

## SCHEDULE “A”

### ELECTRO METALS and MINING Inc. CONCURRENT FINANCING 2026 Flow Through Tranche

#### NON - BROKERED PRIVATE PLACEMENT

#### MINIMUM \$1,600,000 UP TO \$2,250,000 OFFERING OF FLOW THROUGH UNITS

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<b>Issuer:</b>	Electro Metals and Mining Inc. (the “ <b>Company</b> ”), a federally incorporated company. Upon closing shares to be immediately exchanged and listed on the TSXV under the symbol EMC and corporate name Electro Metals Corp.
<b>Offering:</b>	Non - brokered private placement of Flow Through Units (the “ <b>Offering</b> ”) as part of a Concurrent Financing to complete the amalgamation by way of a reverse take-over (“ <b>RTO</b> ”) of BWR, and list the shares of the resulting issuer on the TSXV Exchange.
<b>Type of Offering:</b>	Private Placement of a minimum 6,153,846 up to 8,653,846 Flow Through Units (each a “ <b>FT Unit</b> ”). Each Unit is comprised of one Flow Through common share (“ <b>FT Share</b> ”) and one half of one common share purchase warrant (each whole Common Share purchase warrant an “ <b>FT Warrant</b> ”).
<b>Offering Price:</b>	\$0.26 per Unit
<b>Amount:</b>	Minimum \$1,600,000 up to \$2,250,000
<b>Closing:</b>	On or about February 18, 2026 or such other date after receiving final regulatory approval to complete the RTO, but in any event no later than March 31, 2026
<b>Warrant Exercise:</b>	Each full FT Warrant will be exercisable into one Common Share at a price of \$0.35 per Common Share for a period of thirty – six months plus one day from the date on which the Common Shares are listed on the TSXV. A minimum of 3,076,923 and a maximum of 4,326,923 warrants will be issued.
<b>Use of Proceeds:</b>	For drilling, geophysics, geology, remote sensing programs at Magusi, drilling and geophysics at Vendome project, geophysics and geology programs at Little Stull Lake.
<b>Jurisdictions</b>	The Units will be offered and sold by way of private placement exemptions in all provinces of Canada.
<b>Eligibility</b>	This Offering is not suitable for RRSP’s or other registered plans. Purchasers may be eligible for additional provincial Tax Credits.
<b>Hold Period and Liquidity</b>	The Flow Through Common Shares and Common Share Purchase Warrants comprising the Units will be exchanged for shares of the resultant company, “ <b>Electro Metals Corp.</b> ” (stock symbol “EMC”) upon the closing of the Transaction and Concurrent Financing, and listed for trading on the TSXV, on or about February 18, 2026 or as soon after receiving Regulatory Approval and closing the Concurrent Financing, as is reasonably possible, but in any event no later than March 31, 2026.

Electro is also conducting a hard dollar Concurrent Financing to raise a minimum of \$1,600,000 through the offering of common share units.

**Finders' Fees** 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 \$0.35 per Common Share for a period of thirty six months from the date on which the Flow Through Common Shares are listed on the TSXV.

**Listing** Upon receiving final regulatory approval, Electro Metals Corp. shares will be issued and listed for trading on the TSXV under symbol EMC.V.