*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.

OFFERING DOCUMENT
UNDER THE LISTED ISSUER FINANCING EXEMPTION

September 29, 2025

ASTRA EXPLORATION INC.

SUMMARY OF OFFERING

WHAT ARE WE OFFERING?

OFFERING	Astra Exploration Inc. (the "**Issuer**") is offering 8,065,000 common shares in its authorized capital ("**Common Shares**") at a price of $0.62 per Common Share (the "**Offering Price**") for aggregate gross proceeds of $5,000,300 (the "**Offering**"), pursuant to and in accordance with the listed issuer financing exemption under section 5A.2 of National Instrument 45-106 – *Prospectus Exemptions*, as amended by Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption*. The Offering is being conducted on a "bought deal" private placement basis pursuant to an underwriting agreement to be entered into among the Issuer, Cormark Securities Inc. (the "**Lead Underwriter**"), as lead underwriter and sole bookrunner, and a syndicate of underwriters (collectively with the Lead Underwriter, the "**Underwriters**") on or before the Closing Date. In addition, the Issuer has granted the Underwriters an option to sell up to an additional 3,226,000 Common Shares at the Offering Price per Common Share to raise additional gross proceeds of up to

	$2,000,120 (the "**Underwriters' Option**") on the same terms and conditions, exercisable in whole or in part at any time up to the Closing Date. If the Underwriters' Option is exercised in full, the aggregate gross proceeds of the Offering will be $7,000,420.
CLOSING DATE	The Offering is expected to close on or about October 8, 2025, or such other date as the Issuer and the Lead Underwriter may agree (the "**Closing Date**").
EXCHANGES	The Common Shares are listed and posted for trading on the TSX Venture Exchange (the "**TSXV**") under the symbol "ASTR", on the Börse Frankfurt (Frankfurt Stock Exchange) (the "**Frankfurt Exchange**") under the symbol "S3I" and on the OTCQB® Venture Market by OTC Markets Group (the "**OTCQB**") under the symbol "ATEPF".
LAST CLOSING PRICE	On September 29, 2025, the last trading day prior to the date of this Offering Document, the closing price of the Common Shares on the TSXV was $0.69, on the Frankfurt Exchange was €0.438 and on the OTCQB was US$0.50.

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 Offering, will not exceed $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, and in any document filed under Canadian securities legislation on or after September 29, 2024, 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 Astra Exploration Inc.

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

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 Issuer 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 Issuer and anticipated timelines; the use of proceeds of the Offering and other available funds; the timing and ability of the Issuer 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; the timing and ability of the Issuer to receive necessary regulatory approvals; planned exploration programs and expenditures; the ability of the Issuer to expand mineral resources beyond current mineral resources estimates; the utility of any historical data in respect of the Projects (as defined below); 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 Issuer; mining activities and the business of mineral exploration; the general business and prospects of the Issuer; public disclosure from operators of the relevant mines, as well as other considerations that are believed to be appropriate in the circumstances. The Issuer 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 Issuer's assumptions, many of which are beyond the control of the Issuer, may ultimately prove to be incorrect since they are subject to risks and uncertainties that affect the Issuer and its businesses.

For additional information with respect to these uncertainties and risks and other factors that may affect the assumptions and forward-looking statements made in this Offering Document concerning the Issuer, please refer to the most recent management discussion and analysis of the Issuer, which is available electronically on SEDAR+ (www.sedarplus.ca) under the Issuer'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 Issuer 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.

SUMMARY DESCRIPTION OF BUSINESS

WHAT IS OUR BUSINESS?

The Issuer is a precious metals exploration and development company headquartered in Vancouver, British Columbia. The Issuer's principal focus is currently on:

- The La Manchuria project (the "**La Manchuria Project**"), a high-grade gold and silver epithermal deposit located approximately 150km south of the world-class Cerro Negro mine in the prolific Deseado Massif region of Santa Cruz, Argentina, over which the Issuer has an option to acquire up to a 90% interest; and

- The Pampa Paciencia project (the "**Pampa Paciencia Project**" and together with the La Manchuria Project, the "**Projects**"), a high-grade epithermal gold +/- silver system hosted in the Paleocene epithermal belt of northern Chile, which also hosts the world-class El Peñón Mine approximately 175km to the south. The Pampa Paciencia Project also hosts an attractive copper porphyry target, located ~15km from the nearby Sierra Gorda and Spence copper mines.

Further information regarding the Projects and the business and operations of the Issuer can be found in the Issuer's most recent management discussion and analysis, which is available electronically on SEDAR+ (www.sedarplus.ca) under the Issuer's issuer profile.

RECENT DEVELOPMENTS

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

See "*Use of Available Funds – How will we use the available funds?*" below for additional information in respect of the anticipated use of the Available Funds in respect of these business objectives and other anticipated uses of the Available Funds.

The Issuer reasonably believes that the Available Funds will be sufficient to fund the foregoing objectives and to meet the Issuer's liquidity needs for a period of 12 months following the closing date of the Offering. The Issuer, 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 THE OFFERING	ASSUMING 100% OF THE OFFERING AND 100% OF THE UNDERWRITERS' OPTION
A	**AMOUNT TO BE RAISED BY THE OFFERING**	$5,000,300	$7,000,420
B	**SELLING COMMISSIONS AND FEES[(1)]**	$300,018	$420,025
C	**ESTIMATED OFFERING COSTS (E.G. LEGAL, ACCOUNTING, AUDIT)**	$200,000	$200,000
D	**NET PROCEEDS OF OFFERING: D = A – (B + C)**	$4,500,282	$6,380,395

		ASSUMING 100% OF THE OFFERING	ASSUMING 100% OF THE OFFERING AND 100% OF THE UNDERWRITERS' OPTION
E	**WORKING CAPITAL AS AT MOST RECENT MONTH END (DEFICIENCY)**	$1,300,000	$1,300,000
F	**ADDITIONAL SOURCES OF FUNDING**	Nil	Nil
G	**TOTAL AVAILABLE FUNDS: G = D + E + F**	**$5,800,282**	**$7,680,395**

Note:

(1) Assuming cash commission of 6% on 100% of the gross proceeds of the Offering to the Underwriters and no sales made to purchasers on the President's List (as defined below) for which a reduced Cash Commission (as defined below) would be payable. See "*Fees and Commissions*" below for additional information.

HOW WILL WE USE THE AVAILABLE FUNDS?

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

DESCRIPTION OF INTENDED USE OF AVAILABLE FUNDS LISTED IN ORDER OF PRIORITY	ASSUMING 100% OF THE OFFERING	ASSUMING 100% OF THE OFFERING AND 100% OF THE UNDERWRITERS' OPTION
Exploration and development of the La Manchuria Project	$4,500,000	$6,000,000
General and administrative expenses[(1)]	$1,300,282	$1,680,395
Unallocated working capital	Nil	Nil
TOTAL: EQUAL TO G IN THE AVAILABLE FUNDS TABLE ABOVE	**$5,800,282**	**$7,680,395**

Note:

(1) Consists of wages and salaries, mineral claim fees and taxes, administration of foreign subsidiaries and business development and marketing.

The above noted allocation and anticipated timing represents the Issuer's current intentions with respect to its use of Available Funds based on current knowledge, planning and expectations of management of the Issuer. Although the Issuer intends to expend the 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 Issuer's ability to execute on its business plan. See the "*Forward-Looking Statements*" 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
November 8, 2024: Private placement of units for gross proceeds of $1,999,989.66	To fund a drill program at the La Manchuria Project and for general working capital purposes	$1,300,000 for a drill program at the La Manchuria Project and $699,989.66 for general working capital purposes
May 15, 2025: Private placement of common shares for gross proceeds of $1,000,000	To advance exploration drilling at the Projects and for general corporate and working capital purposes	Nil[1)]

Note:

(1) Variance relates to expenditures towards exploration activities, corporate development and general working capital purposes used from previously available working capital. The Issuer does not expect this variance to impact its ability to achieve its business objectives and milestones.

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?

UNDERWRITERS	Cormark Securities Inc., as lead underwriter and sole bookrunner, and a syndicate of underwriters to be formed.
COMPENSATION TYPE	Cash commission.

CASH COMMISSION	The Issuer will pay a cash commission (the "**Cash Commission**") of 6% of the gross proceeds of the Offering on the closing of the Offering to the Underwriters, including any gross proceeds raised in connection with the exercise of the Underwriters' Option; provided, however, that the Cash Commission shall be reduced to 3% in respect of the gross proceeds received from subscribers included on a president's list to be formed by the Issuer (the "**President's List**").

DO THE UNDERWRITERS HAVE A CONFLICT OF INTEREST?

To the knowledge of the Issuer, it is not a "related issuer" or "connected issuer" of or to any of the Underwriters, 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 our website at www.astra-exploration.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.

DATE AND CERTIFICATE

Dated: September 29, 2025

This Offering Document, together with any document filed under Canadian securities legislation on or after September 29, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Brian Miller Chief Executive Officer	Mahesh Liyanage Chief Financial Officer