

*This amended and restated 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 Offering Document. Any representation to the contrary is an offence. This Offering (as defined below) 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.

AMENDED AND RESTATED OFFERING DOCUMENT
(amending and restating the Offering Document dated July 16, 2025)
UNDER THE LISTED ISSUER FINANCING EXEMPTION
July 28, 2025



STAR COPPER CORP.
(“Star Copper”, the “Company” or the “issuer”)

What are we offering?

| | |
|-------------------------|---|
| Offering: | Non-brokered private placement of up to 2,666,667 flow-through units of the Company (each, a “ FT Unit ” and collectively, “ FT Units ”) at a price of \$1.50 per FT Unit for gross proceeds of up to \$4,000,000.50 (the “ Offering ”). Under the Offering, up to 2,500,000 FT Units are to be offered and sold pursuant to charity flow-through arrangements for aggregate proceeds of \$3,750,000, and the remaining 166,667 FT Units are to be offered and sold pursuant to a traditional flow-through financing for aggregate proceeds of \$250,000.50. Each FT Unit will consist of one common share in the capital of the Company (each, a “ FT Share ” and collectively, “ FT Shares ”) and one common share purchase warrant of the Company (each a “ FT Warrant ” and collectively, “ FT Warrants ”). Each FT Warrant will be exercisable to acquire one common share (each a “ Warrant Share ”) at a price of \$1.60 per Warrant Share for a period of 24 months from the Closing Date (as defined below). |
| Offering Price: | \$1.50 per FT Unit (the “ Offering Price ”). |
| Offering Amount: | A maximum amount of 2,666,667 FT Units for maximum gross proceeds of \$4,000,000.50. There is no minimum amount. |
| Closing Date: | The Offering is expected to close on or about August 6, 2025 (the “ Closing Date ”), or such other date as determined by the Company, such date being no later than 45 days from the date the Company issues a press release announcing the Offering. |
| Exchange: | The common shares of the Company (the “ Common Shares ”) are listed for trading on the Canadian Securities Exchange (the “ CSE ”) under the symbol “STCU”, on the OTCQX under the symbol “STCUF” and on the Frankfurt Stock Exchange under the symbol “SOP”. The FT Warrants to be issued pursuant to the Offering will not be listed for trading on any stock exchange. |
| Closing Price: | The closing price of the Common Shares on the CSE on July 28, 2025 was \$1.59. |

Star Copper is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 – *Prospectus Exemptions*. In connection with this 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 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 issuer will not close this 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.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS AND PRODUCTION DECISIONS

Certain statements in this Offering Document are forward-looking statements or information (collectively “**forward-looking statements**”). The Company is providing cautionary statements identifying important factors that could cause the Company’s actual results to differ materially from those projected in these forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions, future events or performance (often, but not always, through the use of words or phrases such as “may”, “anticipates”, “is expected to”, “estimates”, “intends”, “plans”, “could”, “vision”, “goals”, “objective” and “outlook”) are not historical facts and may be forward-looking statements. The Company has based the forward-looking statements largely on its current estimates, assumptions and projections about future events and trends that it believes, as of the date of this Offering Document, may affect its business, financial condition, and results of operations. These forward-looking statements include, among other things, statements relating to: the sale of the Units and the closing of the Offering on the terms described herein or at all; the expected Closing Date; the use of proceeds of the Offering; the gross proceeds and net proceeds from the Offering; expected costs of the Offering; financial estimates; the business, operations and anticipated development of the Company and its assets; the Company’s ability to continue as a going concern; and the business objectives and milestones of the Company.

Forward-looking statements are based on the then-current expectations, beliefs, assumptions, estimates and forecasts about the Company’s business and the industry and markets in which it operates. In making the forward-looking statements included in this Offering Document, the Company has made various assumptions, including, among others, that: the Offering will be completed and that any additional financing required will be available on reasonable terms; the Company will be able to raise any necessary additional capital on reasonable terms to execute the Company’s business plans; the Company’s current corporate activities will proceed as expected; general business and economic conditions will not change in a material adverse manner; budgeted costs and expenditures are and will continue to be accurate; future currency exchange and interest rates will remain consistent with the Company’s expectations; the Company will be able to attract and retain skilled personnel; the political, legal and regulatory environments in which the Company operates will remain stable; any required governmental, regulatory, CSE and third-party approvals, licenses and permits will be obtained on favourable terms; financial and capital markets will remain stable; and the effects of force majeure events on the operations of the Company will be consistent with the Company’s expectations. Although management believes that these assumptions are reasonable, they may prove to be incorrect.

By their nature, forward-looking statements involve numerous inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks and uncertainties that could cause the Company's actual results to differ from the forward-looking statements, many of which are beyond the Company's control, include, but are not limited to: the inability to close the Offering; the inability to obtain CSE approval of the Offering; losses from operations; technology risks; litigation risk; the inability to meet regulatory requirements; changing laws and regulations affecting the Company; the volatility of the price of the Common Shares on the CSE; the inability to mitigate risk; uninsured risks; the competitive landscape and the economy generally; the inability to secure additional financing; dependence on key personnel; the Company's intention not to pay dividends; force majeure events; claims, lawsuits and other legal proceedings and challenges; conflicts of interest with directors and management; the Company may be unable to continue as a going concern; and other relevant factors.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all 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. There can be no assurance that such information or statements will prove to be accurate, and accordingly, readers should not place undue reliance on forward-looking statements.

All of the forward-looking statements contained in this Offering Document are expressly qualified by the foregoing cautionary statements. Prospective investors should read this entire Offering Document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Star Copper is a mineral exploration company focused on advancing Canadian mining projects. The Company's current focus is the advancement of its flagship Star Project (the "**Star Project**"), an intermediate calc-alkaline to alkalic porphyry deposit located within the well-known Golden Triangle and Golden Horseshoe regions of British Columbia in a historically productive area for porphyry copper-gold projects. In addition, the Company has an option to acquire a 60% interest in and to the Indata Project and owns 100% of its Quesnel Project. The Indata Project is situated in north-central British Columbia on the east side of Albert Lake, a 2-hour drive from the community of Fort St. James. The Indata Project comprises 16 mineral claims totaling 3,189 hectares. The Quesnel Project is located in the middle of the Quesnel Trough, host to a number of alkalic copper-gold porphyry deposits running northwest across western British Columbia.

Recent Developments

On December 12, 2024, the Company announced the completion of a non-brokered private placement for aggregate gross proceeds of \$404,999, pursuant to which it issued an aggregate of 4,499,999 units at a price of nine cents per unit, with each unit comprising one Common Share and one Common Share purchase warrant, each exercisable to acquire one Common Share at a price of \$0.12 per share for a period of 24 months.

On January 15, 2025, the Company announced the appointment of Jody Bellefleur as CFO of the Company.

On February 12, 2025, the Company announced the completion of a non-brokered private placement for aggregate gross proceeds of \$839,999, pursuant to which it issued 6,999,999 units of the Company at a price of \$0.12 per unit, with each unit consisting of one Common Share and one common share purchase warrant, each warrant exercisable to acquire one Common Share at a price of \$0.16 per share for a period of 24 months.

On February 21, 2025 the Company changed its name from "Alpha Copper Corp." to "Star Copper Corp."

On March 14, 2025, the Company announced that it had entered into an arrangement agreement dated March 14, 2025, with Alpha Copper Corp., a wholly owned subsidiary of Star Copper, pursuant to which the Company proposed to spin out to the Company's shareholders its 100-per-cent interest in the Okeover copper-molybdenum project, which consists of a property encompassing 4,613 hectares (11,399 acres) located immediately north of the coastal city of Powell River, B.C. (the "**Spin-Out**"). The Spin-Out was ultimately completed on May 9, 2025.

On April 9, 2025, the Company announced the completion of a non-brokered private placement, issuing a total of 10,000,000 units of the Company at a price of \$0.25 per unit for gross proceeds of \$2.5-million. Each unit consisted of one Common Share and one common share purchase warrant, each warrant exercisable to acquire one Common Share at a price of \$0.32 per share for a period of 24 months.

On April 29, 2025, the Company announced the appointment of Brad Nichol to the Company's Board of Directors, and a non-brokered private placement (the "**Concurrent Private Placement**") of up to 6,000,000 non-flow-through units of the Company at a price of \$0.50 per unit for gross proceeds of up to \$3-million ("**Non-LIFE Units**") and up to 5,263,157 flow-through shares at a price of \$0.57 per flow-through share for gross proceeds of up to \$3-million (the "**FT Shares**"). Each Non-LIFE Unit comprised one Common Share and one Common Share purchase warrant, with each warrant exercisable to acquire one Common Share at a price of \$0.75 per share for a period of 12 months from the date of issuance.

On April 30, 2025, the shareholders of the Company voted to approve the Spin-Out at the Company's annual general and special meeting of shareholders.

On May 15, 2025 the Company announced a non-brokered private placement under the listed issuer financing exemption (the "**May LIFE Placement**") of up to 2,000,000 units (each a "**May LIFE Unit**") at a price of \$0.50 per May LIFE Unit for gross proceeds of up to \$1,000,000. Each May LIFE Unit comprised one Common Share and a warrant to acquire one Common Share at a price of \$0.75 for a period of 12 months.

On June 2, 2025 the Company announced the completion of the May LIFE Placement and first tranche closing of the Concurrent Private Placement for gross proceeds of \$3,753,141.97 by issuing 1,316,915 FT Shares, 2,000,000 May LIFE Units and 4,005,000 Non-LIFE Units.

On June 3, 2025 the Company provided an update on the exploration activities underway at the Star Project, including the completion of initial sampling and camp operations.

On June 16, 2025 the Company announced the completion of the second and final tranche closing of the Concurrent Private Placement for gross proceeds of an additional \$1,250,310.39 by issuing an additional 2,193,527 FT Shares.

On June 17, 2025 the Company provided updates in respect of the ongoing drill campaign at the Star Project.

On June 24, and June 30, July 8 and July 15, 2025 the Company provided an update on the progress of the ongoing drill campaign at the Star Project, including details of the initial drill holes, strategic assessments and camp and remediation activities.

On June 26, 2025 the Company announced that it had graduated its United States listing to the OTCQX Best Market.

On July 10, 2025 the Company provided updates in respect of the analysis of the Indata Project.

On July 16, 2025, the Company announced it had entered into an agreement with Zimtu Capital Corp. to acquire the Copperline Project in North-Central British Columbia. That acquisition remains subject to the completion of all closing conditions, including (without limitation) such approvals of the CSE and TSX Venture Exchange as may be required, as of the date hereof.

On July 22, 2025 the Company announced it successfully completed an important field program at the Copper Creek target area located within Star Project.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed elsewhere in this Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document.

The FT Shares and FT Warrants will each be issued as “flow-through shares” within the meaning of the *Income Tax Act* (Canada). Upon the exercise of the FT Warrants, the underlying Common Shares will not be issued as “flow-through shares” within the meaning of the *Income Tax Act* (Canada). The gross proceeds of the Offering will be used to incur “Canadian exploration expenses” that are “flow-through critical mineral mining expenditures”, within the meaning of the *Income Tax Act* (Canada), on the Company’s flagship Star Project.

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

The Company expects to use the gross proceeds from the Offering to fund exploration of its Star Project.

USE OF AVAILABLE FUNDS

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

| | | Assuming 100% of Offering (\$) |
|---|--|--------------------------------|
| A | Amount to be raised by the Offering | 4,000,000.50 |
| B | Selling commissions and fees | Nil ⁽¹⁾ |
| C | Estimated Offering costs (e.g., legal, accounting, audit) | 35,000 |
| D | Net proceeds of Offering: $D = A - (B + C)$ | 3,965,000.50 |
| E | Working capital as at June 30, 2025 (estimate only) ⁽²⁾ | 5,079,555 |
| F | Additional sources of funding | Nil |
| G | Total available funds: $G = D + E + F$ | 9,044,555.50 |

(1) The Company does not expect to pay any selling commissions in connection with the Offering at this time.

(2) Working capital = current assets minus current liabilities.

How will we use the available funds?

The Company intends to use the available funds as follows:

| Description of Intended Use of Available Funds Listed in Order of Priority | Assuming 100% of Offering (\$) |
|--|--------------------------------|
| The gross proceeds of the Offering will be used to incur “Canadian exploration expenses” that are “flow-through critical mineral mining expenditures”, within the meaning of the <i>Income Tax Act</i> (Canada), on the Company’s flagship Star Project in support of the ongoing exploitation thereof | 4,000,000.50 |
| Total | 4,000,000.50 |

The above-noted allocation of capital 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 use 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 “*Cautionary Note Regarding Forward- Looking Statements*”.

The most recently filed unaudited condensed consolidated interim financial statements of the Company for the

period ended March 31, 2025 included a going concern note. There can be no assurance that the Company's business and strategy will enable it to generate or sustain positive cash flows from operations in future periods. The Offering is intended to strengthen the Company's balance sheet and permit the Company to continue its operations. The Offering may alleviate the risk that the Company is unable to continue as a going concern, but is unlikely to result in the removal of that notation in the Company's financial statement filings for the foreseeable future.

None of the available funds will be paid to an insider, associate or affiliate of the Company.

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

| Date of Financing | Funds Raised | Intended Use of Funds | Variance between Intended and Actual Use of Funds | Impact of Variances on Business Objectives and Milestones |
|--------------------------|---------------------|--|--|--|
| December 2, 2024 | \$404,999 | General working capital purposes and to satisfy existing property commitments and payables | Nil | N/A |
| February 12, 2025 | \$839,999 | General working capital purposes and to satisfy existing property commitments and payables | Nil | N/A |
| April 9, 2025 | \$2,500,000 | General working capital purposes and to satisfy existing property commitments and payables | Nil | N/A |
| May 24, 2025 | \$350,000 | Property payments and general working capital | Nil | N/A |
| June 2, 2025 | \$1,000,000 | General working capital purposes and to advance the Company's mineral resource projects | Nil | N/A |
| June 2, 2025 | \$2,002,500 | Project evaluation, general working capital purposes and investor relations activities | Nil | N/A |
| June 2, 2025 | \$750,641.97 | Advance the Company's British Columbian flagship Star Project | Nil | N/A |

| Date of Financing | Funds Raised | Intended Use of Funds | Variance between Intended and Actual Use of Funds | Impact of Variances on Business Objectives and Milestones |
|-------------------|----------------|---|---|---|
| June 16, 2025 | \$1,250,310.39 | Advance the company's British Columbian flagship Star project and for other eligible exploration expenditures | Nil | 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 has not engaged any agent, underwriter, dealer or finder in connection with the Offering.

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?

You can access the Company's continuous disclosure under its profile at www.sedarplus.ca. The Company's website address is www.starcopper.com.

All dollar figures outlined in this Offering Document are expressed in Canadian dollars unless otherwise noted.

Purchasers 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 in the Units.

DATE AND CERTIFICATE

This amended and restated Offering Document, together with any document filed under Canadian securities legislation on or after July 28, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated: July 28, 2025

"Darryl Jones"

Darryl Jones
Chief Executive Officer

"Jody Bellefleur"

Jody Bellefleur
Chief Financial Officer