

GEMXX CORPORATION

Mining and Processing Facility Expansion Project

Investor Presentation

GLX



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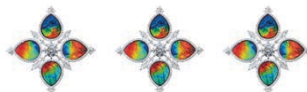
CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements in this offering memorandum constitute forward-looking statements. Forward-looking statements relate to expectations, beliefs, projections, future and strategies, anticipated events or trends and similar matters that are not historical facts. In some cases, you can identify forward-looking statements by terms such as "anticipate", "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "should," "will" and "would" or the negatives of these terms or other comparable terminology.

You should not place undue reliance on forward looking statements. The cautionary statements set forth in this offering memorandum, including in "Risk Factors" and elsewhere, identify important factors which you should consider in evaluating our forward-looking statements. These factors include, among other things:

- Our ability to effectively execute our business plan, including without limitation our ability to fully develop our marketing, tenders and requests for proposals, property due diligence, business model, products and service offerings, and respond to the highly competitive and rapidly evolving marketplace and regulatory environment in which we intend to operate.
- Our ability to manage our research, development, expansion, growth and operating expenses.
- Our ability to evaluate and measure our business, prospects and performance metrics, and our ability to differentiate our business model and service offerings.
- Our ability to respond and adapt to changes in commodity supply and demand fluctuations, regulations changing in the municipal jurisdictions that affect our core property development, and technology, transactions that have secondary and tertiary mandates; and
- Our ability to develop, maintain and enhance a strong brand.

Although the forward-looking statements in this offering memorandum are based on our beliefs, assumptions, and expectations, considering all information currently available to us, we cannot guarantee future transactions, results, performance, achievements, or outcomes. No assurance can be made to any investor by anyone that the expectations reflected in our forward-looking statements will be attained, or that deviations from them will not be material and adverse. We undertake no obligation, other than as may be required by law, to re-issue this offering memorandum or otherwise make public statements updating our forward-looking statements.



PROJECT INTRODUCTION

GEMXX Corp. (GEMZ) is expanding its operations and looking for investors to support **a new world class commercial Ammolite mine** and the expansion of the Company's rough Ammolite processing facility used to prepare raw material for gemstone production, finish high end free form gemstones and beautiful Canadian Ammonite Fossils.

Adequate financing is crucial for any successful mining operation. Very few companies working in the mining sector, even those with producing assets, can finance their start-up capital, exploration, operating, and development with cash-flow generated solely by commodity sales because initial mining costs exceed initial revenue while scaling the operation.

IMPORTANT: GEMXX has posted strong revenue for four consecutive quarters.



Ammolite is a rare, precious gemstone only found in one place in the world.

A RARE GEMSTONE

Working with one of the rarest gemstones on the planet, the Company owns the lease rights to a substantial reserve of gemstone-bearing land in southern Alberta, Canada, the only region it is found.

GEMXX is growing its operations and allowing investors to support **a new world class commercial Ammolite mine** and enlargement of the Ammolite processing facility. To facilitate this expansion the SEC has qualified the Company's Form 1-A Offering Statement to raise \$6,000,000 at \$0.40 per share.

A UNIQUE OPPORTUNITY - RARE GEMS

GEMXX Corp. (GEMZ) is a mine-to-market gemstone and jewelry producer specializing in the extremely rare gemstone, Ammolite. The gem's value has increased more than 300% over the past 20 years and GEMXX has more than \$600M in Ammolite reserves, ready for market applications.

The Company has the capability to produce more top quality Ammolite than any other Ammolite producer. Working with world class gemstone cutters and jewelry designers, GEMXX is leading the Ammolite industry in new and exciting directions.

GEMXX currently trades on the USA OTC exchange under the trading symbol "GEMZ".

Aspirational Management - GEMXX's management team has deep expertise in their field with world-class knowledge of Ammolite, Ammolite cutting, jewelry manufacturing and distribution.

Strong YoY Financials - For the year ending March 31, 2022, GEMXX revenues have increased 170% year over year, while assets increased to \$19,215,841. *In addition, the company has no long-term debt.*

Operating with an Appreciating Asset - Ammolite, a rare, opal-like gemstone is the backbone of the company, and its value tends to appreciate. The value seeing more than 300% increase over 20 years.

"We look forward to completing audits which will allow the company to be quoted on the OTCQX and then up list to Nasdaq."

Jay Maull, CEO of GEMXX Corporation

PROJECT RESOURCE

On top of the 800 acres already in the Company's resource portfolio, GEMXX recently acquired an additional 217 acres of gem-bearing property in Alberta, Canada. The Southern Blocks are two high grade, low-cost, long-life assets.

To date, three core samples have been drilled on the southern properties, proving the existence of two gem-bearing shale formations. The initial core samples coupled with management's intimate knowledge of historic mines on adjacent properties, give confidence this site may be one of the best Ammolite mines in the world.

Development of the Southern Blocks will provide GEMXX with a platform for growth in new, plus established markets, allowing the Company to keep up with the global demand for its products. This site alone gives GEMXX the potential to become a significant Ammolite producer of scale with an estimated 50 years of production.

GEMXX MINING EXPERIENCE



The GEMXX management team has mined Ammolite gemstone for over 30 years, using techniques that have been perfected over time to ensure the safe, efficient recovery of the precious gemstone while maintaining environmental stewardship every step of the way.

Mining is where the Company focuses many of its proudest ESG efforts, applying safe, efficient, and sustainable practices always considering environmental responsibility.

IMPORTANT - The Company plans to mine twice as much material as needed to satisfy growing customer demand. The reserve gemstone material will be audited and banked to allow for the commoditization of the resource.

A SHINY INVESTMENT



Acquisition - On top of the 800 acres already in the company's resource portfolio, GEMXX recently acquired leases for an additional 217 acres of gem-bearing property in Alberta, Canada. Mining is where the company focuses many of its proudest ESG efforts, applying safe, efficient, and sustainable practices.

Production - The Company produces 100% of its own products. Its five-year plan includes acquisitions for essential jewelry resources like gold and silver, granting greater control for reducing production costs.



Jewelry Design - GEMXX works with world-renowned jewelry designers to maximize opportunities for creating popular and extremely desirable jewelry.



Ammolite is a rare, precious gemstone only found in one place in the world.

WHAT IS AMMOLITE?

Exhibiting a kaleidoscopic display of exquisite colours, Ammolite is gemstone like black opal, made from the fossilized shells of the Ammonite. Ammolite is a rare gemstone that is organic in nature. Other gemstones that are biogenic are amber and pearl. The fossilized shells of Ammonites are primarily composed of aragonite which also produces iridescent pearls.

Although the gemstone does not have any industrial uses yet, research continues, and it's enjoyed around the world in fine jewelry and decorative pieces.

IMPORTANT: Ammolite was given the honor of official gemstone status in 1981 by the World Jewellery Confederation (CIBJO). It was in that same year commercial mining of Ammolite began.

Where is Ammolite found?

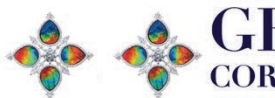
Gem quality Ammolite is **ONLY** found in the Bearpaw geological formation along the eastern slopes of the Rocky Mountains in Southern Alberta, Canada, making it one of the rarest gems on earth.

Ammolite Colors

Ammolite gemstone can have an infinite array of color combinations. Higher grades will have a distinct multi-color spectrum as vast as a rainbow, while lower grade gemstones will show less vibrant colors in a more limited range. Generally red/green is more common than blue or purple, but there are certain hues, like crimson or violet or gold that are very rare and in high demand.

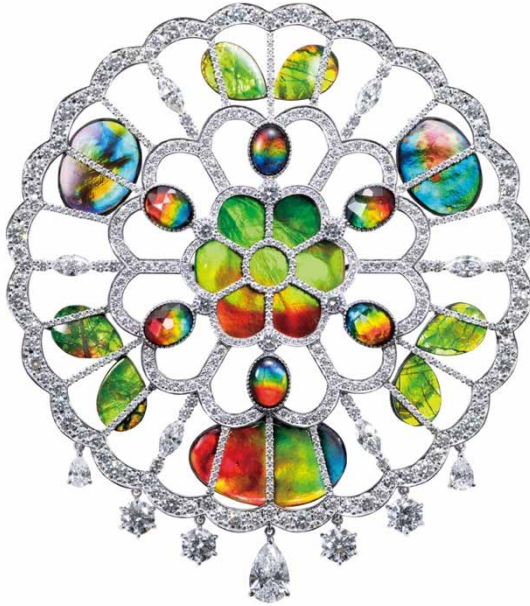
Metaphysical Properties

Ammolite is truly one of the rarest gems in the world. Being primarily composed of aragonite, it also includes silica, calcite, pyrite, and various other materials. The shell of Ammolite contains minerals such as aluminum, chromium, barium, copper, iron, manganese, magnesium, titanium, strontium, and vanadium. The natural hardness of Ammolite on the Mohs scale is between 3.5 to 4.0.



GIA

"Ammolite popularity has grown over the past decade, since renowned feng shui master Edward Kui Ming Li began extolling its virtues to his followers. Said to promote the flow of "chi" throughout the body, enhance well-being, and reduce toxins, Ammolite can exhibit up to seven colors—each said to bring a certain benefit, such as wealth, wisdom, health, growth, or energy. Feng shui practitioners call it the "seven-color prosperity stone." Jo Ellen Cole GIA November 26, 2013



CORPORATE GROWTH STRATEGY

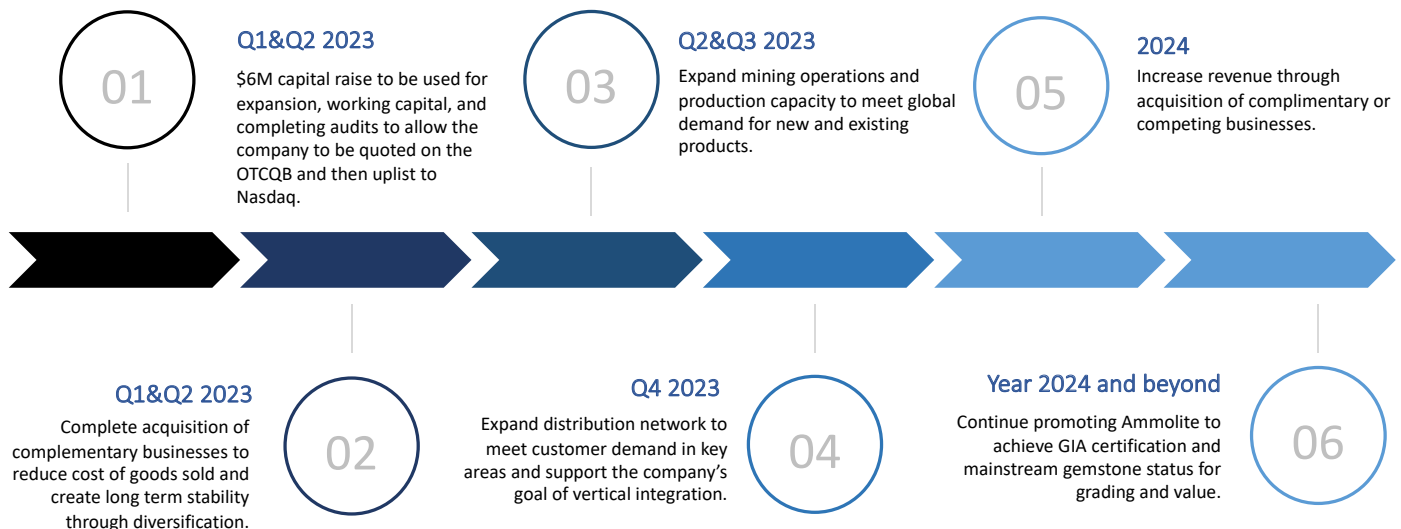
2022 was a building year for GEMXX, revenues and profit were reasonably strong, but management feels that an additional \$2M worth of sales could have been achieved if the mine on the Southern Blocks was in production. The Company had a defined set of objectives in 2022, including disrupting the industry and securing long term supply contracts with key client groups. These goals were achieved and GEMXX has a strong foothold in three of the world's top markets.

2023 (and beyond) the Company plans to utilize the management teams experience and foundation built in 2022 to achieve success, securing even greater sales in targeted markets. 2023 will be a growth and expansion year for the Company including full production of the new Ammolite mine on the company's Southern Blocks, plus the acquisition of a gold mine to reduce costs of goods while increasing profits.

LONG TERM GROWTH PLAN

GEMXX has an aggressive but achievable growth plan. The Company plans to grow its market share by expanding its supplier relationships to existing markets, opening new targeted markets and competitor acquisition. To satisfy the demand for its products, the Company must increase gemstone production by mining on its properties located in Southern Alberta, Canada.

MODELLED TIMELINE

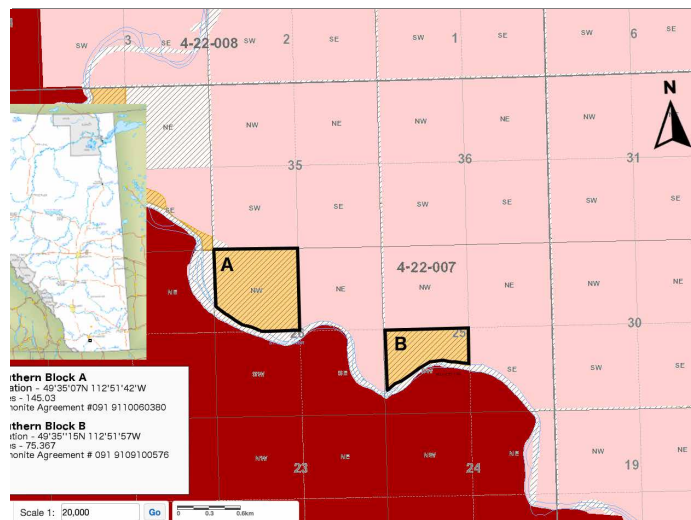


GEMXX Ammolite Mine Project

PROJECT SITE – Southern Blocks Alberta Bearpaw Formation

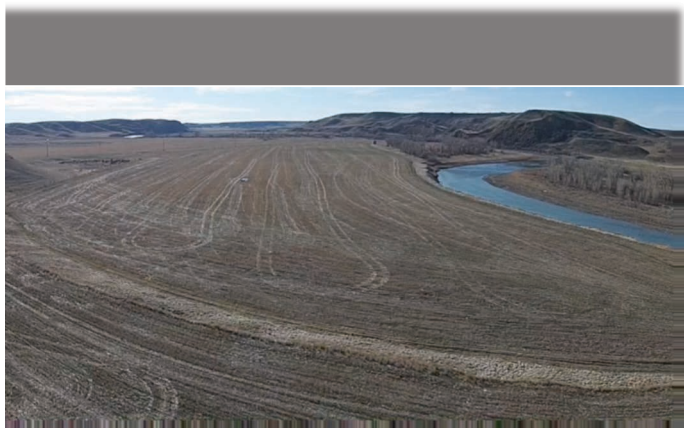
The 217 acres known as the Southern Blocks will be the site of the new mine. The Company has developed a Test Pit and Mining Plan to utilize this very lucrative resource.

Regarding exploration, the funds being raised will facilitate a National Instrument 43-101 on 'Southern Blocks', a technical report that will be completed by an independent third party that specializes in completing such reports. Testing will be based on requirements, industry standards and best practices. The cost to facilitate this report is included in Use of Proceeds Mining Budget.



The ir

14 Acre Test Pit.



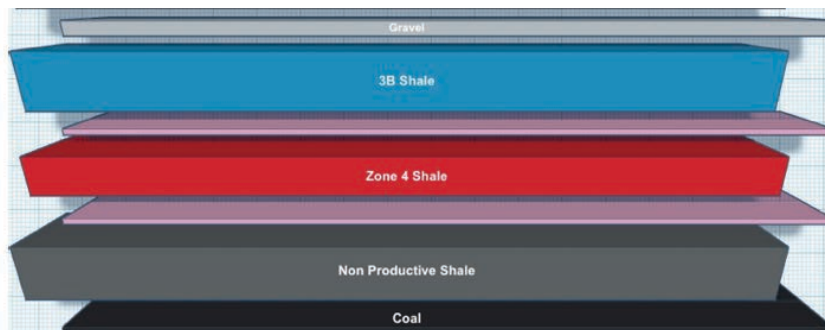
Site Benefits

- ✓ The site is in an area known for producing the world's best Ammolite and Ammon
- ✓ Low-cost high yield property that can operate year-round.
- ✓ 50+ year life expectancy.
- ✓ The Company's management has a history of working with the landowner.
- ✓ The site already has road and power access.
- ✓ Limited work needs to be done to prepare the site.

GEMXX Southern Block Property B

RESOURCE EXPLORATION

To date, three core samples have been drilled on the Southern Blocks, proving the existence of two gem-bearing shale formations. The mining initiative will allow for further exploration on these two Southern blocks including test pits and trenching to measure the recovery rate of gemstone per cubic yard of gem-bearing shale and completing a National Instrument 43-101.



The two gem-bearing shale formations found on this property are known as 3B and Zone 4. Zone 3B is known for producing gem quality Ammonites and free form Ammolite gemstones, while Zone 4 produces the highest grade Ammolite gemstone and collector Ammonite fossils ever found.

IMPORTANT - In this area, the Company expects to find 87.5 feet of shale containing the world's best Ammolite.

Test Program Results - The chart below shows the result from the initial three test holes. Test hole R25-1 clearly shows the most lucrative potential on this site and is the proposed location of the 4-acre test pit.

Description	Metres Thick	Feet Thick	Metres Thick	Feet Thick	Metres Thick	Feet Thick
Silt	2.13	7.0	0	0	0	0
2nd bentonite	0.08	0.3	0.06	0.2	0	0

IMPORTANT - It is estimated that once the resources are proven on the Southern Blocks, it could increase the Company's Net Present Asset Value by as much as USD \$75.8M.

ESTIMATED POTENTIAL RESERVES - Southern Blocks Only

The following table summarizes reserve and resource projection values for the Southern Blocks only. Resource potential has been extrapolated by GEMXX Ammolite mining experts based on the core testing that has been done on the property and speculative values drawn from knowledge of existing mines in the area that have been operated by the GEMXX management team.

Blocks - Estimated Resource Value USD

	Undiscounted	NPV (10%)
Proven	\$460 Million	\$46.0
Proven + Probable	\$690 Million	\$69.0
Proven + Probable + Possible	\$758 Million	\$75.8

NOTE: Net present value of the resource in the ground is valued at 10% of the total estimated value.

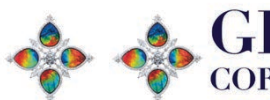
- GEMXX is the first publicly traded Ammolite company.
- The company has posted strong revenue for four consecutive quarters.
- GEMXX has no long-term debt
- GEMXX has a strong resource base which is growing – In 2020 the company acquired additional Ammolite resources to meet the growing global demand for its products.
- Over the last 30 years GEMXX management has established a global market presence which is growing.
- Ammolite has increased in value 300% in the last 20 years.

TOTAL REG A - USE OF PROCEEDS

The Company will use best efforts to raise \$6,000,000 in this offering, after subtracting the offering expenses, net proceeds will be approximately \$5,579,050. GEMXX will use these net proceeds to start a new commercial mine and expand its process facility, plus operations, expenses associated with marketing and advertising, working capital, asset acquisition and general corporate purposes.

The table to the right summarizes how proceeds of this offering will be utilized, including if the Company raises less than the full amount expected. The Company anticipates incurring up to \$420,950 in costs to maintain general and administrative functions.

	100%	75%	50%	25%
Proceeds	\$6,000,000	\$4,500,000	\$3,000,000	\$1,500,000
Legal and Compliance (Deal maker)	\$165,950	\$124,463	\$82,975	\$41,487
Offering Expenses (McMurdo Law Group, LLC)	\$15,000	\$15,000	\$15,000	\$15,000
Commissions	\$120,000	\$90,000	\$60,000	\$30,000
Printing Fees	\$120,000	\$90,000	\$60,000	\$30,000
Directors and Officers Insurance	\$70,000	\$70,000	\$70,000	\$70,000
General and Operator Insurance (Liability)	\$75,000	\$75,000	\$75,000	\$75,000
Marketing Expenses - Harish Belwal	\$5,000	\$5,000	\$5,000	\$5,000
Marketing and Bookkeeping	\$40,000	\$25,000	\$25,000	\$25,000
Administrative G&A, salaries, Overhead	\$500,000	\$400,000	\$250,000	\$175,000
Wage Employees	\$150,000	\$150,000	\$130,000	\$38,000
Marketing / Operating Team	\$250,000	\$200,000	\$150,000	\$76,000
Facility expansion	\$150,000	\$100,000	\$60,000	
Equipment Build	\$20,000	\$20,000	\$20,000	
Development / Marketing	\$350,000	\$250,000	\$100,000	\$50,000
Acquisition	\$600,000	\$400,000	\$200,000	
	\$1,750,000	\$1,130,000	\$970,000	\$600,000
Land and Land Acquisitions	\$550,000	\$550,000		
Working Capital	\$1,069,050	\$805,537	\$727,025	\$269,511
	\$6,000,000	\$4,500,000	\$3,000,000	\$1,500,000



MINING SPECIFIC - USE OF PROCEEDS

The total mine (Part 1) and process facility expansion (Part 2) budget for this project is \$2M. Funds will be used to create an environmentally responsible Ammolite mine and expand the processing facility, as well as general working capital that will be used to finish fossils and freeform gemstones.

The budget also includes mining exploration to prove the asset value of both Southern Blocks owned by the Company, completing a National Instrument 43-101 Resource Report.

IMPORTANT - The Company anticipates that these two resources, once proven, could contribute more than USD \$75.8M to the Net Present Asset value of the Company.

PART 1 - MINING INVESTMENT

Phase I proceeds will pay for any remaining planning, access, environmental and reclamation reviews, site surveys, permitting and site preparation for the project.

Phase II includes removal of the overburden to gain access to the pay zones.

Phase III finance will pay for the ongoing mining operations. After four months of mining the operation will be generating ongoing revenue and profits.

Year of Mining (PART 1)
Total cost USD \$1.5M

Process Facility (Part 2)
Total cost USD \$0.5M

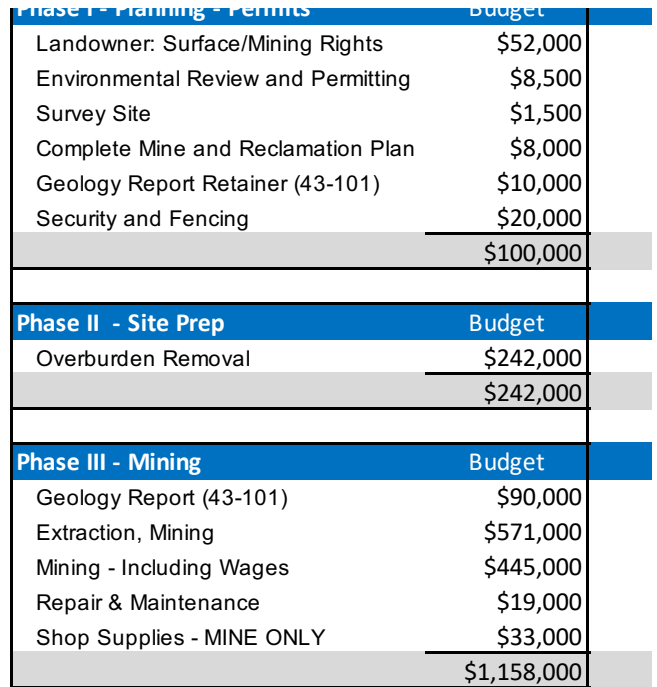
Total Mining Investment
USD \$2,000,000

Phase I - Planning - Permits
USD \$100,000

Phase II - Site Prep
USD \$242,000

Phase III – 1 year of Mining
USD \$1,158,000

The chart to the right gives a more detailed breakdown of the mining expenditures for each phase of operation.

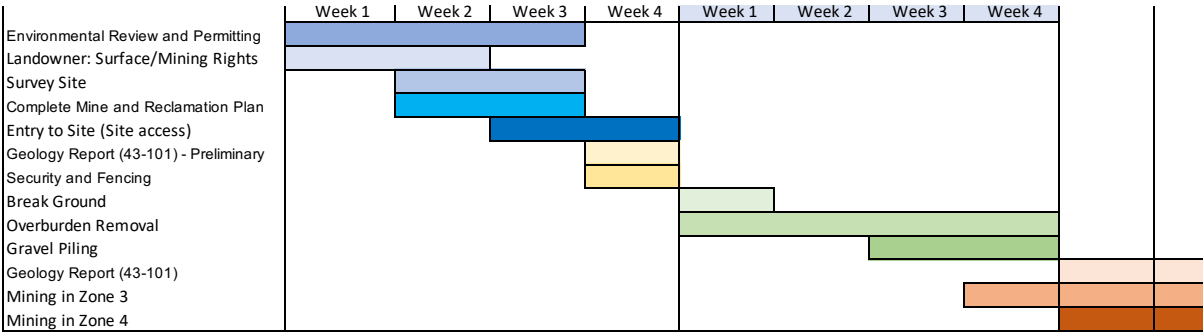


The chart below outlines the disbursement schedule for the investment funds. As you can see, the majority of funds are required in the first seven months of operation. After the first seven months, mining costs remain relatively static at \$89,000 per month.

[illegible]

MINING SCHEDULE

This Gantt chart shows the mining schedule for the first four months of production. After the first four months, costs and schedule remain relatively static for the life of the mine until it's time for reclamation in approximately 50 years.



IMPORTANT - After four months of operation the Company will have finished Ammolite product ready for delivery. The Company will be generating revenue from that product and will be cash flow positive. Because the Company has such a backlog of orders, no income is being shown on this cash flow expenditure chart as profits will be used to finish Ammonite fossils, gemstones, and jewelry. The revenue and profit are shown on the overall corporate financials – available upon request.



PART 2 - PROCESSING FACILITY DEVELOPMENT

Efficient processing and finishing of Ammolite material directly affect the Company's bottom line. The processing facility near the site serves two purposes:

1. It allows for efficient sorting and stabilization of rough gemstone material being prepared for shipment to GEMXX cutting facilities. Some of the material is sent overseas for efficient gemstone production, the rest of the material stays at the Canadian facility for finishing.
2. High end free forms and Ammonite fossils are finished in the currently existing Canadian facility. The funds being raised are to expand the facility and its production output.

Phase 1 - Existing Shop	Budget	%
Additional Shop Rental	\$12,000	2%
Additional Finish Experts (3 people)	\$90,000	18%
Part-Time Labour	\$30,000	6%
Specialty Processing Equipment	\$15,000	3%
Rough / Shop Truck Lease	\$12,000	2%
Shop Supplies	\$30,000	6%
Misc.	\$16,000	3%
	\$205,000	41%

Phase 2 - Shop Expansion	Budget	%
Additional Shop Rental	\$12,000	2%
Additional Finish Experts (3 people)	\$135,000	27%
Part-Time Labour	\$60,000	12%
Specialty Processing Equipment	\$30,000	6%
Rough / Shop Truck Lease	\$12,000	2%
Shop Supplies	\$30,000	6%
Misc.	\$16,000	3%
	\$295,000	59%

Phase I – Existing Shop Expansion

USD \$205,000

Phase II – Shop Expansion

USD \$295,000

Total for 1 Year of Processing

Total cost USD \$500,000

Monthly Output

All mined material will be sorted, processed, and prepared for shipping.

800 – 1,200 Free form gemstones will be produced

20 Canadian fossils will be produced



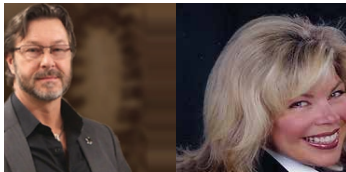
PRODUCTION – GEMXX currently has production in Canada and China, the Canadian facility produces fossils and free-form gemstones. The factories in China produce calibrated gemstones, free-form gemstones, jewelry and fossils.

A Message from Management

"GEMXX is the ONLY publicly traded Ammolite Company in the world and is helmed by a leadership team with over 160 years of combined experience. Management expects the operation of a new mine and expanded process facility will allow the Company to better satisfy the global demand for its products and is forecasted to double revenue year over year, while reducing the cost of goods, resulting in more profit.

Proving the value of the resource in the ground is a big part of this initiative. Upon completion of the National Instrument 43-101 on the Company's Southern Blocks, Management forecasts the NPV of the Company's assets to increase at least three-fold (3X). This is an exciting opportunity to become an investor in a rare product with increasing demand, and a Company dedicated to growing across multiple markets, owning every step of production."

Meet the management team:



Ray F.P. Maull
Founder and CEO

Kim S. Halvorsen
Investor Relations



Richard I. Clowater
President



Tommy A. Dryden
VP Ammonite Production



P. K. Chiu
Business Manager Asia



Xiwang Wang
Strategic Business Partner

Shareholder Information

Public Listing: Ticker – GEMZ OTC USA

Transfer Agent: NATCO

Independent Reserves Engineers: Sproule Resources Limited

Auditor: Michael Gillespie, CPA, Seattle, WA USA

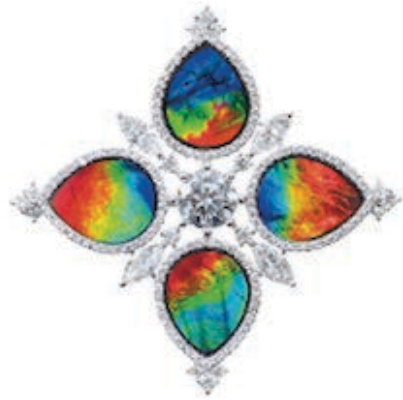
Authorized Shares: 1,975,000,000

Issued & Outstanding Shares: 111,866,845 (If Reg-A is 100% filled)

Restricted Shares: 99,809,441

Unrestricted Shares: 18,074,931 (If Reg-A is 100% filled)

Market Cap: (January 31, 2023) \$77,299,742



GEMXX CORPORATION

Richard Clowater

President

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richard@gemxx.com

Jay Maull

Founder & CEO

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Kim Halvorson

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ir@gemxx.com

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A list of Risk Factors for this project are available upon request.

Appendix A – Ammolite Mining Claims



MINERAL AGREEMENT DETAIL REPORT

Report Date: Friday, March 11, 2022 11:45:39 AM

Agreement Number: 091 9109100576

Status: ACTIVE
Agreement Area: 30.5000

Term Date: 2009/10/02
Continuation Date:

Expiry Date: 2024/10/02
Vintage : PRIMARY

DESIGNATED REPRESENTATIVE

Client Id: 8030335
Client Name: DRYDEN, TOMMY ALAN

Address: PO BOX 959

162 N BROADWAY
RAYMOND, AB
CANADA T0K 2S0

Participant Information

Client Id	Participant Name	Participant Percent
1023336	GEM-X EXCHANGE LIMITED	100.00 %

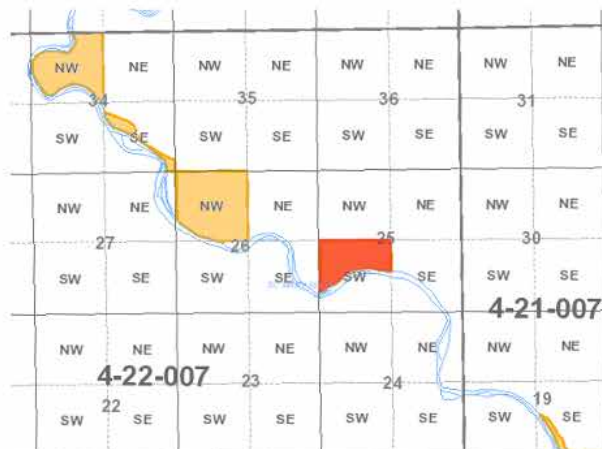
LAND / ZONE DESCRIPTION

Tract: 00

4-22-007: 25SWP

PORTION(S) LYING TO THE NORTH OF THE ST. MARY'S RIVER
AS DERIVED FROM SUSTAINABLE RESOURCE DEVELOPMENT
2004 INTERPRETATION OF AERIAL PHOTOGRAPHY.

AMMONITE SHELL





MINERAL AGREEMENT DETAIL REPORT

Report Date: Friday, March 11, 2022 11:46:35 AM

Agreement Number: 091 9110060380

Status: ACTIVE
Agreement Area: 58.6900

Term Date: 2010/06/08
Continuation Date:

Expiry Date: 2025/06/08
Vintage : PRIMARY

DESIGNATED REPRESENTATIVE

Client Id: 8030335
Client Name: DRYDEN, TOMMY ALAN

Address: PO BOX 959

162 N BROADWAY
RAYMOND, AB
CANADA T0K 2S0

Participant Information

Client Id	Participant Name	Participant Percent
1023336	GEM-X EXCHANGE LIMITED	100.00 %

LAND / ZONE DESCRIPTION

Tract: 00

4-22-007: 26NWP
PORTION(S) LYING TO THE NORTH OF THE ST. MARY'S RIVER
AS DERIVED FROM SUSTAINABLE RESOURCE DEVELOPMENT
2004 INTERPRETATION OF AERIAL PHOTOGRAPHY.

AMMONITE SHELL

