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*The securities offered under this Offering Document under the Listed Issuer Financing Exemption (the "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.*

## OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

September 19, 2024



### GITENNES EXPLORATION INC.

#### 1. SUMMARY OF OFFERING

What are we offering?

<b>Offering</b>	Gitennes Exploration Inc. (the " <b>Issuer</b> " or " <b>Gitennes</b> ") is proceeding with a non-brokered, private placement offering (the " <b>Offering</b> ") of units of the Issuer (the " <b>Units</b> "), with each Unit consisting of one common share (each a " <b>Common Share</b> ") in the capital of the Issuer and one Common Share purchase warrant (each, a " <b>Warrant</b> "), each Warrant entitling the holder thereof to purchase one Common Share at an exercise price of \$0.065 per Common Share for a period of 24 months from the closing of the Offering.
<b>Offering Price</b>	\$0.05 per Unit.
<b>Offering Amount</b>	1,700,000 Units for aggregate gross proceeds of \$85,000. In the event that the Issuer does not raise the minimum gross proceeds of \$85,000 pursuant to the Offering, the Offering will not be completed, and no securities will be issued thereunder.
<b>Closing Date</b>	The closing of the Offering is expected to occur on or about October 3, 2024 or such other date as may be determined by Gitennes.
<b>Exchange</b>	The outstanding Common Shares are listed for trading on the TSX Venture Exchange (the " <b>TSXV</b> ") under the trading symbol "GIT".
<b>Last Closing Price</b>	On September 18, 2024, being the last complete trading day prior to the date hereof, the closing price of the Common Shares on the TSXV was \$0.08.

**Gitennes Exploration Inc. 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 \$5,000,000.**
- **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 INFORMATION**

This offering document contains "forward-looking information" within the meaning of applicable Canadian and United States securities laws, which is based upon the Issuer's current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document is made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning future exploration plans at the Issuer's mineral properties, including exploration timelines and anticipated costs; completion of the Offering, the Issuer's expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; the amount of proceeds raised under 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 Issuer. 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 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, foreign exchange rates on costs and financial results; market competition; exploration results not being consistent with the Issuer's expectations; changes in taxation rates; the ability to obtain or maintain necessary licenses, permits, or water rights; 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 Issuer 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 Issuer and the risks and challenges of its business, investors should review the Issuer's annual filings that are available at [www.sedarplus.ca](http://www.sedarplus.ca).

The Issuer 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 Issuer 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?

Gitennes is in the business of exploring for and advancing mineral properties. The Issuer currently has two properties in the Sept Iles region of Quebec where the Issuer is exploring for nickel, niobium and tantalum and three gold properties in the Chapais-Chibougamau area of Quebec: New Mosher, JMW and Maxwell. All properties are 100% owned by Gitennes except for New Mosher which is under option and Gitennes can earn an initial 70% and has the right to increase its ownership to 85%.

### Recent developments

On October 17, 2023, the Issuer announced that it had acquired 100% of eight claims that form a key part of the Issuer's 100% owned Sept Iles nickel property (the "**SIN Property**") located in the Sept Iles region, Quebec. Gitennes purchased the 191 claim SIN Property which encompasses these newly acquired claims in May 2023.

On December 14, 2023, the Issuer announced that further to its news release dated October 17, 2023, it had received TSXV approval for the acquisition of the eight key claims at its SIN Property. With the acquisition of the eight claims the SIN Property consists of 199 claims totalling 10,900 hectares.

On January 3, 2024, the Issuer announced it had closed its previously announced non-brokered private placement. Gitennes issued 2,500,000 flow-through units priced at \$0.02 per flow-through unit for gross proceeds of \$50,000. Each flow-through unit consisted of one flow-through common share and one-half common share purchase warrant. Each whole flow-through warrant is exercisable to acquire one common share at an exercise price per common share of \$0.05 for a period of 24 months following the closing date. Finder's fees totaling \$3,500, 70,000 shares and 70,000 warrants were paid on the financing.

On July 8, 2024, the Issuer announced a consolidation of its common shares (the "**Consolidation**") on the basis of one (1) post-Consolidation common share for every ten (10) pre-Consolidation common shares. As of the date of announcing the Consolidation, the Issuer had 68,547,122 common shares issued and outstanding.

On July 25, 2024, the Issuer announced that, further to its news release dated July 8, 2024 and subject to final acceptance by the TSXV, the Issuer anticipated that its common shares would begin trading on a post-Consolidation basis effective market open on July 30, 2024. The Issuer's new CUSIP number and ISIN for its common shares after giving effect to the Consolidation were 37636Q304 and CA37636Q3044, respectively.

On July 30, 2024, the Consolidation came into effect, and the common shares of Gitennes resumed trading on the TSXV on a consolidated basis. After giving effect to the Consolidation, the Issuer had 6,854,718 common shares issued and outstanding.

On August 12, 2024, the Issuer announced that it had entered into debt settlement agreements with companies controlled by senior officers of the Issuer (the "**Creditors**") whereby, subject to acceptance for filing by the TSXV, the Issuer would issue an aggregate of 1,650,000 common shares in the capital of the Issuer (each, a "**Settlement Share**"), at a deemed price of \$0.05 per Settlement Share, in consideration for the settlement of an aggregate of \$82,500 in accrued liabilities owing to the Creditors in respect of management fees (the "**Debt Settlements**"). The Issuer proposed the Debt Settlements to assist it with preserving its cash for working capital.

On August 28, 2024, the Issuer announced that, further to its news release dated August 12, 2024, it had received acceptance by the TSXV for and had closed the Debt Settlements. Following the closing of the Debt Settlements, the Issuer had 8,504,718 common shares issued and outstanding and Mr. Ken Booth and Mr. Martin Nicoletti became holders of 10.25% (11.03% on a partially diluted basis) and 10.88% (11.40% on a partially diluted basis) of the issued and outstanding common shares, respectively. Early warning reports for Messrs. Booth and Nicoletti were filed on SEDAR+.

## 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 Issuer 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 Issuer intends to use the funds raised under this Offering for expenditures related to its properties and for general and administrative expenses.

## 3. USE OF AVAILABLE FUNDS

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

		Assuming 100% of Offering
<b>A</b>	Amount to be raised by this Offering	\$85,000
<b>B</b>	Selling commissions and fees	Nil
<b>C</b>	Estimated Offering costs (e.g. legal, accounting, audit)	\$15,000
<b>D</b>	Net proceeds of Offering: $D = A - (B + C)$	\$70,000
<b>E</b>	Working capital as at most recent month end (deficiency)	\$(144,909)
<b>F</b>	Additional sources of funding <sup>(1)</sup>	\$300,000
<b>G</b>	Total available funds: $G = D + E + F$	\$225,091

Note:

(1) The Issuer plans to combine additional sources of funding with the offering proceeds to achieve its principal purpose for raising capital. Such additional sources of funding are anticipated to be comprised of up to \$415,000 in gross proceeds pursuant to a non-brokered private placement of up to 8,300,000 common shares in the capital of the Issuer at a price of \$0.05 per common share. Currently, the Issuer expects to raise a minimum of \$300,000 under the non-brokered private placement. In the event more than \$300,000 is raised under the non-brokered private placement of common shares, the Issuer intends to allocate any additional proceeds therefrom towards working capital.

### How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of Offering
General and Administrative Expenses <sup>(1)</sup>	\$225,091
Working Capital	\$Nil
Total: Equal to G in the available funds chart above	\$225,091

Note:

(1) The Issuer reached a settlement with Ordre des géologues du Québec ("OGQ") in December 2023 whereby the Issuer agreed to pay the OGQ \$80,000 for improper disclosure pertaining to public filings concerning the Issuer's Quebec properties.

The above noted allocation and anticipated timing represents the Issuer's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Issuer. Although the Issuer intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Issuer's ability to execute on its business plan.

The Issuer's most recent audited annual financial statements and unaudited interim financial statements included a going concern note. As the Issuer is in the exploration stage, the recoverability of amounts for exploration and evaluation of assets and the Issuer's ability to continue as a going concern is dependent upon its ability to realize on its assets or raise additional financing to complete the development of its mineral properties and to fund future corporate and administrative expenses. While the Issuer has been successful in the past at raising funds, there can be no assurance that it will be able to do so in the future. The Offering is intended to permit the Issuer to continue to explore its properties and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Issuer.

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

In the past 12 months, the Issuer completed a non-brokered private placement of units for gross proceeds of \$50,000, each unit consisting of one flow-through common share and one-half of one common share purchase warrant. Each whole warrant was exercisable to acquire one common share at an exercise price of \$0.05 per share for a period of 24 months following closing. There were no variances from the disclosure of the Issuer previously made regarding how proceeds from this financing were used.

#### **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?**

There are no dealer or finder's fees payable in connection with this Offering.

#### **5. PURCHASER'S 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 Issuer, or**
- (b) to damages against the Issuer 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.**

#### **6. ADDITIONAL INFORMATION**

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

For further information on the Issuer, readers are referred to the Issuer's website at [www.gitennes.com](http://www.gitennes.com) and its Canadian regulatory filings on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

7. DATE AND CERTIFICATE

**This offering document, together with any document filed under Canadian securities legislation on or after September 19, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

Dated: September 19, 2024

*"Ken Booth"*  
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KEN BOOTH  
Chief Executive Officer

*"Martin Nicoletti"*  
\_\_\_\_\_  
MARTIN NICOLETTI  
Chief Financial Officer