

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 (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.

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 amended and restated offering document (the “**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.

**Amended and Restated Offering Document under the Listed Issuer
Financing Exemption**

June 24, 2025



**Great Pacific Gold Corp.
(the “Company”)**

SUMMARY OF OFFERING

What are we offering?

<p>Offering:</p>	<p>The Company is offering up to 37,655,200 units of the Company (“Units”) at a price of \$0.45 per Unit (the “Offering Price”) for gross proceeds of up to \$16,944,840 (the “Offering”) pursuant to and in accordance with the listed issuer financing exemption under section 5A.2 of National Instrument 45-106 – <i>Prospectus Exemptions</i>, as amended by Coordinated Blanket Order 45-935 – <i>Exemptions from Certain Conditions of the Listed Issuer Financing Exemption</i> (the “LIFE Exemption”).</p> <p>Each Unit is comprised of one (1) common share in the capital of the Company (a “Common Share”, and each Common Share comprising part of a Unit being a “Unit Share”) and one-half of one (1/2) Common Share purchase warrant (each whole Common Share purchase warrant, a “Unit Warrant”). Each whole Unit Warrant will be exercisable to acquire one (1) Common Share (a “Warrant Share”) at an exercise price of \$0.70 per Warrant Share until the date that is three years following the Closing Date (as defined herein).</p> <p>The Offering is being conducted on a “best efforts” private placement basis pursuant to an agency agreement to be entered into among the Company and Canaccord Genuity Corp. (the “Lead Agent”) and a syndicate of agents (collectively, the “Agents”) on or before the Closing Date.</p>
<p>Closing Date:</p>	<p>This Offering is expected to close on or about July 3, 2025 or such other date as the Company and the Lead Agent may agree (the “Closing Date”).</p>
<p>Exchange:</p>	<p>The Common Shares are listed, traded or quoted on the TSX Venture Exchange (“TSXV”) under the trading symbol “GPAC”, the OTC Markets Platform (the “OTC”) under the trading symbol “FSXLF” and the Frankfurt Stock Exchange (the “FSE”) under the trading symbol “V3H”.</p>

Last Closing Price:	The closing price of the Common Shares on the TSXV on June 23, 2025 was \$0.52. The closing price of the Common Shares on the OTC on June 23, 2025 was US\$0.3732.
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Changes from Offering Document dated June 23, 2025

Due to investor demand, the Company has amended its agreement with the Lead Agent to increase the size of the previously announced Offering from up to \$10,003,500 to up to \$16,944,840. Under the revised Offering, the Company is offering up to 37,655,200 Units at the Offering Price for gross proceeds of up to \$16,944,840, and the Agents will no longer have the previously disclosed “Agents’ Option” to increase the size of the Offering prior to the Closing Date.

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 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 this 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 this Offering, 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.**
- **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”. All information, other than information concerning historical fact, that addresses activities, events or developments that the Company believes, expects or anticipates will or may occur in the future including, without limitation, the Company’s expectations with respect to the completion of this Offering, the size of the Offering, the expected Closing Date, the use of the proceeds of the Offering, the use of available funds following completion of the Offering, fees and commissions payable in connection with the Offering, TSXV approval of the Offering, the Company’s expectations with respect to additional sources of funding, requirements for additional capital, the business objectives of the Company, anticipated timelines and costs, exploration expenditures, costs and timing of future exploration, development plans and work programs the Company intends to progress and complete, are forward-looking information.

Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative 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 involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, and competitive uncertainties; lack of production; limited operating history of the Company; the actual results of current exploration activities; ability to obtain licenses or permits; the legal obligations to consult and accommodate communities; proper title to its mineral projects; the Company may lose or abandon its interest in its mineral projects; ability to retain qualified personnel; the ability to obtain adequate financing for exploration and development; volatility of commodity prices; environmental risks of mining operations; accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses, as well as those risk factors discussed in the Company's Annual Information Form (the "AIF") and Management's Discussion and Analysis (the "MD&A") for the year ended December 31, 2024, and the Company's other publicly available filings, available under the Company's profile on the System for Electronic Data Analysis and Retrieval + ("SEDAR+") at www.sedarplus.ca.

Forward-looking statements are based on a number of material factors and assumptions, including the results of exploration and drilling activities, the availability and final receipt of required approvals, licenses and permits, that sufficient working capital is available to complete proposed exploration and drilling activities as well as economic and environmental studies, that contracted parties provide goods and/or services on the agreed time frames, the equipment necessary for exploration is available as scheduled and does not incur unforeseen break downs, that no labour shortages or delays are incurred and that no unusual geological or technical problems occur. While the Company considers these assumptions may be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in the Company's AIF and MD&A for the year ended December 31, 2024, and the Company's other publicly available filings, available under the Company's profile on SEDAR+ at www.sedarplus.ca.

These forward-looking statements are made as of the date of this Offering Document and are based upon management's beliefs, estimates and opinions. The Company intends to discuss in its quarterly and annual reports referred to as the Company's MD&A documents any events and circumstances that occurred during the period to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this Offering Document. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement.

Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking information contained in this Offering Document is expressly qualified by this cautionary statement. Except as required by applicable securities laws, the Company does not undertake any obligation to publicly update or revise the forward-looking information herein to reflect, among other things, new information or future events. Readers should also carefully consider the risk factors discussed under the heading "Risk Factors" in the AIF and the Company's other publicly available filings, available under the Company's profile on SEDAR+ at www.sedarplus.ca. Investors are cautioned against placing undue reliance on forward-looking statements.

QUALIFIED PERSON

The scientific and technical information contained in this Offering Document have been reviewed and approved by Callum Spink, P. Geo., the Vice-President, Exploration, of the Company. Mr. Spink is a Qualified Person as defined by National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* ("NI 43-101") and is responsible for all scientific and technical information in this Offering Document.

CURRENCY

Unless otherwise indicated, all references to “\$”, “C\$” or “dollars” in this Offering Document refer to Canadian dollars.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company is incorporated in British Columbia and holds, through its subsidiaries, a portfolio of exploration-stage mineral projects in Papua New Guinea (“PNG”). The Company is focused on exploration activity on its highly prospective land packages. The Company’s core projects include the below, of which the Wild Dog Project and the Kesar Project are the Company’s material projects:

- **Wild Dog Project:** located in the East New Britain province of PNG, the Wild Dog Project is a brownfield exploration project with a history of small-scale gold mining. The Wild Dog Project contains numerous epithermal and porphyry hydrothermal-magmatic targets evidenced by previous exploration and operations. The Company completed a road refurbishment in August 2024 and baseline environmental work in Q4 2024. In Q1 2025, the Company began preparing for a drilling program with camp and infrastructure being established, airborne geophysics survey completed and geological team in place. A Phase 1 Diamond and Reverse Circulation drill program commenced in May 2025.
- **Kesar Project:** located in the Eastern Highlands province of PNG and contiguous with the mine tenements of K92 Mining Inc. (“K92”), the Kesar Project is a greenfield exploration project with several high-priority targets in close proximity to the property boundary with K92. Multiple epithermal veins at Kesar are on strike and have the same orientation as key K92 deposits, such as Kora. Exploration work to date by the Company at the Kesar Project has shown that these veins have high grades of gold present in outcrop and very elevated gold in soil grades, coincident with aeromagnetic highs. In April 2025, the Company completed a Phase 1 Diamond drill program on key target areas at the Kesar Project.
- **Arau Project:** located in the Eastern Highlands province of PNG, the Arau Project contains the highly prospective Mt. Victor exploration target with potential for a high sulphidation epithermal gold-base metal deposit. A Phase 1 Reverse Circulation drilling program was completed at Mt. Victor in August 2024. The Arau Project includes the Elandora licence, which also contains various epithermal and copper-gold porphyry targets.

The Company also holds the Tinga Valley Project in PNG.

In Australia, the Company has reduced exploration work considerably and focused on the sale of non-core assets. As of the date hereof, the Company has disposed of the Providence and Golden Mountain Projects and entered into agreements to dispose of the Lauriston and Everton Projects in Australia. The Company intends to complete a spin out of the Walhalla Gold Belt Project as set forth in its news release dated May 2, 2025.

Further information regarding the Company’s projects, as well as the business and operations of the Company, can be found in the Company’s AIF, MD&A and other filings available under the Company’s profile on SEDAR+ at www.sedarplus.ca.

Recent developments

There are no material recent developments in respect of the Company 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.

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's focus in 2025 is on advancing a dual-track exploration strategy focused on the flagship Wild Dog Project in New Britain, PNG and the Kesar Project in the Eastern Highlands, PNG. The Wild Dog Project and the Kesar Project offer near-term discovery potential, multi-style mineralization, and proximity to established mines and infrastructure.

The Company intends to use the net proceeds of this Offering: (i) to complete a diamond drilling program of 20,000 metres at the Wild Dog Project; (ii) to complete certain environmental studies associated with the historic mining operations at the Wild Dog Project; and (iii) to complete a soil sampling program at the Kesar Project.

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

USE OF AVAILABLE FUNDS

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

		Assuming 100% of Offering
A	Amount to be raised by this Offering	\$16,944,840
B	Selling commissions and fees ⁽¹⁾	\$1,016,690
C	Estimated offering costs (e.g., TSXV, legal, accounting and transfer agent fees)	\$286,613
D	Net proceeds of Offering: $D = A - (B+C)$	\$15,641,537
E	Working capital as at most recent month-end (deficiency) ⁽²⁾	\$1,100,000
F	Additional sources of funding	\$0
G	Total available funds: $G = D+E+F$	\$16,741,537

Notes:

- (1) See "Fees and Commissions" below for additional information.
- (2) The Company had a working capital of \$3,892,699 as at December 31, 2024. The decline in the working capital is due to expenditures incurred on the Company's drill programs at Kesar and Wild Dog Projects since December 31, 2024.

How will we use the available funds?

Description of Intended Use of Available Funds Listed in Order of Priority	Assuming 100% of Offering
Diamond drilling program (20,000 metres) at the Wild Dog Project ⁽¹⁾	\$12,000,000

Description of Intended Use of Available Funds Listed in Order of Priority	Assuming 100% of Offering
Environmental work at the Wild Dog Project ⁽²⁾	\$250,000
Analysis of geophysics, completing soil sampling and mapping of additional drill targets at the Kesar Project ⁽³⁾	\$350,000
Property option and other payments relating to the Kesar Project, Arau Project and Wild Dog Project over the next 12 months ⁽⁴⁾	\$486,000
General, administrative expenses and operating expenses over the next 12 months ⁽⁵⁾	\$2,904,000
Unallocated working capital	\$751,537
Total	\$16,741,537

Notes:

- (1) A diamond drill program of 20,000 meters at key targets within the mineralized corridor at the Wild Dog Project. Expected to commence in third quarter of 2025 and complete in second quarter of 2026.
- (2) Includes data collection and engagement relating to environmental matters at the Wild Dog Project. Expected to commence and complete in the third quarter of 2025.
- (3) Includes soil sampling and mapping to define future drill targets at the Kesar Project. Expected to commence in third quarter of 2025 and complete in fourth quarter of 2025.
- (4) Comprised of:
 - (a) In relation to the Kesar Project, \$30,000 for consulting services provided by the project vendor in 2025;
 - (b) In relation to the Arau Project, \$36,000 relating to monthly option payments and a one-time payment of \$390,000 to acquire an additional 60% interest in the Arau Project; and
 - (c) In relation to the Wild Dog Project, \$30,000 relating to Wild Dog Project option payments.
- (5) Amounts includes salaries (Canada, PNG and Australia), office expenses (Canada and Australia), legal, accounting and audit fees, listing costs, administrative costs of being a public company and annual property rents of the Company. The amount includes the following salaries and/or consulting fees paid to insiders of the Company (i) \$360,000 plus applicable tax in consulting fees to be paid to Camosun Advisory Corp., a company controlled by Gregory McCunn, the Chief Executive Officer and a director of the Company, in respect of services provided by Mr. McCunn as the Chief Executive Officer; (ii) \$180,000 plus applicable tax in consulting fees to be paid to Red Fern, a company controlled by Jonathan Richards, the Chief Financial Officer of the Company, in respect of services provided by Mr. Richards as the Chief Financial Officer; and (iii) \$36,000 in director fees to be paid to Robert McMorrان, a director of the Company.

The above-noted allocation of available funds 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 spend the net proceeds from this Offering and other 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 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 statements of the Company included a going concern note. As the Company is in the exploration stage, the Company's ability to continue as a going concern and fund its exploration and development activity is dependent on the Company being able to draw down its current cash, maintain cost control measures and raise additional capital. The ability to continue as a going concern remains dependent on the Company's capacity to obtain the additional financing necessary to continue to fund its mineral properties, the realization of future profitable production, proceeds from the disposition of its mineral interests, and/or other sources. The Offering is intended to permit the Company to continue to explore its properties and conduct other activities as noted above, 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?

On December 24, 2024, the Company closed a non-brokered private placement financing of 11,222,222 units of the Company at a price of \$0.45 per unit for aggregate gross proceeds of \$5,050,000 (the “**December 2024 Financing**”). The proceeds of the December 2024 Financing were used as follows:

Disclosed Net Use of Proceeds	Actual Net Use of Proceeds
Diamond drilling at Kesar Project	Approximately \$2,250,000 on diamond drilling at Kesar Project
Other exploration activities in Papua New Guinea	Approximately \$1,380,000 on Mobile MT survey, drill preparation for Wild Dog Project
General corporate purposes	Approximately \$1,420,000 on general and administrative expenses in Canada, Australia and PNG, and includes Australian mineral property costs.

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:	Canaccord Genuity Corp., as lead agent, and a syndicate of agents to be formed.
Compensation Type:	Cash Commission and Broker Warrants (each as defined herein).
Cash Commission:	The Company will pay to the Agents a cash fee equal to 6.0% of the gross proceeds of this Offering (the “ Cash Commission ”).
Broker Warrants:	The Company will issue to the Agents that number of non-transferable broker warrants of the Company (each, a “ Broker Warrant ”) equal to 6.0% of the number of Units sold pursuant to this Offering. Each Broker Warrant shall entitle the holder thereof to acquire one Common Share at a price of \$0.45 per Common Share for a period of two (2) years from the Closing Date.

Do the Agents have a conflict of interest?

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

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 adviser.

ADDITIONAL INFORMATION

Where can you find more information about us?

Prospective investors and security holders of the Company can access the Company's continuous disclosure filings under the Company's profile at SEDAR+ at www.sedarplus.ca.

For further information regarding the Company, visit the Company's website at www.gpacgold.com.

Prospective investors should read this Offering Document and consult with their own professional advisors to assess the tax, legal, risk factors and other aspects of their investment in Units.

CERTIFICATE OF THE COMPANY

This 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.

Dated June 24, 2025

GREAT PACIFIC GOLD CORP.

By: *“Gregory McCunn”*
Gregory McCunn
Chief Executive Officer

By: *“Jonathan Richards”*
Jonathan Richards
Chief Financial Officer