*This offering document (the "**Offering Document**") pursuant to the listed issuer financing exemption under section 5A.2 of National Instrument 45-106 – Prospectus Exemptions, as amended by Coordinated Blanket Order 45-935 – Exemptions from Certain Conditions of the Listed Issuer Financing Exemption, 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.***

**OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION**

**August 6, 2026**

CAMINO CORPORATION

**CAMINO MINERALS CORPORATION**
("**Camino**" or the "**Company**")

**What are we offering?**

| | |
|---|---|
| **Offering:** | Pursuant to and in accordance with the listed issuer financing exemption under section 5A.2 of National Instrument 45-106 – *Prospectus Exemptions* ("**NI 45-106**"), as amended pursuant to Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the "**Coordinated Blanket Order 45-935**", and together with NI 45-106, the "**LIFE Exemption**"), the Company intends to issue pursuant to a brokered private placement offering (the "**Offering**") up to an aggregate of 12,000,000 units of the Company ("**Units**"), with each Unit comprised of one common share in the capital of the Company (a "**Common Share**") and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant will entitle the holder thereof to acquire one additional Common Share at an exercise price of $0.55 per Common Share for a period of 24 months from the Closing Date (as defined below).<br><br>The Offering will be made pursuant to an agency agreement to be entered into among the Company, Paradigm Capital Inc. ("**Paradigm**") and Raymond James Ltd. ("**Raymond James**" and, together with Paradigm, the "**Agents**"), as co-lead agents and co-bookrunners on or before the Closing Date. The Agents have agreed to act as agents, on a commercially reasonable efforts agency basis, in connection with the Offering. See also "*Fees and Commissions*".<br><br>The Units will be offered pursuant to and in accordance with the LIFE Exemption under the Offering to purchasers resident in all of the provinces of Canada (except Québec), and in other qualifying jurisdictions outside of Canada that are mutually agreed to by the Company and the Agents, each acting reasonably, pursuant to relevant prospectus or registration exemptions in accordance with applicable laws. |
| **Offering Price:** | $0.42 per Unit (the "**Offering Price**"). |
| **Offering Amount:** | Up to an aggregate of up to 12,000,000 Units, for gross proceeds of up to $5,040,000. There is no minimum amount for the Offering. |

| | |
|---|---|
| | The Company is expected to grant to the Agents an over-allotment option (the "**Over-Allotment Option**"), exercisable in whole or in part, at the sole discretion of the Agents, to sell additional Units equal to 15% of the total Units issuable pursuant to the Offering, at the Offering Price, at any time up to 48 hours prior to the Closing Date. If the Over-Allotment Option is exercised in full, the Company will issue an aggregate of up to 13,800,000 Units under the Offering and the aggregate gross proceeds of the Offering will be up to $5,796,000.<br><br>Unless the context requires otherwise, all references herein to the "Units" includes any Units issued upon exercise of the Over-Allotment Option and all references to "Offering" includes the Over-Allotment Option. |
| **Closing Date:** | The Offering is expected to close on or about August 26, 2026 (the "**Closing Date**"), or on such other date as may be agreed upon by the Company and the Agents. The closing of the Offering may also take place in one or more tranches.<br><br>The Concurrent Convertible Note Financing (as defined below) may close concurrently with the Offering, or may close on such other date as the Company may determine. |
| **Exchange:** | The Common Shares are listed for trading on the TSX Venture Exchange (the "**TSXV**") under the ticker symbol "COR". |
| **Closing Price:** | The closing price of the Common Shares on the TSXV on August 5, 2026, the last trading day before the date of this Offering Document, was $0.47. |
| **Concurrent Convertible Note Financing:** | In addition to the Offering, the Company intends to complete a non-brokered private placement offering of unsecured convertible debentures ("**Convertible Debentures**") for gross proceeds of up to $9.5 million that will be completed concurrently with the Offering (the "**Concurrent Convertible Note Financing**"). The Convertible Debentures sold under the Concurrent Convertible Note Financing will be issued in denominations of $1,000 and will bear interest at a rate of 10.0% per annum, payable quarterly in arrears on the last day of each calendar quarter (with such interest to be automatically capitalized into the principal amount of the Convertible Debentures) and on the Maturity Date (as defined below). Unless earlier repaid or converted, the outstanding principal and accrued and unpaid interest on the Convertible Debentures shall be due and payable 36 months following the closing of the Offering (the "**Maturity Date**"). The Convertible Debentures will be subject to a hold period of four months and one day from the closing of the Concurrent Convertible Note Financing. |

**The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 – *Prospectus Exemptions,* as amended by the Coordinated Blanket Order 45-935. In connection with this Offering, the issuer 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 the Coordinated Blanket Order 45-935 and is qualified to distribute securities in reliance on the exemptions included in the Coordinated Blanket Order 45-935.**
- **The total dollar amount of the Offering, in combination with the dollar amount of all other offerings made under the LIFE Exemption in the 12 months immediately before the date of the news release announcing the Offering, will not exceed $25,000,000.**
- **The Company will not close the 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 NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Offering Document contains "forward-looking statements" or "forward-looking information" (collectively "**forward-looking statements**") within the meaning of applicable Canadian and United States securities legislation. Forward-looking statements 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. In particular, forward-looking statements can be identified by the use of words such as "may", "would", "could", "will", "intend", "expect", "believe", "plan", "anticipate", "estimate", "scheduled", "forecast", "predict" and other similar terminology, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, although not all forward-looking statements contain such identifying words.

Forward-looking statements in this Offering Document include, but are not limited to, those relating to (i) the Company's expectations with respect to the terms of the Offering, the securities issued thereunder, the compensation payable and issuable in connection therewith, and the exercise of the Over-Allotment Option, (ii) the use of proceeds and available funds following completion of the Offering, (iii) the completion of the Offering and the expected closing date(s) thereof, and (iv) the Company's expectations with respect to the terms of the Concurrent Convertible Note Financing and the securities issued thereunder. Such statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, expectations, performance or achievements expressed or implied by such forward-looking statements. The forward-looking statements herein reflect the Company's current expectations regarding future events, performance and results based on information currently available and speak only as of the date of this Offering Document. In making such statements or providing such information, the Company has made assumptions regarding, among other things: (i) the Company's ability to close the Offering on the terms disclosed herein, or at all; (ii) the use of proceeds and available funds from the Offering following completion of the Offering, (iii) the ability of the Company to achieve its stated business goals, (iv) the state of laws and regulations made thereunder following the date hereof, (v) the Company's ability to raise sufficient capital to fund its projected business plans, (vi) general economic, financial market, regulatory and political conditions in which the Company operates, (vii) the absence of any significant disruptions affecting the development and operation of the Company's business, (viii) the competitive environment in which the Company operates, (ix) the Company's growth outlook and anticipated and unanticipated costs that the Company may face, (x) the ability of the Company to attract and retain skilled personnel, (xi) the accuracy of budgeted costs and expenditures, and (xii) the timely receipt of all required governmental, regulatory and third-party approvals, license and/or permits necessary for its business and the business of its investee companies on favourable terms and any required renewals of the same.

Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indicators of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in forward-looking statements, including, but not limited to, (i) unexpected changes in laws, rules or regulations, or their enforcement by applicable authorities (including potentially arbitrary action), (ii) the failure of parties to contracts with the Company to timely discharge their obligations, (iii) social or labour unrest, and (iv) the effects of pandemics, wars, terrorism or acts of god. New risks may emerge from time to time and/or the importance of current factors may change from time to time, and it is not possible for the Company to predict all such factors, changes in such factors and/or to assess in advance the impact of such factor on its 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 statements contained in this Offering Document. Further risks, uncertainties and assumptions include, but are not limited to, those applicable to the Company and described in the Company's management's discussion and analysis for the three and nine months ended April 30, 2026, which is available on the Company's profile on the System for Electronic Data Analysis and Retrieval ("**SEDAR+**") at www.sedarplus.ca.

Although the Company believes that the expectations reflected in the forward-looking statements included herein are reasonable, there can be no assurance that such expectations will prove to be correct. The Company cannot guarantee future results, performance, or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking statements. Further, any forward-looking statement included herein 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 are cautioned not to 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.**

### Scientific and Technical Information

Any scientific and technical information contained in this Offering Document relating to the Company's mineral properties has been reviewed and approved by Jose A. Bassan, M.Sc. Geologist, an independent geologist FAusIMM (CP) 227922. Mr. Bassan is a "qualified person" within the meaning of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

## SUMMARY DESCRIPTION OF BUSINESS

### What is our business?

The Company is a discovery and development state copper exploration company focused on advancing a balanced portfolio of copper assets in South America. As of the date hereof, the Company, through its joint venture partnership with Nittetsu Mining Co., Ltd. is focused on advancing the construction-ready Puquios Copper Project in Chile toward development and production, with the Company currently advancing negotiations with Japanese lenders to secure a project financing loan facility. The Company is also advancing its Costa de Cobre Copper Project in Peru through to resource delineation and development to add new discoveries, and has permitted the Maria Cecilia Copper Project for exploration discovery drilling.

The Company's goal is to acquire and advance a portfolio of advanced copper assets that have the potential to deliver copper into an electrifying copper intensive global economy. To this end, the Company's current corporate strategy targets accretive acquisitions and selective project generation to assemble a resilient copper portfolio positioned for an improving macroeconomic environment.

### Recent Developments

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

- On November 17, 2025, the Company announced that it had closed a non-brokered private placement (the "**November 2025 Financing**") of Common Shares. Under the November 2025 Financing, the Company issued an aggregate of 15,554,666 Common Shares at an issue price of $0.36 per Common Share, for aggregate gross proceeds of $5,599,680. Participants in the Financing included two new key shareholders, Elemental Royalties (formerly EMX Royalty Corp.) and Continental General Insurance Company, as well as certain insiders of the Company.

- On December 3, 2025, the Company announced the receipt of the sixth, and final, $1.5 million payment from its exploration partner, Nittetsu Mining Co., Ltd. ("**Nittetsu**"), marking the successful completion of Nittetsu's earn-in expenditure requirements under the earn-in agreement dated June 13, 2023. Following the completion of the current drilling program at the Costa de Cobre Project ("**Costa de Cobre**") (formerly known as Los Chapitos) in Peru, Costa de Cobre will be formally converted into a joint venture, with the Company retaining a 65% participating interest, operatorship of Costa de Cobre, and 50% of the life-of-mine production off-take.

- On February 17, 2026, the Company announced the exploration results from Phase 1 of its recent drilling campaign at Costa de Cobre. The 1,036.25 metre drilling program increased total drilling at Costa de Cobre to 28,660 metres. Eight drill holes were completed along the highly prospective Diva trend corridor, testing the Mirador, Adriana, Enjambre, Maqui, Piloto and Lourdes targets.

- On June 10, 2026, the Company announced the exploration results from Phase 2 of its recent drilling campaign at Costa de Cobre. The recently completed 990.70 metre drilling program increased total drilling at Costa de Cobre to 29,650 metres. The Company completed five drill holes along the Diva trend corridor, where drilling activities focused on the Adriana target with the objective of expanding the known mineralized body and improving the understanding of the scale and continuity of the mineralized system. The maximum drill hole depth was 260 metres and all five drill holes intercepted strong copper mineralization and spanned a strike length of approximately 400 metres.

There are no material 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 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.

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

The Company intends to use the net proceeds from the Offering for satisfying the joint venture cash calls in respect of the Puquios Copper Project, for exploration and drilling at Costa de Cobre, and for exploration and permitting at the Company's other mineral projects located in Peru, as well as for general and administrative expenses and unallocated working capital purposes over a period of 12 months following closing of the Offering. In order to achieve these objectives, the Company must complete the Offering.

The primary business objectives that the Company expects to accomplish using available funds following the completion of the Offering are as set out below and for general corporate purposes.

**USE OF AVAILABLE FUNDS**

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

| | | **Assuming 100% of Offering** | **Assuming the Exercise in Full of the Over-Allotment Option** |
|---|---|---|---|
| A | Amount to be raised by the Offering: | $5,040,000 | $5,796,000 |
| B | Selling commissions and fees: | $302,400[(1)] | $347,760[(1)] |
| C | Estimated Offering costs (e.g., legal, accounting, audit): | $70,000 | $70,000 |
| D | Net proceeds of Offering: D = A – (B +C) | $4,667,600 | $5,378,240 |
| E | Estimated working capital (or deficiency) as at July 31, 2026: | ($8,400,000) | ($8,400,000) |
| F | Additional sources of funding:[(1)] | $9,500,000 | $9,500,000 |
| **G** | **Total available funds: G = D + E + F** | **$5,767,600** | **$6,478,240** |

Notes:

(1) Assuming that none of the subscribers participating in the Offering are on the President's List (as defined below). See also "*Fees and Commissions*".

(2) Represents the gross proceeds of the Concurrent Convertible Note Financing.

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

The Company intends to use the available funds as follows:

| **Description of Intended Use of Available Funds**<br>(listed in order of priority) | **Assuming 100% of Offering** | **Assuming the Exercise in Full of the Over-Allotment Option** |
|---|---|---|
| Puquios Copper Project Joint Venture Cash Calls: | $1,900,000 | $1,900,000 |
| Exploration and Drilling - Costa de Cobre (Peru): | $1,500,000 | $1,500,000 |
| Exploration and Permitting - Other Projects (Peru): | $500,000 | $500,000 |
| Corporate General and Administrative Expenditures: | $1,100,000 | $1,100,000 |
| Unallocated Working Capital: | $767,600 | 1,478,240 |
| **Total:** | **$5,767,600** | **$6,478,240** |

The above noted allocation of available funds represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from this 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 and financing objectives. See "*Cautionary Note Regarding Forward- Looking Statements*".

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

| **Date and Type of Transaction** | **Funds Raised** | **Previously Disclosed Intended Use of Funds** | **Actual Use of Funds and Variance** |
|---|---|---|---|
| November 14, 2025<br>*Private Placement*(1) | $5,599,680 | The net proceeds of this private placement offering were intended to be applied towards corporate working capital, legal expenses, engineering studies, project development, and general administrative expenses. | No variances to intended use of proceeds to date. |

Notes:
(1) On November 14, 2025, the Company completed a non-brokered private placement and issued an aggregate of 15,554,666 Common Shares at an issue price of $0.36 per Common Share, for aggregate gross proceeds of $5,599,680.

## 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:** | Paradigm Capital Inc. and Raymond James Ltd. |
| **Compensation Type:** | Cash Commission and Broker Warrants (each as defined herein). |
| **Cash Commission:** | The Company will pay to the Agents a cash commission (the "**Cash Commission**") equal to 6.0% of the gross proceeds of the Offering, excluding gross proceeds that are raised from subscribers that are identified on a president's list of the Company |

| | |
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| | (the "**President's List**") for subscriptions totalling not more than $150,000 in the aggregate. |
| **Broker Warrants:** | The Company will issue to the Agents that number of non-transferable broker warrants of the Company (the "**Broker Warrants**") equal to 6.0% of the number of Units sold pursuant to the Offering to subscribers that are not identified on the President's List. Each Broker Warrant will entitle the holder thereof to acquire one Common Share at an exercise price equal to the Offering Price for a period of two (2) years following the closing date of the Offering. |
| **President's List:** | No Cash Commission will payable and no Broker Warrants will be issuable in respect of subscribers identified on the President's List. |

**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?**

You may access the Company's continuous disclosure filings under its profile on SEDAR+, accessible at www.sedarplus.ca. For further information regarding the Company, you may also visit the Company's website at www.caminocorp.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.***

*[Remainder of page intentionally left blank.]*

## CERTIFICATE OF THE COMPANY

**This Offering Document, together with any document filed under Canadian securities legislation on or after August 6, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

August 6, 2026

| | |
|---|---|
| *(signed) "Jay Chmelauskas"* | *(signed) "Shawn Turkington"* |
| Jay Chmelauskas | Shawn Turkington |
| President and Chief Executive Officer | Chief Financial Officer |