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These securities have not been registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or person in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document (the “Offering Document”) does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. person 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

January 21, 2026



**First Andes Silver Ltd.
(the “Company”)**

SUMMARY OF OFFERING

What are we offering?

Offering:	<p>The Company is offering up to 16,666,667 common shares of the Company (“Common Shares”) at a price of \$0.12 per Common Share (the “Offering Price”) for gross proceeds of up to \$2,000,000 (the “Offering”) pursuant to and in accordance with the listed issuer financing exemption under Section 5A.2 of National Instrument 45-106 – <i>Prospectus Exemptions</i>, as amended by Coordinate Blanket Order 45-935 – <i>Exemptions from Certain Conditions of the Listed Issuer Financing Exemption</i> (the “LIFE Exemption”).</p> <p>The Offering is not subject to a minimum or maximum amount.</p>
Closing Date:	<p>This Offering is expected to close within three (3) weeks of the date hereof or such other date as determined by the Company (the “Closing Date”), and the Offering may close in one or more tranches as determined by the Company.</p>
Exchange:	<p>The Common Shares are listed, traded or quoted on the TSX Venture Exchange (“TSXV”) under the trading symbol “FAS” and the OTC Markets Platform (the “OTC”) under the trading symbol “MSLVF”.</p>
Last Closing Price:	<p>The Closing price of the Common Shares on the TSXV on January 20, 2026 was \$0.22. The closing price of the Common Shares on the OTC on January 20, 2026 was US\$0.16.</p>

The Company is conducting a listed issuer financing under Section 5A.2 of National Instrument 45-106 – Prospectus Exemptions. In connection with this Offering, the Company 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 Coordinated Blanket Order 45-935 – *Exemption from Certain Conditions of the Listed Issuer Financing Exemption* (the “Order”) and is qualified to distribute securities in reliance on the exemptions included in the Order.
- The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months preceding the date of the news release announcing this Offering, will not exceed \$25,000,000.
- The Company will not close this Offering unless the Company reasonably believed 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 any other transaction for which the Company seeks security holder approval.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Offering Document contains “forward-looking information”. All information, other than information concerning historical fact, that addresses activities, events or developments that the Company believes, expects or anticipates will or may occur in the future including, without limitation, the Company’s expectations with respect to the completion of this Offering, the size of the Offering, the expected Closing Date, the use of the proceeds of the Offering, the use of available funds following completion of the Offering, fees and commissions payable in connection with the Offering, TSXV approval of the Offering, the Company’s expectations with respect to additional sources of funding, requirements for additional capital, the business objectives of the Company, anticipated timelines and costs, exploration expenditures, costs and timing of future exploration, development plans and work programs the Company intends to progress and complete, are forward-looking information.

Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative 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 involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, and competitive uncertainties; lack of production; limited operating history of the Company; the actual results of current exploration activities; ability to obtain licenses or permits; the legal obligations to consult and accommodate communities; proper title to its mineral projects; the Company may lose or abandon its interest in its mineral projects; ability to retain qualified personnel; the ability to obtain adequate financing for exploration and development; volatility of commodity prices; environmental risks of mining operations; accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses, as well as those risk factors discussed in the Company’s Management’s Discussion and Analysis (the “MD&A”) for the year ended February 28, 2025 and the interim period ended August 31, 2025, and the

Company's other publicly available filings, available under the Company's profile on the System for Electronic Data Analysis and Retrieval + ("SEDAR+") at www.sedarplus.ca.

Forward-looking statements are based on a number of material factors and assumptions, including the results of exploration and drilling activities, the availability and final receipt of required approvals, licenses and permits, that sufficient working capital is available to complete proposed exploration and drilling activities as well as economic and environmental studies, that contracted parties provide goods and/or services on the agreed time frames, the equipment necessary for exploration is available as scheduled and does not incur unforeseen break downs, that no labour shortages or delays are incurred and that no unusual geological or technical problems occur. While the Company considers these assumptions may be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in the Company's MD&A for the year ended February 28, 2025 and the interim period ended August 31, 2025, and the Company's other publicly available filings, available under the Company's profile on SEDAR+ at www.sedarplus.ca.

These forward-looking statements are made as of the date of this Offering Document and are based upon management's beliefs, estimates and opinions. The Company intends to discuss in its quarterly and annual reports referred to as the Company's MD&A documents any events and circumstances that occurred during the period to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this Offering Document. New factors emerge from time to time, and it is not possible for management to predict all of 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.

Readers are cautioned that the foregoing list of factors are not exhaustive. The forward-looking information contained in this Offering Document is expressly qualified by this cautionary statement. Except as required by applicable securities laws, the Company does not undertake any obligation to publicly update or revise the forward-looking information herein to reflect, among other things, new information or future events. Readers should also carefully consider the risk factors discussed under the heading "Risk Factors" in the Company's MD&A for the year ended February 28, 2025 and the interim period ended August 31, 2025, and the Company's other publicly available filings, available under the Company's profile on SEDAR+ at www.sedarplus.ca. Investors are cautioned against placing undue reliance on forward-looking statements.

QUALIFIED PERSON

The scientific and technical information contained in this Offering Document have been reviewed and approved by Colin Smith, P. Geo, CEO and director of the Company. Mr. Smith is a Qualified Person as defined by National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* ("NI 43-101") and is responsible for all scientific and technical information in this Offering Document. Mr. Smith is not independent due to his position as an officer and director of the Company.

CURRENCY

Unless otherwise indicated, all references to "\$", "C\$" or "dollars" in this Offering Document refer to Canadian dollars.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on March 6, 2008. The Company's business is focused on the exploration and development of high-grade silver projects in Peru.

The Company owns a 100% interest in its high-grade Santas Gloria silver property (the "Santas Gloria Property") located in a major mining district roughly 55 kilometres east of Lima, Peru. The Santas Gloria

Property is situated in a well-known intermediate sulphidation epithermal belt, and hosts over twelve (12) kilometres of multiphase veins mapped at surface which has never been historically drilled or explored by modern techniques before 2024.

Further information regarding the Company's mineral property, as well as the business and operations of the Company, can be found in the Company's MD&A and other filings available under the Company's profile on SEDAR+ at www.sedarplus.ca.

Recent Developments

The following is a brief summary of the recent developments involving or affecting the Company since the filing of its management's discussion and analysis dated October 28, 2025 for the six-month period ended August 31, 2025:

- On December 8, 2025, the Company announced it had completed its Phase 1 soil sampling program at the Santos Gloria Property. The program involved 1,037 soil samples covering over 6.5 kilometres of cumulative strike length and focused on the northern veins including Maribel, Paquita, Rosario, Eulalia, Kelly and several unnamed vein sets. Assays from the program remain pending.
- On December 9, 2025, the Company announced it had entered into an agreement to acquire three silver focused exploration license applications in New South Wales Australia. On January 20, 2026, the Company announced that the exploration licenses have been conditionally approved by NSW Resources. Closing is anticipated to occur in the second half of January 2026.
- On January 15, 2026, the Company announced it received the results from its Worldview-3 Data on the Santos Gloria Property, which identified a 1.3 kilometre by 2 kilometre alteration cell, coincident with several mapped but undrilled vein systems.

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 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's focus in 2026 will be to continue exploration and drilling at the Santos Gloria Property.

The Company intends to use the net proceeds of this Offering on: (i) its drilling program at the Santos Gloria Property; (ii) a detailed exploration program that includes a Phase II soil sampling program on the southern veins at the Santos Gloria Property, a channel sampling and geophysics at the Santos Gloria Property; and (iii) general working capital purposes.

See "*Use of Available Funds – How will we use the available funds?*" below for additional information in respect of the anticipated use of the available funds in respect of these business objectives and other anticipated uses of available funds.

USE OF AVAILABLE FUNDS

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

		Assuming 100% of the Offering
A	Amount to be raised by this Offering	\$2,000,000
B	Selling commission and fees ⁽¹⁾	\$140,000

C	Estimated offering costs (e.g., TSXV, legal, accounting and transfer agent fees)	\$61,550
D	Net proceeds of Offering: $D = A - (B + C)$	\$1,798,450
E	Working capital as at most recent month-end (deficiency) ⁽²⁾	\$50,000
F	Additional sources of funding	\$0
G	Total available funds: $G = D + E + F$	\$1,848,450

Notes:

- (1) The Company may pay finders' a cash fee equal to 7% of the gross proceeds of the Offering. See "Fees and Commissions" below for additional information.
- (2) The Company had a working capital of \$69,365 as at February 28, 2025. Changes in working capital are due to the Company completing a private placement financing for gross proceeds of \$1,317,000 in July 2025, which amount has been offset with expenditures incurred on the Company's exploration and development programs at its mineral properties since February 28, 2025.

How will we use the available funds?

Description of Intended Use of Available Funds Listed in Order of Priority	Assuming 100% of the Offering
Drilling Program at the Santos Gloria Property ⁽¹⁾	\$962,500
Soil and Channel Sampling and Geophysics Program at the Santos Gloria Property ⁽²⁾	\$200,000
Annual Concession Fees ⁽³⁾	\$65,000
General, administrative expenses and operating expenses over the next 12-months ⁽⁴⁾	\$550,000
Unallocated Working Capital	\$70,950
Total	\$1,848,450

Notes:

- (1) A drilling program consisting of 3,500 metres of diamond drilling at the Santos Gloria Property. Expected to commence in the second quarter of 2026 and complete in the third quarter of 2026.
- (2) A soil sampling program on the south veins, channel sampling program and geophysics study at the Santos Gloria Property. Expected to commence in the first quarter of 2026 and complete in the third quarter of 2026.
- (3) Comprised of annual Mining Good Standing Fees payable to the Peruvian Government for the Santos Gloria Property.
- (4) This amount includes salaries, consulting fees, office expenses, legal, accounting and audit fees, listing costs, and administrative costs of being a public company as well as its subsidiaries in Peru. The amount includes the following salaries and/or consulting fees paid to insiders of the Company: (i) \$7,500 per month to Colin Smith for his services as Chief Executive Officer of the Company; (ii) \$8,000 per month to Malaspina Consultants Inc., a company in which Matt Anderson is a shareholder and director, for accounting services of the Company; and (iii) \$2,500 per month to Promaco Limited, which is controlled by Ian Stalker, Chairman and director of the Company.

The above noted allocation of available funds and anticipated timing represents the Company's current intentions based upon its present plans and business conditions, which could change in the future as its plans and business conditions evolve. Although the Company intends to spend the net proceeds from this Offering and other available funds as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed to be 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 the "Cautionary Statement Regarding Forward-Looking Information" section above.

The most recent audited annual financial statements and interim financial statements of the Company include a going concern note. As the Company is in the exploration stage, the Company's ability to continue as a going concern and funds its exploration and development activity is dependent on the Company being able to draw down its current cash, maintain cost control measures and raise additional capital. The ability to continue as a going concern remains dependent on the Company's capacity to obtain the additional financing necessary to continue to fund its mineral properties, the realization of future profitable production, proceeds from the disposition of its mineral interests, and/or other sources. The Offering is intended to permit the Company to continue to explore its properties and conduct other activities as noted above, and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

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

In July 2025, the Company completed a private placement financing of 13,710,000 units at a price of \$0.10 per unit for gross proceeds of \$1,370,000. The proceeds of the July 2025 Financing were used as follows:

Disclosed Net Use of Proceeds	Actual Net Use of Proceeds
Expand and complete the drill program at the Santos Gloria Property and soil sampling program at Santos Gloria Property.	\$800,000
General working capital purposes	\$430,000 incurred as at December 31, 2025 and approximately \$140,000 to be incurred for general working capital purposes after December 31, 2025.

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 will engage registered dealers or finders in connection with the Offering. The Company anticipates it may pay a cash fee equal to 7% of the gross proceeds of the Offering and issue finders share purchase warrants equal to 7% of the Units subscribed by purchasers introduced to the Company. Each finder warrant will be exercisable at \$0.12 per share for a period of 2 years from the date of issue.

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.

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 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 advisor.

ADDITIONAL INFORMATION

Prospective investors and security holders of the Company can access the Company's continuous disclosure filings under the Company's profile at SEDAR+ at www.sedarplus.ca.

For further information regarding the Company, visit the Company's website at <https://firstandes.com/>.

Prospective investors should read this Offering Document and consult with their own professional advisors to assess the tax, legal, risk factors and other aspects of their investment in Units.

CERTIFICATE OF THE COMPANY

This Offering Document, together with any document filed under Canadian securities legislation on or after January 21, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated: January 21, 2026

FIRST ANDES SILVER LTD.

By: "Colin Smith"
Colin Smith
Chief Executive Officer

By: "Matthew Anderson"
Matthew Anderson
Chief Financial Officer