

*This Offering Document (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 to whom they may be lawfully offered for sale. This Offering Document is not, and under no circumstances is to be construed as a prospectus or advertisement or a public offering of these securities.*

*These securities have not been registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or 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 U.S. state securities laws. This Offering Document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons 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.*

January 27, 2026

## OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION



**ARES STRATEGIC MINING INC.**  
(the “Company” or “Ares”)

### SUMMARY OF OFFERING

#### What are we offering?

<b>Offering:</b>	Units at a price of \$0.60 per unit (each, a “Unit”). Each Unit consists of one (1) common share in the capital of the Company (each, a “Common Share”) and one-half (1/2) of one non-transferable Common Share purchase warrant (each whole warrant, a “Warrant”). Each Warrant is exercisable into one (1) Common Share (each, a “Warrant Share”) at a price of \$0.75 per Warrant Share for a period of two (2) years from the issue date of the Warrants.
<b>Offering Price:</b>	\$0.60 per Unit.
<b>Offering Amount:</b>	Up to 16,666,666 Units for gross proceeds of up to \$10,000,000 (the “Offering”).
<b>Closing Date:</b>	The Offering will close in one or more tranches, on or before March 13, 2026 (the date of closing of each tranche being a “Closing Date”).

<b>Exchange:</b>	The Common Shares are listed on the Canadian Securities Exchange (“ <b>CSE</b> ”) under the trading symbol “ARS”, on the OTCQX Venture Market (“ <b>OTCQX</b> ”) under the trading symbol “ARSMF” and on the Frankfurt Stock Exchange (“ <b>FSE</b> ”) under the trading symbol “N81”.
<b>Last Closing Price:</b>	The last closing price of the Common Shares on the CSE, on the OTCQX and on the FSE on January 26, 2026 was \$0.64, US\$0.4699 and €0.47, respectively.

### **Description of the Common Shares**

The holders of Common Shares are entitled to one vote for each Common Share held at all meetings of Shareholders, to receive dividends if, as and when declared by the board of directors, and to participate in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Company. The Common Shares carry no pre-emptive rights, conversion or exchange rights, or redemption, retraction, repurchase, sinking fund or purchase fund provisions.

### **Description of the Warrants**

Each Warrant will entitle the holder thereof to acquire one Warrant Share at an exercise price of \$0.75 per Warrant Share at any time prior to 5:00 p.m. (Vancouver time) on the date that is two (2) years from the issue date of the Warrants, after which time each outstanding Warrant will expire.

The certificates representing the Warrants (each, a “**Warrant Certificate**”) will provide, in the event of certain alterations of the Common Shares, that the number of Warrant Shares which may be acquired by a holder of Warrants upon the exercise thereof will be accordingly adjusted for the number and price of the securities issuable upon the occurrence of certain events including but not limited to any subdivision, consolidation or reclassification of the Common Shares, payment of dividends outside of the ordinary course, or amalgamation/merger of the Company.

No fractional Warrant Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional Warrant Shares. The holding of Warrants will not make the holder thereof a shareholder or entitle such holder to any right or interest in respect of the Warrant Shares except as expressly provided in the Warrant Certificate. Holders of Warrants will not have any voting or pre-emptive rights or any other rights enjoyed by shareholders.

The Warrants are not transferrable. The Warrants will not be listed on the CSE and there is currently no market through which the Warrants may be sold.

***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.***

**All references in this Offering Document to “dollars” or “\$” are to Canadian dollars, unless otherwise stated.**

The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 – *Prospectus Exemptions*. In connection with this offering, the Company represents the following is true:

- the Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing;
- the Company has filed all periodic and timely disclosure documents that it is required to have filed;
- the Company is relying on the exemption in Coordinated Blanket Order 45-935 – Exemption 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 \$25,000,000;
- the Company will not close this offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution; and
- the Company will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This offering document contains “forward-looking information” within the meaning of applicable Canadian securities laws, which is based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document is made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning estimates of future production, costs and dates of construction completion; costs of capital projects and commencement of operations; the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; the sufficiency of the proceeds of the Offering to fund the Company’s business plan for the 12 months following the Closing Date; the completion of the Offering and the expected Closing Date. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties, which could cause actual events or results to differ from those reflected in such forward-looking statements and forward-looking information, including, without limitation, risks with respect to: whether the current exploration programs of the Company will result in profitable commercial mining operations; potential discoveries and the Company’s ability to bring the Lost Sheep Property (as defined herein) into production due to attributes of the deposits, market conditions, mining costs, confirmation of land titles, environmental considerations and mining permits; the Company’s inability to control factors relating to the future price of fluorspar; changes in profitability due to current customers revising purchase orders; the Company’s ability to locate the most suitable technology for its operations resulting in the use of sub-par technology; the Company successfully building the advanced acidspar manufacturing facility; changes to the Company’s stated business plan; the operational risks against which the Company may not be insured against or for which insurance is not available; the impact of negative cash flows on the Company’s operations and how, if the Company is unable to obtain further financing, the Company’s business may fail; the impact of any decrease in market price of fluorspar and how it may impact the Company’s future financings; the impact of government regulations that can negatively affect economic justifications and or models; other risks described from time to time in the Company’s documents filed with Canadian securities regulatory authorities; the volatility of the capital markets; dilution as a result of future issuances of equity securities; conflict of interests of the Company’s directors and officers, as applicable; adverse impacts on the Company’s reported results of operations as a result of adopting new accounting standards or interpretations; changes in accounting standards and subjective assumptions, estimates and judgments by management related to complex accounting matters; environmental risks, including changes in federal, provincial and local government environmental regulation; unforeseen impacts to the Company’s business from adverse employee health effects; litigation risks; potential dilution of present and prospective shareholdings; currency risks; and financial reporting standards.

This list is not exhaustive of the factors that may affect any of the Company’s forward-looking statements or forward-looking information. Forward-looking information includes statements about the future and are inherently uncertain, and the Company’s actual achievements or other future events or conditions may differ materially from those reflected in the forward-looking information due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in this Company’s continuous disclosure filings available at [www.sedarplus.ca](http://www.sedarplus.ca).

The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements

and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

## SUMMARY DESCRIPTION OF BUSINESS

### What is our business?

The Company was incorporated under the *Business Corporations Act* (Ontario) (“**OBCA**”) on November 20, 2009 as “Northern Iron Corp. On December 6, 2016, “Northern Iron Corp.” changed its name to “Lithium Energy Products Inc.”. On February 13, 2020, “Lithium Energy Products Inc.” changed its name to “Ares Strategic Mining Inc.”. On December 6, 2023, the Company continued out of the OBCA and into the *Business Corporations Act* (British Columbia) (“**BCBCA**”).

The Company is a junior mineral resource company whose principal business is to develop, explore, mine and process fluorite on its “Lost Sheep” property (the “**Lost Sheep Property**”) located approximately 72 kilometres northwest of Delta, Utah. The Company acquired the Lost Sheep Property in 2020 pursuant to a three-cornered amalgamation with American Strategic Minerals Inc. The Lost Sheep Property is owned by the Company’s wholly-owned Utah subsidiary, Ares Strategic Mining Inc. (“**Ares Utah**”), and is currently comprised of 353 mining claims prospective for fluorite covering an area of approximately 5,982 acres. The Lost Sheep Property includes the Lost Sheep mine (the “**Lost Sheep Mine**”), a fully permitted, past-producing fluorite mine and processing facility. The Company is focused on developing the Lost Sheep Mine towards the production and supply of high-purity metspar and acidspar fluorite grades.

As of the date hereof, the Company controls, directly or indirectly, the following entities:

	Jurisdiction	Percentage Owned
Ares Strategic Mining, Inc. (“ <b>Ares Utah</b> ”)	Utah	100%
Canadian Iron Metallics Inc. (“ <b>Canadian Iron</b> ”)	Ontario	85%
Griffith Iron Metallics Inc.	Ontario	100% <sup>(1)</sup>
Karas Iron Metallics Inc.	Ontario	100% <sup>(1)</sup>
1200944 BC Ltd.	British Columbia	100%
101017 BC Inc.	Delaware	100% <sup>(2)</sup>

Notes:

- (1) Wholly-owned by Canadian Iron.
- (2) Wholly-owned by 1200944 BC Ltd.

### Recent Developments

The following is a brief summary of the key recent developments involving or affecting the Company:

- On January 20, 2026, the Company announced that it had been awarded a multi-year contract with the United States Department of Defense, through the Defense Logistics Agency, with an estimated contract value of \$168,938,267.30
- On December 5, 2025, the Company announced certain key developments and updates on the construction and operational advancements of its Lost Sheep Fluorspar project in the State of Utah, including, that

certain key underground infrastructure upgrades and installations had been completed and were operational.

- On November 3, 2025, the Company announced the completion and activation of its secondary underground ventilation system at its Lost Sheep Fluorspar Mine located in the State of Utah.
- On October 21, 2025, the Company announced that it had closed the second and final tranche of the October 2025 Offering, by issuing 12,221,889 units at price of \$0.45 per unit for gross proceeds of \$5,499,850.
- On October 17, 2025, the Company announced that it had closed a first tranche of the October 2025 Offering, by issuing 11,111,112 units at price of \$0.45 per unit for gross proceeds of \$5,000,000.40. On the same date, the Company also announced that it had filed an amended and restated offering document in connection with the October 2025 Offering, pursuant to which the October 2025 Offering was increased by up to 1,111,110 units.
- On October 10 2025, the Company announced a private placement offering of up to 22,222,222 units at a price of \$0.45 per unit to raise gross proceeds of up to \$10,000,000 (the “**October 2025 Offering**”). The units were comprised of one common share and one-half of one share purchase warrant, which each whole warrant entitling the holder to acquire one additional common share in the capital of the Company at a price of \$0.55 per share for a period of two years from the date of closing.
- On September 16, 2025, the Company announced the discovery of high-value germanium in its fluorspar ore resulting from the materials analysis program with Iowa State University.
- On September 11, 2025, the Company provided an update on the construction of the Company’s Lumps Plant at its Lost Sheep Project in Utah.
- On July 31, 2025, the Company announced a collaborative research program with Iowa State University respecting the development of new techniques to extract gallium from fluorspar ore.
- On July 8, 2025, the Company announced an increase in cash received pursuant to the terms of two “Sharing Agreements” previously entered into with Sorbie Bornholm LP.
- On July 7, 2025, the Company provided an operational update on the development of its Lost Sheep fluorspar plan located in Utah.
- On June 16, 2025, the Company announced that construction of its fluorspar plant on its Lost Sheep property has accelerated as a result of US\$11,000,000 loan from the Utah State Legislature and Utah Community Impact Board.
- On June 10, 2025, the Company announced the acquisition of certain equipment related to the construction of the Lost Sheep facility and the issuance of 652,426 common shares to settle in the aggregate amount of \$193,316.25.
- On June 2, 2025, the Company announced that it had secured a loan in the principal sum of US\$11,000,000 from the Utah State Legislature and Utah Community Impact Board, which loan was advanced for the purposes of developing the Company’s Lost Sheep project.

- On April 17, 2025, the Company announced that it had issued an aggregate of 4,809,413 common shares to settle \$961,881.50 in debt to arm's length services providers.
- On April 2, 2025, the Company announced an increase in the institutional investment made by Sorbie Bornholm LP.
- ON March 19, 2025, the Company announced that it had acquired certain key underground mining equipment, including a CAT R1300G underground loader, in preparation for the acceleration of operations at its Lost Sheep property.
- On January 27, 2025, the Company announced that it had issued 70,737 common shares and an additional 554,942 common shares to settle, \$13,440 and \$86,016 in debt owed to certain service providers.

### Material facts

There are no material facts about the Company and Units (consisting of Common Shares and Warrants) being distributed hereunder that have not been disclosed either in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document on the Company's profile at [www.sedarplus.ca](http://www.sedarplus.ca). You should read these documents prior to investing.

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

The Company intends to use the proceeds raised from the Offering to further advance the development of its fluorspar processing facility on the Lost Sheep Mine located in Delta, Utah and for general working capital and corporate purposes.

### 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 <sup>(1)</sup>	\$700,000
C	Estimated offering costs (e.g., legal, accounting, audit)	\$40,000
D	Net proceeds of offering: D = A – (B+C)	\$9,260,000
E	Working capital (deficit) as at December 31, 2025 <sup>(2)</sup>	\$962,200
F	Additional sources of funding	\$0
G	<b>Total available funds: G = D+E</b>	<b>\$10,222,200</b>

Notes:

- (1) The estimated selling commission and fees assumes that all subscribers to the Offering were introduced by a Finder (as defined below). For additional details, see "Fees and Commissions" below.
- (2) On a consolidated basis.

### How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of the Offering
To finance ongoing work related to the development of our fluorspar manufacturing facility currently under construction in Delta, Utah.	\$7,122,200
Loan Repayments and Debt Servicing	\$2,500,000
General Corporate and Administrative Expenses <sup>(1)</sup>	\$400,000
Unallocated Working Capital	\$200,000
<b>Total</b>	<b>\$10,222,200</b>

Notes:

- <sup>(1)</sup> Estimated general corporate and administrative expenses are expected to consist of (without limitation): (i) \$75,000 for legal services, (ii) \$25,000 to pay for the CSE's continued listing fees and transfer agent fees, (iii) \$75,000 for administrative costs and fees, (iv) \$75,000 for accounting services and audit fees, (v) \$50,000 for overhead and expenses, and (vi) \$100,000 for salaries and contractor fees.

The above noted allocation of capital and anticipated timing represents the Company's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Company intends to 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 Company's ability to execute on its business plan. See the "Cautionary Statement Regarding Forward-Looking Information" section above.

The most recent audited annual financial statements and interim financial report of the Company included a going concern note. The Company is focused on developing, exploring, mining and processing fluorite on the Lost Sheep Property and has not yet generated positive cash flows from its operating activities, which may cast doubt on the Company's ability to continue as a going concern. The Offering is intended to permit the Company to continue to achieve its business objectives and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

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

Date of Financing and Funds Raised	Intended Use of Funds	Use of Funds to Date/Explanation of Variances (if any)	Impact of Variances on Business Objectives and milestones (if applicable)
January 27, 2025 \$45,785.41  Sharing Agreement with Sorbie Bornholm LP	The net proceeds were used by the Company for working capital purposes.	The net proceeds have been used as planned.	N/A
February 26, 2025 \$37,356.28	The net proceeds were used by the Company for working capital purposes.	The net proceeds have been used as planned.	N/A



Sharing Agreement with Sorbie Bornholm LP			
March 24, 2025 \$38,721.22  Sharing Agreement with Sorbie Bornholm LP	The net proceeds were used by the Company for working capital purposes.	The net proceeds have been used as planned.	N/A
April 28, 2025 \$46,168.56  Sharing Agreement with Sorbie Bornholm LP	The net proceeds were used by the Company for working capital purposes.	The net proceeds have been used as planned.	N/A
May 23, 2025 \$83,687.73  Sharing Agreement with Sorbie Bornholm LP	The net proceeds were used by the Company for working capital purposes.	The net proceeds have been used as planned.	N/A
June 2, 2025 US\$11,000,000  Loan from Utah State Legislature and Utah Community Impact Board	A majority of the net proceeds have been used and are to be used to finance the acquisition, development and construction of the Company's fluorspar facility on its Lost Sheep property located in the State of Utah.	The net proceeds have been used as planned.	N/A
June 23, 2025 \$112,449.68  Sharing Agreement with Sorbie Bornholm LP	The net proceeds were used by the Company for working capital purposes.	The net proceeds have been used as planned.	N/A
July 23, 2025 \$128,936.33  Sharing Agreement with Sorbie Bornholm LP	The net proceeds were used by the Company for working capital purposes.	The net proceeds have been used as planned.	N/A
August 22, 2025 \$115,585.75	The net proceeds were used by the Company for working capital purposes.	The net proceeds have been used as planned.	N/A

Sharing Agreement with Sorbie Bornholm LP			
September 22, 2025 \$112,539.31  Sharing Agreement with Sorbie Bornholm LP	The net proceeds were used by the Company for working capital purposes.	The net proceeds have been used as planned.	N/A
October 16, 2025 \$327,761.39  Sharing Agreement with Sorbie Bornholm LP	The net proceeds were used by the Company for working capital purposes.	The net proceeds have been used as planned	N/A
October 17, 2025 \$5,000,000.40	The net proceeds were used by the Company for the construction of the lumps plant and for working capital purposes.	The net proceeds have been used as planned.	N/A
October 21, 2025 \$5,499,850.00	The net proceeds were used by the Company for plant and pond construction and for working capital purposes.	The net proceeds have been used as planned	N/A
November 20, 2025 \$226,326.46  Sharing Agreement with Sorbie Bornholm LP	The net proceeds were used by the Company for plant and pond construction and for working capital purposes.	The net proceeds have been used as planned	N/A
December 24, 2025 \$259,642.99  Sharing Agreement with Sorbie Bornholm LP	The net proceeds were used by the Company for plant and pond construction and for working capital purposes.	The net proceeds have been used as planned	N/A

#### 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 pay finder's fees to investment dealers and eligible finders (each, a "**Finder**") in respect of subscribers introduced by the Finder.

The Company may pay to each Finder, on the Closing Date, a cash commission of 7% of the gross proceeds raised in respect of the Offering from subscribers introduced by the Finder. In addition, upon the closing of the Offering, the Company shall issue to each Finder non-transferable Common Share purchase warrants (the "**Finder's Warrants**"), exercisable for a period of two (2) years following the Closing Date to acquire in aggregate that number of Common

Shares (each, a “**Finder’s Warrant Share**”) which is equal to 7% of the number of Units sold under the Offering to subscribers introduced by the Finder at an exercise price equal to \$0.75 per Finder’s Warrant Share.

**Do the Finders have a conflict of interest?**

The Company may pay fees to eligible Finders in accordance with applicable securities laws and the policies of the CSE and to the knowledge of the Company, it will not be a “related issuer” or “connected issuer” of any such Finder, 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 to rescind your purchase of these securities with the Company, or 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?**

Securityholders can access the Company’s continuous disclosure filings on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) under the Company’s profile.

For further information regarding the Company, visit our website at: [www.aresmining.com](http://www.aresmining.com)

In connection with the purchase of Units under the Offering, investors will be required to enter into a purchase agreement that will include terms and conditions that are typical for private placements of Units by reporting issuers similar to the Company.

***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 Units.***

**CERTIFICATE OF THE COMPANY**

**This offering document, together with any document filed under Canadian securities legislation on or after January 29, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

**January 27, 2026**

By: “James Walker”

Name: James Walker

Title: Chief Executive Officer and President

By: “Viktoriya Griffin”

Name: Viktoriya Griffin

Title: Chief Financial Officer