

**SCHEDULE “D”****ELECTRO METALS and MINING Inc.****JAN 2026 CONCURRENT FINANCING****NON - BROKERED PRIVATE PLACEMENT****MINIMUM OF \$1,600,000 UP TO \$1,750,000  
OFFERING OF UNITS**

<b>Issuer:</b>	Electro Metals and Mining Inc. (the “ <b>Company</b> ”), a federally incorporated, resultant shares to be listed on the TSXV under the symbol EMC and corporate name Electro Metals Corp. following completion of amalgamation with TSXV – listed BWR Exploration Inc. (“ <b>BWR</b> ”) by way of a reverse take-over (“ <b>RTO</b> ”) of BWR (the “ <b>RTO Transaction</b> ”). TSXV has provided Conditional Approval.
<b>Offering:</b>	Non - brokered private placement of common share units (the “ <b>Offering</b> ”) as part of a Concurrent Financing to complete the RTO Transaction
<b>Amount:</b>	\$CAD\$1,600,000 up to CAD\$1,750,000
<b>Type of Offering:</b>	Private Placement of a minimum 8,000,000 up to 8,750,000 common share units (each a “ <b>HD Unit</b> ”). Each HD Unit is comprised of one common share (“ <b>HD Common Share</b> ”) and one common share purchase warrant (each a “ <b>HD Warrant</b> ”).
<b>Offering Price:</b>	\$0.20 per HD Unit
<b>Closing:</b>	February 18, 2026 or other such date as may be agreed, but in any event no later than March 31, 2026, subject to regulatory approval
<b>Warrant Exercise:</b>	Each HD Warrant will be exercisable into one Common Share at a price of \$0.25 per Common Share for a period of twenty-four months plus one day from the date on which the Common Shares are listed on the TSXV. A minimum of 8,000,000 and a maximum of 8,750,000 warrants will be issued.
<b>Use of Proceeds:</b>	For working capital and the costs of completing RTO Transaction, ongoing audit and legal fees, investor relations, property payments, ESG, G&A, and accounts payable.
<b>Jurisdictions</b>	The Units will be offered and sold by way of private placement exemptions in all provinces of Canada and to offshore investors and USA residents in reliance on the exclusion from registration under the U.S. Securities Act for “offshore transactions” (as such term is defined in Rule 144A and Regulation S) in compliance with Regulation S under the U.S. Securities Act.
<b>USA Sales</b>	Securities sold under this Offering have not been and will not be registered under the U.S. Securities Act or applicable state securities laws and are being issued (i) to shareholders in the United States in reliance on the exemption from registration under the U.S. Securities Act for offers and sales to persons who are “accredited investors,” as such term is defined in Rule 501(a) of Regulation D under the U.S. Securities Act, in compliance with Rule 506(b) of Regulation D under the U.S. Securities Act and Section 4(a)(2) of the U.S. Securities Act and similar exemptions under applicable state securities laws

<b>Eligibility</b>	This Offering is not suitable for RRSP's or other registered Canadian plans.
<b>Hold Period and Liquidity</b>	The Common Shares and Warrants comprising the Units will be exchanged for common shares and warrants and distributed under the resultant issuer name (Electro Metals Corp, subject to regulatory approval), and listed on the TSXV upon the closing of the Transaction. Closing of the Transaction is subject to the minimum amount being subscribed, and receipt of final Regulatory approvals. The closing of the RTO Transaction and closing of this financing, are expected to occur together on or about February 18, 2026, or such other date, as soon after the minimum Offerings are subscribed and final Regulatory approvals, as reasonably possible.
<b>Finders' Fees</b>	A cash fee equal to 7% of the gross proceeds of each subscription payable to any party responsible for introducing and / or arranging a subscriber to this Offering, and 7% Finders' Warrants, each Finders' Warrant exercisable into one Common Share at a price of \$0.25 per Common Share for a period of twenty four months from the date on which the Common Shares are listed on the TSXV.
<b>Resale for USA Shareholders</b>	Electro Shares in the United States under the Amalgamation will be "restricted securities," as such term is defined in Rule 144 under the U.S. Securities Act, under applicable United States federal and state securities laws and will be subject to restrictions on resale under such laws. Shares may not be offered, sold, pledged or otherwise transferred, directly or indirectly, unless such transfer is (i) to the Company, (ii) made outside the United States in accordance with Rule 903 or Rule 904 of Regulation S and in compliance with applicable local laws and regulations, (iii) made in compliance with the exemption from registration under the U.S. Securities Act provided by (A) Rule 144 thereunder, if available, or (B) Rule 144A thereunder, if available, and, in both cases, in accordance with applicable state securities laws