



## **FISSION 3.0 CORP. (the “Company” or “Fission 3.0”)**

### **1. SUMMARY OF OFFERING**

#### **What are we offering?**

<b>Securities Offered:</b>	19,047,619 flow-through common shares of the Company (each, a “ <b>FT Share</b> ”) to be sold to purchasers of which 14,285,714 FT Shares are to be sold on an underwritten basis, and the remaining 4,761,905 FT Shares are to be sold on a “best efforts” agency basis (the “ <b>Base Offering</b> ”).
<b>Description of Offered Securities:</b>	<p>The FT Shares will be issued on a "flow-through" basis and will be "flow-through shares" as defined in subsection 66(15) of the <i>Income Tax Act</i> (Canada) (“<b>Tax Act</b>”). The Company will, in a timely and prescribed manner and form, incur (or be deemed to incur) resource exploration expenses which will constitute "Canadian exploration expenses" as defined in subsection 66.1(6) of the Tax Act and "flow through mining expenditures" as defined in subsection 127(9) of the Tax Act (“<b>Qualifying Expenditures</b>”), in an amount equal to the amount raised pursuant to the sale of FT Shares, and the Company will, in timely and prescribed manner and form, renounce the Qualifying Expenditures (on a pro rata basis) to each subscriber of FT Shares with an effective date of no later than December 31, 2022 in accordance with the Tax Act.</p> <p>In the event that the Company is unable to renounce or incur 100% of the Qualifying Expenditures, the Company will indemnify each subscriber of FT Shares for the additional taxes payable by such subscriber as a result of the Company's failure to renounce the Qualifying Expenditures as agreed.</p>
<b>Offering Price per Security:</b>	C\$0.42 per FT Share (the “ <b>Offering Price</b> ”)
<b>Offering Amount:</b>	C\$6,000,000 (C\$8,000,000 upon exercise in full of the Over-Allotment Option (as defined below))
<b>Over-Allotment Option:</b>	The Company will grant to the Dealers an option, exercisable up to 48 hours prior to the Closing Date, to purchase for resale up to an additional 4,761,905 FT Shares (the “ <b>Over-Allotment Shares</b> ”) at

	the Offering Price for additional gross proceeds of up to C\$2,000,000 (the “ <b>Over-Allotment Option</b> ”, and together with the Base Offering, the “ <b>Offering</b> ”). A total of 11,904,762 FT Shares will be offered by way of the “listed issuer” exemption under National Instrument 45-106 – <i>Prospectus Exemptions</i> for gross proceeds of C\$5,000,000. The remaining 2,380,952 FT Shares for gross proceeds of C\$1,000,000 and the Over-Allotment Shares will be offered by way of the “accredited investor” and “minimum amount investment” exemptions under National Instrument 45-106 – <i>Prospectus Exemptions</i> . The Base Offering is being sold on an underwritten basis and the Over-Allotment Option is being sold on a “best efforts” agency basis.
<b>President’s List:</b>	The Company shall have the right to include a list of subscribers to purchase up to 2,380,952 FT Shares at the Offering Price for gross proceeds of up to C\$1,000,000 under the Offering (the “ <b>President’s List</b> ”). The President’s List shall be allocated under the Over-Allotment Option and, for greater certainty, all purchasers under the Over-Allotment Option shall receive Over-Allotment Shares on the terms of the Offering and subject to the resale restrictions noted herein.
<b>Closing Date:</b>	Closing will occur on December 21, 2022 (the “ <b>Closing Date</b> ”), or on such date as may be agreed upon by the Company and Red Cloud (as defined below).
<b>Dealers:</b>	Red Cloud Securities Inc. (“ <b>Red Cloud</b> ”) to act as lead underwriter (Base Offering) / lead agent (Over-Allotment Option) and sole bookrunner on behalf of a syndicate of underwriters (Base Offering) / agents (Over-Allotment Option) which includes Haywood Securities Inc. and Sprott Capital Partners (the “ <b>Dealers</b> ”) under the Offering.
<b>Resale Restrictions:</b>	A total of 11,904,762 FT Shares are expected to be immediately freely tradeable under applicable Canadian securities legislation if sold to purchasers resident in Canada. The remaining 2,380,952 FT Shares and the Over-Allotment Shares will be subject to certain resale restrictions, including a restricted (or “hold”) period of four months following the distribution date, under applicable Canadian securities legislation.
<b>The exchange and quotation system, if any, on which the securities are listed, traded or quoted</b>	The Common shares are listed on the TSX Venture Exchange (the “ <b>TSXV</b> ”) under the trading symbol “FUU”, the OTCQB marketplace in the U.S. (the “ <b>OTCQB</b> ”) under the symbol “FISOF” and the Frankfurt Stock Exchange (the “ <b>FSE</b> ”) under the symbol “2F3”.
<b>The closing price of the issuer’s securities on the most recent trading day before the date hereof:</b>	On December 2, 2022, the closing price of the Company’s common shares on the TSXV, the OTCQB and the FSE was C\$0.29, US\$0.217 and €0.20 respectively.

**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.*

Fission 3.0 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 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 \$5,000,000.
- The Company will not close this Offering unless the Company reasonably believes that it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.

#### **Cautionary Statement Regarding Forward-Looking Information**

*This offering document contains “forward-looking information” within the meaning of applicable Canadian and United States 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 are 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 future exploration plans at the Company’s mineral properties, including exploration timelines and anticipated costs; the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; and completion of the Offering and the date of such completion. 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 materially from those reflected in the forward-looking statements or forward-looking information, including, without limitation,*

*risks and uncertainties relating to: general business and economic conditions; regulatory approval for the Offering; completion of the Offering; changes in commodity prices; the supply and demand for, deliveries of, and the level and volatility of the price of nickel and other metals; changes in project parameters as exploration plans continue to be refined; costs of exploration including labour and equipment costs; risks and uncertainties related to the ability to obtain or maintain necessary licenses, permits or surface rights; changes in credit market conditions and conditions in financial markets generally; the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the availability of qualified employees and contractors; the impact of value of the Canadian dollar and U.S. dollar, foreign exchange rates on costs and financial results; market competition; exploration results not being consistent with the Company's expectations; changes in taxation rates or policies; technical difficulties in connection with mining activities; changes in environmental regulation; environmental compliance issues; other risks of the mining industry; and risks related to the effects of COVID-19. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's annual filings that are available at [www.sedar.com](http://www.sedar.com). 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.*

## **2. SUMMARY DESCRIPTION OF BUSINESS**

### **What is our business?**

The Company is a junior resource issuer engaged in the acquisition, exploration, and development of uranium resource properties in Alberta, and in Saskatchewan's Athabasca Basin. The Company's primary objective is to locate, evaluate and acquire properties with the potential to host high grade uranium. The preference is to evaluate early stage properties with the potential to host high grade uranium at shallow depths and to finance their exploration and potential development by way of equity financing, joint ventures, option agreements or other means.

The Company has approximately 212,445 ha of exploration properties with uranium potential in Saskatchewan and Alberta in Canada. The Company's common shares are listed on the TSXV under the symbol "FUU", the OTCQB under the symbol "FISOF" and the FSE under the symbol "2F3".

### **Recent Developments**

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

Throughout 2022, the Company has been carrying out its exploration and evaluation work with a primary focus on the Company's large 39,946 hectare 100% owned Patterson Lake North property (PLN) located within the south-western edge of the Athabasca Basin. PLN is accessed by Provincial Highway 955, which transects the property.

On November 28, 2022, the Company announced that follow up drilling of the new high grade discovery on the A1 conductor has begun where hole PLN22-035 intersected extremely radioactive and off-scale (>65,000 cps) mineralization. Fission 3.0 currently has two diamond drills on the property and will be drilling a total of up to 7 holes prior to the Christmas break. A sonic drill is being used to penetrate the overburden allowing for shallow angled holes to be drilled so that the reported intervals from steeply dipping lithologies are closer to true thickness. The split core samples from discovery hole PLN22-035 are scheduled for shipping from site to SRC Geoanalytical Laboratories in Saskatoon, SK for rush analysis.

### **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?**

Our business objectives over the next 12 months using the expected proceeds from this Offering and \$8,523,331 cash on hand are as follows:

1. The Company anticipates investing up to \$8,000,000 in exploration work at the PLN Property. Work is expected to include up to 6700 meters of drilling (up to 18 holes) using a sonic drill and up to two diamond drills. Work at the PLN Property is expected to commence in early January and continue through to March 31, 2023.
2. Existing cash on hand is expected to be used for general working capital and to assess other corporate and property opportunities.

### **3. USE OF AVAILABLE FUNDS**

### **What will our available funds be upon the closing of the Offering?**

The net proceeds of the Offering and the funds which will be available to the Company after the Offering (and if the Over-Allotment Option is fully exercised) are as follows:

		<b>Offering Only</b>	<b>Offering and Exercise of Over-Allotment Option</b>
<b>A</b>	Amount to be raised by this Offering	\$6,000,000	\$8,000,000
<b>B</b>	Selling commissions and fees (assuming	\$360,000	\$480,000

	no sales to President's List)		
<b>C</b>	Estimated Offering costs (e.g. legal, accounting, audit)	\$120,000	\$120,000
<b>D</b>	Net proceeds of Offering: D = A – (B + C)	\$5,520,000	\$7,400,000
<b>E</b>	Working capital as at most recent month end	\$8,523,331	\$8,523,331
<b>F</b>	Additional sources of funding	\$Nil	\$Nil
<b>G</b>	Total available funds: G = D + E + F	\$14,043,331	\$15,923,331

### **How will we use the available funds?**

We will use the available funds as follows:

<b>Description of intended use of available funds listed in order of priority</b>	<b>Offering Only</b>	<b>Offering and Exercise of Over-Allotment Option</b>
Drilling Expenditures at PLN	\$6,000,000	\$8,000,000
General and Administrative Expenses	\$8,043,331	\$7,923,331
Total: Equal to "G" Total Available Funds in Chart Above	\$14,043,331	\$15,923,331

The Company intends to spend the net proceeds as stated. The Company will reallocate funds only for sound business reasons.

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

The net proceeds of the private placement of units, flow-through units and charity flow-through units of the Company for gross proceeds of \$8,587,343 that closed on December 22, 2021 were disclosed to be for future exploration work on the Company's projects, corporate development and general corporate and working capital purposes.

<b>Use of Proceeds</b>	<b>Disclosed Amount</b>	<b>Use to Date</b>	<b>Variance</b>
Fund exploration work on the Company's projects, corporate development and general corporate and working capital purposes.	\$8,310,990 (100% of net proceeds)	\$8,310,990	nil

## **4. FEES AND COMMISSIONS**

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

a) the name of the dealer, finder, or other person;

The Company has engaged Red Cloud to act as lead underwriter (Base Offering) lead agent (Over-Allotment Option) and sole bookrunner on behalf of the Dealers, which includes Haywood Securities Inc. and Sprott Capital Partners, under the Offering.

*b) a description of each type of compensation and the estimated amount to be paid for each type;*

The Company shall pay to the Dealers, on the Closing Date, a cash commission of 6.0% of the gross proceeds raised in respect of Offering (the “**Dealers’ Commission**”). In addition, at the Closing, the Company shall issue to the Dealers warrants of the Company (the “**Broker Warrants**”), exercisable for a period of 24 months following the Closing Date, to acquire in aggregate that number of common shares of the Company which is equal to 6.0% of the number of FT Shares sold under the Offering at an exercise price equal to C\$0.42 per share.

All FT Shares sold to purchasers under the President’s List will be subject to a reduced Dealers’ Commission of 3.0% and that number of Broker Warrants equal to 3.0% of the number of FT Shares sold to purchasers under the President’s List.

*c) if a commission is being paid, the percentage that the commission will represent of the gross proceeds of the Offering (assuming both the minimum and maximum offering);*

6.0%

*d) details of any broker’s warrants or agent’s option (including number of securities under the warrants or option, exercise price and expiry date); and*

See above.

*e) if any portion of the compensation will be paid in securities, details of the securities (including number, type and, if options or warrants, the exercise price and expiry date).*

See above.

### **Do the Dealers have a conflict of interest?**

To the knowledge of the Company, it is not a “related issuer” or “connected issuer” of or to the Dealers, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

## **5. PURCHASERS’ RIGHTS**

### **Rights of Action in the Event of a Misrepresentation**

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

**(a) To rescind your purchase of these securities with 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 advisor.**

## **6. ADDITIONAL INFORMATION**

**Where can you find more information about us?**

A security holder can access the Company's continuous disclosure record at [www.sedar.com](http://www.sedar.com) or the Company's website at [www.fission3corp.com](http://www.fission3corp.com).

## **7. DATE AND CERTIFICATE**

**This offering document, together with any document filed under Canadian securities legislation on or after December 31, 2021, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

**Dated December 5, 2022.**

/s/ Dev Randhawa  
Chief Executive Officer

/s/ Ryan Cheung  
Chief Financial Officer