazards, cave-ins, flooding, rock bursts and other acts of God or natural disasters or unfavourable operating conditions; and those risk factors discussed or referred to in this Offering Document and in the Issuer's then-current annual information form, annual management's discussion and analysis and interim management's discussion and analysis, which readers are advised to carefully review and consider. Although the Issuer has attempted to identify important factors that could cause actual actions, events, conditions, results, performance or achievements to differ materially from those described in forward-looking information, there may be other factors that cause actions, events, conditions, results, performance or achievements to differ from those anticipated, estimated or intended.

The Issuer cautions that the foregoing lists of important assumptions and factors are not exhaustive. Other events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking information contained herein. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, investors should not place undue reliance on forward-looking information.

Forward-looking information contained herein is made as of the date of this Offering Document and the Issuer disclaims any obligation to update or revise any forward-looking information, whether as a result of new information, future events or results or otherwise, except as and to the extent required by applicable securities laws.

Scientific and Technical Information

The scientific and technical information contained in this Offering Document has been reviewed and approved by Scott Zelligan, P.Geo., a “qualified person” within the meaning of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“**NI 43-101**”).

SUMMARY DESCRIPTION OF BUSINESS

WHAT IS OUR BUSINESS?

The Issuer is a Canadian gold exploration company focused on exploration and development of its Sheep Creek, Bayonne projects as well as its flagship Cassiar gold project (the “**Cassiar Gold Project**”) in British Columbia, Canada. As of the date hereof, the only material property of the Issuer is the Cassiar Gold Project.

The Cassiar Gold Project spans 590 km2 and consists of two main project areas:

1. Cassiar North, which hosts an updated Mineral Resource Estimate (“**MRE**”) for the Taurus deposit prepared in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum Definition Standards incorporated by reference in NI 43-101. The pit-constrained MRE contains Indicated Mineral Resources of 8.8 million tonnes (Mt) at 1.43 grams per tonne gold (g/t Au) for 410,000 ounces of gold in addition to Inferred Mineral Resources of 63.2 Mt at 0.95 g/t Au for 1.93 million ounces (Moz) of gold using a 0.4 g/t Au cut-off grade; 91% of ounces occur within 150 m of surface. The updated MRE was announced on June 12, 2025; a technical report in support of the MRE expects to be filed on SEDAR within 45 days of the announcement. The Taurus Deposit footprint accounts for approximately 0.3% of the Cassiar Gold Project mineral tenure within an area which hosts several prospective outlying targets ; and

2. Cassiar South, which hosts numerous gold showings, historical workings, and exploration prospects. Historical underground mines in the Cassiar South area have yielded over 315,000 oz of Au at average head grades of between 10 and 20 g/t Au 2, underscoring the high potential for further discovery and expansion of high-grade orogenic gold veins.

The Issuer also holds a 100% interest in properties covering most of the Sheep Creek gold camp located near Salmo, British Columbia, Canada. The Sheep Creek gold district ranks as the third largest past-producing orogenic gold district in British Columbia with historical gold production of 742,000 ounces gold at an average grade of 14.7 g/t gold from 1900 to 1951. Minimal exploration work has been conducted since the 1950s.

Cassiar Gold Corp. acknowledges, respects, and supports the rights of Traditional First Nations in the lands and communities where we operate.

RECENT DEVELOPMENTS

Other than as described above, 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.

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 Issuer 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 Issuer expects to accomplish the following business objectives using the available funds:

- Exploration work on the Cassiar Gold Project during the summer exploration season including drilling (expected to occur in the next 12 months and cost approximately $4,691,000); and

- Exploration work on the Issuer's other projects (expected to occur in the next 24 months and cost approximately $45,000).

USE OF AVAILABLE FUNDS

Net proceeds from the sale of NFT Units will be used for general and administrative expenses by the Issuer.

Gross proceeds received from the sale of the CFT Units and FT Units will be used to incur Qualifying Expenditures related to the Issuer's projects in British Columbia, on or before December 31, 2026. Such Qualifying Expenditures will be renounced in favour of the subscribers of the CFT Units and FT Units effective December 31, 2025.

WHAT WILL OUR AVAILABLE FUNDS BE UPON THE CLOSING OF THE OFFERING?

		ASSUMING 100% OF THE OFFERING
A	**AMOUNT TO BE RAISED BY THE OFFERING**	$5,000,000[(1)]

B	**SELLING COMMISSIONS AND FEES**	$300,000[(2)]
C	**ESTIMATED OFFERING COSTS (E.G. LEGAL, ACCOUNTING, AUDIT)**	$120,000
D	**NET PROCEEDS OF OFFERING: D = A – (B + C)**	$4,580,000
E	**WORKING CAPITAL AS AT MOST RECENT MONTH END (DEFICIENCY)**	$1,479,942
F	**ADDITIONAL SOURCES OF FUNDING**	$0
G	**TOTAL AVAILABLE FUNDS: G = D + E +F**	**$6,059,942**

Notes:

(1) Amount does not include any gross proceeds that may be raise in connection with any exercise Agent’s Option.

(2) Assumes cash commission of 6.0% on 100% gross proceeds of the Offering to the Agent and does not include any cash commission that would be payable in connection with any exercise of and gross proceeds raised in connection with the Agent’s Option.

HOW WILL WE USE THE AVAILABLE FUNDS?

DESCRIPTION OF INTENDED USE OF AVAILABLE FUNDS LISTED IN ORDER OF PRIORITY	**ASSUMING 100% OF THE OFFERING**
Exploration and evaluation expenditures	$4,691,977
General and administrative expenses	$1,231,944
Unallocated working capital	$136,021
TOTAL: EQUAL TO G IN THE AVAILABLE FUNDS TABLE ABOVE	**$6,059,942**

The above noted allocation and anticipated timing 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 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 Issuer'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 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 continue to explore its properties and conduct additional drilling with the goal of updating mineral resource estimates, and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Issuer.

HOW HAVE WE USED THE OTHER FUNDS WE HAVE RAISED IN THE PAST 12 MONTHS?

PREVIOUS FINANCING ACTIVITY	INTENDED USE OF FUNDS	USE OF FUNDS TO DATE
October 9, 2024: Issuer closed a non-brokered private placement by issuing 296,428 flow-through units at a price of $0.35 and 770,000 charity flow-through units at a price of $0.37 for total gross proceeds of $388,650.	Qualifying Expenditures on the Cassiar Gold Project	$0(1)

Note:

(1) As of the date of this Offering Document, the Issuer has not expended any of the funds. The Issuer does not anticipate any variance in the intended use of proceeds.

FEES AND COMMISSIONS

WHO ARE THE DEALERS OR FINDERS THAT WE HAVE ENGAGED IN CONNECTION WITH THIS OFFERING, IF ANY, AND WHAT ARE THEIR FEES?

AGENTS	The Issuer has engaged Red Cloud Securities Inc., as agent and sole bookrunner.
COMPENSATION TYPE	Cash fee and compensation options.
CASH FEE	The Issuer will pay a commission of 6.0% of the gross proceeds of the Offering (the “**Commission**”) on the closing of the Offering to the Agent.
BROKER WARRANTS	The Issuer will issue broker warrants (each a “**Broker Warrant**”) entitling the Agent to purchase that number of common shares of the Issuer equal to 6.0% of the aggregate number of Units issued by the Issuer under the Offering at a price of $0.50 per common share for a period of 24 months from the Closing Date.
PRESIDENT’S LIST	The Issuer shall have the right to include a list of subscribers to purchase up to $2,000,000 in any combination of CFT Units or NFT Units, at the applicable price under the Offering (the “**President’s List**”) for which $1,000,000 in sales under the President’s List shall not result in any Commission being payable to the Agent and sales in excess of $1,000,000 under the President’s List shall result in commission of 3.0% and Broker Warrant’s in the amount of 3.0%.

DO THE AGENTS HAVE A CONFLICT OF INTEREST?

To the knowledge of the Issuer, it is not a "related issuer" or "connected issuer" of or to the 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 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.

ADDITIONAL INFORMATION

WHERE CAN YOU FIND MORE INFORMATION ABOUT US?

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

For further information regarding the Issuer, visit the Issuer's website at https://cassiargold.com/.

DATE AND CERTIFICATE

Dated: June 25, 2025

This amended and restated Offering Document, together with any document filed under Canadian securities legislation on or after June 24, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

/s/"Marco Roque"	*/s/"Michael Wood"*
Marco Roque President and Chief Executive Officer	Michael Wood Chief Financial Officer