

Annual Information Form

March 25, 2022

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TECHNICAL GLOSSARY

The abbreviations set forth below have the following meanings in this AIF, or in documents incorporated by reference in this AIF.

“**2018 Feasibility Study**” means the NI 43-101 technical report entitled “Definitive Feasibility Study for Marimaca 1-23 Claim Project, Antofagasta, II Region, Chile”, with an effective date of June 13, 2018, which is available for review electronically on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) website at www.sedar.com under the Company’s profile on SEDAR at www.sedar.com;

“**Cu**” means copper;

“**CuS**” means acid soluble copper;

“**CuT**” means total copper content;

“**deposit**” means a mineralized body which has been physically delineated by sufficient drilling, trenching, and/or underground work, and found to contain a sufficient average grade of metal or metals to warrant further exploration and/or development expenditures; such a deposit does not qualify as a commercially mineable ore body or as containing mineral reserves, until final legal, technical and economic factors have been resolved;

“**feasibility study**” means a comprehensive technical and economic study of the selected development option for a mineral project that includes appropriately detailed assessments of applicable modifying factors together with any other relevant operational factors and detailed financial analysis that are necessary to demonstrate, at the time of reporting, that extraction is reasonably justified (economically mineable);

“**ha**” means a hectare (an area contained by a square of 100 metres);

“**indicated mineral resource**” means that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics are estimated with a level of confidence sufficient to allow the appropriate application of modifying factors in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. The geological evidence is based on adequately detailed and reliable exploration, sampling and testing and is sufficient to assume geological and grade or quality continuity between points of observation; “**inferred mineral resource**” means that part of a mineral resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. The geological evidence is evidence is sufficient to imply but not verify geological and grade or quality continuity;

“**kg/t**” means grams per tonne;

“**km**” means one kilometre;

“**lb**” means one pound;

“**LOM**” means life of mine;

“**measured mineral resource**” means that part of a mineral resource for which quantity, grade or quality, densities, shape, physical characteristics are estimated with sufficient confidence to allow the appropriate application of modifying factors, to support detailed mine planning and final evaluation of the economic viability of the deposit. Geological evidence is derived from detailed and

reliable exploration, sampling and testing and is sufficient to confirm geological and grade or quality continuity between points of observation;

“**m**” means one metre;

“**mm**” means one millimetre;

“**mineral deposit**” means an identified in-situ mineral occurrence from which valuable or useful minerals may be recovered;

“**mineralization**” means the concentration of metals and their chemical compounds within a body of rock;

“**Mineral Reserve**” or “**mineral reserve**” means the economically mineable part of a measured and/or indicated mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economics and other relevant factors that demonstrate that, at the time of reporting, extraction can reasonably be justified. A mineral reserve includes diluting materials and allowances for losses that may occur when the material is mined or extracted.

“**Mineral Resource**” or “**mineral resource**” means a concentration or occurrence of solid material of economic interest in or on the earth’s crust in such form and quantity and of such grade or quality that there are reasonable prospects for eventual economic extraction. The location, quantity, grade, geological characteristics and continuity of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling;

“**modifying factors**” are considerations used to convert mineral resources to mineral reserves, including but not restricted to, mining, processing, metallurgical, infrastructure, economic, marketing, legal, environmental, social and governmental factors;

“**Mt**” means millions of tonnes;

“**Mt/y**” means million of tonnes per year;

“**National Instrument 43-101**” or “**NI 43-101**” means National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*;

“**ore**” means a metal or mineral or a combination of these of sufficient value as to quality and quantity to enable it to be mined at a profit;

“**ounces**” or “**oz**” means one troy ounce;

“**Qualified Person**” means a “qualified person” within the meaning of National Instrument 43-101;

“**RC**” means reverse circulation percussion drilling in which the drill hole is advanced by the hammer action of the drill bit and where the circulation of compressed air used to bring the samples to the surface is reversed to the normal to reduce sample contamination;

“**strike**” means the direction or trend of a geologic structure; and

“**tonne**” or “**t**” means 1,000 kilograms.

1. PRELIMINARY NOTES

Reference Notes

Unless otherwise stated or unless the context otherwise requires, all information in this annual information form (this “AIF”) is as of December 31, 2021.

All sums of money which are referred to in this AIF are expressed in lawful money of the United States of America, unless otherwise specified. References to Canadian dollars are referred to as “C\$”.

Forward Looking Statements

Certain information provided in this AIF may constitute “forward-looking information” within the meaning of applicable Canadian securities legislation. Forward-looking information in this AIF includes but is not limited to information with respect to:

- the Company’s expected production from, and the further potential of, the Company’s properties;
- the future price of minerals, particularly copper;
- estimations of mineral reserves and mineral resources;
- conclusions of economic evaluation;
- the realization of mineral reserve estimates;
- the Company’s ability to advance the Marimaca Project (as defined below) towards production and the timing and amount of estimated future production;
- costs of production;
- capital expenditures;
- success of exploration activities;
- mining or processing issues;
- currency exchange rates;
- government regulation of mining operations;
- the Company’s ability to attract and retain experienced workforce; and
- environmental risks.

Often, but not always, forward-looking information 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 information is based on management’s expectations and reasonable assumptions at the time such statements are made. Estimates regarding the anticipated timing, amount and cost of exploration and development activities are based on assumptions underlying mineral reserve and mineral resource estimates and the realization of such estimates are set out herein. Capital and operating cost estimates are based on extensive research of the Company, purchase orders placed by the Company to date, recent estimates of construction and mining costs and other factors that are set out herein. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include:

- uncertainties of mineral resource estimates;
- risks and uncertainties inherent in and relating to estimates of future production and operations, cash and all-in sustaining costs;
- the nature of mineral exploration and mining;
- variations in ore grade and recovery rates;
- cost of operations;
- fluctuations in the sale prices of products;
- foreign currency fluctuations;
- volatility of mineral prices (including copper prices);
- exploration and development risks;
- liquidity concerns and future financings;
- risks associated with operations in foreign jurisdictions;
- potential revocation or change in permit requirements and project approvals;
- mining operations including but not limited to environmental hazards, industrial accidents, ground control problems and flooding;
- geology including, but not limited to, unusual or unexpected geological formations and events (including but not limited to rock slides and falls of ground), estimation and modelling of grade, tonnes, metallurgy continuity of mineral deposits, dilution, and mineral resources and mineral reserves, and actual ore mined or metal recoveries varying from such estimates;
- mine life and life-of-mine plans and estimates;
- the possibility that future exploration, development or mining results will not be consistent with expectations;
- the potential for and effects of labour actions, disputes or shortages, community or other civil protests or demonstrations or other unanticipated difficulties with or interruptions to operations;
- potential for unexpected costs and expenses including, without limitation, for mine closure and reclamation at current and historical operations;
- uncertain political and economic environments;
- changes in laws or policies, foreign taxation, delays or the inability to obtain and maintain necessary governmental approvals and permits;
- regulatory investigations, enforcement, sanctions or related or other litigation;
- competition;
- no guarantee of titles to explore and operate;
- environmental liabilities and regulatory requirements;
- dependence on key individuals;
- conflicts of interests;
- insurance;
- fluctuation in market value of the Company's shares;
- rising production costs;
- availability of equipment material and skilled technical workers;
- volatile current global financial conditions;
- the potential impact of the COVID-19 pandemic ("COVID-19") on the Company and/or its operations, the mining industry and/or currency fluctuations;
- the potential impact of the Russia/Ukraine war on the Company and/or its operations, the mining industry and/or currency and commodity fluctuations; and
- other risks pertaining to the mining industry, as well as those factors discussed in the section entitled "Risk Factors" in this AIF.



Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information in this AIF is made as of the date of this AIF and the Company does not undertake to update any such forward-looking information, except in accordance with applicable securities laws. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers are cautioned not to place undue reliance on forward-looking information.

The forward-looking information contained in this AIF is presented for the purpose of assisting persons in understanding the financial position, strategic priorities and objectives of the Company for the periods referenced and such information may not be appropriate for other purposes.

2. CORPORATE STRUCTURE OF THE COMPANY

Name, Address and Incorporation

The Company was incorporated under the *Business Corporations Act* (British Columbia) on September 22, 2004 under the name of “Coro Mining Corp.” The Company’s registered and records office is located at 2400 – 745 Thurlow Street, Vancouver, British Columbia, and its head office is located at 66 Wellington Street West, Suite 5300, Toronto, Ontario, M5K 1E6.

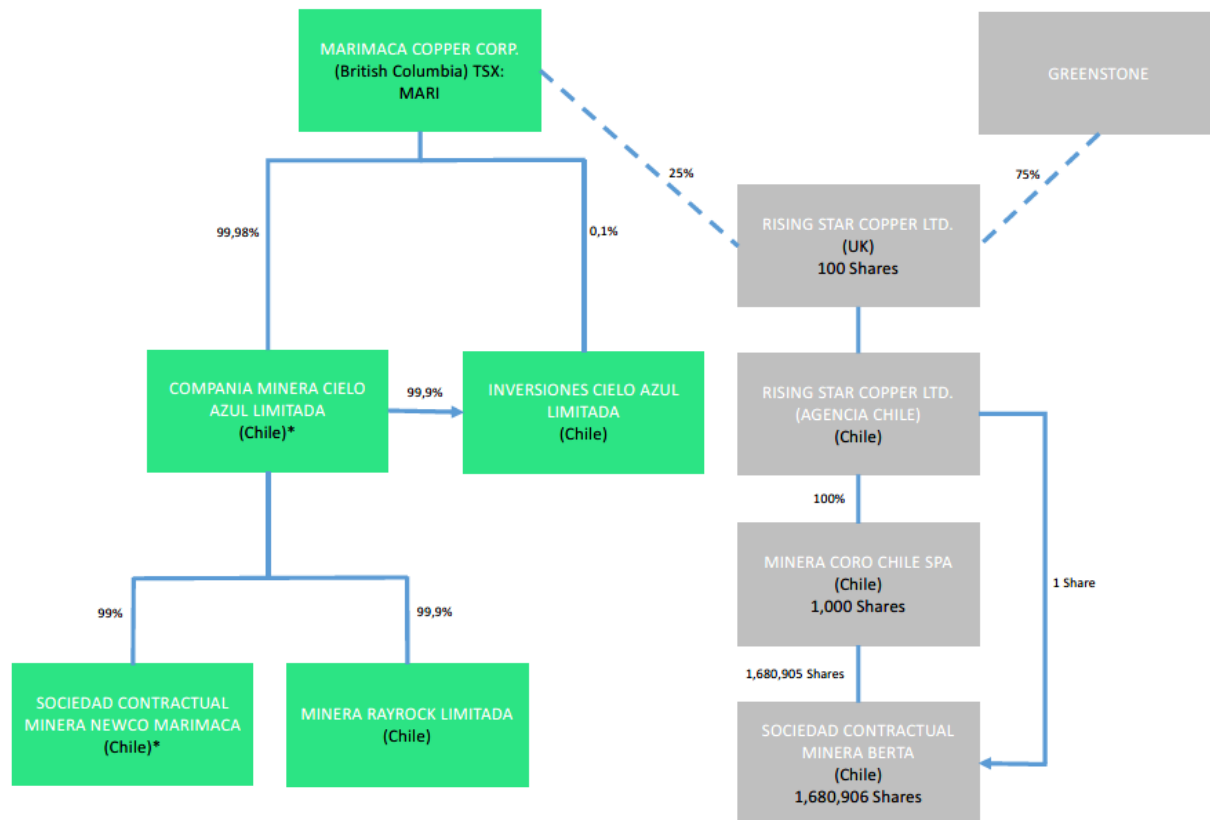
On October 25, 2016, the Company simplified its corporate structure by completing vertical short form amalgamations with four direct and indirect wholly-owned British Columbia subsidiaries. On May 26, 2020, the Company changed its name from Coro Mining Corp. to Marimaca Copper Corp. to align with its flagship development project in Chile and undertook a 25:1 share consolidation as part of a capital reorganization.

The Company’s share capital consists of an unlimited number of common shares without par value. The Company’s common shares are listed for trading on the Toronto Stock Exchange (the “**TSX**”) under the symbol “MARI”.

Intercorporate Relationships

References in this AIF to the business of the Company include the business conducted by its wholly-owned subsidiaries.

As at December 31, 2021, the Company has the following direct or indirect subsidiaries, all of which are 100% beneficially owned by the Company, with the exception of Rising Star Copper Ltd. (“**RSC**”) and its subsidiaries.



- The remaining 0.02% interest in Compania Minera Cielo Azul Limitada is held by local counsel in trust for the Corporation. The remaining 1% interest in Sociedad Contractual Compania Minera Newco Marimaca is held by Inversiones Cielo Azul Limitada.

The Company previously owned 100% of RSC and its subsidiaries, including Sociedad Contractual Minera Berta (“**SCM Berta**”). As of June 30, 2020, the Company holds a 25% equity interest in RSC and its subsidiaries. The remaining 75% equity interest in RSC and its subsidiaries is held by Greenstone Resources II L.P. (together with Greenstone Resources L.P. and Greenstone Co-Investment No. 1 (Coro) L.P, “**Greenstone**” or the “**Greenstone Entities**”). See “*Development of the Business – Three Year History – 2020*”.

Furthermore, post year-end, the Company disposed of its indirect interests in Minera Rayrock Limitada (see press release dated March 4, 2022 and material change report filed by the Company on March 15, 2022).

3. DEVELOPMENT AND DESCRIPTION OF THE BUSINESS

The Company is a TSX-listed copper company. Through its subsidiaries, the Company is involved in the exploration and development of new sources of copper situated in Chile. The Corporation is currently developing the Marimaca Copper Project (the “**Marimaca Project**”) in the Antofagasta region of Chile.

The Company believes the Marimaca Project has the potential to be a low capital cost, high margin copper development project in a tier-one mining jurisdiction. The Company is focusing on continuing to advance the Marimaca Project towards production while assessing the exploration potential near the project site and beyond.

Three Year History

2019

On February 7, 2019, the Company announced that it had entered into an option agreement to acquire a collection of net smelter royalties attached to the Atahualpa, Tarso, Sorpresa I and II areas within the wider Marimaca Project area. The execution of the agreement provided the Company with the option to further consolidate interests attached to the Marimaca Project.

On February 19, 2019, the Company announced that its then wholly-owned subsidiary SCM Berta had sold the Berta mining operations and concessions to Santiago Metals Proyecto 4 Ltda. for total consideration of US\$8.5 million.

On May 14, 2019, the Company announced that it had entered into an option agreement to acquire interests in the Llanos and Mercedes areas. This provided the option to add an additional 667 hectares of prospective ground to the Company's land package and demonstrated the Company's continued to expand its property interests in the region.

On September 10, 2019, the Company announced that it had entered into arrangements to acquire the remaining 49% of the corporate entity holding the Marimaca 1-23 claims. The transaction completed in February 2020 with the payment of US\$6,000,000, which means the Company now owns 100% of the corporate entity that holds the Marimaca 1-23 claims. The terms of the acquisition provide for certain deferred consideration payments to be made in October 2021 (US\$3,000,000) and February 2022 (US\$3,000,000). These payments have now been made.

On September 23, 2019, the Company completed a non-brokered private placement of 145,863,926 common shares for total proceeds of C\$16.8 million, of which 113,382,205 common shares were issued to Greenstone and 32,481,721 common shares were issued to Tembo Capital.

On December 2, 2019 the Company announced updated measured and indicated and inferred mineral resources at the Marimaca Project, representing an increase of almost 100% on the resources compared to the previous resource estimate announced on July 12, 2018.

2020

On March 19, 2020, the Company announced that it had entered into an unsecured working capital facility (the "**Greenstone/Tembo Working Capital Facility**") with Greenstone and Tembo Capital, pursuant to which Greenstone and Tembo Capital agreed to lend up to US\$6.0 million to fund the Company during deteriorating market conditions resulting from the COVID-19 pandemic. The facility was subsequently repaid from part of the proceeds raised in the Company's overnight marketed prospectus offering that closed on December 3, 2020 (see below).

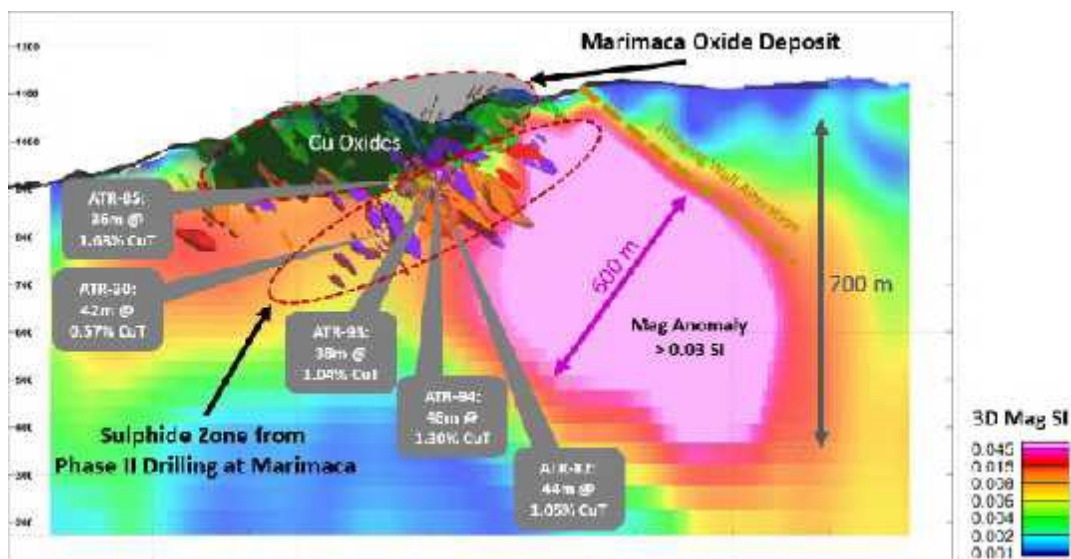
On May 27, 2020, the Company announced it had changed its name to "Marimaca Copper Corp." and had undertaken a 25:1 share consolidation. Prior to the share consolidation, the Company had 1,608,946,194 common shares issued and outstanding and 42,995,539 options issued and outstanding. Following the share consolidation, the Company had 64,357,847 common shares issued and outstanding and 1,719,821 options issued and outstanding.

On July 2, 2020, the Company announced that Greenstone had exercised its option under a US\$12.0 million convertible loan facility associated with RSC and SCM Berta, resulting in Greenstone holding a 75% equity stake in RSC and the Company holding the remaining 25%

interest. The Company de-consolidated RSC and SCM Berta from its financial position and operating results as of June 30, 2020.

On July 9, 2020 the Company announced that it had agreed various extensions to option payments on properties within the Marimaca district. The extension of the payment deadlines reduced the total option payments due between May 2020 and February 2021 from US\$9.2 million to just over US\$2 million.

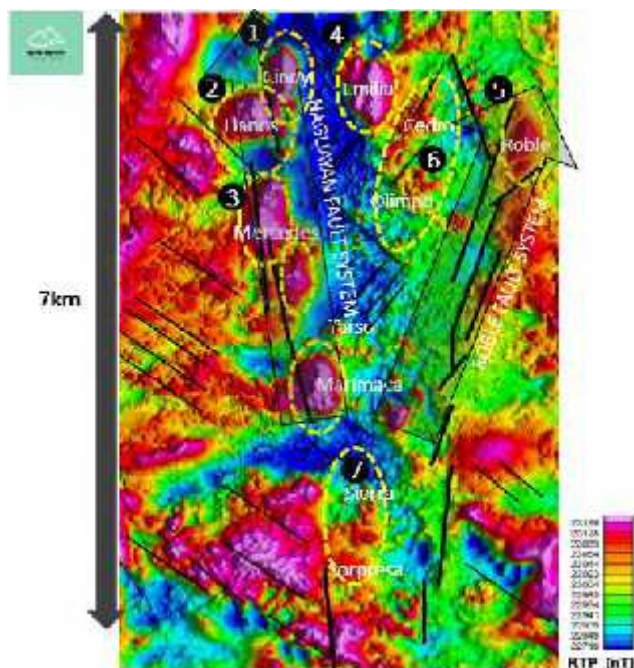
On July 14, 2020, the Company announced the results of a high resolution, drone mounted, magnetic survey at the Marimaca Project. This work followed the geological interpretation reported on June 8, 2020, which indicated strong potential for sulphide mineralization beneath the Marimaca Oxide Deposit (the “MOD”). A large magnetic anomaly of approximately 175 million m³ was discovered adjacent to the deposit.



On August 4, 2020, the Company announced the results of a preliminary economic assessment for the Marimaca Project (“**2020 PEA**”). The 2020 PEA demonstrated that the Marimaca Project has the potential to be a low capital and operating cost copper producer. The 2020 PEA also confirmed a capital intensity of \$7,125/tonne of copper production capacity and a profitability index (NPV/Capex) of 1.8x for the Marimaca Project, at \$3.30/lb. The key components of the 2020 PEA, including its economic assumptions and results, are provided under Section 4 (Mineral Properties) of this AIF.

On September 8, 2020, the Company announced the results of its phase 4 metallurgical testing program for the Marimaca Project. The results confirmed the recovery assumptions made in the 2020 PEA.

On September 23, 2020, the Company announced the results of a high resolution, drone mounted, magnetic survey in the district surrounding the Marimaca Project. The survey identified four large-scale magnetic anomalies, with the potential to create a new unexplored/underexplored copper district. In connection with this, the Company also announced that it had materially expanded its land position, staking new claims and executing several additional option agreements over ground along strike to the north and south of the Marimaca deposit, increasing its land interests in the region.



On December 3, 2020, the Company closed an overnight marketed prospectus offering, pursuant to which it issued an aggregate of 9,200,000 units at a price of C\$3.15 per unit for aggregate gross proceeds of C\$28,980,000. Each unit comprised one common share and one-half of one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at an exercise price of C\$4.10 for a period of 24 months from closing. The Company used approximately C\$8.3 million of the net proceeds to repay the Greenstone/Tembo Working Capital Facility. The balance of the net proceeds was used to complete additional exploration, mining and engineering studies and metallurgical test work at the Marimaca Project.

2021

On February 2, 2021, the Company announced the results of an induced polarization study at the MOD. The study identified a large chargeability anomaly below the MOD which was designated as a key target for follow up drilling targeting deeper sulphide mineralization below the MOD. In addition, the survey results provided additional information regarding structural controls of mineralization and continue to add to the geological understanding of Marimaca.

On February 3, 2021, the Company announced the appointment of Mr. Clive Newall as a non-executive Director of the Board with effect from February 2, 2021. Mr. Newall spent the previous twenty-five years, and majority of his career, in the leadership team of TSX-listed First Quantum Minerals Ltd., one of the world's largest global copper companies.

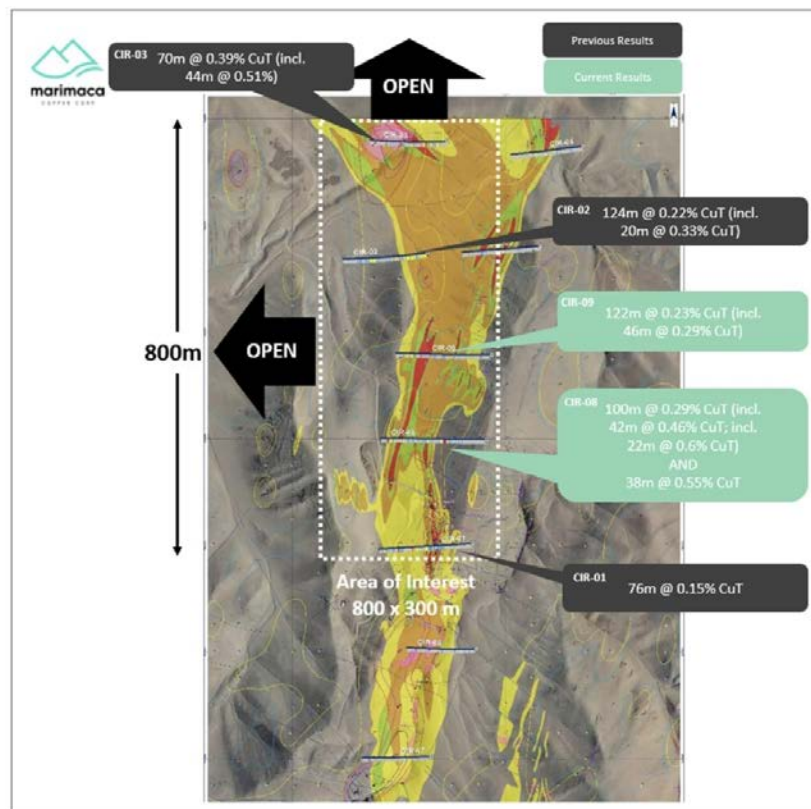
On March 1, 2021, the Company completed a non-brokered private placement pursuant to which it issued 9,377,273 units at a price of \$3.30 per Unit for aggregate gross proceeds of \$30,945,000. Each unit comprised of one common share of the Company and one-half of one Common Share purchase warrant of the Company. Each warrant entitles the holder to purchase one additional Common Share at an exercise price of \$4.10 at any time up to and including December 3, 2022. The Company also announced that Greenstone elected to acquire 4,205,333

units pursuant to the exercise of preemptive rights, resulting in additional gross proceeds to the Company of approximately \$13.9 million.

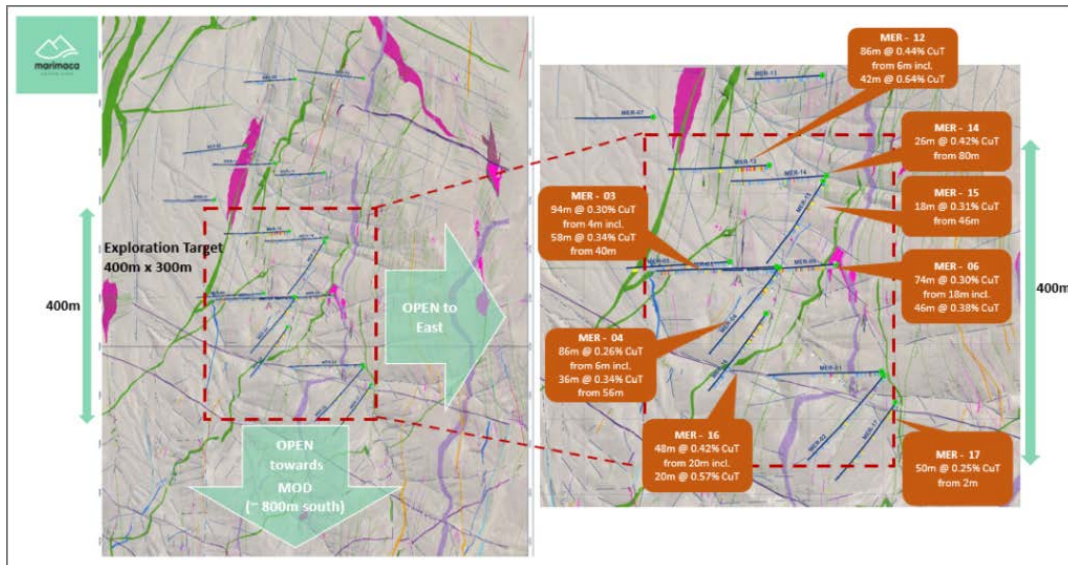
On April 26, 2021, the Company announced several changes to the structure of its board and senior management team. Mike Haworth transitioned from Executive to Non-Executive Chair. Luis Tondo transitioned from Chief Executive Officer to Chief Operating Officer. Hayden Locke, the President of the Company, assumed the role of Chief Executive Officer and joined the Board of Directors. Petra Decher assumed the role of Chief Financial Officer and stepped down from the Board of Directors, with Colin Kinley succeeding Ms. Decher as Lead Independent Director and Chair of the Audit Committee. Laura Rich was appointed as General Counsel and Corporate Secretary. Clive Newall was appointed as a member of the Audit Committee and Compensation & ESG Committee.

On May 5, 2021, the Company announced the results from drill holes completed to test the extensions of mineralization below the MOD. These initial drill holes were aimed to test the extensions of mineralization below the MOD and intersected down dip and along strike extensions to mixed oxide-secondary sulphide mineralization immediately below the limits of the PEA defined open pit.

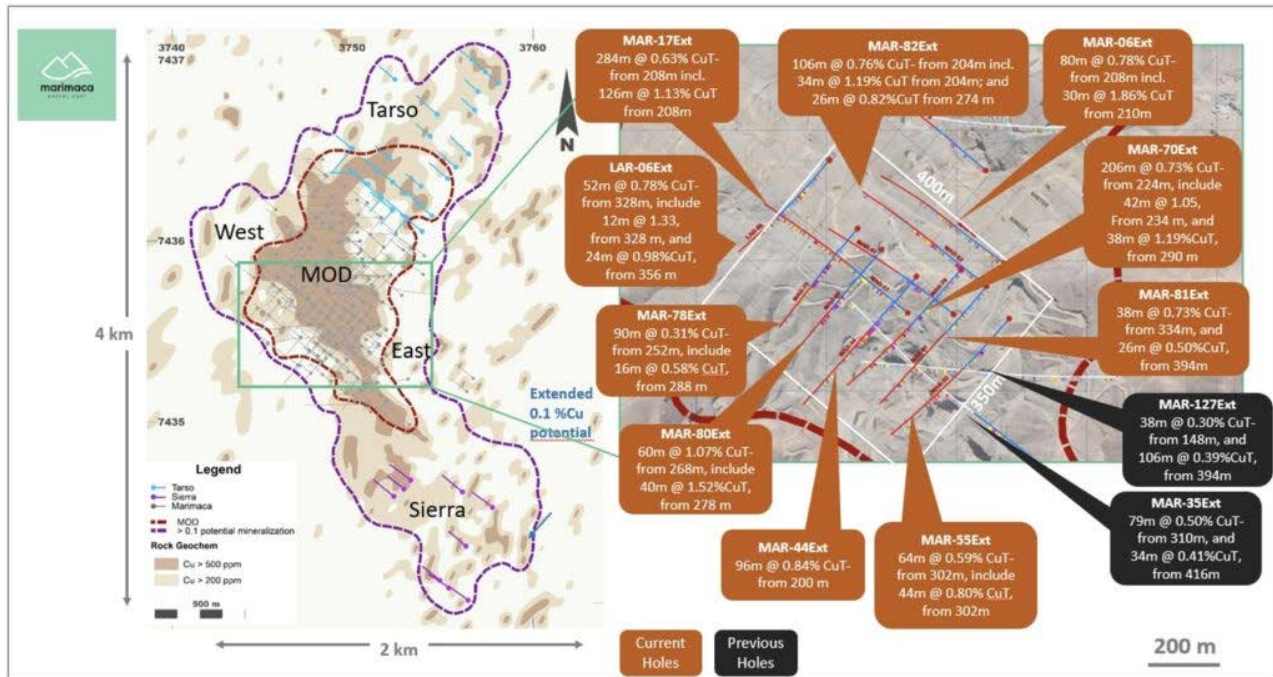
On July 14, 2021, the Company announced complete drill results for the maiden scout drilling campaign at the Cindy satellite target, located ~5km north of the MOD. Mineralized structures were identified over an 800 x 300m area at Cindy. The target offers potential to add to the Company's leachable resource base and extend the LOM or increase the scale of future operations.



On September 15, 2021, the Company announced a new shallow copper oxide discovery at the Mercedes Target, with complete drill results from the maiden scout drilling campaign the target. Drilling intersected significant oxide copper mineralization from surface, with an initial area of interest measuring 400m along strike and 300m width. A total of 17 holes were completed of which 12 intersected mineralization. Mercedes is located less than 1km to the north of the northern edge of the MOD and offers clear potential to add to the Company's leachable resource base.



On October 14, 2021, the Company announced the discovery of the “MAMIX” zone, located immediately beneath the MOD. The RC drilling campaign below the MOD open pit limits intersected significant zones of mixed, enriched and some primary sulphide mineralization, indicating the potential for the expansion of the MOD's future leachable mineral resource estimate and complementing the previous drilling which also encountered significant extensions of mineralization at. A total of 3,120m in 12 re-entry holes were drilled as extensions from the bottom of historic MOD drill holes and tested the continuation of mineralization below the existing resource pit shell. Preliminary results suggest the potential to add high-grade resources to the mineral resource estimate for the MOD.



On November 4, 2021, the Company announced results from a study completed by Wood Mackenzie (“**Wood Mac**”), a leading research and consultancy firm, examining Marimaca’s expected carbon emissions targets during the development and operation of the MOD. The study confirmed the validity of the Company’s target to deliver a world-class ‘green copper’ project with industry-leading carbon emissions. The Marimaca Project benchmarks in the first quartile of global copper mine site emissions intensity assuming the Project’s power is from renewable energy sources. When Scope 3 emissions are included (transportation and smelting), management expects the MOD’s carbon intensity per tonne of refined copper to be in the lowest 10% of all copper projects globally.

On November 30, 2021, Marimaca announced results of the variability test work metallurgical program which was completed as a component of the Company’s Phase 5 Metallurgical program and additional associated studies. The program was designed to investigate the variability of the Marimaca ore body by assessing copper recovery, acid consumption and impurity dissolution characteristics within each mineralogical domain (ore type). The program is an important de-risking milestone for Marimaca, as it increases certainty and predictability of the metallurgical response for each ore type and spatially across the deposit, and refines the process design criteria prior to the feasibility study targeted for 2022.

Employees

As of the date of this AIF, the Company has a total of 23 full and part-time employees or consultants and also utilizes the services of several professionals on a part-time contract or consulting basis.

Emerging Market Disclosure

Ownership of Property Interests and Assets

With respect to the Company's exploration activities, mining concessions and exploration permits, as well as other customary and routine permits obtained from time to time in the ordinary course, are required for the Company to be able to carry on business in Chile.

In order to satisfy itself of its ownership of its property interests in Chile, the Company has, among other things: (i) obtained and reviewed title opinions from certain local law firms in Chile; (ii) conducted searches in Chile as they relate to its property interests; (iii) applied for and obtained the granting of mining concessions according to the procedure established by the Chilean Mining Code; and (iv) reviewed, negotiated and executed various agreements with third parties relating to the acquisition and/or transfer of certain mining titles and concessions.

The Company regularly takes legal advice from counsel with extensive experience working with mining properties in Chile and who are abreast of all current Chilean legal requirements, and specifically as they apply to the Company's activities. The Company also relies on the oversight by Qualified Persons who have conducted a review of its Chilean activities and external consultants who are engaged by the Company in connection with the Company's permitting, licensing and regulatory approval application process, to confirm it has all material permits, licenses and other regulatory approvals needed to carry on its activities.

The Company is not aware of any material restrictions against foreign investment in Chilean mining companies, nor any material legal requirements imposed on foreign ownership of Chilean mining companies.

Control by Company over Subsidiaries

As noted from the corporate structure chart above under the heading "Corporate Structure of the Company", the Company has subsidiaries in Chile. Chilean law requires foreign companies operating in Chile to have local operating subsidiaries.

With the exception of RSC and its subsidiaries, including SCM Berta, all of the Chilean subsidiaries of the Company are wholly-owned subsidiaries over which the Company has complete control. The directors on the boards and officers of its wholly-owned Chilean subsidiaries are all members of the Company's senior management team, which ensures that the Company has appropriate control and direction over such Chilean subsidiaries. RSC is 75% owned by Greenstone and was deconsolidated from the Company's financial statements and operating results effective as of June 30, 2020.

The Company also maintains and uses corporate controls to ensure that a process and mechanism of approvals is maintained and followed for the disbursement of corporate funds and operating capital and to ensure that investment decisions are reviewed and approved by the Board.

The Company is of the view that there are no material risks associated with its corporate structure and that any risks are effectively managed based on the controls described above.

Banking Matters in Chile

The Company conducts its banking in Chile through banks of international repute, which are subject to international standards. All material disbursements of corporate funds and operating capital to the Chilean subsidiaries are reviewed and approved by the Board or its designees and are based upon pre-approved budget expenditures.

The Company adheres to Canadian and Chilean laws. The Company has a Business Code of Conduct that specifically addresses the *Corruption of Foreign Public Officials Act* (Canada) that is required to be followed by all directors, officers and employees.

Board and Management Experience in Chile and Board and Management Visits to Chile

A number of members of the Board and management have experience doing business and operating in Chile. All directors of the Company have visited the Company's operations in Chile. The directors have met with the senior management team in Chile on numerous occasions and there is continuous engagement between the Board and the management team. Furthermore, the directors are made aware of the local business practices in Chile as part of periodic business updates and risk reviews. The Company's directors and executive officers are also advised by experienced legal advisers in Chile and are made aware of new developments in the legal regime and new requirements that come into force from time to time. Any material developments are then discussed by the Company's senior management and at the board level.

Language Consideration

Certain of the Company's directors and executive officers are either fluent or conversant in Spanish. Local business in Chile is conducted largely in Spanish and the members of the Company's management team located in Chile who deal directly with employees in Chile and external consultants are all native or fluent Spanish speakers. In addition, the senior management team and the Company's advisors in Chile are fluent in English. Therefore, there is no material language barrier.

The Company's Communication Strategy in Chile

The Company's communication strategy in Chile includes having representatives of the Company formally meet with stakeholders as required in the context of the status of the Company's activities. Stakeholder engagement activities are undertaken as the Company progresses its milestone activities. The Company values transparent corporate governance and strives to ensure appropriate checks and balances are carried out to safeguard ownership at all levels of the business and provide accountability to stakeholders.

Access to Books and Records

The Company's corporate records are maintained at its registered and records office at 2400 – 745 Thurlow Street, Vancouver, British Columbia. The Company's operational agreements and documents are maintained at Suite 1504, Cerro el Plomo 5420, Las Condes, Santiago, 7560742, Chile. There are no restrictions on the Board's ability to access books and records. In addition to hard copy form, books and records are available electronically.

Risk Factors

The Company faces a number of challenges in the development of its properties. The following is a description of the principal risk factors affecting the Company:

Operational Risks

The Company's operations are subject to all of the risks normally incident to the exploration, development and, if any of the Company's properties are placed into commercial production, operation of mineral properties. The Company has implemented comprehensive safety and environmental measures designed to comply with or exceed government regulations and ensure safe, reliable and efficient operations in all phases of its operations. Mineral exploration and exploitation involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to avoid. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labour are some of the risks involved in mineral exploration and exploitation activities.

Such risks could result in damage to, or destruction of, mineral properties or processing facilities, personal injury or death, loss of key employees, environmental damage, delays in mining, monetary losses and possible legal liability. Satisfying such liabilities may be very costly and could have a material adverse effect on the Company's future cash flow, results of operations and financial condition.

Exploration Risk

The long-term operation of the Company's business and its profitability is dependent, in part, on the cost and success of its exploration and development programs. Mineral exploration and development involve a high degree of risk and few properties that are explored are ultimately developed into producing mines. There can be no assurance that commercial quantities of ore will be discovered. There is also no assurance that even if commercial quantities of ore are discovered, that the properties will be brought into commercial production or that the funds required to exploit mineral reserves and resources discovered by the Company will be obtained on a timely basis or at all. Discovery of mineral deposits is dependent upon a number of factors, including the technical skill of the exploration personnel involved. The commercial viability of a mineral deposit once discovered is also dependent on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices. Most of the above factors are beyond the control of the Company. There can be no assurance that the Company's mineral exploration activities will be successful. In the event that such commercial viability is never attained, the Company may seek to transfer its property interests or otherwise realize value or may even be required to abandon its business.

Other than in 2010, in which the Company realized mark to market gains for trading securities held, the Company has no history of operating earnings. None of the Company's properties are currently in production, and there is no certainty that the Company will succeed in placing any of its properties into production in the near future, if at all, and it could be years, if ever, before the Company receives any revenues from any production of metals.

Estimates of Mineral Resources

The mineral resource estimates contained in this AIF are estimates only and no assurance can be given that any particular level of recovery of minerals will in fact be realized or that an identified resource will ever qualify as a commercially mineable (or viable) deposit which can be legally or commercially exploited. In addition, the grade of mineralization ultimately mined may differ from that indicated by drilling results and such differences could be material. The estimates of mineral resources described in this AIF should not be interpreted as assurances of mine life or of the profitability of future operations.

Foreign Political Risk

The Company's material property is located in Chile and, as such, a substantial portion of the Company's business is exposed to various degrees of political and economic risk and uncertainties. The Company's operations and investments may be affected by local political and economic developments, including developments in the context of ongoing Constitutional reform in Chile, expropriation, nationalization, invalidation of government orders, permits or agreements pertaining to property rights, political unrest, labour disputes, limitations on repatriation of earnings, limitations on mineral exports, limitations on foreign ownership, inability to obtain or delays in obtaining necessary mining permits, opposition to mining from local, environmental or other non-governmental organizations, government participation, royalties, duties, rates of exchange, high rates of inflation, price controls, exchange controls, currency fluctuations, taxation and changes in laws, regulations or policies as well as by-laws and policies of Canada affecting foreign trade, investment and taxation.

Permits

The Company requires licenses and permits from various governmental authorities to carry out exploration and development at its projects. Obtaining permits can be a complex, and time-consuming process. There can be no assurance that the Company will be able to obtain the necessary licenses and permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Company from continuing or proceeding with its current activities or future operations or projects. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could result in the interruption or cessation of Company activities or material fines, penalties or other liabilities. In addition, the requirements applicable to sustain existing permits and licenses may change or become more stringent over time and there is no assurance that the Company will have the resources or expertise to meet its obligations under such licenses and permits.

Government Regulation

The Company's activities are subject to various laws governing exploration, prospecting, development, production, taxes, labour standards, occupational health, mine safety, waste disposal, toxic substances and other matters. Mining and exploration activities are also subject to various laws and regulations relating to the protection of the environment, historical and archaeological sites and endangered and protected species of plants and animals. Although the Company's activities are generally carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail The Company's present and future activities, including exploration, development and production.

Amendments to current laws and regulations governing the Company's activities or more stringent implementation thereof could have a substantial adverse impact on the Company.

Title to Properties

Acquisition of rights to mineral properties in Chile is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has investigated the title to all of the properties for which it holds concessions or other mineral leases or licenses or in respect of which it has a right to earn an interest, the Company cannot give an assurance that title to such properties will not be challenged or impugned. The Company can never be completely certain that it or its option partners will have valid title to its mineral properties. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify, and transfers under foreign law are often complex. The Company does not carry title insurance on its properties and such insurance is not generally available. A successful claim that the Company or its option partner does not have title to a property could cause the Company to lose its rights to that property, perhaps without compensation for its prior expenditures relating to the property.

Environmental Risks

The Company's activities are subject to extensive laws and regulations governing environmental protection and employee health and safety. These laws and regulations address many aspects of the exploration and development of mineral properties, including air and water quality, management of waste, the protection of different species of plant and animal life, the preservation of antiquities and lands and reclamation of lands disturbed by mining operations. Additionally, operators of mineral exploration and development projects may be required to carry out consultations or other similar processes with indigenous communities. These laws and regulations require the Company to acquire and maintain permits and other authorizations for certain activities. There can be no assurance that the Company will be able to acquire such necessary permits or authorizations on a timely basis, if at all.

There are also laws and regulations prescribing reclamation activities on some mining properties. Environmental legislation in many countries, including Chile, is evolving and the trend has been toward stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and increasing responsibility for companies and their officers, directors and employees. Compliance with environmental laws and regulations may require significant capital outlays on behalf of the Company and may cause material changes or delays in the Company's intended activities. There can be no assurance that the Company has been or will be at all times in complete compliance with current and future environmental, and health and safety laws, and the status of permits will not materially adversely affect the Company's business, results of future operations or financial condition. It is possible that future changes in these laws or regulations could have a significant adverse impact on some portion of the Company's business, causing the Company to re-evaluate those activities at that time. The Company's compliance with environmental laws and regulations also entails uncertain costs, material fluctuations of which could adversely affect the Company's financial condition.

Exploration and mining operations involve a potential risk of releases to soil, surface water and groundwater of metals, chemicals, fuels, liquids having acidic properties and other contaminants. In recent years, regulatory requirements and improved technology have significantly reduced those risks. However, those risks have not been eliminated, and the risk of environmental contamination from present and past exploration or mining activities exists for mining companies.

The Company may be liable for environmental contamination and natural resource damages relating to the properties that it currently owns or operates or at which environmental contamination occurred while or before it owned or operated the properties.

Management

The success of the Company will be largely dependent upon the performance of its officers, consultants and employees. Locating and successfully developing mineral deposits depends on a number of factors, including the technical skill of the exploration personnel involved. The success of the Company is largely dependent on the performance of its key individuals. Failure to retain key individuals or to attract or retain additional key individuals with necessary skills could have a materially adverse impact upon the Company's success.

Conflicts of Interest

Certain directors and officers of the Company are or may become associated with other natural resource companies which may give rise to conflicts of interest. In accordance with the *Business Corporations Act* (British Columbia), directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and the officers are required to act honestly and in good faith with a view to the best interests of the Company. Certain of the directors and officers of the Company have either other full-time employment or other business or time restrictions placed on them and, accordingly, the Company will not be the only business enterprise of these directors and officers.

Infrastructure

Development and exploration activities depend on adequate infrastructure, including reliable roads and water and power sources. In particular, the Company's activities in Atacama and Antofagasta Regions of Chile will depend on adequate water supply. The Company's inability to secure adequate water and power resources, as well as other events outside of its control, such as unusual weather, sabotage, government or other interference in the maintenance or provision of such infrastructure, could adversely affect the Company's development, future operations and financial condition.

Insurance

The Company's activities are subject to the risks normally inherent in the mining industry, including, but not limited, to environmental hazards, flooding, fire, periodic or seasonal hazardous climate and weather conditions, unexpected rock formations, industrial accidents and metallurgical and other processing problems. These risks could result in damage to, or destruction of, mineral properties; personal injury; environmental damage; delays in development and production; increased costs; monetary losses; and possible legal liability. The Company may become subject to liability which it cannot insure or may elect not to insure due to high premium costs or other reasons. Where considered practical to do so, the Company maintains insurance against risks in the operation of its business in amounts which the Company believes to be reasonable. Such insurance, however, contains exclusions and limitations on coverage. The Company cannot provide any assurance that such insurance will continue to be available, be available at economically acceptable premiums or be adequate to cover any resulting liability. In some cases, coverage is not available or considered too expensive relative to the perceived risk.

Competition

The Company's business of the acquisition, exploration and development of mineral properties is intensely competitive. The Company may be at a competitive disadvantage in acquiring additional mining properties because it competes with other mining companies, many of whom may have greater financial resources, operational experience and technical capabilities than the Company. The Company may also encounter increasing competition from other mining companies in efforts to hire experienced mining professionals. Competition for exploration resources at all levels has, in the past, been very intense, particularly affecting the availability of a skilled workforce, drill rigs and helicopters. Increased competition could adversely affect the Company's ability to attract necessary capital funding or acquire suitable producing properties or prospects for mineral exploration in the future.

Foreign Operations

The Company's properties are currently located in Chile and, as such, a substantial portion of the Company's business is exposed to various degrees of political, economic and other risks and uncertainties. The Company's operations and investments may be affected by regional political and economic developments, including developments in the context of ongoing Constitutional reform in Chile, expropriation, nationalization, invalidation of government orders, permits or agreements pertaining to property rights, political unrest, labour disputes, limitations on repatriation of earnings, limitations on mineral exports, limitations on foreign ownership, inability to obtain or delays in obtaining necessary mining permits, opposition to mining from local, environmental or other non- governmental organizations, government participation, royalties, duties, rates of exchange, high rates of inflation, price controls, exchange controls, currency fluctuations, taxation and changes in laws, regulations or policies as well as by laws and policies of Canada affecting foreign trade, investment and taxation.

Additional Funding and Dilution

The Company has limited financial resources. If the Company's exploration programs are successful, then additional funds will be required to complete the development of its properties and place them into commercial production. As the Company does not currently generate income from operations, the only sources of future funds presently available to the Company are the sale of assets, additional equity capital or the entering into joint venture arrangements or other strategic alliances, such as earn-in arrangements or the grant of royalties in respect of specific properties. In addition, the status of Chile, where the Company operates, may make it more difficult for the Company to obtain financing for its projects. There can be no assurance the Company will be able to conclude any financings, on favourable terms or at all. The failure to obtain financing could have a material adverse effect on the Company's existing activities, future operations and financial condition.

If the Company raises additional capital through equity financings, it could result in substantial dilution to existing shareholders. In addition, certain shareholders of the Company have pre-emptive rights to participate in future equity financings of the Company. Pursuant to a subscription agreement dated August 3, 2018 between the Company and Tembo Capital, Tembo Capital has a pre-emptive right to participate in future equity financings of the Company on a pro rata basis. As of the date of this AIF, Tembo Capital has the right to participate in future equity financings on a 11.59% basis. Pursuant to an Investor Rights Agreement dated December 19, 2019 between the Company and Greenstone, Greenstone has a pre-emptive right to participate in future equity financings of the Company. As of the date of this AIF, the Greenstone Entities own 29.07% of the

Company's issued and outstanding common shares in the aggregate. Taking into account common shares owned by the Greenstone Entities and common shares owned directly by the limited partners of Greenstone Resources L.P., the Greenstone Entities have the right to participate in future equity financings on a 52.88% basis.

If and to the extent that any common shares are issued to Tembo Capital or the Greenstone Entities pursuant to the exercise of pre-emptive rights, investors will suffer dilution to their voting power and the market price of the Company's common shares may be adversely affected. Because the pre-emptive rights of the Greenstone Entities are calculated with reference to common shares owned by the limited partners of Greenstone Resources L.P. (as well as common shares owned by the Greenstone Entities), the aggregate ownership interest of the Greenstone Entities in the Company may increase if they exercise their pre-emptive rights in full.

Public Health Crises such as COVID-19

The Company's business, operations and financial condition could be materially adversely affected by the outbreak of pandemics or other health crises, such as the outbreak of COVID-19 that was designated as a pandemic by the World Health Organization on March 11, 2020. The international response to the spread of COVID-19 has led to significant restrictions on travel, temporary business closures, quarantines, global stock market volatility, and a general reduction in consumer activity. Such public health crises can result in operating, supply chain and project development delays and disruptions, global stock market and financial market volatility, declining trade and market sentiment, reduced movement of people and labour shortages, and travel and shipping disruption and shutdowns, including as a result of government regulation and prevention measures, or a fear of any of the foregoing, all of which could affect commodity prices, interest rates, credit risk and inflation. In addition, the current COVID-19 pandemic, and any future emergence and spread of similar pathogens could have an adverse impact on global economic conditions which may adversely impact the Company's operations, and the operations of suppliers, contractors and service providers. The Company's operations have not been materially impacted by COVID-19 to date, but the Company may experience business interruptions, including suspended (whether government mandated or otherwise) or reduced operations relating to COVID-19 and other such events outside of the Company's control, which could have a material adverse impact on its business, operations and operating results, financial condition and liquidity.

As at the date of this AIF, the duration of the business disruptions internationally and related financial impact of COVID-19 cannot be reasonably estimated. It is unknown whether and how the Company may be affected if the pandemic persists for an extended period of time.

Commodity Prices

The viability and profitability of the Company's business will be dependent upon the market price of mineral commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, world supply of mineral commodities, consumption patterns, forward sales by producers, production, industrial demand, speculative activities and stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The prices of mineral commodities have fluctuated widely in recent years. Current and future price declines could cause commercial production from the Company's properties to be impracticable. The effects of these factors on the price of base and precious metals, and therefore the viability of the Company's exploration projects, cannot be accurately predicted and thus the price of base and precious

metals may have a significant influence on the market price of the Company's shares and the value of its projects. If the Company advances any of its projects to commercial production, the Company's future revenues and earnings, if any, could be affected by fluctuations in prices of mineral commodities and, to a lesser extent, other commodities such as fuel and other consumable items.

No History of Dividends

The Company has never paid a dividend on its common shares and does not expect to do so in the foreseeable future. Any future determination to pay dividends will be at the discretion of the Company's board of directors and will depend upon the capital requirements of the Company, results of future operations and such other factors as the Company's board of directors considers relevant. Accordingly, it is likely that investors will not receive any return on their investment in the common shares other than possible capital gains.

Foreign Currency Risk

A substantial portion of the Company's expenses are now and are expected to continue to be incurred in foreign currencies. The Company's business will be subject to risks typical of an international business including, but not limited to, differing tax structures, regulations and restrictions and general foreign exchange rate volatility. Fluctuations in the exchange rate between the Canadian dollar and such other currencies may have a material effect on the Company's business, financial condition and results of operations and could result in downward price pressure for our products in or losses from currency exchange rate fluctuations. The Company does not actively hedge against foreign currency fluctuations.

4. Mineral Properties

Information in this section is derived substantially from the technical report titled "Preliminary Economic Assessment, Marimaca Project, Antofagasta, II Region Chile" dated effective August 4, 2020 (the "**Technical Report**"), prepared by Robin Kalanchey (P. Eng.) of Ausenco Engineering Canada Inc. ("**Ausenco**"), Francisco Castillo (Member of Chilean Mining Commission) of Ausenco, Scott Weston (P. Geo.) of Ausenco, Luis Oviedo (Member of Chilean Mining Commission) of NCL Ingenieria y Construcción ("**NCL**"), Carlos Guzman (FAusIMM) of NCL and Marcelo Jo (Member of Chilean Mining Commission) of Jo & Loyola Consultores de Procesos, all of whom are Qualified Persons within the meaning of National Instrument 43-101.

To obtain further information readers should consult the Technical Report which is available for review electronically on SEDAR at www.sedar.com under the Company's profile. For greater certainty, the Technical Report is not incorporated by reference in this AIF.

Project Setting

The Marimaca Project is located in Chile's Antofagasta Province, Region II, approximately 45 km north of the city of Antofagasta and approximately 1,250 km north of Santiago. The coastal cities of Antofagasta and Mejillones can be accessed from the Marimaca Project via a well-maintained multi-lane highway. The regional Cerro Moreno airport is located 45 km from the Marimaca Project. Marimaca is accessible by maintained dirt roads, either from the Cerro Moreno Airport or the Route Antofagasta-Tocopilla.

The Marimaca Project is located about 39 km north of the Tropic of Capricorn. The climate is dry, with average daily rainfall of 2–3 mm. However, rare intense rainfall events of 12–30 mm in a short period can occur. It is expected that any future mining operations will be conducted on a year-round basis.

The Marimaca Project is situated within the Cordillera de la Costa, a mountainous area, with relief ranging from 400–1,000 m elevation. Vegetation is minimal outside of inhabited valleys where irrigation and the “Camanchaca” sea mist that comes from the nearby ocean, support vegetation that is capable of withstanding the desert environment. The Mejillones and Naguayán quebradas drain the project area from east to west and south to north, respectively.

Mineral Tenure, Surface Rights, Water Rights, Royalties and Agreements

The Marimaca Project is held 100% by the Company. Following the disposition of its non-core Rayrock assets as disclosed in the material change report filed by the Company on March 15, 2022, the Company has two Chilean subsidiaries that have actual, or eventual, rights over various mining properties that make up the Marimaca Project:

- Compañía Minera Cielo Azul Limitada (MCAL); and
- Compañía Minera NewCo Marimaca (Newco Marimaca) (collectively, the “**Chilean Subsidiaries**”).

There are several agreements and options in force over the mineral tenures. There are also staged payments that must be met for certain of the agreements. As of the date of this AIF, each of these payments were met as they became due.

Through direct acquisition and option agreements, the Company holds 100% of 265 granted concessions and concession applications, covering an area of 62,568 ha.

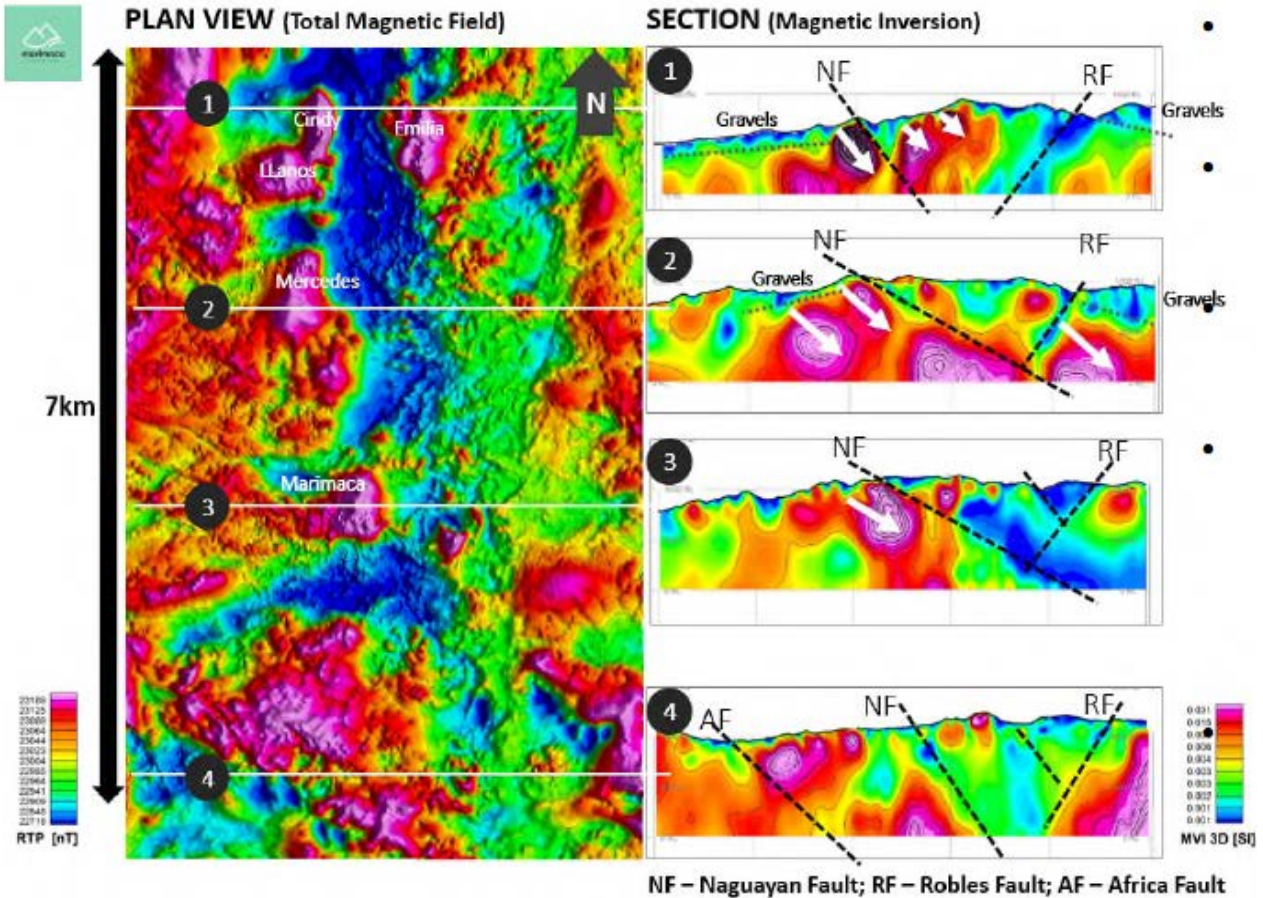
The Company holds no water rights in the Marimaca Project area.

The Marimaca Project is subject to several net smelter return (“**NSR**”) royalties, which range from 1–2%. The Company has the right to buy back some of the NSR percentages for all of the royalty agreements.

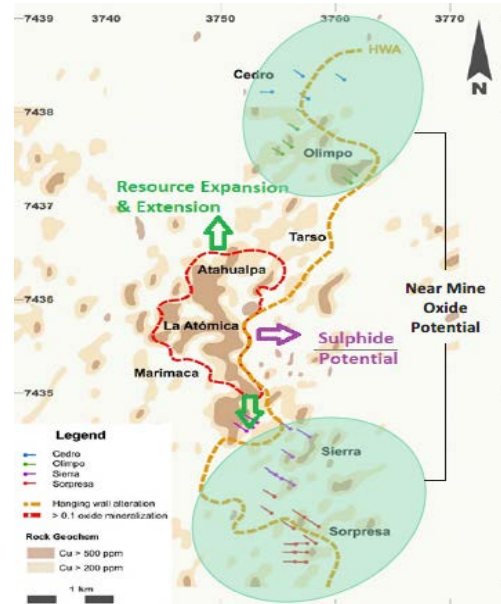
Geology and Mineralization

The Marimaca deposit appears to be a new deposit style as it does not readily conform to any of the major published geological models. It has affinities with vein-style iron ore–copper–gold (IOCG) deposits and “manto-type” mineralization styles.

The regional geology consists of Jurassic volcanic and intrusive rocks, with minor older Triassic acid volcanic occurrences, intermediate intrusive units, sediments and Palaeozoic metamorphic rocks. The main regional structure is the Atacama Fault System (“**AFS**”) which forms the eastern border of the Coastal Cordillera in the region. To the west of the AFS, the Naguayán Banded Fracture Belt (“**NBFZ**”) forms an approximately 15 km long and 3 km wide zone of sub-parallel fractures that trend north–south to north–northeast, dipping at 40–60° to the east or southeast. The rhyodacitic-composition regional dyke swarm end members are preferentially associated with the NBFZ.



The local geology consists of monzonite, diorite and monzodiorite intrusions correlated with the Naguayán Plutonic Complex, and dykes belong to the regional bimodal dyke swarm. Alteration related to mineralization consists of development of actinolite and magnetite, with lesser chlorite, sericite, and hematite, that is associated with veins, feeders, and banded rocks. The diorite unit has undergone biotite–magnetite replacement. A major alteration feature is the so-called hanging wall alteration front, which controls the mineralization toward the “top” of the parallel-fractured monzonite and diorite units and the mineralization associated with dikes, and has been identified more than 10 km across the Marimaca Project area. Hematite, in association with sericite and pyrite, forms band replacements and veins. The feeders that crosscut the alteration limit displays a well-developed “argillic” halo. Supergene oxidation has resulted in the formation of limonite, clays, and copper oxides. Goethite and hematite stain fractures or fill open fractures. Iron oxides can be associated with clay, gypsum and rock flour within fault gouge. Jarosite can occur in the halo of some of the northwest-trending faults zones in the southern part of the project area.



The Marimaca deposit consists of a supergene copper blanket (oxides and enriched sulphides). The oxide zone is exposed on surface, and has dimensions of about 1.4 km long, 400–600 m in width, and a thickness that ranges from 150–350 m. Mineralization in the Marimaca area has formed in association with the fractures of the NBFZ, and in association with north–south to northeast-oriented “feeder” zones or vein-like structures. It consists of chalcopyrite, moderate to minor pyrite, minor bornite, covellite and primary chalcocite forming massive bodies, zones of replacement and fracture fills. The copper oxide blanket overlies the primary mineralization, which resulted from the alteration of a secondary sulphide-enriched blanket that produced a chemical zonation from brochantite to atacamite at the core of the alteration zone, with a surrounding outboard halo of predominantly chrysocolla, followed by a wad halo.

History

Small-scale artisanal mining activities were undertaken in the general Marimaca Project area from the 1990s to mid-2000s. Underground workings are at maximum of 100 m deep.

No modern exploration was undertaken in the general Marimaca Project area before the Company began to assemble the Marimaca Project ground holdings. The Marimaca deposit was identified in 2016, following a RC drill program. The Company subsequently detailed geological surface mapping and rock chip sampling, additional RC drilling, core drilling to support geotechnical and geometallurgical studies, metallurgical testwork, and mining studies. An initial resource estimate was completed in January 2017, and Mineral Reserves (as defined in the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) Definition Standards for Mineral Resources and Mineral Reserves) were first estimated in 2018.

The Company completed the 2018 Feasibility Study in June 2018. This study considered an open pit mining using conventional equipment to feed a refurbished process plant, referred to as the Ivan plant, that would have the capability of producing 10,000t of cathode copper per year. The 2018 Feasibility Study is not currently considered to be the preferred Marimaca Project development option. The Company is not treating the study as current, and the Mineral Reserve estimates are also not considered to be current. However, some of the baseline information generated in support of the 2018 Feasibility Study is used in the 2020 PEA.

An Environmental Impact Statement (referred to as a “**Declaración de Impacto Ambiental**” or “**DIA**” in Spanish) and the Mining Safety Regulations and Environmental Qualification Resolution (RCA) was approved on 5 July, 2018. Mineral resources were updated in late 2019. The PEA was completed in 2020.

Drilling and Sampling

A total of 346 RC holes (82,234 m) and 39 core holes (8,976 m) have been completed. The RC drilling was completed by PerfoChile Ltda, with drill hole diameters from 5 $\frac{3}{4}$ ” to 5 $\frac{5}{8}$ ”. Core drilling was performed at PQ (85 mm core diameter), HQ (63.5 mm) and HQ3 (61.1 mm) sizing, by Superex, a Chilean drilling contractor. Collar locations were at 100 m or 50 m spacing, as dictated by topography, and the ability to construct drill platforms and pad accesses. Drill holes were typically oriented at either 220° or 310°. However, some holes were oriented at 270° to test high-grade zones controlled by north–south-trending feeders and veins. Drill holes were angled at -60°.

All drill holes were geologically logged using digital data capturing methods. Information logged included lithology, structure, alteration and mineralization based on drilling intervals, recoveries and analytical results. RC drill cuttings were cleaned prior to geological description. The first pass logging recorded lithology, structure and alteration. Oxide mineralogy was relogged when assay data were received. A chip tray record of the drill holes was stored. Core holes were initially logged for lithology, structure and alteration. When assay data were available, the data were correlated with the logged mineralization. Rock quality designation (RQD) data were also recorded. In addition to measuring deviations, most of the holes were surveyed using an optical televiewer (OPTV or BHTV), which continuously recorded structures and orientation measurements down the length of the drill hole.

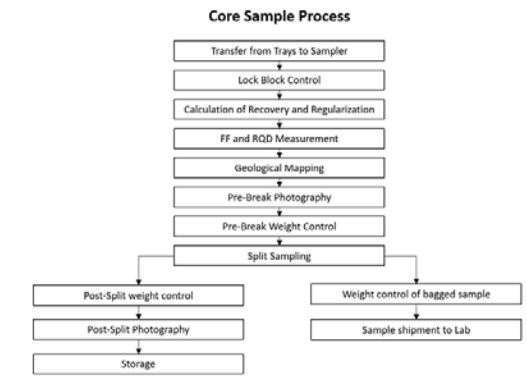
Recovery data were recorded for the RC and core drill holes. Measured recoveries are over 95% for both types of drilling, without significant variations and recovery is unrelated to copper grades.

Local contractors carried out the supervision of the drilling operation. An experienced surveyor recorded the collar locations. Collars are marked in the field using PVC pipe and a metal plate with the name of the drill hole. Down hole surveys were completed by either Data Well Services or Comprobe. The instrumentation includes Giroscope NSG for survey and Optv, Hirat and Caliper probes for video. All readings were continuous to the end of the holes.

In the opinion of the authors of the Technical Report, the quantity and quality of the lithological, collar and down-hole survey data collected in the drilling programs are sufficient to support Mineral Resource estimation.

Continuous rock sampling along exposures in road cuts was completed during 2018–2019. Samples consisted of continuous chip-channel samples at 2 m intervals for a total 5,120 m of sampling. Detailed and systematic rock sampling was extended to the underground mine workings, using the same criteria and methods from the surface samples. A total of 8,028 m was sampled from the artisanal mine workings. RC drill holes were sampled on a 2 m continuous basis, with all the dry samples riffle split on-site and one quarter sent to the laboratory for preparation and assaying. The description of core sampling is in Figure 1.

Figure 1: Core Sampling Process



Note: Figure prepared by Marimaca Copper Corp., 2020.

Specific gravity (SG) was measured systematically on core samples at approximately 20 m intervals. The core samples ranged in length from 7–26 cm. The SG was determined on wax-coated core using a water displacement method where the core was weighed in air, and then in water. Measurements were performed by the Mecánica de Rocas (Rock Mechanics) laboratory at Calama.

Initially, the primary sample preparation and assay laboratory was Geolaquim Ltda. (“**Geolaquim**”) in Copiapó. Geolaquim held ISO 9001:2000 accreditations for selected analytical techniques and was independent of the Company. From the 2017 infill drilling campaign onward, samples were prepared in the Andes Analytical Assay Ltda (Andes Analytical) Calama laboratory and assayed by the Andes Analytical laboratory in Santiago. Andes Analytical holds ISO 9001:2008 accreditations for selected analytical techniques and is independent of Coro. Andes Analytical acted as an umpire laboratory for the 2015 drill campaign. The Company did not employ an umpire laboratory for the remainder of the campaigns.

Samples were prepared by drying, crushing to 85% passing 10 mesh, and pulverizing to 95% passing 150 mesh. Total copper (“**CuT**”) was analysed using a four-acid digest followed by an atomic absorption spectroscopy (AAS) finish. Acid soluble copper (“**CuS**”) was analysed using a single acid digest, followed by AAS. The analytical quality assurance and quality control (QA/QC) programs involved the use of pulp duplicates for precision analyses, standard reference materials (SRMs) and check samples for accuracy analyses.

To validate the use of data from the core and RC exploration campaigns, a comparison was undertaken of 11 drill holes that were within a maximum of 10 m separation. The average CuT and CuS grades from the core and RC drilling were compared. In the QP’s opinion, these averages are very similar.

The sample preparation and analytical procedures used by the independent laboratories are in line with industry norms. Sample security practices are acceptable. The analytical data are considered acceptable to support Mineral Resource estimation.

Data Verification

The exploration and production work completed by the Company was conducted using internally documented procedures and involved verification and validation of exploration and production data prior to use of the data in geological modelling and Mineral Resource estimation.

NCL staff performed site visits, and observed core and RC drill sites, collars, and collar monumenting. NCL examined core from several RC and DDH drill holes, finding that the logging information accurately reflected the inspected core and cuttings. The lithology and grade contacts checked by NCL matched the information reported in the core logs. The QP reviewed the drill hole database and concluded that it was adequate to support block models, and Mineral Resource estimates. NCL visually compared the block models against the informing samples on plans and sections to confirm that the estimations were generally an adequate representation of the distribution of the copper mineralization.

The authors of the Technical Report are of the opinion that the data verification programs completed on the data collected from the Marimaca Project are consistent with current industry practices and that the database is sufficiently error-free to support the geological interpretations Mineral Resource estimation, and preliminary mine planning.

Metallurgical Testwork

Metallurgical testwork was completed in three campaigns, Geomet I, II and III. Geomet IV is underway at effective date of the Technical Report. Most of the mineralized material is planned to be crush leached, using crushing, agglomeration, leaching, solvent extraction (SX) and electrowinning (EW). Low-grade mineralized material will be sent to a run-of-mine (“ROM”) leach.

Crush Heap Leach

Preliminary tests evaluated parameters such as mineral subzone, agglomeration conditions, granulometry, column height, irrigation rates and acid concentration in the irrigation solution. Five mineralization subzones were defined, listed below with their predicted leaching recoveries (calculated over the total copper content of the material that will be processed):

- BROC/ATA: classified as oxide; copper in the form of brochantite and atacamite; 82% recovery
- CRIS: classified as oxide; copper in the form of chrysocolla; 77%
- WAD: classified as oxide; copper in the form of wad; 65%
- MIX: classified as sulphide; mixed oxide/sulphides; 62%
- ENR: classified as sulphide; sulphides; 49%.

The overall copper recovery prediction for the combined mineralized subzones is 76%. Acid consumption is predicted to be 40 kg/t for oxide mineralization (BROC/ATA, CRIS and WAD) and 35 kg/t for sulphide mineralization (MIX and ENR). The carbonate content is relatively low and accounts for about 30% of the expected overall acid consumption. The other major acid consumers that will be dissolved are iron and aluminium, which are estimated to represent about 30% and 20% of the overall acid consumption, respectively.

A particle size distribution after crushing of P90 <1/2” with a content of fines of less than 12% - 100# Tyler is considered applicable to the process design.

Two phases of column tests were completed, using 30 cm columns and 1.5 m columns at different operating parameters.

Agglomeration will be conducted with raffinate solution and concentrated sulphuric acid at the rate of 15–30 kg/t. Later in the proposed mine life, addition of NaCl in the agglomerate is assumed to be used at the rate of 15 kg/t to improve sulphide oxidation during the resting period. Resting time without salt addition is forecast at about 2–3 days. When salt is added, a resting time of 15–30 days will be required. The chloride leaching process is proposed for the later mine plan with the chloride base level defined by the use of seawater and the chloride present in the mineralized material to support, the recovery of some of the copper present in the sulphide subzones.

A trade-off analysis between heap height and the area needed for a crush heap leach pad was conducted to determine the preferred combination and leaching time (residence time). The analysis suggested that a 4m high heap pad with a total leaching area of 500,000 m² was the preferred configuration. This combination would result in a leach cycle of 95 days.

An irrigation rate of 12L/hr/m² add by sprinklers was recommended for the crush heap leaching process.

The oxidized mineralization subzones (BROC, CRIS and WAD) are planned to have three days of resting time and 92 days of irrigation, completing a leaching cycle of 95 days. The sulphide mineralization subzones (MIX and ENR) will have 30 days of resting time and 110 days of irrigation, to complete a leaching cycle of 140 days.

For the first part of the 2020 PEA process plan (Years 0 to 5), MIX and ENR mineralization will be mixed with WAD and treated as if they were oxides without the need of salt addition. The latter part of the PEA process plan (Years 6 to 12), oxide and sulphide subzones are planned to be processed in separate leach pad modules.

The SX plant was designed to operate with high levels of chloride present in the pregnant leach solution (PLS) and includes two organic washing stages that will allow for a low and manageable transfer of chloride to EW through entrainment.

ROM Leach

The ROM feed will predominantly be WAD material, which is forecast to achieve a 40% total copper recovery.

The ROM material is recommended to be stacked in 10-m layers, with a leaching cycle of six months, 10 g/L of sulphuric acid in irrigation and a continuous application rate of 5 L/hr/m² using drippers.

Mineral Resource Estimation

Estimation was conducted using commercially available Leapfrog and GEMS software. The primary support for the Mineral Resource estimate is data collected from the 2016, 2017 and 2018 drill programs. All samples without a grade value in the database were eliminated prior to resource modelling. Values labelled <0.001% were changed to 0.001% for both CuT and CuS.

Lithology, structure, and mineralization were interpreted on approximately 50 m-spaced cross-sections that were oriented northeast, northwest, and east–west at 1:1,000 scale. The

mineralization interpretations are used as the domains for resource estimation. The domains are brochantite, chrysocolla, enriched, wad $\text{CuT} \geq 0.1\%$, wad $\text{CuT} < 0.1\%$, and chalcopryrite. Samples from the database were coded based on the 3D solid codes, based on the solid that contained the sample centroid.

A review of the sample lengths was conducted to determine if compositing was warranted. This check showed that only three samples within the modelled solids had a length of < 1 m. All the remaining samples were 2 m in length. No compositing was conducted as a result. Review of CuT and CuS domain boundaries indicated that all contacts should be treated as hard boundaries. Grade capping was used in all domains to restrict outlier CuT and CuS assay values. In addition, a 5 m search ellipse was used during estimation to locally restrict the samples with grades above the cap value. Prior to estimation, all SG outliers were removed from the 562 SG determinations available. Average SG values were assigned to each of the estimation domains.

Correlograms were computed for five zones considered to be structurally separated (Tarso, Atahualpa, Atahualpa–La Atomica, La Atomica and Marimaca) to provide search distances to be used in estimation. A percentage model was run in GEMS for each mineralized domain. The block size was 5 m x 5 m x 5 m in size, rotated to N 40° E to match the geological section interpretations. The remaining blocks below the surface topography were coded as waste. Grade was interpolated using ordinary kriging (OK) and a series of four passes. Pass 1 resulted in measured mineral resources, Pass 2 resulted in indicated mineral resources, and Pass 3 resulted in inferred mineral resources. All blocks estimated in the fourth pass were considered unclassified. Model validation used a combination of visual inspection, a nearest-neighbour (NN) analysis, and trend analyses.

Reasonable prospects of eventual economic extraction were addressed by applying a resource pit shell defined using Whittle software and the parameters outlined in Table 1. Pit slope angles were derived from a study carried out by Ingeroc S.A, (Ingeroc) in 2019.

Table 1: Pit Shell Input Parameters

Item	Unit	Value
Mining cost	US\$/t	2.00
Heap leach process cost (including G&A and SX/EW cost)	US\$/t	9.00
ROM process cost including G&A	US\$/t	2.50
Selling cost	US\$/lb Cu	0.07
Heap leach recovery	%	76
ROM recovery	%	40
Pit slope angle	Degrees	44–46
Cu price	US\$/lb Cu	3.00

Mineral Resource Statement

Mineral Resources and Mineral Reserves are reported in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) Definition Standards for Mineral Resources and Mineral Reserves (May 2014; the 2014 CIM Definition Standards) and the CIM Estimation of Mineral Resources and Mineral Reserves Best Practice Guidelines 2019 edition (2019 CIM Best Practice Guidelines). Mineral Resources are reported on a 100% basis. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. The Qualified Person for the estimate is Mr Luis Oviedo, CMC, an NCL employee. Mineral Resources are provided in Table 2.

Areas of uncertainty that may materially impact the Mineral Resource estimates include: changes to long-term copper price and exchange rate assumptions; changes in local interpretations of mineralization geometry and continuity of mineralized zones; changes to geological and grade shape and geological and grade continuity assumptions; changes to interpretations of the structural zones; changes to the density values applied as averages to the estimated domains; changes to metallurgical recovery assumptions; changes to the input assumptions used to derive the conceptual open pit used to constrain the estimate; changes to the cut-off grades applied to the estimates; variations in geotechnical, hydrogeological and mining assumptions; forecast dilution; and changes to environmental, permitting and social license assumptions.

Table 2: Mineral Resource Statement

Classification	Tonnes (t x 1,000s)	Grade		Contained Metal	
				CuT	CuS
		CuT (%)	CuS (%)	Tonnes (kt)	Tonnes (kt)
<i>Measured</i>					
Brochantite	10,890	0.76	0.55	82	60
Chrysocola	4,918	0.59	0.45	29	22
Enriched	1,176	0.75	0.17	9	2
Mixed	475	1.02	0.26	5	1
Wad	3	0.27	0.17	0	0
Wad GT 0.1 %	3,260	0.34	0.2	11	7
<i>Total Measured</i>	<i>20,721</i>	<i>0.66</i>	<i>0.44</i>	<i>136</i>	<i>92</i>
<i>Indicated</i>					
Brochantite	24,719	0.68	0.49	167	121
Chrysocola	9,581	0.5	0.37	48	36
Enriched	3,468	0.69	0.14	24	5
Mixed	1,177	0.86	0.21	10	2
Wad	36	0.26	0.14	0	0
Wad GT 0.1%	10,686	0.32	0.18	34	19
<i>Total Indicated</i>	<i>49,666</i>	<i>0.57</i>	<i>0.37</i>	<i>284</i>	<i>184</i>
<i>Measured and Indicated</i>					

Brochantite	35,609	0.7	0.51	250	181
Chrysocolla	14,499	0.53	0.4	77	58
Enriched	4,644	0.7	0.15	33	7
Mixed	1,652	0.9	0.22	15	4
Wad	38	0.26	0.14	0	0
Wad GT 0.1%	13,945	0.32	0.19	45	26
Total Measured and Indicated	70,387	0.6	0.39	420	276
<i>Inferred</i>					
Brochantite	17,618	0.63	0.42	111	74
Chrysocolla	9,978	0.47	0.33	47	33
Enriched	2,193	0.63	0.13	14	3
Mixed	3,661	0.63	0.15	23	6
Wad	43	0.27	0.09	0	0
Wad GT 0.1%	9,521	0.31	0.17	30	16
Total Inferred	43,015	0.52	0.31	224	132

1. Mineral Resources are reported using the 2014 CIM Definition Standards. The Qualified Person for the estimate is Mr Luis Oviedo, CMC, an NCL employee. Mineral Resources have an effective date of January 15, 2020 and are reported on a 100% basis.
2. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability.
3. Mineral Resources are reported within a constraining pit shell developed using Whittle™ software. Input assumptions include a copper price of US\$3.00/lb, mining recovery of 100%, metallurgical recoveries of 76% for CuT leaching and 40% for Cu ROM leaching, a mining cost of US\$ 2.00/t, processing costs of US\$9.0/t for leach processing and US\$2.50/t for the ROM process. General and administrative costs are included in the processing costs.
4. Base case Mineral Resources are reported using a 0.22% total copper (CuT) grade. Tonnages contained in the chalcopirite subzone are not included in the tabulation.
5. Wad GT0.1% unit corresponds to the "high grade Wad", which was separated from the low-grade Wad to refine the geological model, better reflecting the grade distribution within the deposit.
6. Mineral Resource contained copper estimates have been rounded as required by reporting guidelines.

Table 3: Mineral Resource Estimate

Cut-off grade (% CuT)	Measured			Indicated			Measured + Indicated			Inferred		
	Mineral kt	CuT (%)	CuS (%)	Mineral kt	CuT (%)	CuS (%)	Mineral kt	CuT (%)	CuS (%)	Mineral kt	CuT (%)	CuS (%)
0.60	9,272	1.00	0.65	18,375	0.91	0.58	26,727	0.95	0.61	12,182	0.90	0.48
0.50	11,397	0.91	0.61	23,285	0.83	0.53	34,682	0.85	0.56	16,926	0.80	0.44
0.40	14,403	0.81	0.55	30,600	0.74	0.48	45,003	0.76	0.50	23,607	0.70	0.40
0.30	17,865	0.72	0.49	40,253	0.64	0.42	58,118	0.67	0.44	33,410	0.60	0.35
0.22	20,721	0.66	0.44	49,666	0.57	0.37	70,387	0.60	0.39	43,015	0.52	0.31
0.18	22,072	0.63	0.42	54,109	0.54	0.35	76,181	0.57	0.37	47,164	0.49	0.29
0.10	23,087	0.61	0.41	57,619	0.52	0.33	80,706	0.54	0.35	50,641	0.47	0.27

1. CuT means total copper and CuS means acid soluble copper.
2. Mineral resources that are not mineral reserves do not have demonstrated economic viability.
3. Does not include primary sulphides.
4. For detailed information, refer to the Company's news release titled "Coro Announces Substantial Increase in Resources; Development Studies Underway" from December 2, 2019.

5. Technical and economic parameters included: copper price US\$3.00/lb; mining cost US\$2.00/t; HL processing cost including G&A US\$9.00/t; ROM processing cost including G&A US\$2.50/t; selling cost US\$0.07/lb; heap leach recovery 76% of CuT; ROM recovery 40% of CuT; pit slope angle 44-46°.

Mining Methods

Open pit mining is contemplated, using equipment conventional to the industry.

The open pit area was divided into three geotechnical zones, with pit slope angles that range from 42–52°. Mining dilution, based on a cut-off grade of 0.2% CuT is assumed to be 2.3% for tonnes, and a contained copper loss of 4.6% will result.



Eight pit phases are planned. Phase 1 targets the material with the highest grade in the central area, down to 920masl. Phases 2 and 3 are successive expansion to the north, down to 960masl and 870masl, respectively. Phase 4 is an almost independent pit at the northern area of the deposit with an exit to the north and a connection with Phase 3 for exiting to the primary crusher to the south. This phase will extend to the 890masl. Phase 5 is an expansion to the west of the main pit, to 830masl. Phases 6 and 7 are final expansions to the south and west, respectively to 890masl and 830masl. Phase 8 corresponds to the final expansion of the north pit, to 880masl.

A road width of 30 m was selected to accommodate trucks up to 190t. NCL used a 10% road gradient which is common in the industry for this type of truck. The 2020 PEA mine plan is designed with 10 m benches stacked to 20 m (i.e. double benching) for the geotechnical Zone 1 (East wall). Mining costs are based on blasting 10 m benches for every material type. Additional 20 m wide safety berms were included in the design when the slope height exceeds 150 m, in accordance with geotechnical recommendations.

Table 4: Pit Shell Input Parameters

Item	Unit	Value
Copper Price	US\$/lb	3.0
Mine	US\$/t mined	2.10
Mineralized material haulage	US\$/t processed	0.48
Crush Heap Leach	US\$/t processed	4.33
Crush Heap Leach	US\$/lb	0.25
G&A	US\$/t processed	2.00
ROM Dump Leach	US\$/t ROM	2.54
ROM Dump Leach	US\$/lb	0.25
Selling Cost	US\$/lb	0.07

The mine plan was tailored toward a copper cathode production rate of 40,000 t/y. An initial pre-stripping period of 4.0 Mt would be required to expose sufficient mineralised material to start commercial production in Year 1. The mineralised material mined during pre-stripping will be stockpiled in the stockpile area and will make up part of the Year 1 plant production. The total stockpiled for later re-handling during Year 1 will amount to 139 kt, plus 32 kt of low-grade material. The pre-stripping period will be approximately three months. Three separate mining rates will be used during commercial production. An initial three-year period will mine at a rate of 14.5 Mt/y. This will be followed by a two-year period that will mine at a rate of 18.54 Mt/y, which will meet the initial plant throughput capacity of 5.4 Mt/y. To meet the second plant throughput capacity rate of 9.0 Mt/y a total mining rate of 23.5 Mt/y is required for the remainder of the mine life.

Two waste rock storage facilities area (WRSFs), will be located to the west (WSFN) and south (WSFS) of the pit. A ROM pad area was designed in a flat valley, located in between the WRSFs, where the ROM leach process will take place. The leaching of this low-grade material is planned in 10 m lifts. The mine plan assumes that 42.3 Mt are placed in the facility. The life of mine (“LOM”) plan stockpiles low-grade material for later re-handling at the end of the LOM to the primary crusher for crush leaching. The low-grade stockpile was designed at the toe of the WSFS and will accommodate 1.3 Mt.

The drilling equipment will consist of diesel units capable of drilling 7 $\frac{7}{8}$ ” diameter holes in all material types.

The major equipment was selected based on the mine production schedule, nine months of pre-production and approximately 12 years of commercial mining operations. The pre-production period will include an initial pioneering period estimated at six months for preparing initial roads and bench openings and storage material facilities, followed by a pre-stripping period estimated to be three months long. The total material mined during pre-stripping will be 4 Mt. Re-handling of material will be required in Year 1 for material mined during pre-stripping to meet the plant feed requirements. The mining operation will use 22 m³ hydraulic excavators, 23 m³ front-end-loaders and trucks with a capacity of 150 t. This type of equipment can achieve the required productivity for an annual total material movement of 23.5 Mt. The fleet will be complemented with drill rigs for material delineation. Auxiliary equipment will include track dozers, wheel dozers, motor graders and a water truck. The mine fleet will also include the necessary equipment to re-handle

the material from the stockpiles to the primary crusher. This operation will be carried out using a front-end loader and the same 150 t trucks used in the open pit.

Recovery Methods

The Marimaca Project will operate a conventional salt acid leaching process consisting of a comminution circuit, crush leach (HL) and ROM leach facilities, SX and EW to produce Grade-A copper cathodes. All leaching will be performed using seawater-based process solutions, with sulphuric acid and salt addition to both acid-leach the copper oxide mineralization and chloride-leach the sulphide copper mineralization sent to crush heap leaching.

Water devoid of chloride for SX/EW requirements will be provided by a dedicated reverse osmosis (RO) plant. The brine RO plant reject stream will be recovered as process water, hence providing additional chloride to the process and making full use of all available water to meet process needs.

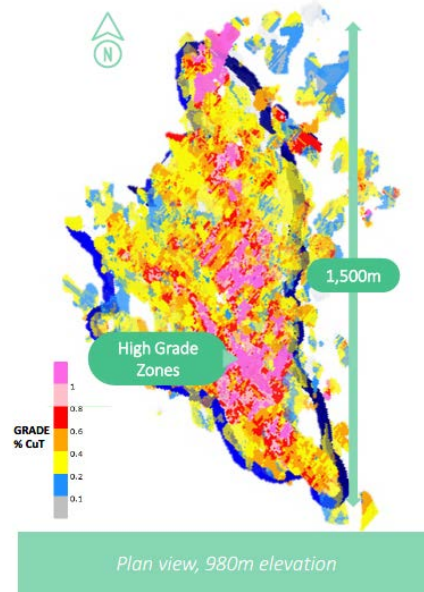
The SX plant was designed to operate with high levels of chloride present in the pregnant leach solution (PLS) and includes two organic washing stages that will allow for a low and manageable transfer of chloride to EW through entrainment.

As explained in the sections before the mine plan assumes two mining phases. Phase 1 will run from Year 1 to Year 5 will see primarily oxide mineralization being sent to the crush heap leach at a processing capacity of 5.4 Mt/y. This initial period is expected to see minimal mining of sulphide copper mineralization. The second mine phase will run from Year 6 to Year 12 and assumes that 9 Mt/y of mineralization will be sent to the crush heap leach. The material will still be dominated by oxide copper minerals, but there will be a higher proportion of sulphide copper mineralization, including mixed oxide-sulphide mineralization. Phase 2 of the mine plan requires an expansion of the crushing and leaching facilities. However, the other plant facilities such as the SX/EW units are sized for Phase 2 capacity from the start.

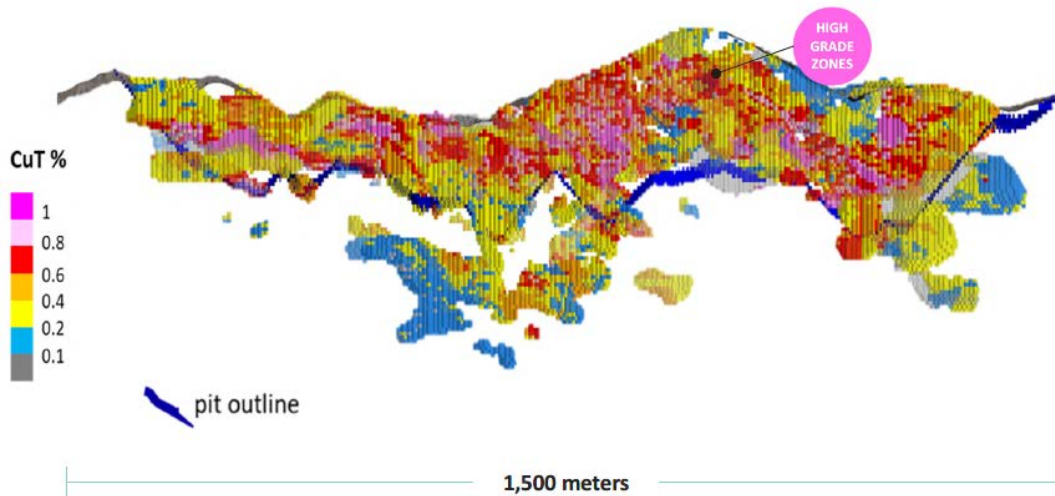
The addition of salt is only considered necessary for Phase 2 of the mine plan; chloride build up in the leaching solutions is considered sufficient to enhance recovery from the minor copper sulphide fractions during the first stage of the mine plan.

Facilities for copper cathode production will have a nominal capacity of 40,000 t/y copper. Full cathode production will be achieved during the first phase of the mine plan from processing high-grade mineralized material. The second phase will treat lower-grade mineralization, requiring a capacity increase to meet the proposed cathode production tonnage from the EW circuit. The design considers an installed power capacity of 30 MVA, with a peak power consumption of 155 GWh per year occurring at year 6 when the second phase starts. Water requirements are 1,612,000 m³/y for phase 1 and 2,558,000 m³/y for phase 2.

The assumed mine life is 12 years. The strip ratio of the mine plan is 0.84:1, with the favourable geometry of the ore body reducing the strip. Mineralization that will be sent to the crush heap leach facility will be crushed at the crushing plant, totalling 88,586 kt of copper-bearing mineralization over the LOM.



For Phase 1 of the mine plan, which includes a lower capacity first year due to ramp-up considerations, an average of 5,130 kt/y of feed will be delivered during that five-year period, at an average copper grade is 0.78%. High grade zones typically shorten payback periods and improve early years head grade delivered to leach pads. Phase 2 will average of 8,991 kt/y including a final year of slightly lower feed at an average copper grade of 0.49%. Recoveries will be about 79% for the first phase of the mine plan, reducing to approximately 74% on average during the second stage.



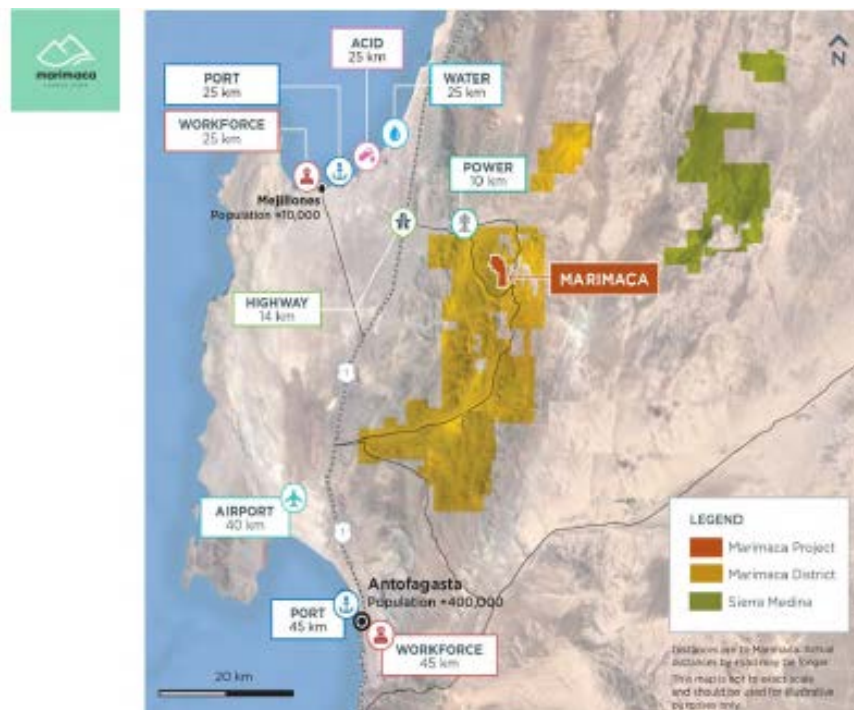
The crush heap leach plant is designed to process a nominal of 5,400kt/y for phase 1 of the mine plan, equivalent to a daily balance tonnage of 14,795 t/d (with 365 d/y), consistent with the mine plan for Year 2 to Year 5. For phase 2 (year 6 to 12) nominal capacity will be 9,000 kt/y, equivalent to a daily balance tonnage of 24,658 t/d.

Total copper cathode production is estimated to be approximately 430kt of cathodes during the LOM, which includes both copper metal recovered from the heap leach and the ROM leach.

Project Infrastructure

Planned infrastructure will include:

- Road network: The road network includes connections from the open pit to the WRSFs, main processing area, crush leach facilities, ROM leach facilities, maintenance complex, and administrative facilities.
- Processing plants: Crushing plant, agglomeration plant, and SX/EW facilities, tank farm, as well as salt and acid storage system.
- Conveyor systems: Overland conveyor from the agglomeration plant to the heap leach pad area, a transfer conveyor with tripper car, mobile (grasshopper) and radial stacking conveyors.
- Heap leach facilities: On/off acid heap, irrigation system, drainage system for pregnant leach solution (PLS) and intermediate leach solution (ILS) and process ponds.
- ROM leach facilities: Permanent acid heap, irrigation system and a drainage system.
- Solutions ponds and pumping system: PLS, ILS and raffinate ponds, emergency ponds for the spent rock (ripios) and crush leach facilities and a seawater pond.
- WRSFs: Two facilities, north and south.
- Administration building: Offices for mine management and supervisory staff, human resources, accounting, procurement, information technology, and safety staff.
- Maintenance workshop: Truck shop, warehouse, and laboratory.
- Electrical substation: 110 kV transmission line from the connection point on the national grid to the project, and a substation on site to receive and step down power for distribution to on site facilities.
- Fuel storage: Tank farm with storage tanks.
- Process control system.
- Communications system.
- Water supply: Potable and process.



Note: Figure prepared by Marimaca Copper Corp., 2020.

Power will be taken from the national grid. The most convenient connection would be with the 110 kV line that follows the B240 road and is about 7 km north of the proposed plant site. For the purposes of the 2020 PEA it was assumed that a tap-off from that line will be permitted. A 7 km, 110 kV line will be built from the tap-off point to the main substation, which will be placed close to the SX/EW plant. From the main substation power will be distributed to the user centers via 23 kV overhead lines.

The water demand was assumed to be supplied by a major Chilean water supplier, at an expected rate of 1,612,000 m³ /y year for Phase 1. Phase 2 will need 2,558,000 m³ /y. The make-up water is considered to be extracted from an existing seawater pipeline, which also follows the B-240 road. The supplier will deliver the water into Marimaca's seawater pond. A reverse RO plant will be required to produce the water quality needed in the SX/EW facilities, and a second RO plant will be installed for the administration building.

The installation of an operational man camp is not considered in this PEA due to the proximity of the project to Mejillones and Antofagasta; it is assumed that the majority of the workforce will come from these cities. The Marimaca Project is within 25 km of the Port of Mejillones and within 40 km of Antofagasta, which will ensure access to the airport and no requirement for housing or site accommodation for the workforce. The Company will implement high standards of safety to mitigate risks and ensure the health, safety and wellbeing of employees.

Environmental, Permitting and Social Considerations

Environmental Considerations

The Company received an Environmental Impact Declaration (referred to as a “**Declaración de Impacto Ambiental**” or “**DIA**” in Spanish) in July 2018. The main infrastructure approved in this DIA included: mine pit, WRSF, mineralization stockpile, auxiliary installations (shops, offices, waste management, etc.), and an explosives magazine. The original Marimaca Project considered mineral extraction from the Marimaca 1-23 Claims Project (Marimaca 1-23) and the use of the existing processing plants and auxiliary installations in the Rayrock facilities (Ivan Plant).

Baseline studies for the Marimaca 1-23 DIA were completed within a surface area of 147 ha. This comprised the original Marimaca 1-23 Claims Project area, and depending on the study, additionally covered the area representing an indirect effects study area. Baseline studies included the following:

- Physical environment: climate, meteorology, air quality, noise, natural hazards, soils, hydrology, hydrogeology.
- Biotic environment: fauna and flora.
- Human environment: setting, heritage, archaeology; and visual landscape.

The 2020 PEA represents an expansion of the original Marimaca 1-23 Claims Project and assumes construction of a new processing plant and auxiliary facilities to be located 5 km west of the proposed open pit. This change was evaluated in a 2020 Options Study performed by GEM Gestion y Economia Minera Ltda and it was preferred over the existing Ivan Plant facilities

because of the shorter distance to the mine and from Mejillones. The plant complex will include a crushing plant, leach pads, and ripios facilities and is estimated to occupy approximately 281 ha of surface area. In addition, the project will increase the mine pit footprint, which translates into an increase in tonnage processed and a surface area of the mine of 257 ha. This new configuration will require an environmental permit via a new Environmental Impact Assessment (EIA) or DIA. The Chilean authorities may require that existing baseline studies be updated for a new DIA or EIA; and based on the type of document, the amount of information needed will differ. Should the project require an EIA, additional studies will be needed to account for seasonal differences and the need for one year's worth of data for air emissions monitoring. There are uncertainties that will need to be addressed to confirm DIA or EIA. The expansion of the pit and WRSFs will need to be considered with respect to any additional impact to the surrounding environment. Traffic studies may be required to understand potential disruptions in Mejillones or Antofagasta and or increases in air and noise emissions.

The original Marimaca 1-23 Claims Project received approval for various Environmental Sectorial Permits, (PAS in the Spanish acronym) for infrastructure and activities approved in the 2018 Marimaca 1-23 DIA. The Marimaca Project will also require various PAS that will have to be included in the new DIA or EIA document. The PAS will have to be amended or renewed based on the new Marimaca Project areas and/or installations, and some will have to be updated with the modifications to the pit and WRSFs in the mine area.

The Marimaca Project as described in the 2020 PEA will have to identify and classify the Sectorial Permits (PS in the Spanish acronym) needed along with critical path permits. Among the critical permits are those approved by the mining, water, and roads authorities that have long approval timelines, complex level of technical studies/data required or that have pre-requisites that could impact the Marimaca Project schedule. To date, the Company has not submitted applications for the approved Marimaca Project installations.

The Company operates in an environmentally responsible manner, to minimize impacts of its activities, and where possible, aims to improve and enhance the environment in which it operates. The Company considers sustainable practices in exploring, developing and producing to be a priority.

Closure and Reclamation Planning

The Marimaca Project will require a Closure Plan, approved by the Mining Authority (Sernageomin) and regulated by Supreme Decree N°41/2012. The Closure Plan will specify closure measures defined through risk assessment and will include an estimate of the closure costs. The Closure Plan will consider all the facilities included in the approved Environmental documents as per Sernageomin's Methodology Guide.

The Closure Plan will have to be approved before operation starts and a bond will have to be delivered to the Government of Chile during the first year of operation. The Closure Plan approval is preceded by obtaining all mining permits from Sernageomin, including those for the WRSFs, process plant, and open pits (mine operation). To date, the Company has not obtained permits for mine operation, the process plant, or the WRSFs.

No closure and salvage costs have been considered at this stage.

Social Considerations

The area of influence of the Marimaca Project, the Antofagasta Region, and particularly the communities and cities of Mejillones and Antofagasta. The land is predominantly government owned or controlled. There are no indigenous lands or territories of any kind being claimed in the Marimaca Project area. The closest indigenous community (Atacama La Grande) is more than 150 km from the Marimaca Project area. Formal community consultations have not occurred.

The Company values the trust and support of local communities and will endeavour to work collaboratively with such communities to deliver shared value. The Company is committed to employing locally, upskilling its workforce and respecting cultures while promoting diversity and inclusion.

Markets and Contracts

No formal marketing studies were completed as part of this preliminary economic assessment and as of the effective date, no definitive contracts are in place for purchase of the copper produced or supply of the acid required at Marimaca.

Copper cathode is a common commodity that is traded in transparent and liquid markets. The value of the product is high in relation to their mass and volume and freight costs are not therefore a fundamental driver of expenditure.

Accordingly, for the purpose of the 2020 PEA, it is appropriate to assume that the product can be sold and at standard market rates.

Capital Cost Estimates

Capital costs were estimated from a variety of sources including derivation from first principles, equipment quotes and factoring from actual costs incurred in the construction of other similar facilities. Costs are estimated in US dollars to an accuracy of $\pm 25\%$ which is equivalent to an AACE International, Class 4 Estimate.

Capital costs are summarised in Table 5 and show initial costs of US\$284.7 million, with sustaining costs of US\$66 million, for a LOM total capital cost of US\$350.7 million.

Table 5: Estimated Capital Cost

Estimated Capital Costs	Costs (US\$M)
Mining Equipment	14.0
Mine Development	9.2
Crushing & Agglomeration	22.7
Leaching	43.5
SX-EX Plant	81.1
Infrastructure (incl acid tanks, power supply, buildings)	14.7
Total Direct Costs	185.1
Indirect Costs	42.6
Contingency	56.9
Total Initial Capital Cost	284.7
LOM Sustaining Capital (including indirect costs)	66.0
Total Life of Mine Capital	350.7

Operating Cost Estimates

All operating costs are presented in US dollars. Operating cost estimates are accurate to within $\pm 25\%$. An overall contingency was not explicitly included in the operating cost estimate, yet it does consider contingencies for specific cost contributors to allow for at-present unspecified miscellaneous details, such as electrical consumption of minor auxiliary equipment (sump pumps, dust suppression, maintenance equipment, services).

The operating costs are estimated C1 cash costs over the life of mine, at an average of US\$1.22/lb. C1 cash costs consist of mining costs, processing costs, site G&A and transport charges and royalties. All in sustaining costs (“**AISC**”) are estimated at an average of US\$1.29/lb. AISC includes cash costs plus sustaining capital.

Table 6 summarises the LOM average C1 operating costs, including mining, processing and general and administrative (G&A) costs. Average operating cost is US\$8.68/t of processed mineralized material (ROM and crush leach); offsite transport and royalties is US\$0.11/t of processed mineralized materials. Operating costs consider crush leach tonnes sent to the crusher and subsequent crush leach processing, as well as ROM leaching; ROM mineralized material haulage costs to ROM facility are included in the mining haulage cost.

Table 6 Operating Costs

Operating Cost	US\$/t mineral Processed	US\$/lbCu Processed
Mining	3.19	0.44
Processing	4.95	0.69
Site G&A	0.54	0.07
Transport & Royalties	0.11	0.02
TOTAL	8.79	1.22

Economic Analysis

Cautionary Statement

The 2020 PEA is preliminary in nature, and is partly based on inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves, and there is no certainty that the 2020 PEA based on these Mineral Resources will be realized. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.

The results of the economic analyses discussed in this section represent forward-looking information as defined under Canadian securities law. The results depend on inputs that are subject to several known and unknown risks, uncertainties, and other factors that may cause actual results to differ materially from those presented herein.

Information that is forward-looking includes the following:

- Mineral resource estimates
- Assumed commodity prices and exchange rates
- Proposed mine production plan
- Projected mining and process recovery rates
- Assumptions as to mining dilution
- Capital cost and proposed operating cost estimates
- Assumptions about environmental, permitting, and social risks

Additional risks to the forward-looking information include:

- Changes to costs of production from what is assumed
- Unrecognised environmental, permitting or social risks
- Unanticipated reclamation expenses
- Unexpected variations in quantity of mineralised material, grade or recovery rates
- Geotechnical considerations during mining being different from what was assumed
- Failure of mining methods to operate as anticipated
- Failure of plant, equipment or processes to operate as anticipated

- Changes to assumptions as to the availability of electrical power, and the power rates used in the operating cost estimates and financial analysis
- Ability to maintain the social licence to operate
- Accidents, labour disputes and other risks of the mining industry
- Changes to interest rates
- Changes to tax rates

Calendar years used in the financial analysis are provided for conceptual purposes only. Permits still must be obtained in support of operations; and approval to proceed is still required from the Board.

Methodology Used

An economic model was developed to estimate annual pre-tax and post-tax cash flows and sensitivities of the project based on an 8% discount rate. It must be noted that tax estimates involve complex variables that can only be accurately calculated during operations and, as such, the after-tax results are approximations. A sensitivity analysis was performed to assess the impact of variations in metal prices, initial capital cost, total operating cost, discount rate and grade. The economic analysis was run on a constant dollar basis with no inflation.

A base case copper price of US\$3.15/lb is based on consensus analyst estimates and recently published economic studies.

The economic analysis was performed using the following assumptions:

- Construction starting January 1, 2023
- Construction costs capitalised by 30% and 70% in Year -2 and Year -1 respectively
- Commercial production starting (effectively) on January 1st, 2025, with first revenue and expensed costs in Year +1
- Mine life (LOM) of 12 years
- Cathode premium of US\$100/t of copper
- Cost estimates in constant 2020 United States dollars with no inflation or escalation
- 100% ownership with 0.5% royalty payable on mineralized materials mined from the Marimaca 1-2 claims and a 1% royalty payable on mineralized materials mined from the La Atomica claims
- Capital costs funded with 100% equity (no financing costs assumed)
- Copper is assumed to be sold in the same year it is produced
- No contractual arrangements for refining currently exist
- At the effective date of this AIF the project was assumed to be subject to the following tax regime:
 - The Chilean corporate income tax system consists of 27% income tax
 - Total undiscounted tax payments are estimated to be US\$430 million over the life of mine

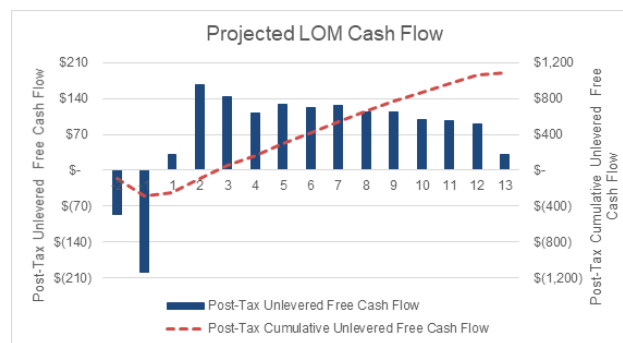
Results

The economic analysis was performed assuming an 8% discount rate. The pre-tax NPV discounted at 8% is US\$757 million; the internal rate of return IRR is 39.9%; and payback period is 2.4 years. On an after-tax basis, the NPV discounted at 8% is US\$524 million or approximately C\$10.80 per share on an unfunded basis (calculated using an exchange rate of 0.75 and 64.4 million shares on issue); the IRR is 33.5%; and the payback period is 2.6 years.

Sensitivity Analysis

A sensitivity analysis was conducted on the base case pre-tax and after-tax NPV and IRR of the Marimaca Project, using the following variables: metal prices, initial capital costs, total operating cost, and discount rate. The analysis revealed that the Marimaca Project is most sensitive to revenue attributes such as copper price followed by operating cost and capital cost.

Figure 2: Projected LOM Cash Flows



Note: Figure prepared by Ausenco, 2020.

Table 7: Copper Price Sensitivity Summary

Copper Price US\$/Lb	Post-Tax NPV8% Base Case (US\$)	Post-Tax NPV8% Capital cost (-10%) (US\$)	Post-Tax NPV8% Capital cost (+10%) (US\$)	Post-Tax NPV8% Operational cost (-10%) (US\$)	Post-Tax NPV8% Operational cost (+10%) (US\$)	IRR Base Case
\$2.85	\$408	\$434	\$381	\$455	\$360	28.6%
\$3.00	\$466	\$492	\$439	\$514	\$418	31.1%
\$3.15	\$524	\$551	\$498	\$572	\$476	33.5%
\$3.30	\$582	\$609	\$556	\$630	\$535	35.7%
\$3.45	\$640	\$667	\$614	\$688	\$592	37.9%

5. DIVIDENDS

The Company has no fixed dividend policy and the Company has not declared any dividends on its common shares since its incorporation.

The Company anticipates that all available funds will be used to undertake exploration and development programs on its mineral properties as well as for the acquisition of additional mineral properties for the foreseeable future. The payment of dividends in the future will depend, among other things, upon the Company's earnings, capital requirements and operating and financial condition. Generally, dividends can only be paid if a company has retained earnings. There can be no assurance that the Company will generate sufficient earnings to allow it to pay dividends in the future.

6. DESCRIPTION OF CAPITAL STRUCTURE

The Company is authorized to issue an unlimited number of common shares without par value. As of March 25 2022, 88,118,082 common shares were issued and outstanding as fully paid and non-assessable shares in the capital of the Company. In addition, 11,157,927 common shares were issuable pursuant to the exercise of common share purchase warrants and 7,979,883 common shares were issuable pursuant to the exercise of stock options and restricted stock units.

The holders of the common shares are entitled to receive notice of and to attend any meetings of shareholders of the Company and are entitled to cast one vote per share on all matters to be voted upon at all such meetings. Holders of common shares are entitled to receive such dividends if, as and when declared by the Board. Holders of common shares also have rights to the net assets of the Company after payment of debts and other liabilities, upon dissolution or winding up of the Company, on a pro rata basis.

7. MARKET FOR SECURITIES

Trading Price and Volume

The Company's common shares are listed and posted for trading on the TSX under the symbol "MARI". The following table shows the high and low trading prices, as well as the trading volume for the common shares on the TSX for each month of the Company's most recently completed financial year.

Month	High (C\$)	Low (C\$)	Volume
January 2021	3.72	2.75	745,800
February 2021	5.01	3.03	1,570,000
March 2021	4.97	4.05	1,737,200
April 2021	5.85	4.27	943,000
May 2021	5.53	4.06	1,181,600
June 2021	4.70	3.74	819,600
July 2021	4.62	3.54	781,800
August 2021	4.29	3.72	244,000
September 2021	4.08	3.40	397,000
October 2021	4.50	3.67	571,200
November 2021	4.21	3.72	214,100
December 2021	3.77	3.38	363,200

Prior Sales

The following table set forth the details regarding all issuances of common shares of the Company, and all securities convertible into common shares, during the year ended December 31, 2021:

Date of Issue	Type of Security	Number of Securities	Exercise/Issue Price (C\$)
February 4, 2021	Common Shares ⁽¹⁾	45,596	0.775
February 5, 2021	Common Shares ⁽¹⁾	78,023	0.775
February 8, 2021	Common Shares ⁽¹⁾	79,224	0.775
February 24, 2021	Common Shares ⁽²⁾	7,500	4.10
February 25, 2021	Common Shares ⁽²⁾	21,750	4.10
March 1, 2021	Common Shares ⁽³⁾	9,377,273	3.30
March 1, 2021	Warrants ⁽⁴⁾	4,688,637	4.10
March 10, 2021	Restricted Share Units	40,000	4.42
March 11, 2021	Common Shares ⁽²⁾	50,000	4.10
March 12, 2021	Common Shares ⁽³⁾	4,205,333	3.30
March 12, 2021	Warrants ⁽⁴⁾	2,102,668	4.10
March 17, 2021	Common Shares ⁽⁵⁾	181,545	4.50
March 24, 2021	Common Shares ⁽²⁾	50,000	4.10
March 25, 2021	Restricted Share Units	44,000	4.60
March 25, 2021	Stock Options	200,000	4.60
April 21, 2021	Common Shares ⁽²⁾	19,800	4.10
April 26, 2021	Common Shares ⁽²⁾	16,700	4.10
April 27, 2021	Common Shares ⁽²⁾	127,500	4.10
May 4, 2021	Common Shares ⁽²⁾	14,000	4.10
May 6, 2021	Restricted Share Units	153,871	5.00
May 6, 2021	Stock Options	3,255,000	5.00
May 12, 2021	Common Shares ⁽²⁾	15,000	4.10
October 18, 2021	Stock Options	100,000	4.39
October 20, 2021	Common Shares ⁽¹⁾	44,387	2.13
October 28, 2021	Common Shares ⁽¹⁾	53,333	2.50
December 23, 2021	Stock Options	1,170,000	3.69
December 23, 2021	Restricted Share Units	172,683	3.69

2021.

- (1) Issued upon the exercise of Stock Options.
- (2) Issued upon the exercise of Warrants
- (3) Issued in connection with a private placement of 13,582,606 units, each unit comprising one common share and one-half of one common share purchase warrant.
- (4) Issued in connection with a private placement of 13,582,606 units, each unit comprising one common share and one-half of one common share purchase warrant.
- (5) Issued for services rendered in connection with the private placement of 13,582,606 units.

8. DIRECTORS AND OFFICERS

Name, Occupation and Security Holdings

The following table sets out the names of the directors and officers of the Company, the current position and office held, each person's principal occupation, business or employment during the last five years, the period of time during which each has been a director or officer of the Company and the number of Common Shares beneficially owned by each, directly and indirectly, or over which each exercised control or direction as of the date of this AIF:

Name, municipality of residence and position with the Company	Principal occupation for last five years	Served as a director since	Number of common shares beneficially owned ⁽¹⁾
HAYDEN LOCKE <i>London, United Kingdom</i> <i>Chief Executive Officer, President and Director</i>	President of the Company since July 20, 2020 and CEO of the Company since 26 April 2021. Director of Emmerson plc since June 2018. Head of Corporate and Technical Services (Geology, Mining and Processing) at Highfield Resources from September 2014 to January 2018.	April 26, 2021	32,900
ALAN J. STEPHENS ⁽²⁾ <i>West Sussex, United Kingdom</i> <i>Director</i>	Executive Director of the Company from June, 2017 to June, 2018; President and Chief Executive Officer of the Company, January, 2005 to June, 2017.	January 5, 2005	181,141
COLIN KINLEY ⁽³⁾⁽⁴⁾ <i>Kansas, United States</i> <i>Director</i>	Director and Senior Advisor, President and Chief Executive Officer of Kinley Exploration LLC from 2007 to present; President and Chief Executive Officer of Jet Mining Pty LLC from 2010 to present; Director of Excelsior Mining from 2010 to present; Director and Chief Operating Officer of Eco Atlantic Oil and Gas Ltd. from 2011 to present.	February 5, 2016	27,016
MICHAEL HAWORTH ⁽⁴⁾⁽⁵⁾ <i>London, United Kingdom</i> <i>Executive Chairman and Director</i>	Joint Managing Partner at Greenstone Capital LLP since August, 2013. Executive Chairman of the Company since February, 2020.	February 5, 2016.	Nil ⁽⁶⁾
TIM PETERSON ⁽²⁾⁽³⁾⁽⁵⁾ <i>British Columbia, Canada</i> <i>Director</i>	Executive Chairman of Minera Cobre Corp. and Managing Director at Kebis and Probe.	November 1, 2018	52,400
CLIVE NEWALL ⁽³⁾⁽⁴⁾⁽⁵⁾ <i>Director</i>	Mr. Newell has been the President and Director of First Quantum Minerals Ltd. since 1996.	February 8, 2021	66,666

Name, municipality of residence and position with the Company	Principal occupation for last five years	Served as a director since	Number of common shares beneficially owned ⁽¹⁾
PETRA DECHER Ontario, Canada <i>Chief Financial Officer</i>	Stepped down from the Board on 26 April 2021 to become CFO of the Company. Director of Ascendant Resources Inc. since October 2017; Director of Rockcliff Metals Corp. since May 2019; Previously Lead Independent Director of Integra Gold Corp. from March 2015 to July 2017; Previous Vice President, Finance and Assistant Secretary for Franco-Nevada Corporation from 2009 to 2016.	N/A	12,000
SERGIO RIVERA Santiago, Chile <i>Vice President, Exploration</i>	Vice President Exploration of the Company since November 2, 2011.	N/A	234,021
Laura Rich London, United Kingdom <i>General Counsel</i>	General Counsel and Company Secretary from 26 April, 2021. Prior to this GC of Greenstone Capital. Deputy General Counsel of Acacia Mining plc from 2010 to September, 2019.	N/A	Nil
Total			606,144 0.7%

Notes:

- (1) The information as to common shares beneficially owned or controlled has been provided by the directors themselves.
- (2) Alan Stephens' shares include 2,667 common shares owned by his spouse. Tim Petterson's shares include 52,400 common shares owned by his spouse. Clive Newall's shares include 33,333 common shares owned by his spouse.
- (3) Member of the Company's Audit Committee (the "**Audit Committee**"). Mr. Kinley is the Chair of the Audit Committee.
- (4) Member of the Company's Compensation and ESG Committee (the "**Compensation Committee**"). Mr. Kinley is the Chair of the Compensation Committee. After December 31, 2021, this became the Compensation Committee only. Members remain the same.
- (5) Subsequent to December 31, 2021, the Board formed the Environmental, Social and Governance Committee. Members of the Committee are Mr. Haworth, Mr. Newall and Mr. Petterson. Mr. Petterson is the Chair of the Committee.
- (6) This does not include 25,513,021 shares of the Company owned by Greenstone Resources L.P. and its affiliates Greenstone Resources II L.P. and Co-Investment No.1 (Coro) L.P., which are advised by Greenstone Capital LLP, of which Mr. Haworth is one of the senior partners.

Corporate Cease Trade Orders or Bankruptcies

Alan Stephens, a Director and the former President and Chief Executive Officer of the Company, is a director of Weatherly International PLC ("**Weatherly**"). On June 1, 2018, Weatherly announced that it had appointed an administrator in accordance with the *UK Insolvency Act* (1986) following a decision by Weatherly's principal lender to withdraw funding.

Other than as set out above, no director or executive officer of the Company is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any company, including the Company, that while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or

- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer of the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Individual Bankruptcies

No director or executive officer of the Company has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Conflicts of Interest

To the best of the Company's knowledge, except as otherwise noted in this AIF, there are no existing or potential conflicts of interest among the Company or a subsidiary of the Company, its directors, officers, or other members of management of the Company or of a subsidiary of the Company except that certain of the directors, officers and other members of management serve as directors, officers and members of management of other public companies and therefore it is possible that a conflict may arise between their duties as a director, officer or member of management of such other companies and their duties as a director, officer or member of management of the Company or a subsidiary of the Company.

The directors and officers of the Company are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosure by directors of conflicts of interest and the Company will rely upon such laws in respect of any directors' or officers' conflicts of interest or in respect of any breaches of duty to any of its directors and officers. All such conflicts must be disclosed by such directors or officers in accordance with the Business Corporations Act (British Columbia).

9. LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

Neither the Company nor any of its subsidiaries is a party, nor are any of its or their respective properties subject to any pending legal proceedings, the outcome of which would have a material adverse effect on the Company taken as a whole. Management has no knowledge of any material legal proceedings in which the Company may be a party which are contemplated by governmental authorities or otherwise.

Regulatory Actions

There are no: (a) penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during the Company's most recently

completed financial year and up to the date of this AIF; (b) other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision; or (c) settlement agreements the Company entered into with a court relating to securities legislation or with a securities regulatory authority during the Company's most recently completed financial year and up to the date of this AIF.

10. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as noted below, none of the directors, executive officers or shareholders that beneficially own, control or direct, directly or indirectly, more than 10% of the Company's shares, nor any associate or affiliate of the foregoing, has had a material interest, direct or indirect, in any transactions in which the Company has participated within the three most recently completed financial years or in the current financial year prior to the date of this AIF, which has materially affected or is reasonably expected to materially affect the Company.

Over the past three years, the Company has engaged in a number of financing transactions with or involving the Greenstone Entities and Tembo Capital, each of whom beneficially owns more than 10% of the Company's issued and outstanding common shares. These financing transactions are described under the heading "Three Year History". Michael Haworth is a senior partner of Greenstone Capital LLP. Certain of the Greenstone Entities are advised by Greenstone Capital LLP, of which Mr. Haworth is a senior partner.

11. TRANSFER AGENTS AND REGISTRARS

The Company's registrar and transfer agent for its common shares is Computershare Investor Services Inc. located at its principal offices in Vancouver, British Columbia and Toronto, Ontario, Canada.

12. MATERIAL CONTRACTS

There are no contracts other than those entered into in the ordinary course of the Company's business, that are material to the Company and which were entered into in the most recently completed financial year, or before the most recently completed financial year but are still in effect as of the date of this AIF.

13. INTERESTS OF EXPERTS

Names and Interests of Experts

The technical information relating to the Marimaca Project contained within this Prospectus is based on the Technical Report. The Technical Report was prepared by Robin Kalanchey (P. Eng.), of Ausenco, Francisco Castillo (Member of Chilean Mining Commission) of Ausenco, Scott Weston (P. Geo.) of Ausenco, Luis Oviedo (Member of Chilean Mining Commission) of NCL, Carlos Guzman (Fellow of the Australian Institute of Mining and Metallurgy) of NCL and Marcelo Jo (Member of Chilean Mining Commission) of Jo & Loyola Consultores de Procesos, each of whom is a Qualified Person under NI 43-101.

None of the above-mentioned experts has any registered or beneficial interest, directly or indirectly, in any securities or properties of the Company.

The Company's auditors are PricewaterhouseCoopers LLP, Chartered Professional Accountants, who have prepared an independent auditor's report dated March 25, 2022 in respect of the Company's consolidated financial statements as at December 31, 2021 and December 31, 2020 and for years then ended. PricewaterhouseCoopers LLP has advised that they are independent with respect to the Company within the meaning of the Chartered Professional Accountants of British Columbia Code of Professional Conduct.

14. INFORMATION ON AUDIT COMMITTEE

Audit Committee Charter

The overall purpose of the audit committee (the "**Audit Committee**") is to (i) provide independent review and oversight of the Company's financial reporting process, the system of internal controls and management of financial risks and the audit process, including the selection, oversight and compensation of the Company's external auditors; (ii) assist the Board in fulfilling its responsibilities in reviewing the Company's process for monitoring compliance with laws and regulations and its own code of business conduct; (iii) maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors and (iv) review the Company's financial strategies, its financing plans and its use of the equity and debt markets.

The text of the audit committee's charter is attached as Schedule "A" to this AIF.

Composition of the Audit Committee and Independence

The Audit Committee is required to have at least three members, all of whom are "independent" and "financially literate" within the meaning of National Instrument 52-110 Audit Committees ("**NI 52-110**"). The current members of the Audit Committee are Colin Kinley (Chair), Clive Newall and Tim Petterson, each of whom is "independent" and "financially literate" within the of 52-110.

Relevant Education and Experience

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

All of the members of the Company's audit committee are financially literate as that term is defined in NI 52-110. Based on their business and educational experiences each audit committee member has a reasonable understanding of the accounting principles used by the Company; an ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves; experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; an understanding of internal controls and procedures for financial reporting.

Colin Kinley (Chair)

Mr. Kinley is the Chief Executive Officer of Kinley Exploration LLC and leads a team of industry experts providing professional, technical and oversight expertise to international resource

companies within the upstream sector. Mr. Kinley has over 30 years of international expertise in integrated energy project management and new energy companies' development. Mr. Kinley served as a senior executive to several exploration and production companies and oilfield service companies and is specialized in frontier resource development.

Clive Newall

Mr. Newall has spent the last twenty-five years, and majority of his career, in the leadership team of one of the world's largest global copper companies, TSX-listed First Quantum. He is a co-founder and has been President and Director of First Quantum since its formation in 1996.

Tim Petterson

Mr. Petterson is founder and Executive Chairman of MCC Mining Corporation. Mr Petterson has over 30 years of mining and investment banking experience across the sector and executive involvement with Canadian junior and mid-tier mining companies. He previously held the position of President at Zoloto Resources Ltd., Independent Director at Libero Copper & Gold Corp. and was a founder and non- Executive Director at Red Eagle Mining Corp. In addition, Mr. Petterson has previously served as Head of Global Mining Research at both HSBC James Capel and ABN AMRO, having led many high-profile public offerings and financings. Mr Petterson is a Mining Engineer and holds a B.Eng. (Hons) in Mining Engineering and is an Associate of the Camborne School of Mines.

Pre-Approval Policies and Procedures

The audit committee has adopted specific policies and procedures for the engagement of non-audit services. As part of these policies and procedures the chair of the Audit Committee is required to be notified, or pre-approval is required to be sought, for any non-audit service that exceeds a predetermined amount per assignment. The Company's auditors are required to prepare quarterly statements for the audit committee outlining the details of any non-audit assignments undertaken during the quarter and the fees charged for such assignments.

Audit Fees

The following table sets forth the fees paid by the Company and its subsidiaries to PricewaterhouseCoopers LLP, the current auditors, for services rendered during the financial years ended December 31, 2021 and 2020:

Audit Fees (C\$)	2021	2020
Audit fees ⁽¹⁾	\$ 121,589	\$ 97,075
Audit-related fees ⁽²⁾	1,330	74,600
Tax fees ⁽³⁾	13,910	11,235
All other fees	-	20,062
	\$ 136,829	\$ 202,972

(1) The aggregate audit fees billed by the Company's auditor (or accrued).

(2) The aggregate fees billed (or accrued) for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements which are not included under the heading "Audit Fees", including for quarterly reviews, and services in connection with a public offering of securities.

(3) The aggregate fees billed (or accrued) for professional services rendered for tax compliance, tax advice and tax planning.

15. ADDITIONAL INFORMATION

Additional information concerning the Company may be found on SEDAR at www.sedar.com. Additional information, including directors' and officers' remuneration and indebtedness, the principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, if applicable, is contained in the Company's information circular for its most recent meeting of shareholders that involved the election of directors. Additional information is provided in the Company's most recent financial statements and the management's discussion and analysis for its most recently completed financial year.

SCHEDULE “A” AUDIT COMMITTEE AND MANDATE

1. PURPOSE

The overall purpose of the Audit Committee (the “**Committee**”) is to:

- provide independent review and oversight of the Company’s financial reporting process, the system of internal controls and management of financial risks and the audit process, including the selection, oversight and compensation of the Company’s external auditors, subject to the Board of Directors (the “**Board**”) as a whole filling a vacancy in the office of the auditor;
- assist the Board in fulfilling its responsibilities in reviewing the Company’s process for monitoring compliance with laws and regulation and its own code of business conduct;
- maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors; and
- review the Company’s financial strategies, its financing plans and its use of the equity and debt markets.

2. COMPOSITION, PROCEDURES AND ORGANISATION

- The Committee shall consist of at least three members of the Board, the majority of whom shall be “independent” and “financially literate” as those terms are defined in National Instrument 52-110 “Audit Committees”. In this regard, no member shall:
 - other than in his or her capacity as a member of the Committee, Board or any other committee of the Board, accept directly or indirectly any consulting, advisory or other compensation fee from the Company. The indirect acceptance of a consulting, advisory or other compensatory fee shall include acceptance of the fee by a spouse, minor child or stepchild, or child or stepchild sharing a home with the Committee member, or by an entity in which such member is a partner, member or principal or occupies a similar position and which provides accounting, consulting, legal, investment banking, financial or other advisory services or any similar services to the Company;
 - have been employed by the Company or any of its affiliates in the current or past two years; or
 - be an affiliate of the Company or any of its subsidiaries.
- To perform his or her role effectively, each Committee member will obtain an understanding of the responsibilities of Committee membership as well as the Company’s business, operations and risks.
- The Board, at its organizational meeting held in conjunction with each annual general meeting of shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

- Unless the Board shall have appointed a Chair of the Committee, the members of the Committee shall elect a Chairperson from among their members.
- The secretary of the Committee shall be designated from time to time from one of the members of the Committee or, failing that, shall be the Company's corporate secretary, unless otherwise determined by the Committee.
- The Committee shall have access to such officers and employees of the Company, its external auditors and legal counsel and to such information respecting the Company and may engage separate independent counsel and advisors at the expense of the Company, all as it considers to be necessary or advisable to perform its duties and responsibilities.

3. MEETINGS

- At the request of the Chief Executive Officer ("CEO") or any member of the Committee, the Chairperson will convene a meeting of the Committee and provide an agenda for such meeting.
- Any two directors may request the Chairperson to call a meeting of the Committee and may attend at such meeting or inform the Committee of a specific matter of concern to such directors, and may participate in such meeting to the extent permitted by the Chairperson on the Committee.
- The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.
- Meetings shall be held not less than four times per year and to coincide with the reporting of quarterly financial statements. Special meetings shall be convened as required. External auditors may convene a meeting if they consider that it is necessary.
- The Committee may invite such other persons (i.e. the CEO and/or Chief Financial Officer ("CFO")) to its meetings, as it deems appropriate.
- The external auditors may be present at each Committee meeting at the request of the Chairperson and may be expected to comment on the financial statements in accordance with best practices. The external auditor is entitled to be present and participate at Committee meetings whose subject is the review of the year end financial statements and accompanying management's discussion and analysis.
- The proceedings of all meetings will be recorded in minutes.

4. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee shall be as follows:

- Recommend to the Board:
 - the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and

- the compensation of the external auditor.
- Determine whether internal control recommendations made by the external auditors have been implemented by management.
- Identify areas of greatest financial risk and determine whether management is managing these risks effectively.
- Review the Company's strategic and financing plans to assist the Board's understanding of the underlying financial risks and the financing alternatives.
- Review management's plans to access the equity and debt markets and to provide the Board with advice and commentary.
- Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the Company's financial statements.
- Review any legal matters which could significantly impact the Company's financial statements as reported on by the Company's external counsel and meet with external counsel whenever deemed appropriate.
- Review the annual and quarterly financial statements, including management's discussion and analysis and annual and interim earnings press releases before the Company publicly discloses this information, and determine whether they are complete and consistent with the information known by the Committee members; determine that the auditors are satisfied that the financial statements have been prepared in accordance with generally accepted accounting principles, and, if appropriate, recommend to the Board that the annual and quarterly financial statements and management's discussion and analysis be included in the Company's securities filings.
- Review and approve the financial sections of the annual report to shareholders, the annual information form, prospectuses and all other regulatory filings and public reports requiring approval by the Board, and report to the Board with respect to its review.
- Pay particular attention to complex and/or unusual transactions such as those involving derivative instruments and consider the adequacy of disclosure thereof.
- Focus on judgemental areas, for example those involving valuation of assets and liabilities, and other commitments and contingencies.
- Review audit issues related to the Company's material associated and affiliated companies that may have a significant impact on the Company's equity investment.
- Meet with management and the external auditors to review the annual financial statements and the results of the audit.
- Assess the fairness of the interim financial statements and disclosures, and obtain explanations from management on whether:

- actual financial results for the interim periods varied significantly from budgeted or projected results;
 - generally accepted accounting principles have been consistently applied;
 - there are any actual or proposed changes in accounting or financial reporting practices; and
 - there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure.
- Review the external auditor's proposed audit scope and approach and ensure no unjustified restriction or limitation have been placed on the scope.
 - Review the performance of the external auditors and approve in advance provision of services other than auditing.
 - Consider the independence of the external auditors, including reviewing the range of services provided in context of all consulting services bought by the Company. The Committee will obtain from the external auditors, on an annual basis, a formal written statement delineating all relationships between the external auditors and the Company.
 - Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
 - Meet separately with the external auditors to discuss any matters that the Committee or auditors believe should be discussed privately, including the results of the external auditors' review of the adequacy and effectiveness of the Company's accounting and financial controls.
 - Endeavour to cause the receipt and discussion on a timely basis of any significant findings and recommendations made by the external auditors.
 - Obtain regular updates from management and the Company's legal counsel regarding compliance matters, as well as certificates from the CFO as to required statutory payments and bank covenant compliance and from senior operating personnel as to permit compliance.
 - Ensure that the Board is aware of matters which may significantly impact the financial condition or affairs of the business.
 - If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist.
 - Create specific procedures for the receipt, retention and treatment of complaints regarding the Company's accounting, internal accounting controls and auditing matters. These procedures will include, among other things, provisions for the confidential treatment of complaints and anonymity for employees desiring to make submissions. Refer to the Company's Whistle Blower Policy.

- Perform other functions as requested by the Board.

Adopted by the Board as of September 17, 2020.

