OFFERING DOCUMENT

No securities regulatory authority or regulator has assessed, reviewed or approved the merits of these securities or reviewed this offering document. Any representation to the contrary is an offence. This is a risky investment.

The forecasts and predictions of an early-stage business are difficult to objectively analyze or confirm. Forward-looking statements represent the opinion of the issuer only and may not prove to be reasonable.

THE ISSUER

Full legal name:	Arizona Strip Energy Corp.
Head office address:	503 – 905 West Pender Street Vancouver, BC V6C 1L6
Telephone:	604-363-2894
Email address:	gianluca@lucriscapitalcorp.com
Website URL:	None

Company Contact Person

Full legal name:	Gianluca Ciampi
Position held with the issuer:	Chief Executive Officer and Director
Business address:	503 – 905 West Pender Street Vancouver, BC V6C 1L6
Business telephone:	604-363-2894
Email address:	gianluca@lucriscapitalcorp.com

ISSUER'S BUSINESS

Arizona Strip Energy Corp. ("**Arizona Strip**" or the "**Issuer**") is involved in the exploration and development of mineral properties. Pursuant to an option agreement (the "**Option Agreement**") entered into between Arizona Strip and an optionor, Arizona Strip holds the sole and exclusive option to acquire a 100% interest, subject to a 2% net smelter returns royalty (of which 1% may be repurchased at any time prior to, or within 90 days of, the commencement of commercial production), in six unpatented lode mining claims comprising approximately 50.2 hectares, which are located in Mohave County, Arizona (the "**JD Property**"). In order to exercise the option, Arizona Strip must: (i) incur a total of $1,850,000 in exploration expenditures on the JD Property over a period ending December 31, 2029; (ii) issue a total of 2,600,000 common shares to the optionor over the same period; and (iii) make aggregate cash payments of $310,000 to the optionor over the same period. Arizona Strip has a firm commitment to complete $100,000 of exploration expenditure by the earlier of the completion of a listing on a recognized North American stock exchange or December 31, 2026. Upon exercise of the option, an advanced annual royalty of $10,000 per year is payable to the optionor commencing on January 1, 2030, which payments are deductible from future net smelter returns royalty payments.

What are the key details about the issuer's industry and operations? What makes the issuer's business special and different from other competitors in the industry?

Arizona Strip is involved in the mineral property acquisition and exploration business, with a focus on uranium. It currently holds an option to acquire a 100% interest, subject to a 2% net smelter returns royalty (of which 1% may be repurchased), in the JD Property.

Arizona Strip will attempt to differentiate its business from its competitors by relying on the mineral exploration and capital markets experience of its directors and officers to acquire interests in mineral properties with the potential to possess economic mineralization and conduct exploration on those properties.

What milestones has the issuer already reached and what do they hope to achieve in the next two years? What is the proposed timeline for achieving each of the milestones?

Achieved Milestones

Since its incorporation on March 31, 2026, Arizona Strip has completed several financings and entered into the Option Agreement to progress its mineral exploration business.

On July 8, 2026, Arizona Strip completed a non-brokered private placement of 8,000,000 units at a price of $0.05 per unit for aggregate gross proceeds of $400,000. Each unit consisted of one common share and one share purchase warrant, with each warrant entitling the holder to purchase one additional common share at a price of $0.10 for a period of five years from the date of issuance.

On August 4, 2026, Arizona Strip completed a further non-brokered private placement of 700,000 units at a price of $0.05 per unit for aggregate gross proceeds of $35,000. Each unit consisted of one common share and one share purchase warrant, with each warrant entitling the holder to purchase one additional common share at a price of $0.10 for a period of five years from the date of issuance.

Arizona Strip has entered into the Option Agreement pursuant to which it holds an option to acquire a 100% interest, subject to a 2% net smelter returns royalty, in the JD Property, and has made the initial cash payment and share issuance due thereunder. Arizona Strip intends to conduct an initial phase of exploration on the JD Property consisting of an airborne geophysical survey.

Proposed Milestones

In the next two years, Arizona Strip intends to complete additional phases of exploration on the JD Property consisting primarily of geophysical surveys and geochemical sampling, and to file a prospectus and apply to list its common shares on the TSX Venture Exchange. Subject to positive results and obtaining the necessary financing, Arizona Strip intends to conduct a follow-up exploration program consisting of drilling. All exploration activities and milestones are subject to the recommendations contained in the technical report to be prepared by an independent qualified person, and are therefore subject to change.

The proposed timeline for achieving these milestones is to complete the initial phase of exploration on the JD Property during the fourth quarter of 2026 and to complete a follow-up exploration program in 2027, subject in each case to the recommendations contained in the technical report.

What are the major hurdles that the issuer expects to face in achieving its milestones?

Arizona Strip expects to face the following major hurdles: (i) raising sufficient capital to fund its intended exploration program and satisfy its obligations under the Option Agreement; (ii) meeting the TSX Venture Exchange's requirements for initial listing as a tie2 mining issuer and obtaining a receipt for a final prospectus from the British Columbia Securities Commission; (iii) retaining qualified personnel to conduct exploration and interpret results on the JD Property; and (iv) obtaining the necessary permits and approvals from United States federal and Arizona state authorities to carry out exploration activities. Adverse weather and access conditions may also cause delays to the exploration timeline.

How are the funds raised from this financing expected to help the issuer advance its business and achieve one or more of the milestones?

Arizona Strip intends to principally use the funds raised from this financing to fund exploration expenditures on the JD Property, as contemplated by the Option Agreement, and to cover costs associated with its proposed listing on the TSX Venture Exchange. There is no assurance that the proceeds of this financing will be sufficient to cover all anticipated costs. In the event that the proceeds are insufficient, Arizona Strip will be required to raise additional funds, and there is no assurance that such additional financing will be available on acceptable terms, or at all.

Has the issuer entered any contracts that are important to its business?

Arizona Strip has entered into the Option Agreement pursuant to which it holds an option to acquire a 100% interest, subject to a 2% net smelter returns royalty, in the JD Property. The Option Agreement is integral to the Issuer's business.

Has the issuer conducted any operations yet?

Arizona Strip has acquired an option to earn a 100% interest in the JD Property pursuant to the Option Agreement and intends to conduct an initial phase of exploration on the property consisting of an airborne geophysical survey. Arizona Strip has not conducted any exploration on the JD Property to date and intends to retain an independent qualified person to prepare a technical report on the JD Property that includes recommendations for future exploration.

Where does the issuer see its business in 3, 5, and 10 years?

Subject to obtaining additional financing, Arizona Strip intends to conduct successive exploration and development programs on the JD Property until it determines whether or not the property contains economic quantities of mineralization. Additionally, Arizona Strip will consider acquiring interests in other mineral properties and similarly explore those properties for commercial mineralization. Arizona Strip anticipates that this business process will be ongoing and that its business objectives will be similar within the timeframe of three, five, and ten years.

What are the issuer's future plans and hopes for its business and how does it plan to get there?

Arizona Strip's future plans for its business are to conduct successive exploration and development programs on the JD Property until it determines whether or not the property contains economic quantities of mineralization, and to complete a listing of its common shares on the TSX Venture Exchange. Additionally, Arizona Strip intends to identify and acquire interests in other mineral properties and similarly explore those properties for commercial mineralization.

In order to achieve these future plans, Arizona Strip must raise sufficient capital in order to conduct mineral property exploration and acquire additional interests in other mineral properties. As well, Arizona Strip must rely on the experience of its directors and independent contractors that the company retains in order to identify and assess the potential for mineral properties to host economic mineralization.

What is the issuer's management experience in running a business or in the same industry?

Gianluca Ciampi, the issuer's Chief Executive Officer and a director of Arizona Strip, is also the Chief Executive Officer of Napoleon Resources Inc. and a director of River Road Resources Ltd. (TSXV: RRRL), a company engaged in the exploration of resource properties in Canada. Mr. Ciampi has served since May 2024 as an Associate at Lucris Capital Corporation, a Vancouver-based private investment firm specializing in structured investments in publicly traded and private companies, including those in the resource sector. Mr. Ciampi obtained a Bachelor of Commerce degree from the Peter B. Gustavson School of Business at the University of Victoria.

Elizabeth Richards, the Chief Financial Officer and Corporate Secretary of Arizona Strip, is a Chartered Professional Accountant with over 20 years of experience in senior financial leadership and public company reporting. Ms. Richards has served as Chief Financial Officer and Corporate Secretary of J4 Ventures Resources Corp. since January 2026, and has previously served as Chief

Financial Officer of Origen Resources Inc., New World Resources Ltd. and Explorex Resources Inc. She has acted as an IFRS consultant to companies across a range of industries since January 2018. Ms. Richards was with Davidson & Company Chartered Professional Accountants LLP from 2005 to 2017, latterly as a Principal, where she led assurance and advisory engagements for public and private companies and acted as a technical accounting specialist across IFRS, U.S. GAAP and Canadian accounting standards. Ms. Richards obtained a Bachelor of Business Administration in Accounting from Kwantlen University College in 2004 and received her Chartered Accountant designation in 2008 after articling with Davidson & Company LLP.

Does the issuer have business premises from which it can operate its business?

Arizona Strip has an office in Vancouver, British Columbia at 503 – 905 West Pender Street Vancouver, BC V6C 1L6 from which it can manage business operations.

How many employees does the issuer have? How many does it need?

Arizona Strip does not have any employees. It retains consultants as independent contractors on an as-needed basis and accordingly does not require any part-time or full-time employees.

Legal Structure

Arizona Strip is a corporation formed pursuant to the laws of British Columbia.

Articles of Incorporation

The issuer's articles of incorporation are available for review at its registered and records office located at 1055 West Georgia Street, P.O. Box 11117, 1500 Royal Centre, Vancouver, British Columbia V6E 4N7.

Operations

The issuer:

☐ has never conducted operations

☒ is in the development stage

☐ is currently conducting operations

Financial Statements

The issuer does not have financial statements available.

Securities Outstanding

As of the date of this offering document, Arizona Strip has 10,250,000 common shares issued and outstanding.

In addition, Arizona Strip has issued a total of 9,000,000 share purchase warrants. Each warrant entitles the holder to purchase one additional common share of the issuer at a price of $0.10. Of these warrants, 8,000,000 are exercisable at any time on or before July 8, 2031 and 1,000,000 are exercisable at any time on or before August 4, 2031.

MANAGEMENT

Full legal name, municipality of residence, and position at issuer	**Principal occupation for the last five years**	**Expertise, education, and experience that is relevant to the issuer's business**	**Number and type of securities of the issuer owned**	**Date securities were acquired and price paid for the securities**	**Percentage of the issuer's securities held as of the date of this offering document**
Gianluca Ciampi Vancouver, B.C. Chief Executive Officer and Director	Chief Executive Officer of Napoleon Resources Inc.; Associate at Lucris Capital Corporation	Director of River Road Resources Ltd. (TSXV: RRRL); Bachelor of Commerce, Peter B. Gustavson School of Business, University of Victoria	550,000 common shares 200,000 warrants	350,000 shares — Date: June 8, 2026; Price: $0.01 200,000 units — Date: August 4, 2026; deemed price $0.05, issued for services	5.37% of common shares
Elizabeth Richards North Vancouver, B.C. Chief Financial Officer, Secretary	Chief Financial Officer of public resource companies; IFRS consultant	Chartered Professional Accountant (CPA, CA, 2008); Chief Financial Officer and Corporate Secretary of J4 Ventures Resources Corp. (TSXV); Bachelor of Business Administration in Accounting, Kwantlen University College, 2004	250,000 common shares 100,000 warrants	150,000 shares — Date: June 8, 2026; Price: $0.01 100,000 units — Date: August 4, 2026; deemed price $0.05, issued for services	2.44% of common shares

Full legal name, municipality of residence, and position at issuer	**Principal occupation for the last five years**	**Expertise, education, and experience that is relevant to the issuer's business**	**Number and type of securities of the issuer owned**	**Date securities were acquired and price paid for the securities**	**Percentage of the issuer's securities held as of the date of this offering document**
Tim Henneberry Mill Bay, B.C. Director	Professional geoscientist; director and officer of public mineral exploration companies	Professional geoscientist (P.Geo.) registered in British Columbia; director of Grit Metals Corp. (TSXV), iMetal Resources Inc. (TSXV), J4 Ventures Resources Corp. (TSXV), Miravalles Gold Corp. (CSE), Questcorp Mining Inc. (CSE), River Road Resources Ltd. (TSXV), Radiant Uranium Corp. (CSE), Tana Resources Corp. (CSE) and Treviso Capital Corp. (TSXV); Bachelor of Science in Geology, Dalhousie University, 1980	250,000 common shares, held through Mammoth Geological Ltd. 100,000 warrants	150,000 shares — Date: June 8, 2026; Price: $0.01 100,000 units — Date: August 4, 2026; Price: $0.05	2.44% of common shares
Charles Chandler North Vancouver, B.C. Director	Director, Mortgage Origination, Canada ICI Capital Corporation; previously Associate, KingSett Capital	CFA charterholder (2018); Bachelor of Commerce in Finance, UBC Sauder School of Business, 2012; Diploma in Accounting, UBC Sauder School of Business, 2014	200,000 common shares 50,000 warrants	150,000 shares — Date: June 8, 2026; Price: $0.01 50,000 units — Date: August 4, 2026; Price: $0.05	1.95% of common shares
Kevin Smith North Vancouver, B.C. Director	Chief Financial Officer, Aspen One; previously President, Northland Living	Director of Diversified Royalty Corp. (TSX: DIV); former Executive Vice President and Chief Financial Officer of Whistler Blackcomb Holdings Inc., which he led through its initial public offering on the Toronto Stock Exchange; BSc, University of British Columbia, 1993), FCPA, FC (CPABC)	200,000 common shares 50,000 warrants	150,000 shares — Date: June 8, 2026; Price: $0.01 50,000 units — Date: August 4, 2026; Price: $0.05	1.95% of common shares

Cease Trade Orders and Penalties

Mr. Ciampi, Ms. Richards, Mr. Henneberry, Mr. Chandler and Mr. Smith have never:

a) pleaded guilty to or been found guilty of:

i. a summary conviction or indictable offence under the Criminal Code,

ii. a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction,

iii. a misdemeanor or felony under the criminal legislation of the United States of America, or any state or territory therein, or

iv. an offence under the criminal legislation of any other foreign jurisdiction,

b) been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by, or has entered into a settlement agreement with, a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last 10 years related to:

i. the person's involvement in any securities, insurance or banking activity, or

ii. a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of similar conduct,

a) been the subject of an order, judgment, decree, sanction or administrative penalty imposed by a discipline committee, professional order or administrative court of Canada or a foreign jurisdiction in the last ten years related to any professional misconduct,

b) been the subject of a bankruptcy or insolvency proceeding, or

c) been a director, officer, founder or control person of a person or company that is or has been subject to a proceeding described in paragraph (a), (b), (c) or (d) above.

CROWDFUNDING DISTRIBUTION

Name of the funding portal the issuer is using to conduct its start-up crowdfunding distribution:

Stockosaurus Crowdfunding Inc.

Jurisdictions (Canadian province or territory) where the issuer intends to raise funds and make this offering document available:

☒ Alberta ☐ Newfoundland and Labrador ☒ Ontario

☒ British Columbia ☐ Prince Edward Island ☐ Manitoba

☐ Northwest Territories ☐ Québec ☐ New Brunswick

☐ Nova Scotia ☐ Saskatchewan ☐ Nunavut

☐ Yukon

The date before which the issuer must have raised the minimum offering amount for the closing of the distribution (no later than 90 days after the date this offering document is made available on the funding portal):

December , 2026

The date(s) and description of any amendment(s) made to this offering document, if any:

N/A

Type of eligible securities offered:

☐ Common shares

☐ Non-convertible preference shares

☒ Securities convertible into common shares

☐ Securities convertible into non-convertible preference shares

☐ Non-convertible debt linked to a fixed interest rate

☐ Non-convertible debt linked to a floating interest rate

☐ Limited partnership units

☐ Shares in the capital of an association. Specify type of shares: _______________

The securities offered have the following rights, restrictions, and conditions:

☐ voting rights;

☐ dividends or interests

☐ rights on dissolution;

☒ conversion rights – convertible into common shares;

☐ tag-along rights;

☐ drag-along rights;

☐ pre-emptive rights;

☐ other (describe the rights).

Arizona Strip is offering special warrants (the "**Special Warrants**") at a price of $0.10 per Special Warrant. Each Special Warrant is shall automatically exercise into one common share of Arizona Strip for no additional consideration, as further described herein. The Special Warrants will be deemed to be exercised on the earlier of: (i) the third business day after the date on which a receipt is issued for the final prospectus of Arizona Strip qualifying the distribution of the common shares issuable upon exercise of the Special Warrants; (ii) four (4) months and one (1) day from the date of issuance.

While the Special Warrants do not carry any voting rights, rights to receive dividends, or rights on dissolution, once the Special Warrants are exercised into common shares, the holders of those common shares will be entitled to the same rights as all other common shareholders.

The holders of common shares are entitled to receive notice of and attend all meetings of the shareholders of Arizona Strip and are entitled to one vote in respect of each common share held at such meetings. In the event of liquidation, dissolution or winding-up of Arizona Strip, the holders of common shares are entitled to share, on a pro rata basis, in the remaining assets of Arizona Strip, subject to the rights of holders of any shares ranking in priority to the common shares.

Summary of other material restrictions or conditions that attach to the eligible securities being offered, such as tag-along, drag along or pre-emptive rights.

N/A

Offering

	Total Amount ($)	**Total number of securities issuable**
Minimum offering amount	$50,000	500,000
Maximum offering amount	$100,000	1,000,000
Price per security	$0.10	

Minimum investment amount per purchaser: $250

Maximum investment amount per purchaser: $500

The offering will end upon the earlier of the maximum offering amount being raised or 200 people subscribing for the special warrants.

Note: The minimum offering amount stated in this offering document may be satisfied with funds that are unconditionally available to Arizona Strip that are raised using other prospectus exemptions.

USE OF FUNDS

Funds previously raised: $444,500

How the issuer raised funds:

Arizona Strip raised these funds through the sale of its securities in a series of private placement transactions.

The prospectus exemption that the issuer relied on to issue those securities:

National Instrument 45-106, Section 2.4 (private issuer exemption).

How the issuer used those funds:

Arizona Strip used $30,000 of funds raised in order to make a cash payment pursuant to the option agreement concerning the JD Property. Other than bank fees, the issuer still retains the balance of funds it has raised.

Intended Use of Proceeds

Description of intended use of funds listed in order of priority	Assuming minimum offering amount	Assuming maximum offering amount
General working capital	$7,500	$15,000
Crowdfunding portal fees	$2,500	$5,000
Prospectus filing costs	$15,000	$25,000
Mineral property exploration	$25,000	$55,000

PREVIOUS CROWDFUNDING DISTRIBUTIONS

Neither Arizona Strip nor its founders, directors, officers, and control persons, have been involved in a previous crowdfunding distribution.

COMPENSATION PAID TO FUNDING PORTAL

Arizona Strip will pay the following compensation to Stockosaurus Crowdfunding Inc., the crowdfunding portal involved in this distribution:

a) A commission of 5% of the gross funds raised pursuant to the offering, provided that the minimum offering amount of $50,000 is reached; and

b) 100,000 Special Warrants.

RISK FACTORS

An investment in the securities of Arizona Strip should be considered highly speculative and investors may incur a loss on their investment. In particular, investors should be aware of the following risks:

a) Arizona Strip has no history of earnings, no confirmed mineral reserves, and has generated negative cash flows from operations since inception. There is no assurance that Arizona Strip will ever achieve profitability or generate positive operating cash flow, and Arizona Strip cannot predict when, if ever, it will do so.

b) Resource exploration is a speculative business characterized by a number of significant risks, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. Unexpected geological conditions, equipment failures, environmental hazards, and other operational risks inherent in mineral exploration and mining could result in damage to equipment, harm to the environment, personal injury, and adverse impacts on Arizona Strip's financial results.

c) If Arizona Strip loses its interest in the JD Property, including as a result of its failure to satisfy its obligations under the option agreement, there is no assurance that it will be able to acquire another mineral property of merit. The JD Property is in the exploration stage only and is without a known body of commercial ore.

d) Arizona Strip and its assets may become subject to risks that are not insurable or for which insurance is not reasonably available, including environmental hazards, accidents, geological events, and other risks inherent in mineral exploration activities. Should any such uninsured event occur, Arizona Strip could incur significant losses that would have a material adverse effect on its financial condition and results of operations.

e) Arizona Strip's future operations may require permits and licences which may not be granted or may be subject to conditions that restrict operations. Arizona Strip's operations are subject to evolving and increasingly stringent environmental laws and regulations, and failure to obtain or maintain required permits and licences could curtail or halt Arizona Strip's exploration and development activities.

f) Arizona Strip may issue additional securities in the future to fund its operations and development activities, which will dilute the ownership and voting interests of existing shareholders and may reduce earnings per share and the market price of Arizona Strip's securities.

g) Environmental laws and regulations may affect the operations of Arizona Strip.

h) Arizona Strip does not maintain key person insurance on any of its directors or officers. Arizona Strip is highly dependent on a small number of senior management personnel, and the departure of any such individual could materially harm Arizona Strip's business. In addition, Arizona Strip may be unable to attract and retain the qualified personnel necessary to support business growth in a competitive labour market.

i) The JD Property is located in the United States and is held through unpatented lode mining claims on federal land administered by the Bureau of Land Management. Unpatented mining claims are subject to inherent title uncertainty, ongoing maintenance requirements, and challenges by third parties or by the federal government. Title to the JD Property may also be subject to unregistered encumbrances, undetected defects, or the absence of formal surveys. Mineral exploration in northern Arizona has historically been affected by federal land management decisions, including mineral withdrawal orders. There is no assurance of Arizona Strip's title to the JD Property.

j) The JD Property may in the future be the subject of claims by the underlying property owners.

k) Arizona Strip's failure to keep its property interest in good standing, including by satisfying its obligations under the option agreement, could result in the partial or total loss of Arizona Strip's interest in the JD Property.

l) The economic viability of any of Arizona Strip's exploration projects, including the JD Property, cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices. Metal prices, including the price of uranium, are subject to volatile fluctuations driven by global economic, political, and market factors beyond Arizona Strip's control. A decline in the price of uranium or other metals could render the JD Property uneconomic and negatively impact Arizona Strip's future revenue and operations.

m) Current and continuing inflationary economic conditions could reduce the purchasing power of Arizona Strip's cash holdings, which would have an adverse impact on its financial condition.

n) Arizona Strip competes with other companies, many of which have greater financial resources and technical facilities, for the acquisition of mineral properties, claims, leases, and other interests, as well as for the recruitment and retention of qualified personnel. Such competition may limit Arizona Strip's ability to acquire suitable properties and develop its business.

o) Arizona Strip is currently largely dependent on the performance of its directors and officers and there is no assurance Arizona Strip can maintain their services.

p) Arizona Strip will require additional equity or debt financing to fund its ongoing operations and exploration activities. There is no assurance that such financing will be available on terms acceptable to Arizona Strip, or at all. Failure to obtain additional financing could limit Arizona Strip's growth and have a material adverse effect on its financial condition.

q) There is currently no market for Arizona Strip's securities and there can be no assurance that an active, liquid and orderly trading market for its securities will develop or be sustained. Once listed, the market price of Arizona Strip's securities may be highly volatile due to factors unrelated to Arizona Strip's operating performance, including general market conditions, geopolitical events, and changes in investor sentiment. In recent years, the price of publicly traded securities has fluctuated widely.

r) Arizona Strip's directors and officers are engaged, and will continue to be engaged, in the search for additional business opportunities on behalf of other corporations, and situations may arise where such directors and officers will be in direct competition with Arizona Strip. Such outside business interests may compete with or divert attention from Arizona Strip's affairs.

s) Arizona Strip's ability to continue as a going concern is dependent upon its ability to generate positive cash flow from operations or to secure additional financing. There is no assurance that either will be achieved, and failure to do so could result in Arizona Strip being unable to continue operations.

t) Material weaknesses in Arizona Strip's internal controls over financial reporting could lead to financial misstatements, reporting failures, and an adverse effect on the market price of Arizona Strip's securities.

u) Essential exploration equipment and qualified operators may not be available to Arizona Strip on a timely or cost-effective basis, which could cause delays to Arizona Strip's exploration programs and adversely affect its results of operations.

v) Adequate roads, power, water supply, and other infrastructure are critical to Arizona Strip's operations at the JD Property. Disruptions to infrastructure could adversely affect Arizona Strip's costs and results of operations.

w) Changing climate conditions and increasingly stringent regulations may increase Arizona Strip's operating costs, disrupt exploration activities, and harm Arizona Strip's reputation and financial condition.

x) Management of Arizona Strip has broad discretion over the application of available funds, and shareholders may not agree with how those funds are allocated. There is no assurance that the funds will be applied in a manner that enhances shareholder value.

We do not currently have the financial resources to pay dividends to investors. There is no assurance that we will ever have the financial resources to do so.

REPORTING OBLIGATIONS

Arizona Strip is not a reporting issuer in any jurisdiction and, after the closing of the distribution, does not intend to provide purchasers with any disclosure of information other than as required under the Business Corporations Act (British Columbia).

Under the Business Corporations Act (British Columbia), Arizona Strip must provide annual financial statements to its shareholders and an information circular and proxy statements in connection with each Annual General Meeting. Note, however, that any special warrants acquired pursuant to this offering must be exercised in order for a purchaser to be considered a shareholder.

RESALE RESTRICTIONS

The securities you are purchasing are subject to resale restrictions. You might never be able to resell the securities.

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 cancel your agreement with Arizona Strip to buy these securities, or

(b) to damages against Arizona Strip and may, in certain jurisdictions, have the 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.

Two-day Cancellation Right

You may cancel your agreement to purchase these securities. To do so, you must send a notice to the funding portal not later than midnight on the second business day after you enter into the agreement. If there is an amendment to this offering document, you can cancel your agreement to purchase these securities by sending a notice to the funding portal not later than midnight on the second business day after the funding portal provides you notice of the amendment.

DATE AND CERTIFICATE

This offering document does not contain a misrepresentation. I acknowledge that I am signing this offering document electronically and agree that this is the legal equivalent of my handwritten signature.

Signed by:

Gianluca Ciampi

BA0A8AB9F6054EE...

Gianluca Ciampi
Chief Executive Officer and Director
ARIZONA STRIP ENERGY CORP.

Dated: 9/1/2026