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. The Offering (as defined herein) 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.

*The securities being offered under the Offering have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state of the United States, and may not be offered or sold except in compliance with an available exemption or exclusion from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document (this "**Offering Document**") does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities in the United States. "**United States**" has the meaning ascribed thereto in Regulation S under the U.S. Securities Act.*

Astra Exploration Inc. (the "Company" or "Astra") is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions* ("NI 45-106"). In connection with the LIFE Offering (as defined herein), 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 total dollar amount of the LIFE 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 $5,000,000.**
- **The Company will not close the LIFE 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 (as defined herein) from the LIFE 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.**

March 31, 2025

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

ASTRA EXPLORATION INC.

SUMMARY OF OFFERING

What are we offering?

Type and Number of Securities Offered:	Astra is offering on a non-brokered private placement basis up to 5,000,000 common shares of the Company (the "**Common Shares**") at a price of $0.20 per Common Share (the "**Offering Price**") for aggregate gross proceeds of up to $1,000,000. In connection with the Offering (as defined herein), the Common Shares will be offered for sale: (a) in each of the provinces and territories of Canada, other than Québec, in reliance on the "listed issuer financing exemption" from the prospectus requirements (the "**LIFE Exemption**") available under Part 5A of NI 45-106 (the "**LIFE Offering**"); and (b) (i) in each of the provinces and territories of Canada pursuant to available exemptions from the prospectus requirements under NI 45-106 (other than the LIFE Exemption), (ii) in the United States pursuant to available

exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws, and (iii) in such other jurisdictions provided it is understood that no prospectus filing or comparable obligation, ongoing reporting requirement or requisite regulatory or governmental approval arises in such other jurisdictions (the "**Non-LIFE Offering**", and together with the LIFE Offering, the "**Offering**").

Closing Date: The Offering is expected to close on or about April 11, 2025, or such other date as the Company may choose (the "**Closing Date**").

Exchange: The Common Shares are listed and posted for trading on the TSX Venture Exchange (the "**TSXV**") under the symbol "ASTR", on the OTCQB® by OTC Markets Group (the "**OTCQB**") under the symbol "ATEPF" and on the Frankfurt Stock Exchange ("**FRA**") under the symbol "S3I".

On March 28, 2025, the last trading day prior to the date of this Offering Document, the closing price of the Common Shares on the TSXV was $0.20, on the OTCQB was US$0.1843 and on the FRA was €0.136.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company is a mineral exploration company focused on creating shareholder value through discovery. The Company holds ownership and/or interests in the following mineral properties (collectively, the "**Projects**"):

- 100% ownership in the Pampa Paciencia District ("**Pampa Paciencia**") located in Antofagasta Region, Chile;
- 100% ownership in the Cerro Bayo Project located in Atacama Region, Chile;
- an option to acquire up to 90% ownership in the La Manchuria Project ("**La Manchuria**") located in the Deseado Massif of Santa Cruz, Argentina.

Further information regarding the business of the Company and the Projects can be found in the Company's most recent management discussion and analysis, and technical reports on Pampa Paciencia and La Manchuria (the "**Technical Reports**"), copies of which are available on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile.

Recent Developments

On April 3, 2024, the Company closed a private placement financing for gross proceeds of $403,659 (the "**April 2024 Private Placement**") by issuing 3,105,076 units at a price of $0.13 per unit.

On July 9, 2024, the Company signed a binding letter agreement dated July 8, 2024 (the "**Patagonia Agreement**") granting Astra the option to acquire up to a 90% interest in the Manchuria epithermal gold-silver Project from Patagonia Gold Corp. ("**Patagonia Gold**") located in the prolific Deseado Massif of Santa Cruz, Argentina.

On October 25, 2024, the Company announced that approvals from both the existing royalty holder and from the Santa Cruz Provincial authorities had been received, and Astra had delivered timely notice to Patagonia Gold of its election to proceed with the Patagonia Agreement.

On November 8, 2024, the Company closed a non-brokered private placement (the "**November 2024 Private Placement**") by issuing 33,333,161 units at $0.06 per Unit for gross proceeds of $1,999,989.66.

On February 19, 2025, the Company announced completion of fieldwork in preparation for the drill program at La Manchuria, including completion of 120 linear line kilometres of detailed ground magnetic survey.

On March 19, 2025, the Company announced that it received its drill permit and would commence a fully-funded drill program of 2,500 metres at La Manchuria by the first week of April.

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 intends to use the net available funds from the Offering (the "**Available Funds**") for exploration and development of the Projects, and for general corporate and working capital purposes.

The Company reasonably believes that the Available Funds will be sufficient to fund the foregoing objectives and to meet the Company's liquidity needs for a period of 12 months following the closing date of the Offering. The Company, being in the exploration and development stage, is subject to risks and challenges similar to companies in a comparable stage of exploration and development. These risks include the challenges of securing adequate capital for exploration, development and operational risks inherent in the mining industry, and global economic and metal price volatility and there is no assurance management will be successful in its endeavors.

USE OF AVAILABLE FUNDS

What will our Available Funds be upon the closing of the offering?

The following table discloses what the Available Funds will be after the Offering:

		Assuming 100% of Offering
A	Amount to be raised by the Offering	$1,000,000
B	Estimated selling commissions and fees	$15,000
C	Estimated offering costs (e.g., legal & admin)	$30,000
D	Net proceeds of offering: D = A - (B+C)	$955,000
E	Working capital as at February 28, 2025	$1,369,220

F	Additional sources of funding	Nil
G	Total Available Funds G=D+E+F	$2,324,220

How will we use the Available Funds?

The following table provides a detailed breakdown of how the Company intends to use the Available Funds:

Description of intended use of Available Funds listed in order of priority	**Assuming 100% of Offering**
Exploration at La Manchuria Project[(1)]	$1,800,000
General corporate and working capital	$524,220
Total	$2,324,220

Notes:

(1) Includes Phase I and II drill programs of approximately 2,500 metres each.

The Company's most recently filed audited annual financial statements and interim financial report each include a going concern note. Among other things, the Offering is intended to permit the Company to advance the Projects. It is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

The Company intends to spend the funds available to it as stated above. However, there may be circumstances where, for sound business reasons, a reallocation of the net proceeds may be necessary. The actual amount that the Company spends in connection with each of the intended uses of proceeds will depend on a number of factors, including the Company's ability to execute on its business plan and financing objectives. See the *"Cautionary Note Regarding Forward-Looking Information"* section below.

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

The Company has used the funds it has raised over the past 12 months as follows:

- On November 8, 2024, the Company closed the November 2024 Private Placement. The proceeds were intended to be used for general corporate and working capital purposes, and exploration including drilling at the La Manchuria Project. As of the date of this document, the proceeds have been used for the intended purposes.

- On April 3, 2024, the Company closed the April 2024 Private Placement. The proceeds were intended to be used for general corporate and working capital purposes, and exploration activities. As of the date of this document, the proceeds have been used for the intended purposes.

FEES AND COMMISSIONS

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

The Company has not engaged a dealer in connection with the Offering. The Company may pay qualified finders a fee of 6% cash.

PURCHASER'S 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?

Prospective investors and security holders can access the Company's continuous disclosure under the Company's profile on SEDAR+ at www.sedarplus.ca and on the Company's website at www.astra-exploration.com.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

Certain statements contained in this Offering Document may be considered "forward-looking information" or "forward-looking statements" within the meaning of applicable securities laws. All statements, other than statements of historical fact, are forward-looking statements and based on expectations, estimates and projections as at the date of this Offering Document. These forward-looking statements, by their nature, require the Company to make certain assumptions and necessarily involve known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied in these forward-looking statements. Forward-looking statements are not guarantees of performance. Words such as "may", "will", "would", "could", "expect", "believe", "plan", "anticipate", "intend", "estimate", "continue", or the negative or comparable terminology, as well as terms usually used in the future and the conditional, are intended to identify forward-looking statements. In particular, this Offering Document contains forward-looking statements pertaining to the terms of the Offering; the business objectives of the Company and anticipated timelines; the use of proceeds of the Offering; the timing and ability of the Company to close the Offering; and certain fees and commissions payable under the Offering.

Information contained in forward-looking statements are based upon certain material assumptions that were applied in drawing a conclusion or making a forecast or projection, including management's perception of geology and mineralization; assumptions, limitations and qualifications in the Technical Reports; the timing and ability of the Company to receive necessary regulatory approvals; planned exploration programs and expenditures; the ability of the Company to expand mineral resources beyond current mineral resources estimates; the utility of any historical data in respect of the Projects; the results of any testing; the ability of

exploration activities (including drill results) to accurately predict mineralization; the significance of metallurgical results; current conditions and expected future developments; current information available to the management of the Company; mining activities and the business of mineral exploration; the general business and prospects of the Company; public disclosure from operators of the relevant mines, as well as other considerations that are believed to be appropriate in the circumstances. The Company considers its assumptions to be reasonable based on information currently available but cautions the reader that there can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and the Company's assumptions, many of which are beyond the control of the Company, may ultimately prove to be incorrect since they are subject to risks and uncertainties that affect the Company and its businesses.

For additional information with respect to these and risks and other factors that may affect the assumptions and forward-looking statements made in this Offering Document concerning the Company, please refer to the most recent management discussion and analysis of the Company, which is available electronically on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile. Investors are cautioned not to put undue reliance on forward-looking statements.

The forward-looking statements contained in this Offering Document are made as of the date of such document only and, accordingly, are subject to change after such date. The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

CERTIFICATE

This Offering Document, together with any document filed under Canadian securities legislation on or after March 31, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated March 31, 2025.

"Brian Miller"
Brian Miller
Chief Executive Officer

"Mahesh Liyanage"
Mahesh Liyanage
Chief Financial Officer