



**Annual Information Form  
Nevada Copper Corp.**

Website: [www.nevadacopper.com](http://www.nevadacopper.com)

**For the Year Ended December 31, 2022**

**Effective Date: March 20, 2023**

**NEVADA COPPER CORP.**  
**ANNUAL INFORMATION FORM**

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# NEVADA COPPER CORP.

## INTRODUCTION

In this Annual Information Form (“AIF”), the “Company,” the “Corporation,” “Nevada Copper,” “NCU,” “we,” “our,” and “us” refer to Nevada Copper Corp. and its subsidiaries (unless the context otherwise requires). We refer you to the public disclosure documents of the Company, which may be found on the System for Electronic Document Analysis and Retrieval (“SEDAR”) at [www.sedar.com](http://www.sedar.com), for additional information. In this AIF, unless otherwise specified, all dollar amounts are expressed in United States Dollars (“US\$” or “\$”). Amounts expressed in Canadian dollars are indicated by “C\$.”

## DATE OF INFORMATION

Unless otherwise indicated, all information contained in this AIF is stated as of March 20, 2023.

## FORWARD-LOOKING STATEMENTS

This AIF contains “forward-looking information” and “forward-looking statements” within the meaning of applicable Canadian securities laws. All statements in this AIF, other than statements of historical facts, are forward-looking statements. Such forward-looking information and forward-looking statements specifically include, but are not limited to, statements that relate to Nevada Copper’s plans for its Pumpkin Hollow underground mine and milling operation and its open pit project (collectively, the “Project” or the “Pumpkin Hollow Project”), including the restart of operations at the Underground Mine (as defined below); the Company’s mine development, production and ramp-up plans and activities (including as may be affected by ongoing and future technical work), and the expected timing, costs and results in respect thereof; the need for additional funding; expected commencement of positive cash flow from operating activities; the impacts of COVID-19 on the global economy and the Company; the ongoing and future exploration activities and the objectives and results thereof; and the other plans of Nevada Copper with respect to the exploration, development, construction and commercial production at the Project.

Forward-looking statements and information include statements regarding the expectations and beliefs of management. Often, but not always, forward-looking statements and forward-looking information can be identified by the use of words such as “plans,” “expects,” “potential,” “is expected,” “anticipated,” “is targeted,” “budgeted,” “scheduled,” “estimates,” “forecasts,” “intends,” “anticipates,” or “believes,” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may,” “could,” “would,” “might,” or “will” be taken, occur, or be achieved. Forward-looking statements or information should not be read as guarantees of future performance and results. They are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and events to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements or information.

Such risks and uncertainties include, without limitation, those relating to: (i) the ability of the Company to complete the ramp-up of the Underground Mine within the expected cost estimates and timeframe; (ii) requirements for additional capital, and no assurance can be given regarding the availability thereof; (iii) the impact of COVID-19 on the business and operations of the Company; (iv) the state of financial markets; (v) history of losses; (vi) dilution; (vii) adverse events relating to milling operations, construction, development, and ramp-up, including the ability of the Company to address underground development and process plant issues; (viii) ground conditions; (ix) cost overruns relating to development, construction, and ramp-up of the Underground Mine; (x) loss of material properties; (xi) interest rate increases; (xii) global economy; (xiii) limited history of production; (xiv) future metals price fluctuations; (xv) speculative nature of exploration activities; (xvi) periodic interruptions to exploration, development, and mining activities; (xvii) environmental hazards and liability; (xviii) industrial accidents; (xix) failure of processing and mining equipment to perform as expected; (xx) labour disputes; (xxi) supply problems; (xxii) uncertainty of production and cost estimates; (xxiii) the interpretation of drill results and the estimation of mineral resources and reserves; (xxiv) changes in project parameters as plans continue to be refined; (xxv) possible variations in ore reserves, grade of mineralization, or recovery rates from management’s expectations, and the difference may be material; (xxvi) legal

and regulatory proceedings, and community actions; (xxvii) accidents; (xxviii) title matters; (xxix) regulatory approvals and restrictions; (xxx) increased costs and physical risks relating to climate change, including extreme weather events, and new or revised regulations relating to climate change; (xxxii) permitting and licensing; (xxxiii) dependence on management information systems and cyber security risks; (xxxiv) volatility of the market price of the Company's securities; (xxxv) insurance; (xxxvi) competition; (xxxvii) hedging activities; (xxxviii) currency fluctuations; (xxxix) loss of key employees; (xl) other risks of the mining industry, as well as those risks discussed in the Company's Management's Discussion and Analysis in respect of the year ended December 31, 2022 and in the section entitled "Risk Factors" in this AIF.

The forward-looking statements and information contained in this AIF are based upon assumptions management believes to be reasonable, including, without limitation: no adverse developments in respect of the property or operations at the Project; no material changes to applicable laws; the ramp-up of operations at the Underground Mine in accordance with management's plans and expectations; no material adverse impacts from COVID-19 going forward; no material adverse change to the price of copper from current levels; and the absence of any other factors that could cause actions, events or results to differ from those anticipated, estimated or intended. The forward-looking information and statements are stated as of the date hereof (or as otherwise indicated). The Company disclaims any intent or obligation to update forward-looking statements or information except as required by law. 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 information and statements, there may be other factors that could cause actions, events, or results not to be as anticipated, estimated, or intended. Specific reference is made to "Risk Factors" herein, and "Risks and Uncertainties" in the Company's Management's Discussion and Analysis in respect of the year ended December 31, 2022, for a discussion of factors that may affect forward-looking statements and information. Should one or more of these risks or uncertainties materialize, should other risks or uncertainties materialize or should underlying assumptions prove incorrect, actual results and events may vary materially from those described in forward-looking statements and information. For more information on the Company and the risks and challenges of its business, investors should review the Company's filings that are available at [www.sedar.com](http://www.sedar.com). The Company provides no assurance that forward-looking statements and information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements or information.

## **NOTE REGARDING DIFFERENCES IN UNITED STATES AND CANADIAN MINERAL REPORTING PRACTICES**

### **Mineral Reserve and Resource Estimates**

Unless otherwise indicated, all Mineral Resource and Mineral Reserve estimates included in this AIF have been prepared in accordance with National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101"), and the Canadian Institute of Mining, Metallurgy and Petroleum (the "CIM") – CIM Definition Standards on Mineral Resources and Mineral Reserves, adopted by the CIM Council, as amended (the "CIM Standards"). NI 43-101 is a rule developed by the Canadian Securities Administrators, which established standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects.

Although the Company is not subject to U.S. mineral disclosure rules, the following discussion is provided to explain some of the key differences between the Canadian and U.S. rules. Mining disclosure in the United States was previously subject to the SEC Industry Guide 7 ("SEC Industry Guide 7") under the United States Securities Exchange Act of 1934 and the United States Securities Act of 1933, as amended (the "U.S. Securities Act"). The U.S. Securities and Exchange Commission (the "SEC") adopted final rules to replace SEC Industry Guide 7 with new mining disclosure rules under sub-part 1300 of Regulation S-K of the U.S. Securities Act ("Regulation S-K 1300"), which became mandatory for U.S. reporting companies beginning with the first fiscal year commencing on or after January 1, 2021. Under Regulation S-K 1300, the SEC now recognizes estimates of "Measured Mineral Resources," "Indicated Mineral Resources," and "Inferred Mineral Resources." In addition, the SEC amended its definitions of "Proven Mineral Reserves" and "Probable Mineral Reserves" to be substantially similar to international standards.

Investors are cautioned that while the above terms are "substantially similar" to CIM definitions, there are differences in the definitions under Regulation S-K 1300 and the CIM Standards. Accordingly, there is no assurance any mineral reserves or mineral resources that the Company may report as "proven mineral reserves," "probable mineral reserves," "measured mineral resources," "indicated mineral resources," and "inferred mineral resources" under NI 43-

101 would be the same had the Company prepared the mineral reserve or mineral resource estimates under the standards adopted under Regulation S-K 1300. Investors are also cautioned that while the SEC recognizes “measured mineral resources,” “indicated mineral resources,” and “inferred mineral resources” under Regulation S-K 1300, investors should not assume that any part or all of the mineralization in these categories will ever be converted into a higher category of mineral resources or into mineral reserves. Mineralization described using these terms has a greater degree of uncertainty as to its existence and feasibility than mineralization that has been characterized as reserves. Accordingly, investors are cautioned not to assume that any measured mineral resources, indicated mineral resources, or inferred mineral resources that the Company reports are or will be economically or legally mineable.

## DEFINITIONS

The following definitions, applicable to this AIF, have been reproduced from the CIM Definition Standards for Mineral Resources & Mineral Reserves adopted by CIM Council on May 19, 2014.

<p><b>Reserves:</b></p>	<p><b>Mineral Reserve:</b> The economically mineable part of a Measured and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted and is defined by studies at pre-feasibility or feasibility level as appropriate that include application of Modifying Factors. Such studies demonstrate that, at the time of reporting, extraction could reasonably be justified. The reference point at which Mineral Reserves are defined, usually the point where the ore is delivered to the processing plant, must be stated. It is important that, in all situations where the reference point is different, such as for a saleable product, a clarifying statement is included to ensure that the reader is fully informed as to what is being reported. The public disclosure of a Mineral Reserve must be demonstrated by a pre-feasibility study or feasibility study. Mineral Reserves are sub-divided in order of increasing confidence into Probable Mineral Reserves and Proven Mineral Reserves. A Probable Mineral Reserve has a lower level of confidence than a Proven Mineral Reserve.</p>
	<p><b>Proven Mineral Reserve:</b> The economically mineable part of a Measured Mineral Resource. A Proven Mineral Reserve implies a high degree of confidence in the Modifying Factors.</p>
	<p><b>Probable Mineral Reserve:</b> The economically mineable part of an Indicated, and in some circumstances, a Measured Mineral Resource. The confidence in the Modifying Factors applying to a Probable Mineral Reserve is lower than that applying to a Proven Mineral Reserve.</p>
<p><b>Resources:</b></p>	<p><b>Mineral Resource:</b> A concentration or occurrence of solid material of economic interest in or on the earth’s crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade or quality, continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling. Mineral Resources are sub-divided, in order of increasing geological confidence, into inferred, indicated and measured categories. An Inferred Mineral Resource has a lower level of confidence than that applied to an Indicated Mineral Resource. An Indicated Mineral Resource has a higher level of confidence than an Inferred Mineral Resource but has a lower level of confidence than a Measured Mineral Resource.</p>
	<p><b>Measured Mineral Resource:</b> That part of a Mineral Resource for which quantity, grade or quality, densities, shape, and physical characteristics are estimated with confidence sufficient to allow the 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. A Measured Mineral Resource has a higher level of confidence than that applying to either an Indicated Mineral Resource or an Inferred Mineral Resource. It may be converted to a Proven Mineral Reserve or to a Probable Mineral Reserve.</p>

	<p><b>Indicated Mineral Resource:</b> That part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of Modifying Factors in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. Geological evidence is derived from adequately detailed and reliable exploration, sampling and testing and is sufficient to assume geological and grade or quality continuity between points of observation. An Indicated Mineral Resource has a lower level of confidence than that applying to a Measured Mineral Resource and may only be converted to a Probable Mineral Reserve.</p>
	<p><b>Inferred Mineral Resource:</b> That part of a Mineral Resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.</p>
<b>Modifying Factors</b>	<p>Considerations used to convert Mineral Resources to Mineral Reserves. These include, but are not restricted to, mining, processing, metallurgical, infrastructure, economic, marketing, legal, environmental, social and governmental factors.</p>

## UNITS & CONVERSION TABLE

In this AIF, both imperial and metric units are used. Conversion rates from imperial measures to metric units and from metric units to imperial measures are provided in the table set out below.

Imperial Measure	Metric Unit	Imperial Measure	Metric Unit
2.47 acres	1 hectare	0.4047 hectares	1 acre
3.28 feet	1 metre	0.3048 metres	1 foot
0.62 miles	1 kilometer	1.609 kilometers	1 mile
0.032 ounces (troy)	1 gram	31.1 grams	1 ounce (troy)
1.102 tons (short)	1 tonne	0.907 tonnes	1 ton (short)
0.029 ounces (troy)/ton (short)	1 gram/tonne	34.28 grams/tonne	1 ounce (troy)/ton (short)
2205 pounds	1 tonne		

## CORPORATE STRUCTURE

### Name, Address, and Incorporation

Nevada Copper was incorporated under the *Business Corporations Act* (Yukon) on June 16, 1999 under the name “African Venture Corporation.” The articles of the Company were amended on July 26, 1999 to change the name of the Company to “Astron Resources Corporation” and were further amended on November 16, 2006 to change the name to Nevada Copper Corp. The Company was continued into British Columbia under the *Business Corporations Act* (British Columbia) on November 16, 2006 and adopted new articles. The Company has an authorized share capital of an unlimited number of common shares without par value.

The Company’s registered office is located at 250-200 Burrard Street, Vancouver, BC Canada V6C 3L6. The corporate office for Nevada Copper, Inc, a wholly owned subsidiary of Nevada Copper Corp., is located at 61 E. Pursel Lane, Yerington, NV, USA 89447.

In October 2013, the Company changed its financial year end from June 30 to December 31. The Company’s common shares (the “Common Shares”) trade on the Toronto Stock Exchange (the “TSX”) in Canada under the symbol “NCU.”

The warrants issued as part of the November 2021 Offering (as defined below) trade on the TSX under the symbol “NCU.WT.B.”

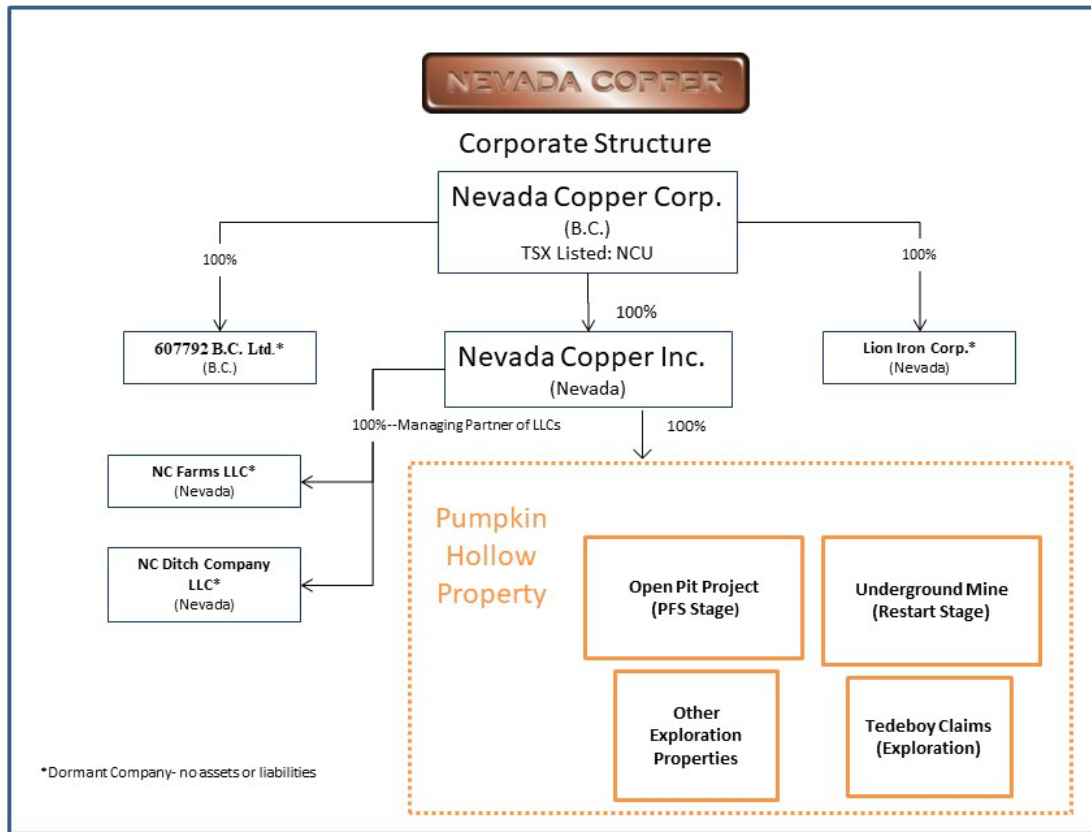
On September 17, 2021, the Company completed a share consolidation of its issued and outstanding Common Shares on the basis of one (1) post-consolidation Common Share for every ten (10) pre-consolidation Common Shares (the “Share Consolidation”). The Common Shares began trading on the TSX on a post-consolidation basis on September 21, 2021. Except as otherwise stated, the share, unit, per share, and per unit amounts in this AIF have been restated to reflect the Share Consolidation for comparative purposes.

### **Intercorporate Relationships**

The Company currently has the following wholly owned subsidiaries: Nevada Copper, Inc. (“NCI”) (formerly Pumpkin Copper Inc.), incorporated on February 2, 2006 in Nevada, USA; 607792 B.C. Ltd. (“607792 BC”) (formerly 607792 British Columbia Ltd.), incorporated on May 26, 2000 in British Columbia, dissolved on February 4, 2008, and restored in British Columbia on June 22, 2010; and Lion Iron Corp., incorporated in Nevada, USA, on June 4, 2012. NCI is the manager of and holds a 100% interest in the following subsidiaries: NC Farms LLC, formed in the State of Nevada on March 13, 2014, and NC Ditch Company LLC, formed in the State of Nevada on April 8, 2014.

The Company acquired 607792 BC pursuant to a reverse take-over transaction with the shareholders of 607792 BC which was completed on August 15, 2006. 607792 BC held all the rights under an option agreement (the “PHC Option”) dated December 1, 2005, with RGGGS Land & Minerals, Ltd., LP (“RGGGS”) in respect of an option to enter into a lease with RGGGS in and to certain fee land and patented lode mining claims (the “Fee Land and Patented Claims”) which comprise a portion of the Project situated in Lyon County, Nevada. On May 4, 2006, 607792 BC exercised its rights under the PHC Option and entered into a lease agreement (the “Lease Agreement”) with RGGGS in respect of the exploration and development of the Fee Land and Patented Claims comprising part of the Project, details of which are further described below.

NCI was a wholly owned subsidiary of 607792 BC and staked certain additional unpatented Federal lode mining claims (the “Unpatented Claims”) which comprise a portion of the Project. 607792 BC assigned all of its interest in and to the Lease Agreement to the Company prior to its dissolution on February 4, 2008, and upon the dissolution of 607792 BC, NCI became a direct wholly owned subsidiary of the Company. In July 2009, the Company assigned the Lease Agreement to NCI.



## GENERAL DEVELOPMENT OF THE BUSINESS

### Three-Year History

Nevada Copper owns 100% of the Project. The Project is a large advanced-stage copper property with Mineral Reserves and Mineral Resources including copper, gold, silver, as well as an iron magnetite resource. As described below, the Project consists of the underground mine (the “Underground Mine”), which is now in the production stage and undergoing a re-start of operations, and an open pit development project (the “Open Pit Project”), which at the pre-feasibility stage status (see “*Mineral Properties*”). The Company also controls Federal unpatented mining claims in the area surrounding the Project some of which are contiguous to NCI-controlled private lands and leased patented claims, and some of which are non-contiguous (see “*Description of Business – General Description – Mineral Rights & Land Holdings*”).

The Company’s activities during 2020, 2021, and 2022, as well as certain activities from early 2023, have included:

### 2020 Developments

#### Newly Staked Land

In June of 2020, the Company staked an additional 680 acres of new ground along the eastern boundary of the Tedeboy target area.



### Impact of COVID-19 (Coronavirus) and Temporary Suspension of Copper Production

As a result of the novel coronavirus (COVID-19) and the declaration by the World Health Organization of COVID-19 as a “pandemic”, many measures were implemented in 2020 by all levels of government in the United States, Canada, and around the world in order to control the pandemic.

Due to the restrictions imposed by government-mandated measures and other impacts of the COVID-19 pandemic, on April 6, 2020, the Company announced that it had become necessary to temporarily suspend copper production at the Project (the “Suspension”). As in many parts of the United States, Nevada imposed stringent travel and workplace restrictions. Those restrictions resulted in significant operational delays and work constraints affecting the Company. Their impact, especially during ramp-up of the Underground Mine, temporarily prevented the Company from continued effective operations. General concern regarding the risks to the health of the Company’s workforce, contractors and suppliers, the consequences of the working restrictions, and disruptions to the Company’s supply chains, made it necessary for the Company to implement the Suspension.

During the Suspension, essential mine services continued on site, including reduced Underground Mine development and other activities necessary to maintain the operation in a ready condition for the ramp back-up of activities as COVID-19 related impacts ameliorated. The Company implemented various cost reduction initiatives to preserve liquidity and protect the Company during the Suspension, including reducing the number of employees (on both a permanent and temporary basis).

On August 20, 2020, the Company restarted the processing plant and underground operations at the Underground Mine. At the time of restart, there were approximately 150,000 tons of stockpiled material available at surface for immediate processing. This previously stockpiled ore was processed by the end of October 2020. During November and December 2020, the mill processed development ore that was hoisted via the East North Ventilation Shaft. Material continued to be hoisted from the East North Ventilation Shaft until work on the Main Shaft underground material handling system at the Underground Mine was finished. On December 29, 2020, the Company announced that it had completed the material handling system of the Main Shaft.

### Refinancing Transactions

In March 2020, the Company entered into a comprehensive financing package to strengthen its financial position, which was comprised of the following components that all closed on March 27, 2020 (collectively, the “Refinancing Transactions”):

- Amendments were made to the senior credit agreement entered into by NCI with KfW IPEX-Bank GmbH (“KfW IPEX-Bank”) on May 7, 2019, which is a long-term, project finance senior debt facility supported by a loan guarantee issued by the Federal Republic of Germany through Euler Hermes (the “KfW IPEX-Bank Facility”). The amendments provided for an aggregate of \$12.2 million in payment deferrals through the re-structuring of certain amortization and debt service reserve account payments (see “*Financing and Offtake Arrangements*”). The KfW IPEX-Bank Facility was subsequently amended and restated on December 8, 2020 to provide for the Tranche B Amendments (as defined below), amended on October 11, 2021 to, among other things, provide for a long-term extension to the Project Completion Longstop Date (as defined below) and further amended on October 28, 2022 to, among other things, provide for a new tranche of up to \$25 million, in connection with the Restart Financing Package (as defined below), all as described below (see “*Financing and Offtake Arrangements*”).
- An amendment to the Company’s precious metals stream agreement with Triple Flag International Ltd. (together with its affiliates, “Triple Flag”) that was entered into on December 21, 2017 in relation to precious metal production from the Underground Mine (the “Stream Agreement”) was made that provided for an additional \$15 million in payments to NCI, comprised of a \$10 million payment that was made on May 1, 2020 and an additional \$5 million to be paid through the reinvestment of 50% of the value of metal deliveries received by Triple Flag under the Stream Agreement (in consideration for which the amount of gold and silver deliverable to Triple Flag was increased from 90% to 97.5% and the ongoing payment by Triple Flag was reduced from 10% to 5% of the then current spot price). The Stream Agreement was further amended on October 28, 2022 in connection with the Restart Financing Package to accelerate the payment of the remaining approximately \$3.8 million that was to be paid through the reinvestment mechanism described above (see “*Financing and Offtake Arrangements*”).

- New net smelter return royalty agreements with Triple Flag USA Royalties Ltd. (“Triple Flag US”), an affiliate of Triple Flag Precious Metals Corp. (“TFPM”), over the Open Pit Project and the Company’s Tedeboy exploration property (the “Tedeboy Project”). The Company received an aggregate of \$20 million as the purchase price for these royalties on March 27, 2020 (see “*Financing and Offtake Arrangements*”).
- TFPM was issued an aggregate of 15 million Common Share purchase warrants of the Company (the “Triple Flag Warrants”) at an exercise price of C\$0.225 (see “*Financing and Offtake Arrangements*”). As a result of the Share Consolidation, the Triple Flag Warrants were adjusted such that 10 Triple Flag Warrants are now exercisable for one post-consolidation Common Share following the payment of an adjusted exercise price of C\$2.25.
- A convertible loan facility (the “Convertible Loan”) with Pala Investments Limited (“Pala”), the Company’s largest shareholder, in the principal amount of \$30 million, which extended and replaced the Company’s \$30 million credit facility entered into on November 29, 2019 (the Convertible Loan was subsequently repaid with the proceeds of the July 2020 Offering (as defined below)).
- A backstop agreement among Pala, the Company and Triple Flag (the “2020 Backstop”), providing for up to \$20 million which would be available for the Company to call on if required until December 31, 2021 if it was unable to raise capital from other sources (the 2020 Backstop expired in accordance with its terms upon the completion of the July 2020 Offering).

#### Concord Working Capital Facility Amendments

- On May 15, 2020, as a result of the Suspension, Concord Resources Limited (“Concord”) agreed to defer the repayments that would otherwise have fallen due under NCI’s working capital facility with Concord entered into on May 7, 2019 (the “Working Capital Facility”) during the course of the Suspension (see “*Financing and Offtake Arrangements*”).
- In connection with the Tranche B Amendments, on December 8, 2020, NCI and Concord entered into an amendment to the Working Capital Facility whereby Concord agreed to increase the availability under the Working Capital Facility by \$5 million, to a total of \$40 million (which increase took effect on April 1, 2021). (the “WCF Amendment”) (see “*Financing and Offtake Arrangements*”).

#### Financing Package

- On December 8, 2020, the Company amended and restated the KfW IPEX-Bank Facility, which included a \$15 million increase in the facility amount and a deferral of \$26 million of planned debt service until 2023 (the “Tranche B Amendments”). In connection with the Tranche B Amendments, Pala provided a corporate guarantee to KfW IPEX-Bank and a pledge of certain of Pala’s assets (the “KfW Guarantee”) (see “*Financing and Offtake Arrangements*”).

#### Bought Deal Offering

- In July 2020, the Company closed its “bought deal” public offering of units of the Company for aggregate gross proceeds of approximately C\$100 million, inclusive of the exercise in full of the over-allotment option by the underwriters. A total of 66,750,355 units of the Company were issued at a price of C\$1.50 per unit (see “*Financing and Offtake Arrangements*”).

#### Change in Contractor

- On January 30, 2020, NCI terminated its construction contract with Cementation USA, Inc. (“Cementation”), and the Company announced that NCI had engaged Redpath USA Corporation to implement the Company’s ramp-up strategy for the Underground Mine.

#### Board and Management Changes

- On March 8, 2020, the Company announced the appointment of Mr. Ricardo De Armas, a representative of Castlake, L.P., to the Company’s board of directors (the “Board”), and the resignation of Mr. Anthony Cina from the Company’s advisory board.
- On March 31, 2020, Mr. David Swisher’s employment with the Company as Senior Vice President, Operations was terminated.

- On May 8, 2020, the Company announced the departure of Mr. Matthew Gili as the President and Chief Executive Officer (“CEO”) of the Company effective as of May 8, 2020. Mr. Evan Spencer was concurrently appointed as interim President and CEO.
- On July 13, 2020, the Company announced the departure of Mr. Braam Jonker as Chief Financial Officer (“CFO”), effective July 13, 2020. Mr. Andre van Niekerk was appointed as CFO, effective as of July 13, 2020.
- On July 31, 2020, the Company announced the departure of Mr. Mark Wall as Chief Operations Officer (“COO”), effective as of July 31, 2020.
- On September 11, 2020, Mr. Dale Ekmark was appointed as COO, effective as of September 11, 2020 (Mr. Ekmark left the Company on July 31, 2021).
- On October 15, 2020, the Company announced the departure of Mr. Evan Spencer as interim President and CEO, effective October 26, 2020, and the concurrent appointment of Mr. Mike Ciricillo as interim President and CEO.
- On October 15, 2020, the Company also announced that Ms. Kate Southwell, a representative of Pala at the time, had been appointed to the Board replacing Mr. Phillip Day, who had stepped down from the Board.

## 2021 Developments

### January 2021 Bought Deal Offering & Concurrent Private Placement

- On January 29, 2021, the Company closed its “bought deal” public offering of units of the Company for aggregate gross proceeds of approximately C\$38 million, inclusive of the exercise in full of the over-allotment option by the underwriters (the “January 2021 Offering”). Under the January 2021 Offering, a total of 23,000,000 units of the Company were issued at a price of C\$1.65 per unit (see “*Financing and Offtake Arrangements*”).
- Concurrently with the closing of the January 2021 Offering, the Company completed a private placement of 7,969,697 units to Pala at C\$1.65 per unit (the “Concurrent Private Placement”), the offering price in the January 2021 Offering, for aggregate gross proceeds of approximately C\$13.1 million (see “*Financing and Offtake Arrangements*”).

### 2021 Credit Facility and Amendments

- On February 3, 2021, the Company entered into a credit facility with Pala providing for a loan of up to \$30 million (inclusive of a \$15 million accordion feature) (the “2021 Credit Facility”). The Company drew the full \$30 million under the 2021 Credit Facility in the first half of 2021 (see “*Financing and Offtake Arrangements*”).
- On October 11, 2021, concurrent with entering into the KfW Amendment Agreement (as defined below), the Company entered into a non-binding term sheet with Pala (the “Non-Binding Term Sheet”) providing for certain amendments to the 2021 Credit Facility, including that all outstanding loans owing under the 2021 Credit Facility and the 2021 Promissory Notes (as defined below) be consolidated under the 2021 Credit Facility, an extension to the term of the 2021 Credit Facility and for additional loans of up to \$41 million to the Company if such funds were required to satisfy the KfW Condition (as defined below). On November 10, 2021, the Company and Pala amended the Non-Binding Term Sheet to provide that it would be a binding commitment of the parties to amend the 2021 Credit Facility on substantially the same terms as the Non-Binding Term Sheet (the “Binding Term Sheet”) (see “*Financing and Offtake Arrangements*”).
- On November 30, 2021, in connection with the closing of the November 2021 Offering and the November Private Placement (as defined below), and pursuant to the Binding Term Sheet, the Company and Pala amended and restated the 2021 Credit Facility on substantially the same terms as the 2021 Credit Facility, other than as described below. The 2021 Credit Facility was further amended and restated on October 28, 2022 in connection with the Restart Financing Package (see “*Financing and Offtake Arrangements*”).

### Credit Facility Warrants

- In connection with entering into the amended and restated 2021 Credit Facility, and as required by the Binding Term Sheet, the Company issued 15,000,000 Common Share purchase warrants (the “Credit Facility Warrants”) to Pala on November 30, 2021 (see “*Financing and Offtake Arrangements*”). In order for the Credit Facility Warrants to become exercisable by Pala, the TSX required that the Company obtain the

approval of disinterested shareholders. The Company held a special meeting of shareholders on January 25, 2022 (the “2022 Special Meeting”) for this purpose. At the 2022 Special Meeting, disinterested shareholders overwhelmingly approved an ordinary resolution authorizing Pala to exercise the Credit Facility Warrants. As a result, the TSX requirements were satisfied and the Credit Facility Warrants are now exercisable.

#### Promissory Notes

- The Company received a loan of \$15 million under a promissory note issued to Pala in June 2021 (the “June Promissory Note”). From July through September 2021, Pala provided the Company with additional loans of \$40 million in the aggregate pursuant to a series of amendments and restatements of the June Promissory Note (the “Amended June Promissory Note”). On October 1, 2021, the Company received a loan of \$12 million under a separate promissory note with Pala, which was subsequently amended and restated on November 1, 2021, to provide the Company with an additional loan of \$15 million (the “Amended October Promissory Note”, and together with the Amended June Promissory Note, the “2021 Promissory Notes”). The principal and accrued interest balance of approximately \$27 million outstanding under the Amended October Promissory Note was fully repaid with the proceeds of the November 2021 Offering and the principal and accrued interest balance of approximately \$59 million under the Amended June Promissory Note was almost entirely repaid through the issuance of the units to Pala in the November Private Placement. The remaining balance of approximately \$114,000 owing under the Amended June Promissory Note after the completion of the November Private Placement was added to the principal amount under the amended and restated 2021 Credit Facility pursuant to the terms of the Binding Term Sheet (see “*Financing and Offtake Arrangements*”).

#### Share Consolidation

- On September 17, 2021, the Company completed the Share Consolidation of its issued and outstanding Common Shares on the basis of one post-consolidation Common Share for every 10 pre-consolidation Common Shares. The Common Shares began trading on the TSX on a post-consolidation basis on September 21, 2021. As noted above, except as otherwise stated, the share, unit, per share and per unit amounts in this AIF have been restated to reflect the Share Consolidation. Following the Share Consolidation, the number of outstanding Common Shares was reduced from approximately 1,850,635,602 outstanding Common Shares to approximately 185,063,560 outstanding Common Shares. As a result of the Share Consolidation, (i) the warrants issued in connection with the July 2020 Offering (the “July Warrants”) were adjusted in accordance with the terms of the warrant indenture dated July 28, 2020 such that 10 July Warrants were exercisable for one post-consolidation Common Share following the payment of an adjusted exercise price of C\$2.00, until their expiry on January 28, 2022, (ii) the warrants issued in connection with the January 2021 Offering (the “January Warrants”) were adjusted in accordance with the terms of the warrant indenture dated January 29, 2021 such that 10 January Warrants were exercisable for one post-consolidation Common Share following the payment of an adjusted exercise price of C\$2.20, until their expiry on July 29, 2022, and (iii) the Triple Flag Warrants were adjusted such that 10 Triple Flag Warrants are now exercisable for one post-consolidation Common Share following the payment of an adjusted exercise price of C\$2.25.

#### KfW IPEX-Bank Facility Amendments

- On October 11, 2021, NCI and KfW IPEX-Bank entered into an amendment agreement (the “KfW Amendment Agreement”) in respect of the KfW IPEX-Bank Facility, providing for a long-term extension of the final date to meet the requirements of the project completion test (the “Project Completion Longstop Date”) under the KfW IPEX-Bank Facility until June 2023 and significant payment deferrals. A condition precedent to the effectiveness of the KfW Amendment Agreement was the receipt by NCI of at least \$40 million in net proceeds from debt or equity financings prior to March 20, 2022 (the “KfW Condition”), which condition the Company satisfied with the proceeds of the November 2021 Offering. As such, the additional \$40 million of loans provided for under the Binding Term Sheet was not required by the Company and such amendment was not incorporated in the amended and restated 2021 Credit Facility (see “*Financing and Offtake Arrangements*”).

#### November 2021 Offering & November Private Placement

- On November 29, 2021, the Company closed its public offering of units of the Company for aggregate gross proceeds of approximately C\$125.4 million, inclusive of the partial exercise of the over-allotment option by the underwriters (the “November 2021 Offering”). Under the November 2021 Offering, a total of

162,644,300 units and 2,000,000 warrants of the Company were issued at a price of C\$0.77 per unit and C\$0.08 per warrant, respectively (see “*Financing and Offtake Arrangements*”).

- Concurrently with the closing of the November 2021 Offering, the Company completed a private placement of 98,104,584 units to Pala at C\$0.77 per unit (the “November Private Placement”), the offering price in the November 2021 Offering, for aggregate gross proceeds of approximately C\$75.5 million (see “*Financing and Offtake Arrangements*”).

#### Board and Management Changes

- On March 3, 2021, the Company announced that Mr. Ricardo De Armas resigned as a director of the Company, effective March 2, 2021, in order to devote his attention to other professional commitments.
- On July 31, 2021, Mr. Dale Ekmark retired as COO.
- On August 13, 2021, the Company announced that Mr. Mike Ciricillo resigned as the President and CEO of the Company effective August 14, 2021, and that Mr. Mike Brown would assume the role of President and CEO of the Company on an interim basis.
- On October 1, 2021, the Company announced that Mr. Justin Cochrane resigned from the Board effective September 30, 2021 in order to focus on the other businesses he is involved with and to reduce the number of boards on which he sits.
- On October 6, 2021, the Company announced the appointment of Mr. Randy Buffington as President and CEO, replacing Mr. Brown as interim President and CEO. Mr. Buffington has extensive experience in underground and open pit mining operations, both in Nevada and internationally.
- On December 16, 2021, the Company hired Mr. Steven Newman as the Vice President of Technical Services. Mr. Newman has over thirty years of experience, with significant operating and project development experience.

## **2022 Developments**

#### Suspension of Mining Activities

- At the beginning of the third quarter of 2022, due to geotechnical challenges that restricted access to the Company’s East South Zone stopes, coupled with reduced ore delivery and the Company’s liquidity constraints at the time, the Company took measures to significantly reduce Underground Mine site and operation expenditures, with only limited activities being undertaken to protect the Company’s assets. The Underground Mine contractor at the time significantly reduced their workforce, retaining with only a small crew retained for management of hoist operations and pump management.

#### Underground Mine Operational Developments

- In Q4 2022, the Company completed the second dike crossing. This critical achievement provides access to the higher-grade stopes of the East North Zone that is estimated to represent the highest value area of the underground reserve.
- Effective December 16, 2022, the Company entered into a construction agreement with Dumas Contracting USA Inc., a leading engineering firm (“Dumas”), to complete several critical infrastructure projects for the Underground Mine in association with the restart and ramp-up of operations.

#### Promissory Notes

- In May 2022, Pala agreed to provide funding to the Company of up to \$20 million pursuant to a promissory note entered into with Pala in May 2022 (the “May 2022 Promissory Note”). In August 2022, Pala provided additional funding to the Company of \$15 million pursuant to another promissory note entered into with Pala in August 2022 (the “August 2022 Promissory Note”). Further, in October 2022, Pala provided additional funding to the Company of \$7.5 million pursuant to another promissory note entered into with Pala in October 2022 (the “October 2022 Promissory Note”). The principal amount outstanding under the August 2022 Promissory Note and \$5 million of the principal amount outstanding under the October 2022 Promissory Note was repaid through the issuance of Common Shares to Pala under the Pala 2022 Private Placement (as defined below). The remaining \$2.5 million principal amount outstanding under the October 2022 Promissory Note and the accrued interest on the August 2022 Promissory Note and the October 2022 Promissory Note, in the amount of approximately \$0.3 million in aggregate, was repaid to Pala on closing of the Restart Financing Package. The principal and accrued interest balance of approximately \$20.5 million

under the May 2022 Promissory Note was added to the principal amount of the A&R Credit Facility (as defined below).

#### Restart Financing Package

During the third quarter of 2022, the Company announced its proposed financing package to provide liquidity to the Company to support the restart of the Underground Mine (the “Restart Financing Package”). The Company and its key financing partners entered into definitive agreements in respect of and closed the Restart Financing Package on October 28, 2022. The following is a summary of the key components of the Restart Financing Package:

- *Mercuria Equity Investment (\$20 million)* – Mercuria Energy Holdings (Singapore) Pte Ltd (“Mercuria”), a significant shareholder of the Company, provided \$10 million to the Company, its first tranche of funding, in exchange for 62,717,593 Common Shares at a subscription price of C\$0.2160 per Common Share (the “Restart Equity Subscription Price”) and deposited \$10 million, its second tranche of funding, into escrow (the “Mercuria 2022 Private Placement”). Mercuria released its second \$10 million tranche of funding from escrow to the Company on December 29, 2022 in exchange for 63,411,540 Common Shares at a subscription price of C\$0.2139, representing a 15% discount to the five-day volume weighted average price of the Common Shares on the TSX as of December 28, 2022. In connection with the closing conditions relating to the second tranche, the Company and Mercuria determined that certain informational and other matters would be addressed post-closing. In connection with the closing of the first tranche, Mercuria also received 127,720,000 common share purchase warrants of the Company (the “Mercuria Warrants”), each entitling Mercuria to, subject to the exercise of the A&R Credit Facility Warrants (as defined below), acquire one Common Share at an exercise price of C\$0.2592 until January 31, 2026, unless all amounts under the A&R Credit Facility are repaid at an earlier time, in which case the Mercuria Warrants would expire. Mercuria also received 871,261 Common Shares in satisfaction of its reimbursable expenses totaling approximately \$0.13 million (see “*Financing and Offtake Arrangements*”).
- *Pala Equity Investment (\$20 million)* – Pala provided \$20 million to the Company in exchange for 125,435,185 Common Shares at the Restart Equity Subscription Price (the “Pala 2022 Private Placement”). The aggregate \$20 million consideration consisted of the settlement of all of the principal amount outstanding under the August 2022 Promissory Note and \$5 million of the principal amount outstanding under the October 2022 Promissory Note. The remaining \$2.5 million principal amount outstanding under the October 2022 Promissory Note and accrued interest on the August 2022 Promissory Note and the October 2022 Promissory Note, in the amount of approximately \$0.3 million in aggregate, was repaid to Pala on closing of the Restart Financing Package. Pala also received 5,330,995 Common Shares in satisfaction of its reimbursable expenses totaling approximately \$0.85 million (see “*Financing and Offtake Arrangements*”).
- *Stream and Royalty Financing (\$30 million)* – Triple Flag increased its existing net smelter return royalty on the Open Pit Project from 0.70% to 2% for a purchase price of approximately \$26.2 million, subject to the Company’s right to fully buy back the increased royalty percentage within twenty four months. In addition, Triple Flag accelerated the approximately \$3.8 million remaining to be funded under the Stream Agreement. Triple Flag funded its investment in two tranches, with \$20 million funded at closing of the Restart Financing Package (inclusive of the approximately \$3.8 million funded under the Stream Agreement) and the remaining \$10 million deposited into escrow. Triple Flag’s second tranche of \$10 million of funding was released from escrow to the Company on December 29, 2022, concurrent with the release of Mercuria’s second tranche of \$10 million of funding. Triple Flag also received 1,459,208 Common Shares in satisfaction of its reimbursable expenses totaling \$0.23 million (see “*Financing and Offtake Arrangements*”).
- *KfW IPEX-Bank Facility Extension (\$15 million committed)* – The KfW IPEX-Bank Facility was amended to provide for a new tranche of up to \$25 million, of which Pala, Triple Flag and Mercuria have committed, in aggregate, the first \$15 million as a backstop, of which \$15 million amount has now been drawn (see “*Financing and Offtake Arrangements*”).
- *Pala Debt Consolidation* – The Company and Pala amended and restated the Company’s amended and restated 2021 Credit Facility (as further amended and restated, the “A&R Credit Facility”), on substantially the same terms as the amended and restated 2021 Credit Facility, other than as described below. The A&R Credit Facility had an initial principal amount of approximately \$76.1 million, which included the outstanding principal and accrued interest balance under the amended and restated 2021 Credit Facility (approximately \$54.8 million), the outstanding principal and accrued interest balance under the May 2022 Promissory Note (approximately \$20.5 million) and a 4% deferred financing fee with respect to the May 2022 Promissory Note amount (approximately \$0.8 million). In connection with the A&R Credit Facility,

the Company issued 398,723,212 common share purchase warrants to Pala (the “A&R Credit Facility Warrants”). Each A&R Credit Facility Warrant entitles Pala to acquire one Common Share at an exercise price equal to C\$0.2592. The A&R Credit Facility Warrants will expire on January 31, 2026, unless all amounts under the A&R Credit Facility are repaid at an earlier time, in which case the A&R Credit Facility Warrants would expire (see “*Financing and Offtake Arrangements*”).

- *Additional Backstop Support (\$25 million)* – Pala provided the Company with a backstop funding commitment of up to \$25 million for future funding to be provided in exchange for issuances of Common Shares, convertible and/or non-convertible debt of the Company (the “2022 Backstop”). The amount available pursuant to the 2022 Backstop will be reduced, from time to time, by amounts raised by the Company pursuant to alternative financings after the closing of the Restart Financing Package. The Company may exercise the 2022 Backstop if, subject to other conditions, an aggregate of \$65 million of the committed funding (excluding Pala’s equity contribution pursuant to the Pala 2022 Private Placement, which has already been funded) under the Restart Financing Package has been made available to the Company. These funds have now been received by the Company and as a result, it has the ability to draw on the 2022 Backstop. In connection with the 2022 Backstop, Pala received 6,271,759 Common Shares at a price equal to the Restart Equity Subscription Price, representing a 4% commitment fee (see “*Financing and Offtake Arrangements*”).
- *Deferrals under Senior Project Facility and Working Capital Facility* – KfW IPEX-Bank deferred three interest payments under the KfW IPEX-Bank Facility. Concord deferred interest and principal payments under the Working Capital Facility (see “*Financing and Offtake Arrangements*”).

#### Board and Management Changes

- On January 14, 2022, the Company hired Ms. Tori Martinez as Vice President of Human Resources of the Company. Ms. Martinez has over twenty years of experience in the Human Resources field.
- On April 25, 2022, the Company hired Ms. Tracey Thom as Vice President, Investor Relations and Community Relations of the Company. Ms. Thom has over 25 years of senior management and investor relations experience in the mining industry.
- On May 23, 2022, Mr. Kris Sims was appointed interim CFO of the Company following the departure of Mr. André van Niekerk as Executive Vice President and CFO of the Company. On November 14, 2022, the Company announced that Mr. Greg Martin had been appointed CFO of the Company, effective November 21, 2022. Mr. Martin has nearly 30 years of experience in various financial and business development roles, primarily in the mining sector. He has held senior finance roles in several multinational mining and mining-related companies, including SSR Mining Inc. (where he was CFO from 2012 to 2021), NovaGold Resources Inc., Finning International Inc., Zincore Metals Inc., and Placer Dome Inc.
- On November 1, 2022, Mr. Randy Buffington, President and CEO of the Company, was appointed to the Board.
- On November 4, 2022, Mr. Guillaume de Dardel, Head of Energy Transition Metals and part of the Energy Transition desk at Mercuria, was appointed to the Board.
- On December 5, 2022, Ms. Carolyn “Lina” Tanner was hired as General Counsel of the Company following the resignation of Ms. Cassandra Joseph as Senior Vice President and General Counsel of the Company. Ms. Joseph’s resignation was effective January 6, 2023. Ms. Tanner has over 25 years of legal experience, with a focus on the energy and natural resource sectors representing both public and private entities.

#### **2023 Developments**

- On February 13, 2023, the Company announced that Ms. Kate Southwell had resigned as a member of the Board to pursue other career opportunities. Mr. Southwell’s resignation was effective February 28, 2023.
- On March 15, 2023, Amendment Agreement No. 2 to the Second A&R KfW Credit Agreement was executed, which extends the Project Completion Longstop Date from June 30, 2023 to June 30, 2024, and capitalizes interest on the Tranche A Loans and Tranche B Loans that would have otherwise become due and payable on the Interest Payment Date that was scheduled for January 31, 2024.

## DESCRIPTION OF BUSINESS

### General Description

Nevada Copper is a mining company engaged in the exploration, development, and operation of its wholly owned Pumpkin Hollow Copper Property, and in particular, the restart of the Underground Mine, located in western Nevada, approximately ninety kilometers straight line distance southeast of Reno, near the town of Yerington. The Company sells copper under the offtake contracts described below, and the pre-existing offtake contract covering 25.5% of the copper concentrate produced from the Underground Mine.

### Employees

As of December 31, 2022, the Company had three full time employees based in Vancouver, British Columbia, four full-time employees based in Reno, Nevada, and 110 full-time employees based in Yerington, Nevada.

### Mineral Rights & Land Holdings

The property comprising the Project is located within a contiguous 37 square mile land package held by the Company comprising of:

1. Fee land, including surface and mineral rights, owned directly by the Company (14.5 square miles);
2. Fee Land and Patented Claims, including surface and mineral rights, under lease with RGGGS pursuant to the Lease Agreement (2.4 square miles); and
3. Unpatented claims owned by the Company (21.1 square miles) outside the deeded lands.

The Company's surface and mineral rights holdings as of March 20, 2023, are summarized below:

Nevada Copper (NCI) Land Description	Mineral Rights held by NCI			Surface Rights held/controlled by NCI		
	acres	sq. miles	sq. km	acres	sq. miles	sq. km
NCI Land in Lyon County acquired from Federal Government (Includes ~ 80 acres of land where common materials - sand and gravel - held by NDOT) (1)	9,040	14.1	36.6	9,040.1	14.1	36.6
NCI Land acquired from Federal Government in Mineral County (surface & mineral)	105	0.2	0.4	105.3	0.2	0.4
NCI Patented land acquired from private party: Lyon County 2019 (non-contiguous surface & mineral)	134	0.2	0.5	134.1	0.2	0.5
<b>Total Deeded to NCI</b>	<b>9,279</b>	<b>14.5</b>	<b>37.6</b>	<b>9,279.5</b>	<b>14.5</b>	<b>37.6</b>
Private land currently held (RGGGS Patented & Fee land)	1,537	2.4	6.2	1,537.8	2.4	6.2
NCI unpatented Federal mining claims outside conveyance area	6,830	10.7	27.6			
NCI unpatented Federal mining claims outside conveyance area staked in 2019 – 2020	6680	10.49	27.0			
<b>Total NCI Controlled Lands</b>	<b>24,326</b>	<b>37.0</b>	<b>98.4</b>	<b>10,817.3</b>	<b>16.9</b>	<b>43.8</b>

Note:

(1) Nevada Department of Transportation (NDOT) has material sites on approximately 120 acres, and as pre-existing rights, are retained by NDOT, but the surface on 80 acres is now owned by Nevada Copper and the surface on 40 acres is owned by the City of Yerington. Locatable minerals on all 120 acres are owned by Nevada Copper. The exact acres of these have not been surveyed but are estimated based on unsurvey typical (40 ac) aliquot subdivisions of the original cadastral survey.

RGGGS is the title holder on the patented and fee title land that is leased by NCI. A subsidiary subsequently acquired by the Company entered into a lease option from RGGGS in December 2005. The Company carries out business at the Project through its 100% wholly owned subsidiary, NCI, a Nevada corporation.



On May 4, 2006, the Company's subsidiary exercised its option to lease the Project from RGGGS and entered into the Lease Agreement for the exploration and development of the Project. The Lease Agreement was subsequently assigned to NCI. The Lease Agreement had an initial term of ten years and was renewed in 2016 for a further ten-year term. The lease is renewable for up to two additional ten-year terms for a total of 40 years. Upon execution of the Lease Agreement, the Company paid a non-recoverable bonus payment to RGGGS of \$50,000.

After the second ten-year term, the Company can extend the Lease Agreement for two additional ten-year terms if it has made \$10,000,000 in production royalties and minimum royalty payments to RGGGS in the previous term, or if it pays to RGGGS the difference between \$10,000,000 and what was actually paid during the previous ten-year term.

Under the terms of the Lease Agreement, during the period from May 4, 2007 to May 4, 2011, the Company made lease payments totaling \$600,000. Also, under the terms of the Lease Agreement, the Company was required to incur exploration and development expenditures of at least \$4,000,000 during the first three years and minimum expenditures of at least \$500,000 per year. In addition, the Company was required to incur a further \$4,000,000 of additional exploration and development expenditures during the fourth through the sixth year. These obligations have been fully met.

Starting on the sixth anniversary date, in 2011, RGGGS was entitled to receive Advance Royalty Payments ("ARP") of \$600,000 per year. These advance royalty payments, which are made quarterly and started in April 2012, are recoverable from future royalties payable to RGGGS (see description of royalty below). The first advance royalty payment of \$150,000 was paid in April 2012, and these advance royalty payments have been made quarterly thereafter subject to the deferral noted below.

By the end of the initial ten-year term, the Company was required to have paid \$3,000,000 in production royalties and minimum royalty payments to RGGGS, or, unless waived by RGGGS, would have been required to pay the difference between \$3,000,000 and what had been paid, in order to be able to extend the Lease Agreement for an additional ten-year term. By the end of the initial 10-year lease term in May 2016, the Company had paid \$3,200,000 in total payments to RGGGS including \$2,550,000 in advance royalty payments.

The Company must pay RGGGS a net production royalty on copper obtained from Fee Land and Patented Claims comprising the Project which are described in the Lease Agreement. The royalty rate is 4% on copper when the copper price is less than \$1.00 per pound, a 5% net production royalty on copper when the copper price is between \$1.00 and \$2.00 per pound and a 6% net production royalty on copper when the price of copper is greater than \$2.00 per pound. On all other minerals such as gold and silver, except iron, the royalty rate is 5%.

The Company's Unpatented Claims that are within one mile of the Fee Land and Patented Claims (the "Area of Influence") subject to the Lease Agreement will be subject to a 1% net smelter return overriding royalty on non-ferrous materials and \$0.10 per long ton of crude overriding royalty on the ferrous materials to RGGGS's account. On January 9, 2017, an agreement with RGGGS was reached which deferred payments in 2017. In consideration for this deferral, RGGGS royalty rates, for areas lying outside the Fee Land and Patented Claims but within the Area of Influence, increased from 1% to 2% for non-ferrous metals and the royalty rate for ferrous metals increased from \$0.10 per ton to \$0.20 per ton. Advance royalty payments resumed in 2018 and the Company is current with all these payments. As of December 31, 2022, the ARP available for credit against future royalties payable to RGGGS are \$5.5 million.

The Company shall also pay RGGGS \$0.10 per ton of waste and overburden materials, if any, disposed of from other properties and brought onto the property leased from RGGGS to be placed in a waste deposit, though the Company may trade waste or overburden from other lands for an equal amount of waste or overburden from the Project which is placed on other lands and no royalty payment will accrue. The Company currently has no plans to bring such materials onto the Project.

Following commencement of normalized mining operations after a ramp-up period and after the accumulated balance of prepaid ARP has been reduced to a defined level by royalties otherwise payable, the Company must provide RGGGS with a standing irrevocable letter of credit in favor of RGGGS in an amount equal to an estimated three months of royalties payable. If RGGGS withdraws any amounts from the letter of credit to satisfy a monetary obligation, the Company must replace the funds withdrawn within ten days of receiving notice from RGGGS that funds have been withdrawn. The letter of credit remains in effect until all obligations of the Company under the Lease Agreement have been performed, and RGGGS has the right to request a revision upward in the required amount of the letter of credit based upon past and projected production royalties from the Project.

### Yerington Land Conveyance

In December 2014, Congressional legislation directing the sale of 10,059 acres of Federal land (the “Yerington Land Conveyance”) was signed into law by the President of the United States. In August 2015, the Yerington Land Conveyance was completed by the Bureau of Land Management (“BLM”), resulting in the transfer by deed of surface and mineral rights covering 10,059 acres by the BLM to the City of Yerington (the “City”). In October 2015, the City conveyed, by deed, surface and mineral rights for 9,040 acres of those conveyed lands to NCI. The combined existing and conveyed private lands owned or controlled by the Company total 11,597 acres. As a result, the entire project as described in the Company’s NI 43-101 technical report filed in 2017 and amended on January 3, 2018 (the “2017 Technical Report”), which has now been superseded by the April 2019 Technical Report, is now located on private land and can be constructed and operated under Nevada State permits. Subsequent to the completion of the Yerington Land Conveyance, there remains approximately 6,830 acres of additional U.S. unpatented mineral claims located on BLM administered Federal lands that are controlled by Nevada Copper (in addition to the 5,700 acres of newly acquired claims referred to above).

As a result of the Yerington Land Conveyance, the Underground Mine and Open Pit Project can be developed under state regulations without federal environmental permits and compliance with National Environmental Policy Act requirements. On October 12, 2015, the City approved a Master Plan Amendment and zoned all of the lands encompassing the Project to M1-Industrial, which is the least restrictive zoning class that allows industrial development, including mining.

### Rail Loading Facility

NCI owns a concentrate truck-to-rail transload facility established at a site east of Reno, Nevada USA with access to the Union Pacific mainline in the Tahoe Reno Industrial Center (“TRI”).

### Majuba Royalty

Certain properties currently held by Nevada Copper are subject to a royalty equal to a total of 3% of the net smelter returns (“the Majuba Royalty”) owed to Majuba Mining Ltd. (“Majuba”), a Nevada corporation, as to a 50% interest, and Renegade Resources Corporation (“Renegade”), a Nevada corporation, as to a 50% interest, pursuant to a settlement agreement dated July 19, 2006, among NCI, Majuba, and Renegade. The Majuba Royalty affects certain lands lying outside the patented claims leased from RGGGS and largely underlie land the Company acquired from the Federal Government in 2015, although a small portion underlie Federal unpatented claims held by the Company east of the RGGGS patented claims. The majority of current Mineral Reserves lie outside any areas subject to the Majuba Royalty.

## **FINANCING AND OFFTAKE TRANSACTIONS**

### KfW IPEX-Bank Facility

On May 6, 2019, NCI entered into the KfW IPEX-Bank Facility with KfW IPEX-Bank, a German bank, pursuant to which KfW IPEX-Bank made available to NCI a senior secured project financing facility in the aggregate amount of \$115 million supported by a loan guarantee (the “UFK Guarantee”) issued by the Federal Republic of Germany through Euler Hermes, for which NCI pays a fee. The KfW IPEX-Bank Facility closed on May 31, 2019 and NCI drew down the entire amount of the facility on that day. Amounts drawn under the KfW IPEX-Bank Facility were used to fund construction and operating costs in respect of the Underground Mine. The KfW IPEX-Bank Facility originally had a nine-year term (maturing in 2028) with scheduled semi-annual repayments commencing on January 31, 2021, both of which were revised by subsequent amendments to the KfW IPEX-Bank Facility, as described below.

Each of the Company, NCI and each subsidiary of NCI granted security in favour of the collateral agent under the KfW IPEX-Bank Facility (the “KfW Collateral Agent”) over substantially all of their respective current and future assets, including all of the assets at the Underground Mine and the Open Pit Project, as security for the indebtedness under the KfW IPEX-Bank Facility and the guarantees of such indebtedness provided by the Company and such subsidiaries.

The KfW IPEX-Bank Facility contains representations, warranties, covenants and events of default customary for a transaction of this nature, including, without limitation, negative covenants limiting mergers, acquisitions, consolidations and investments, additional indebtedness, granting liens, disposing of assets or subsidiaries, granting royalties or entering into streaming transactions, sale and leaseback transactions and hedging, making restricted

payments, entering, amending or terminating material contracts, or amending the mine plan, construction budget or construction schedule for the Underground Mine, which negative covenants are subject to certain customary exceptions.

The KfW IPEX-Bank Facility also contains a number of affirmative covenants customary for a transaction of this nature, including, without limitation, paying obligations, maintaining properties, obtaining and maintaining insurance coverage, financial and covenant reporting, environmental indemnity, obtaining and maintaining in force material licenses, approvals or consents necessary for the carrying out of the NCI business and operations generally and maintaining the validity of the security under the KfW IPEX-Bank Facility. The KfW IPEX-Bank Facility is also subject to a number of financial covenants with respect to NCI, including, without limitation, covenants respecting the maintenance of (i) an historical debt service coverage ratio of not less than 1.10:1, which financial covenant is measured as of June 30th and December 31st of each year (each, a “Calculation Date”), commencing after the completion of construction at the Underground Mine, and is calculated as the ratio of available cash flow for the 12 month period ending on such Calculation Date to debt service in respect of the KfW IPEX-Bank Facility and the Working Capital Facility and amounts payable in respect of the UFK Guarantee; (ii) a loan life cover ratio of not less than 1.20:1, which financial covenant is calculated on each Calculation Date as the ratio of the net present value (using a discount rate of 6%) of projected available cash flow (as reflected in the then current base case projections) to the principal amount of the loans then outstanding under the KfW IPEX-Bank Facility; and (iii) a minimum reserve tail ratio of not less than 30%, which financial covenant is calculated as of each Calculation Date as the ratio of the then current forecasted production of copper from the Underground Mine from the maturity date of the KfW IPEX-Bank Facility through the remainder of the projected life of mine for the Underground Mine to the amount of copper originally forecasted to be produced from the Underground Mine.

The KfW IPEX-Bank Facility includes a provision that upon any change of control occurring prior to the third anniversary of the entry into the Tranche B Amendments, any undrawn commitments under the KfW IPEX-Bank Facility will be reduced to zero and NCI will be required to repay all principal and accrued interest outstanding thereunder within 30 days. A change of control will be deemed to have occurred under the KfW IPEX-Bank Facility if (i) the Company ceases to have control or direction over at least 60% of the voting shares and economic interests of NCI (or otherwise ceases have the direct or indirect ability elect a majority of the directors of NCI); (ii) prior to the completion of construction of the Underground Mine, Pala ceases to have control or direction over 19.9% of the outstanding voting shares and economic interests of the Company; or (iii) occupation of a majority of the seats (other than vacant seats) on the board of directors of the Company or NCI by an entity which is neither (a) nominated by such board of directors nor (b) appointed by directors so nominated as of the date of the KfW IPEX-Bank Facility amendment and restatement in December 2020.

#### *Amendments and Increase in the KfW IPEX-Bank Facility & KfW Guarantee*

##### *March 2020 Amendments*

As part of the Refinancing Transactions, on March 27, 2020, the Company entered into an amendment to the KfW IPEX-Bank Facility providing for an aggregate of \$12.2 million in payment deferrals through the re-sculpting of certain amortization and debt service reserve account payments to maximize access to liquidity over the 18 months following the amendment. The amendment to the KfW IPEX-Bank Facility included a deferral of scheduled principal payments for 18 months with the deferred amount being payable on a pro rata basis with the remaining installments until the existing maturity date. It also included postponing the required funding date for the debt service reserve account for 18 months.

##### *December 2020 Amendments & KfW Guarantee*

On December 8, 2020, the Company amended and restated the KfW IPEX-Bank Facility to provide for the Tranche B Amendments whereby KfW IPEX-Bank agreed to provide an additional \$15 million loan with a three-year term, which was extended under the KfW Amendment Agreement, as described below. The Tranche B loan originally bore interest of LIBOR plus 4.9% and provided for a 12-month grace period for principal payments and cash sweeps in respect thereof (both the interest rate and grace period were subsequently amended pursuant to the KfW Amendment Agreement, as described below). Under the Tranche B Amendments, KfW IPEX-Bank also agreed to defer \$26 million of planned debt service until 2023, including deferring the funding of the debt service reserve account from January 2022 to January 2023 and the deferral of the first and second amortization payments to be made in July 2022 and January 2023 to be made in pro rata installments over the remaining term of the facility starting at the end of July

2023. The representations, warranties, covenants, including financial covenants, and events of default of the amended and restated KfW IPEX-Bank Facility remained substantially the same as the original terms of the KfW IPEX-Bank Facility. The funding of the full \$15 million additional loan occurred on December 30, 2020.

Pursuant to the Tranche B Amendments, the Company agreed with KfW IPEX-Bank that, subject to certain exceptions, it will not use funds received from any capital raise to repay loans and certain other amounts owing to any related party shareholder of the Company except to the extent that the proceeds of the capital raise were provided by a related party shareholder, the proceeds of the shareholder loan have been contributed to or used for the benefit of NCI, or the shareholder loan has been used to pay costs of the Company that are not related to a project or investment other than the Underground Mine. This restriction applies until the earlier of (i) the project completion date, and (ii) the repayment in full of the additional \$15 million loan. Certain exceptions provided for in the KfW Amendment Agreement have permitted the Company to repay amounts owing to Pala.

In connection with the Tranche B Amendments, Pala provided the KfW Guarantee in respect of both the \$15 million additional loan amount and the \$5 million 2020 COF (as defined below) amount (the “Guaranteed Amount”) and a pledge of certain of Pala’s assets. The 2020 COF was funded from the proceeds of the January 2021 Offering such that the KfW Guarantee no longer applies to the \$5 million 2020 COF funding amount. The Company compensates Pala for its commitments under the KfW Guarantee and related pledge arrangements at a rate of 8% per annum of any outstanding Guaranteed Amount, which is paid on a quarterly basis in arrears (the “Guarantee Fee”). The Guarantee Fee is to be paid in cash by the Company to Pala unless otherwise prohibited under the KfW IPEX-Bank Facility or related documents. Notwithstanding the foregoing, if the Company has insufficient cash to pay the Guarantee Fee on a quarterly payment date or is prohibited from paying cash under the KfW IPEX-Bank Facility or related documents, Pala is entitled (at its sole discretion) to either (a) accrue the Guarantee Fee such that it shall be payable at the next payment date on a rolling basis or (b) require the Guarantee Fee to be paid in Common Shares. The number of Common Shares to be issued to satisfy the Guarantee Fee is calculated based on the market price of the Common Shares at the time of the applicable payment date.

If the KfW Guarantee is reduced or discharged as a result of any prepayments and/or early repayments (that are not due to scheduled amortization repayments and cash sweep repayments for the \$15 million additional loan amount provided pursuant to the Tranche B Amendments) as a result of a change of control of the Company or for any other reason whatsoever, other than with respect to any refinancing in full of such \$15 million amount using proceeds of a debt financing with a third party commercial bank or financial institution acceptable to KfW IPEX-Bank, a prepayment premium paid to Pala will apply comprised of (A) 25.0% for any prepayments or early repayments made during the first 12 months term of the \$15 million additional loan, (B) 17.5% for any prepayments or early repayments made during the next 12-24 months term of the \$15 million additional loan, and (C) 10.0% for any prepayments or early repayments made thereafter until the maturity date of the \$15 million additional loan.

#### Cost Overrun Facility

In connection with the Tranche B Amendments, the Company provided a cost overrun facility (the “2020 COF”) to NCI for up to \$5 million on substantially the same terms as the \$24.6 million cost overrun facility provided by the Company to NCI in May 2019 when the KfW IPEX-Bank Facility was originally entered into. The 2020 COF funds were to be drawn only once all other existing sources of funding had been utilized and if ramp-up costs at the Underground Mine exceeded the then current estimate. The 2020 COF was funded from the proceeds of the January 2021 Offering, as described below. In April 2021, the Company utilized the full \$5 million available under the 2020 COF.

#### 2021 Amendments to the KfW IPEX-Bank Facility

On October 11, 2021, NCI and KfW IPEX-Bank entered into the KfW Amendment Agreement, providing for a long-term extension of the final date to meet the requirements of the Project Completion Longstop Date until June 2023 and significant payment deferrals. Pursuant to the KfW Amendment Agreement, with respect to the original \$115 million Tranche A loan under the KfW IPEX-Bank Facility, the first debt repayment has been deferred for two years to July 31, 2025 (with the debt service reserve account to be funded six months prior), and the final amortization has been deferred to July 31, 2029. Further, with respect to the Tranche A loan, commencement of the project cash sweep has been deferred by two years to January 31, 2024 and a one-time extraordinary cash sweep of excess cash has been deferred by two years to July 31, 2025. With respect to the \$15 million Tranche B loan under the KfW IPEX-Bank Facility, the first debt repayment has been deferred by two years to July 31, 2024 (with no debt service reserve account

requirement) and the final amortization has been deferred by two years to July 31, 2025. The interest margin on the Tranche A loan increased by 0.5% to 2.1% and on the Tranche B loan by 0.5% to 5.4%, reflective of the extended loan tenors. In addition, an amendment fee of \$325,000 (0.25% of the total principal amount under the KfW IPEX-Bank Facility) was payable within 90 days of closing of the KfW Amendment Agreement and a further \$975,000 (0.75% of the total principal amount under the KfW IPEX-Bank Facility) will be payable within 30 days of the project completion date.

A condition precedent to the effectiveness of the KfW Amendment Agreement was the satisfaction of the KfW Condition, being the receipt by NCI of at least \$40 million in net proceeds from debt or equity financings prior to March 20, 2022. The KfW Condition was satisfied with the proceeds of the November 2021 Offering.

#### 2022 Amendments to the KfW IPEX-Bank Facility

As part of the Restart Financing Package, on October 28, 2022, the KfW IPEX-Bank Facility was amended to provide for a new tranche of up to \$25 million (the “Extension Tranche”), of which Pala, Triple Flag and Mercuria have committed, in aggregate, the first \$15 million as a backstop, which \$15 million amount has now been drawn. The remainder of Extension Tranche is available to be drawn until December 31, 2023, after (i) the stream, royalty and equity funds that were raised in the Restart Financing Package have been fully expended by the Company, and (ii) the Company has less than \$10 million cash available for operating expenses.

The Extension Tranche is available on substantially the same terms as the Tranche A loan under the KfW IPEX-Bank Facility and matures on the same date as Tranche A, July 31, 2029. The interest rate on the Extension Tranche funds is the SOFR + 5% and such loans are secured by first lien security that ranks *pari passu* with KfW IPEX-Bank’s existing security under the KfW IPEX-Bank Facility.

In addition, KfW IPEX-Bank deferred three interest payments under the Tranche A and Tranche B loans of the KfW IPEX-Bank Facility, being the interest payments due in July 2022, January 2023 and July 2023. The deferred interest payments are capitalized and added to the outstanding principal amount owing under the KfW IPEX-Bank Facility.

Given that the Project Completion Longstop Date under the KfW IPEX-Bank Facility was scheduled for June 30, 2023, and that the Underground Mine will not have achieved steady state production by then, the Company and KfW reached an agreement to extend that date. On March 15, 2023, the parties executed Amendment Agreement No. 2 To The Second A&R KfW Credit Agreement, thereby extending the Project Completion Longstop Date from June 30 2023 to June 30, 2024, and capitalizing interest on the Tranche A Loans and Tranche B Loans that would have otherwise become due and payable on the Interest Payment Date that was scheduled for January 31, 2024.

#### Offtake Agreements

The KfW IPEX-Bank Facility requires the Company to maintain offtake agreements for the sale of copper concentrates from the Underground Mine in the aggregate of not less than (i) 40,000 dry metric tons of copper concentrates; and (ii) when considered together with contracted volumes under the Aurubis Offtake Agreement (as defined below), 75% of the total production of copper concentrates from the Underground Mine; provided, that each offtake agreement must have a term that equals or exceeds the lesser of (x) three years and (y) the final maturity date of the KfW IPEX-Bank Facility. This condition was satisfied through (i) NCI’s existing offtake contract covering 25.5% of the copper concentrates from the Underground Mine; (ii) the Aurubis Offtake Agreement; and (iii) the Additional Volumes Offtake Agreement (as defined below). An agreement with MF Investments exists for 25.5% of the copper concentrate production derived from the Eastern Area deposits that are from underground mining. This contract is now owned by Transamine, a metals trader. The offtake agreement includes concentrate pricing based on market terms.

#### Aurubis Offtake Agreement

On May 6, 2019, NCI entered into a copper concentrates sales agreement (the “Aurubis Offtake Agreement”) with Aurubis. The Aurubis Offtake Agreement provides that Aurubis will purchase from NCI 40,000 dry metric tonnes (+/- 5% at NCI’s option) of copper concentrates from the Underground Mine in each contractual year, for a period of eight contractual years from the commencement of commercial production at the Underground Mine, unless terminated earlier in accordance with its terms. In view of logistical challenges of making deliveries from the Underground Mine to Aurubis’ smelters in Germany and Bulgaria, NCI may elect to deliver alternative clean copper concentrates (“Substitute Concentrates”) acceptable to Aurubis, pursuant to a related agreement between NCI, Concord and Aurubis (the “Aurubis Side Letter”). If NCI wishes to deliver Substitute Concentrates in a contractual

year, Concord shall deliver the copper concentrates previously intended to be delivered to Aurubis to other parties and replace the corresponding quantity with the supply of Substitute Concentrates to Aurubis pursuant to the Aurubis Side Letter. Upon delivery by Concord of Substitute Concentrates to Aurubis, NCI's obligations to Aurubis in respect of such copper concentrates from the Underground Mine shall be deemed to have been satisfied and discharged. At Aurubis' option, NCI shall deliver each parcel (approximately 10,000 dry metric tonnes) at approximately even intervals throughout the contractual year to DAP Brunsbuettel, Germany or Bourgas, Bulgaria, in bulk. The allocation of copper concentrates between each Aurubis entity is determined by way of mutual agreement between Aurubis and NCI annually.

The Aurubis Offtake Agreement contains detailed technical provisions with respect to the specifications for the manner and size of shipments of copper concentrates by NCI, port loading and discharge, sampling and analysis, as well as technical specifications for the copper concentrates deliverable to Aurubis. The purchase price in respect of each shipment of copper concentrates is calculated in United States dollars in accordance with the sales price formulae set forth in the Aurubis Offtake Agreement. Such purchase price calculation is based on the percentage of agreed analytical copper content, with subsequent adjustments for payable gold and silver, and deductions for market related copper treatment and refining charges in each contractual year, and fixed precious metal refining charges.

#### Concord Offtake Agreements

In connection with the Aurubis Offtake Agreement and Aurubis Side Letter referred to above, and in view of logistical challenges of making deliveries from the Underground Mine to Aurubis, on May 6, 2019, NCI entered into a copper concentrates sales agreement (the "Concord Swap Offtake Agreement") with Concord. During the term of the Concord Swap Offtake Agreement, all deliveries to Aurubis occur under the Aurubis Side Letter, pursuant to which Concord delivers Substitute Concentrates to Aurubis as if it were the seller under the Aurubis Offtake Agreement. Concord purchases and NCI sells to Concord an equivalent amount (being 40,000 dry metric tonnes (+/- 5% at NCI's option)) of copper concentrates from the Underground Mine in each contractual year, for a period of eight contractual years from the commencement of commercial production at the Underground Mine, unless the agreement is terminated earlier in accordance with its terms. Under the Concord Swap Offtake Agreement, NCI delivers copper concentrates to Concord in bulk or bag monthly shipments from the TRIC railcar loading station, located approximately 62 miles north of the Underground Mine. NCI owns a 25-acre site at the TRIC station with over 4,000 feet of available rail siding trackage.

The Concord Swap Offtake Agreement contains detailed technical provisions with respect to the specifications for the manner and size of shipments of copper concentrates by NCI, port loading and discharge, the sampling and analysis, as well as technical specifications for the copper concentrates deliverable to Concord. The purchase price in respect of each shipment of copper concentrates is calculated in United States dollars in accordance with the sales price formulae set forth in the Concord Swap Offtake Agreement. Such purchase price calculation is based on the percentage of agreed analytical copper content, with subsequent adjustments for payable gold and silver, and deductions for market related copper treatment and refining charges ("TCRC") in each contractual year based off agreed annual industry benchmark TCRC, plus an associated premium, and fixed precious metal refining charges. NCI and Concord may mutually agree to fix the price of payable copper to be delivered under the Concord Swap Offtake Agreement for an agreed period of time based on the market price on the London Metal Exchange for grade A Copper prevailing at the time NCI and Concord agree to fix the price. In addition, the Concord Swap Offtake Agreement includes a freight credit sharing adjustment to incentivize reduced freight costs to both parties.

NCI also entered into a second copper concentrates sales agreement with Concord on May 6, 2019 (the "Additional Volumes Offtake Agreement" and, collectively with the Concord Swap Offtake Agreement, the "Concord Offtake Agreements") on substantially the same terms as the Concord Swap Offtake Agreement except without the premium to annual benchmark TCRC charges. The Additional Volumes Offtake Agreement provides that, during the term of the agreement, Concord will purchase from NCI not less than 30,000 dry metric tonnes (+/- 10% at NCI's option) of copper concentrates from the Underground Mine and other uncontracted volumes from the Underground Mine in each contractual year. The Additional Volumes Offtake Agreement has a term of 3.5 years from the commencement of commercial production at the Underground Mine, unless terminated earlier in accordance with its terms. Under the Additional Volumes Offtake Agreement, NCI delivers copper concentrates to Concord in bulk or bag monthly shipments from its TRIC railcar loading facility.

### Working Capital Facility

As previously announced, the Company had initially entered into a marketing services agreement with Concord to source a working capital facility. Concord and NCI entered into the \$35 million Working Capital Facility on May 6, 2019. Under the Working Capital Facility, NCI may make advance requests for amounts based on future shipments of copper concentrates to Concord under the Concord Offtake Agreements. Prior to the date of commercial production at the Underground Mine, advance requests can be made up to four months prior to a shipment being made under the Concord Offtake Agreements. Upon commencement of commercial production at the Underground Mine, these requests may be made up to three months prior to a particular shipment. Each advance request may be for up to 85% of the estimated amount to be paid under the provisional invoice issued by NCI to Concord in respect of a specific shipment of copper concentrates and will be subsequently applied to the final amount owing for such shipment. Funds received through advances are to be used by NCI to finance general operating costs and working capital requirements of the Underground Mine for the purposes of producing copper concentrates.

Prior to commencement of commercial production at the Underground Mine, drawdowns under the Working Capital Facility are subject to interest of LIBOR plus 7.5%. Following commencement of commercial production at the Underground Mine, the interest rate will decrease to LIBOR plus 5%. Interest owing under the Working Capital Facility is payable quarterly in cash, with certain exceptions for early interest payments. The Working Capital Facility was effective from the date of funding under the KfW IPEX-Bank Facility until 3.5 years after the commencement of commercial production at the Underground Mine, unless terminated in accordance with the terms of any Offtake Agreement. There is no penalty or charge for prepayment in respect of the Working Capital Facility.

In connection with the Working Capital Facility, NCI granted first ranking security in favour of Concord on copper concentrates produced from the Underground Mine or in process and all finished goods inventory (the “Working Capital Security”). Additionally, NCI granted Concord a third ranking security interest in all of NCI’s current and future assets, behind KfW IPEX-Bank and Triple Flag, which currently holds subordinated security over the assets of the Company, NCI and certain other subsidiaries pursuant to the Stream Agreement. The Company, NCI, KfW IPEX-Bank, Triple Flag and Concord entered into an intercreditor agreement with respect to the security being granted under the financing arrangements described above (the “Intercreditor Agreement”). The Intercreditor Agreement replaces the prior intercreditor agreement among NCI, Red Kite Mine Finance (“Red Kite”) and Triple Flag and provides for the KfW Collateral Agent’s first ranking senior security described above and a second ranking interest in the Working Capital Security, as required under the KfW IPEX-Bank Facility. Triple Flag continues to have second ranking security as described above and has a third ranking security interest in the Working Capital Security.

On May 15, 2020, as a result of the Suspension, Concord agreed to defer the repayments that would otherwise have fallen due under the Working Capital Facility during the course of the Suspension. As a condition to the repayment deferral, Concord and the Company agreed that the outstanding Working Capital Facility balance would be reduced by rebasing to current copper, gold and silver prices (copper prices were lower on May 15, 2020 than when the advances were drawn). The rebasing amount was determined to be \$3.2 million and the Company re-paid \$1.5 million on July 28, 2020 through the issuance of 1,359,400 units to Concord under the July 2020 Offering, as described below, at the offering price and \$1.2 million of the remaining amount was addressed through cash collateral posted by Pala. Subsequent to this payment by Pala, Pala advanced additional funds to Concord on behalf of the Company under the Working Capital Facility. These amounts of approximately \$1.8 million in the aggregate were repaid in connection with the Concurrent Private Placement, as described below. Following the recommencement of production at the Underground Mine after the Suspension, the Company resumed its performance under its offtake arrangements with Concord on September 12, 2020 when it resumed shipments to Concord.

### Amendment to Working Capital Facility

In connection with the Tranche B Amendments, on December 8, 2020, NCI and Concord entered into the WCF Amendment whereby Concord agreed to increase the availability under the Working Capital Facility by \$5 million, to a total of \$40 million through its maturity date in 2023. This increase took effect on April 1, 2021. Drawdowns under the amended Working Capital Facility in excess of \$35 million prior to commencement of commercial production at the Underground Mine will bear interest at LIBOR plus 8.5%. The other terms of the Working Capital Facility remain substantially the same after the implementation of the WCF Amendment.

### Interest and Principal Deferrals under the Working Capital Facility & Extension of Working Capital Facility

In 2022, as part of the Restart Financing Package, Concord agreed to defer the repayment of the current principal balance under the Working Capital Facility until the earlier of (i) the restart of copper deliveries from the Underground Mine and the resumption of deliveries of concentrate to Concord pursuant to the offtake arrangements between Concord and the Company and (ii) a restart long-stop date to be determined. Concord also deferred interest payments owing under the Working Capital Facility until the restart of copper deliveries, after which interest would be paid on the repayment date for each tranche owing under the Working Capital Facility. New draws under the Working Capital Facility would become available upon the resumption of deliveries and satisfaction of certain other conditions. The term of the Working Capital Facility has expired and the Company is in discussions with Concord in order to extend the maturity date of the Working Capital Facility. There can be no assurance that the Company will be successful in obtaining such extension. In the absence of such extension, the Company will not be able to draw under the Working Capital Facility.

#### Triple Flag Stream Agreement

The Company, NCI and Triple Flag entered into the Stream Agreement on December 21, 2017 whereby Triple Flag committed to fund a deposit of \$70 million (the “Stream Deposit”) against future sale and delivery by NCI of an amount of gold and silver originally referenced to 90% of the gold and silver production from the Underground Mine, calculated based on a fixed ratio of 162.5 ounces of gold for each 1 million pounds of copper in concentrate produced and 3,131 ounces of silver for each 1 million pounds of copper in concentrate produced. Under the terms of the original Stream Agreement, NCI would receive an ongoing payment of 10% of the spot price for each ounce of gold and silver delivered to Triple Flag. Certain of the original terms of the Stream Agreement have been revised pursuant to subsequent amendments, which are described below. Nevada Copper and its subsidiaries have provided security (which is subordinated to the security granted under the KfW IPEX-Bank Facility) for the performance of the obligations under the Stream Agreement over all of their respective assets. Upon the occurrence of an event of default that is continuing under the Stream Agreement, Triple Flag will have the right, upon written notice, to take any or all of the following actions: (a) demand all amounts and deliveries owing by NCI, (b) terminate the Stream Agreement and demand all losses suffered or incurred as a result of the occurrence of such event of default and termination in an amount equal to the greater of a target return amount and the value of the gold and silver that would have been delivered by NCI for the term of the Stream Agreement, or (c) enforce the security. NCI agreed to the restriction of certain business activities, including not carrying on any business other than the exploration, construction, development, operation and expansion of the Project and the Company agreed to restrict the declaration of any dividends, prior to commencement of initial production from the Underground Mine. Shortly after the Company announced the construction decision for the Underground Mine in September 2018, Triple Flag advanced the Stream Deposit.

#### Amendments to the Stream Agreement

In connection with the KfW IPEX-Bank Facility, the Company, NCI and Triple Flag agreed to amend the Stream Agreement as follows: (i) in order to accommodate the maximum drawdown under the KfW IPEX-Bank Facility, the aggregate amount of senior indebtedness that the Company is permitted to incur upon the refinancing of the Company’s previous senior credit facility with Red Kite was increased from \$80 million to \$115 million or such lower amount outstanding from time to time, provided that if the amount of outstanding senior debt subsequently reduces below \$80 million, the maximum amount of senior indebtedness that the Company may incur will be limited to a maximum \$80 million; and (ii) the Company’s buyback option, which was exercisable on March 31, 2020 and was not exercised, to reduce the amount of gold and silver to be delivered under the Stream Agreement was reduced from 35% to 15% of the gold and silver production from the Underground Mine (based on the fixed ratios of copper to gold and silver specified in the Stream Agreement) and the base amount payable by the Company (prior to applicable adjustments) to exercise such right was proportionately reduced from \$36 million to approximately \$15.4 million.

As part of the Refinancing Transactions, on March 27, 2020, the Company, NCI and Triple Flag further amended the Stream Agreement to provide for an additional \$15 million payment by Triple Flag, with a payment of \$10 million that was made on May 1, 2020 and the additional \$5 million to be paid through the reinvestment of 50% of the amounts received by Triple Flag under the terms of the Stream Agreement (in consideration for which the amount of gold and silver deliverable to Triple Flag was increased from 90% to 97.5% and the ongoing payment by Triple Flag was reduced from 10% to 5% of the then current spot price) (the “Second Stream Amendment”).

On December 8, 2020, further amendments were made to the Stream Agreement to reflect an increase in the amounts of the senior and subordinated debt permitted under the Stream Agreement as a result of the Tranche B Amendments and WCF Amendment, respectively.



On October 28, 2022, as part of the Restart Financing Package, the Stream Agreement was amended to provide for the acceleration of the remaining approximately \$3.8 million that was to be paid through the reinvestment mechanism described above. In addition, adjustments were made to the Stream Agreement to reflect a further increase in the amounts of the senior and subordinated debt permitted under the Stream Agreement as a result of the Restart Financing Package.

#### Triple Flag Royalty Agreements and Warrants

As part of the Refinancing Transactions, on March 27, 2020, (i) NCI and Triple Flag US entered into a new royalty agreement providing for a 0.70% net smelter return royalty in respect of the Open Pit Project in consideration for a payment of \$17 million that has been received by NCI; and (ii) a separate new royalty agreement providing for a 2.00% net smelter return royalty in respect of the Tedeboy Project adjacent to the Property in consideration for a payment of \$3 million that has been received by NCI and an additional contingent payment of \$5 million upon commercial production commencing in respect of the Tedeboy Project (collectively, the “Royalty Agreements”).

In connection with the Second Stream Amendment and the Royalty Agreements, on March 27, 2020, TFPM was issued an aggregate of 15 million Triple Flag Warrants at an exercise price of C\$0.225 that are exercisable for a period of five years from the date of issuance. As noted above, the Triple Flag Warrants were adjusted as a result of the Share Consolidation, such that 10 Triple Flag Warrants are now exercisable for one post-consolidation Common Share following the payment of an adjusted exercise price of C\$2.25.

On October 28, 2022, as part of the Restart Financing Package, Triple Flag US increased its existing net smelter return royalty in respect of the Open Pit Project from 0.70% to 2% for a purchase price of approximately \$26.2 million. The Company has the option to buy back 100% of the increased Open Pit royalty (being the 1.3% increased royalty amount) for \$33 million until the earlier of (i) 24 months from the date that the amended and restated Open Pit royalty agreement is entered into or (ii) a change of control of the Company. Triple Flag’s investment was funded in two tranches, with \$20 million funded at closing of the Restart Financing Package and the remaining \$10 million deposited into escrow. Triple Flag’s second tranche of \$10 million of funding was released from escrow to the Company on December 29, 2022. Triple Flag also received 1,459,208 Common Shares in satisfaction of its reimbursable expenses totaling \$0.23 million.

On October 28, 2022, in connection with the transactions completed with Triple Flag in the Restart Financing Package, the Company entered into an investor rights agreement with TFPM providing TFPM with the right to nominate one director to the Board (which it may opt to exercise at any time through a nominee to the Company’s advisory board instead of the Board) and the right to nominate one individual to the Company’s technical committee (which it may opt to exercise at any time through a nominee to the Company’s advisory committee to the technical committee (the “ACTC”). As of the date hereof, TFPM has not opted to exercise its Board appointment right, however it does have a representative on the ACTC.

#### Lease Facilities

As of December 31, 2022, the Company has three equipment facilities in place from Caterpillar Financial Service Corporation (“CAT”) Epiroc Financial Solutions USA LLC and Normet Americas Inc. providing availability to support equipment lease purchases. The outstanding balances at December 31, 2022 for these leases were \$7,373,770, \$5,048,867 and \$330,933 respectively. The Company also leased rail cars from CIT Group (CIT Bank, N.A.) and \$2,244,562 was outstanding at December 31, 2022. Except for the equipment facility with CAT, where lease payments are quarterly, all other lease payments are monthly. The total carrying value of lease assets was \$12,877,802.

#### Bonding Arrangements

On January 24, 2020, the Company entered, together with Pala, into indemnity agreements with a surety in connection with the issuance of a lien bond in an amount up to \$21 million, to the extent required in order to remove any liens that may be recorded on the Property by the Company’s previous contractor, which have since been removed. On February 11, 2020 and June 29, 2020, the Company entered, together with Pala, into indemnity agreements with a surety in connection with the issuance of a bond up to a maximum of \$10 million to secure payment terms of the Company’s new contractor and up to \$7 million to secure reclamation obligations, respectively. In connection with those agreements, Pala undertook to guarantee the Company’s obligations under the bonds. The Company entered into agreements with Pala pursuant to which the Company agreed to indemnify Pala for any liabilities it suffered in connection with the bonding arrangements and to pay to Pala an annual fee equal to 10% of the total amounts of the bonds for guaranteeing each of the bond obligations. In connection with the provision by Pala of the foregoing

indemnities, Pala was owed an aggregate of \$2.1 million at the time that the Refinancing Transactions were entered into. Such fee was satisfied through the issuance of an aggregate of 1,890,000 Common Shares to Pala, reflecting a price per Common Share equal to C\$1.575, the current market price at the time. Additional fees that were owing by the Company to Pala in connection with the foregoing indemnity arrangements in the amount of approximately \$900,000 were satisfied through the issuance of 702,462 Common Shares concurrently with the closing of the January 2021 Offering, representing a price per Common Share equal to C\$1.65, the offering price in the January 2021 Offering.

On February 2, 2021, in connection with the settlement agreement entered into with Cementation (the “Cementation Settlement Agreement”), the lien bond in the amount of up to \$21 million was released and the indemnity agreement was cancelled. Concurrently with the execution of the Cementation Settlement Agreement, the Company entered into a fee agreement with Pala in respect of Pala’s guarantee of the payment of settlement amounts of up to \$9 million by the Company to Cementation. Under this fee agreement, a 5% fee of the guaranteed amount, being \$450,000, was payable by the Company to Pala, which was satisfied through the issuance of 356,002 Common Shares to Pala in February 2021, representing a price per Common Share of C\$1.621, being the market price when the fee agreement was entered into.

#### Additional Financing Arrangements with Pala

##### *A&R Credit Facility & Amendments*

On February 3, 2021, the Company and Pala entered into the 2021 Credit Facility providing for up to \$30 million (inclusive of a \$15 million accordion feature thereunder) to be drawn by the Company in advances prior to June 30, 2021 (the “Availability Period”), subject to certain conditions, including that, in Pala’s opinion, the Company’s financial resources plus any amounts drawable under the 2021 Credit Facility would be sufficient to complete the ramp-up and achieve commercial production and positive cash flows before the end of 2021 and Pala’s acceptance of the proposed use of proceeds of each drawdown with reference to the Company’s budget and projected cash flow forecast (the “Cashflow Condition”). The Company drew the full \$30 million under the 2021 Credit Facility in the first half of 2021. The 2021 Credit Facility bore interest at LIBOR plus 9% per annum on outstanding amounts and included a 3% arrangement fee on the total amount of the 2021 Credit Facility and a 4% disbursement fee on amounts drawn. During the Availability Period, Pala was entitled to a 4% per annum commitment fee on amounts available to be drawn. In connection with the entry into the 2021 Credit Facility, Pala was granted the right to syndicate all or a portion of its commitment, which could result in higher interest and fees with respect to the syndicated portion. Also, the Company agreed to certain restrictions on the issuance of additional debt during the syndication period.

On October 11, 2021, concurrent with entering into the KfW Amendment Agreement, the Company entered into the Non-Binding Term Sheet providing for certain amendments to the 2021 Credit Facility, including that all outstanding loans owing under the 2021 Credit Facility and the 2021 Promissory Notes be consolidated under the 2021 Credit Facility, an extension to the term of the 2021 Credit Facility and for additional loans of up to \$41 million to the Company if such funds were required to satisfy the KfW Condition. On November 10, 2021, the Company and Pala entered into the Binding Term Sheet on substantially the same terms as the Non-Binding Term Sheet.

On November 30, 2021, in connection with the November 2021 Offering and the November Private Placement, and pursuant to the Binding Term Sheet, the Company and Pala amended and restated the 2021 Credit Facility, on substantially the same terms as the original 2021 Credit Facility, other than as described below. The amended and restated 2021 Credit Facility had a principal amount of approximately \$35 million (which included the outstanding principal and accrued interest balance under the 2021 Credit Facility and the Amended June Promissory Note), had an extended maturity date from January 31, 2024 (the original maturity date under the 2021 Credit Facility) to January 31, 2026, and contained an accordion feature allowing the Company to draw up to an additional \$15 million (the “Additional Commitment”) under the amended and restated 2021 Credit Facility, subject to the agreement of Pala and the prior acceptance by the TSX. In addition, the amended and restated 2021 Credit Facility removed the Cashflow Condition. As the KfW Condition was satisfied with the proceeds of the November 2021 Offering, the additional \$40 million of loans provided for under the Binding Term Sheet was not required by the Company and such amendment was not incorporated in the amended and restated 2021 Credit Facility. In connection with the amendment and restatement of the 2021 Credit Facility, the Company paid Pala an extension fee of \$1,324,548 (4% of the principal amount under the 2021 Credit Facility), which fee was capitalized and added to the principal amount under the amended and restated 2021 Credit Facility on the date that it was entered into. Further, pursuant to the terms of the amended and restated 2021 Credit Facility, on the date of making any advance to the Company under the Additional

Commitment, the Company was required to pay Pala a disbursement fee equal to 4% of the principal amount of such advance, which fee would be added to the principal amount under the 2021 Credit Facility on the date of such advance.

On October 28, 2022, as part of the Restart Financing Package, the Company and Pala entered into the A&R Credit Facility, on substantially the same terms as the amended and restated 2021 Credit Facility, other than as described below. The A&R Credit Facility had an initial principal amount of approximately \$76.1 million which included the outstanding principal and accrued interest balance under the amended and restated 2021 Credit Facility (approximately \$54.8 million), the outstanding principal and accrued interest balance under the May 2022 Promissory Note (approximately \$20.5 million) and a 4% deferred financing fee with respect to the May 2022 Promissory Note amount (approximately \$0.8 million).

There are no Common Shares, warrants or other convertible securities of the Company issuable in connection with the A&R Credit Facility, other than the potential for interest to be paid in Common Shares rather than paid in cash or capitalized. In the event the Company elects not to pay such interest in cash, Pala has the option to either: (i) receive the amount of such interest payment through the issuance of Common Shares based on the market price (as defined in the policies of the TSX) of the Common Shares at the time of such interest payment; or (ii) add the amount of such interest payment to the then outstanding principal amount of the A&R Credit Facility. In addition, subject to the prior approval of the TSX, additional A&R Credit Facility Warrants will be issued to Pala if interest payments are added to the principal amount of the A&R Credit Facility (“Interest Warrants”) in an amount equal to the amount of such interest payment divided by the market price of the Common Shares at the time. The Interest Warrants will have an exercise price equal to the market price of the Common Shares at the time and will have all other terms as the initial A&R Credit Facility Warrants.

The A&R Credit Facility bears interest at SOFR plus 9% per annum on outstanding amounts, which is substantially the same as the interest rate under the original 2021 Credit Facility and the amended and restated 2021 Credit Facility (such rate was LIBOR + 9%) and contains substantially the same other material terms and conditions as the original 2021 Credit Facility and the amended and restated 2021 Credit Facility, except that the requirement to prepay outstanding amounts owing to Pala under the A&R Credit Facility with the proceeds of debt or equity financings completed by the Company was removed and the restriction on the Company entering into new royalty, streaming or similar arrangements was also removed. Any Common Shares issued under the A&R Credit Facility will be issued at the market price of the Common Shares at the time of the issuance. Voluntary prepayments by the Company under the A&R Credit Facility are subject to a prepayment premium, which also applies in the case of a change of control in respect of the Company. This prepayment fee is equal to 10%.

In connection with the amendments to the A&R Credit Facility, Pala was granted fourth-lien security to secure amounts owing under the A&R Credit Facility (after KfW IPEX-Bank, Triple Flag and Concord) and the Company’s subsidiaries were added as guarantors for all amounts outstanding under the A&R Credit Facility. Pala, KfW IPEX-Bank, Triple Flag and Concord entered into a new intercreditor agreement concurrently with the granting of the fourth-lien security. The A&R Credit Facility contains representations, warranties, covenants, and events of default substantially similar to those that were included in the original 2021 Credit Facility and the amended and restated 2021 Credit Facility. Funds advanced under the A&R Credit Facility will be primarily used to fund the construction and ramp-up of the Underground Mine, as well as for the general working capital needs of the Company.

The A&R Credit Facility contains restrictions on the Company and its subsidiaries with respect to granting liens, fundamental changes to the business and corporate structure, sale of assets, joint venture arrangements, distributions, investments and indebtedness. The restriction on the Company entering into new royalty, streaming or similar arrangements was removed. The A&R Credit Facility also contains customary events of default, including, without limitation, change of control, certain cross-defaults and certain material adverse effects.

#### *Promissory Notes*

From June 2021 through September 2021, the Company received loans from Pala of \$55 million in the aggregate pursuant to the Amended June Promissory Note and additional loans of \$27 million in the aggregate pursuant to the Amended October Promissory Note. The principal and accrued interest balance of approximately \$27 million outstanding under the Amended October Promissory Note was fully repaid with the proceeds of the November 2021 Offering and the principal and accrued interest balance of approximately \$59 million under the Amended June Promissory Note was almost entirely repaid through the issuance of units to Pala pursuant to the November Private Placement. The remaining balance of approximately \$114,000 owing under the Amended June Promissory Note after

the completion of the November Private Placement was added to the principal amount under the amended and restated 2021 Credit Facility (as described above).

In May 2022, Pala agreed to provide funding to the Company of up to \$20 million pursuant to the May 2022 Promissory Note. In August 2022, Pala provided additional funding to the Company of \$15 million pursuant to the August 2022 Promissory Note. Further, in October 2022, Pala provided additional funding to the Company of \$7.5 million pursuant to the October 2022 Promissory Note. The principal amount outstanding under the August 2022 Promissory Note, and \$5 million of the principal amount outstanding under the October 2022 Promissory Note, was repaid through the issuance of Common Shares to Pala pursuant to the Pala 2022 Private Placement. The remaining \$2.5 million principal amount outstanding under the October 2022 Promissory Note and accrued interest on the August 2022 Promissory Note and the October 2022 Promissory Note, in the amount of approximately \$0.3 million in aggregate, was repaid to Pala on closing of the Restart Financing Package. The principal and accrued interest balance of approximately \$20.5 million under the May 2022 Promissory Note was added to the principal amount under the A&R Credit Facility (as described above).

#### *Credit Facility Warrants and A&R Credit Facility Warrants*

In connection with entering into the amended and restated 2021 Credit Facility and as required by the Binding Term Sheet, the Company issued the Credit Facility Warrants to Pala, with each Credit Facility Warrant entitling Pala to purchase, on or before January 31, 2026, one Common Share at an exercise price of C\$0.8553, which represented a 25% premium to the 5-day volume weighted average price of the Common Shares on the TSX ending on November 29, 2021, the trading day immediately prior to the date of entry into the amended and restated 2021 Credit Facility. Pursuant to the requirements of the TSX, the Company obtained disinterested shareholder approval of an ordinary resolution authorizing Pala to exercise the Credit Facility Warrants at the 2022 Special Meeting held on January 25, 2022.

In connection with the entering into of the A&R Credit Facility, the Company issued the A&R Credit Facility Warrants to Pala. Each A&R Credit Facility Warrant entitles Pala to acquire one Common Share at an exercise price equal to C\$0.2592. The A&R Credit Facility Warrants will expire on January 31, 2026, unless all amounts under the A&R Credit Facility are repaid at an earlier time, in which case the A&R Credit Facility Warrants would expire. In addition, as described above, Interest Warrants will be granted to Pala in the event that interest payments are added to the outstanding principal amount under the A&R Credit Facility.

#### *2022 Backstop*

On October 28, 2022, as part of the Restart Financing Package, Pala provided the Company with the 2022 Backstop. Funds provided under the 2022 Backstop will be advanced, subject to Pala's option, in exchange for issuances of Common Shares, convertible and/or non-convertible debt of the Company. The amount available pursuant to the 2022 Backstop will be reduced, from time to time, by amounts raised by the Company pursuant to alternative financings after the closing of the Restart Financing Package. The Company may exercise the 2022 Backstop if, subject to other conditions, an aggregate of \$65 million of the committed funding (excluding Pala's equity contribution pursuant to the Pala 2022 Private Placement, which has already been funded) under the Restart Financing Package has been made available to the Company. These funds have now been received by the Company and as a result, it has the ability to draw on the 2022 Backstop. In connection with the 2022 Backstop, Pala received 6,271,759 Common Shares at a price equal to the Restart Equity Subscription Price, representing a 4% commitment fee.

#### *Public Offerings and Private Placements*

##### *July 2020 Offering*

In July 2020, the Company closed its "bought deal" public offering of units of the Company for aggregate gross proceeds of approximately C\$100 million (the "July 2020 Offering"). Under the July 2020 Offering, a total of 66,750,355 units of the Company were issued, including 2,379,000 units pursuant to the exercise of the over-allotment option in full by the underwriters, at a price of C\$1.50 per unit. Each unit issued in the July 2020 Offering consisted of one Common Share and five Common Share purchase warrants (one-half of one Common Share purchase warrant on a pre-consolidation basis). Each July Warrant issued as part of the July 2020 Offering was originally exercisable for one Common Share at a price of C\$0.20 per Common Share. As noted above, following the Share Consolidation, 10 July Warrants were exercisable for one Common Share following the payment of an adjusted exercise price of C\$2.00. The July Warrants expired on January 28, 2022.

The net proceeds from the July 2020 Offering were used to fund the Company's operations, including continuing its accelerated mine development plan and to assist in the re-start and ramp-up of production of the Underground Mine and to repay the Convertible Loan. In addition, the Company used the net proceeds from the July 2020 Offering to repay other indebtedness, including approximately \$15 million that was owing by the Company to Pala in respect of short-term loans advanced to the Company earlier in 2020 prior to the July 2020 Offering, and for general corporate purposes, including working capital.

#### *January 2021 Offering and Concurrent Private Placement*

On January 29, 2021, the Company closed its "bought deal" public offering of units of the Company for aggregate gross proceeds of approximately C\$38 million. Under the January 2021 Offering, a total of 23,000,000 units of the Company were issued, including 3,000,000 units pursuant to the exercise of the over-allotment option in full by the underwriters, at a price of C\$1.65 per unit. Each unit issued in the January 2021 Offering consisted of one Common Share and five Common Share purchase warrants (one-half of one Common Share purchase warrant on a pre-consolidation basis). Each January Warrant issued as part of the January 2021 Offering was originally exercisable for one Common Share at a price of C\$0.22 per Common Share. As noted above, following the Share Consolidation, 10 January Warrants were exercisable for one Common Share following the payment of an adjusted exercise price of C\$2.20. The January Warrants expired on July 29, 2022.

The net proceeds from the January 2021 Offering were primarily used to repay all amounts owing under a promissory note issued to Pala by the Company in November 2020 (the "November Promissory Note"), including all principal and accrued and unpaid interest outstanding thereunder, in the total amount of approximately \$15.7 million. \$6 million of the proceeds of the November Promissory Note were advanced by the Company to NCI to satisfy a funding condition in connection with the Tranche B Amendments. The remainder of the proceeds of the November Promissory Note were used to fund the Company's operations and advance the ramp-up at the Underground Mine. In addition, the net proceeds raised in the January 2021 Offering were used to fully fund the 2020 COF in the amount of \$5 million. The balance of the proceeds were used for general corporate purposes, including working capital.

Concurrently with the closing of the January 2021 Offering, the Company completed the Concurrent Private Placement. The units issued to Pala under the Concurrent Private Placement had the same terms as the units issued under the January 2021 Offering. The consideration for the Concurrent Private Placement was (i) the full repayment of all amounts owing under a promissory note issued by the Company to Pala in October 2020 in the principal amount of \$8 million that was advanced to provide the Company with additional liquidity, (ii) the full repayment of approximately \$1.8 million of funds owed by the Company to Pala in respect of funds advanced by Pala to Concord on behalf of the Company under the Working Capital Facility, and (iii) the repayment of certain other outstanding indebtedness owing to Pala by the Company.

#### *November 2021 Offering and November Private Placement*

On November 29, 2021, the Company closed a public offering of units of the Company for aggregate gross proceeds of approximately C\$125.4 million. Under the November 2021 Offering, a total of 162,644,300 units and 2,000,000 warrants of the Company were issued, including 14,544,300 units and 2,000,000 warrants pursuant to the partial exercise of the over-allotment option by the underwriters, at a price of C\$0.77 per unit and C\$0.08 per warrant. Each unit issued in the November 2021 Offering consisted of one Common Share and one-half of one common share purchase warrant. Each warrant issued as part of the November 2021 Offering (a "November Warrant") is exercisable for one Common Share at a price of C\$1.00 per Common Share until May 29, 2023.

The net proceeds of the November 2021 Offering were sufficient to satisfy the KfW Condition to the effectiveness of the KfW Amendment Agreement. The net proceeds of the November 2021 Offering were used to repay all amounts owing under the Amended October Promissory Note, including all principal and accrued and unpaid interest outstanding thereunder, in the total amount of approximately \$27 million. The remaining net proceeds were used for the development and ramp-up of the Underground Mine and Open Pit Project exploration and expansion studies.

Concurrently with the closing of the November 2021 Offering, the Company completed the November Private Placement. The units issued to Pala under the November Private Placement had the same terms as the units issued under the November 2021 Offering. The consideration for the November Private Placement was the repayment of substantially all principal and accrued and unpaid interest outstanding under the Amended June Promissory Note, in

the amount of approximately \$59 million, the balance of which was added to the principal amount under the amended and restated 2021 Credit Facility (as described above).

#### *Pala 2022 Private Placement*

On October 28, 2022, as part of the Restart Financing Package, Pala provided \$20 million to the Company in exchange for the issuance of 125,435,185 Common Shares to Pala at the Restart Equity Subscription Price. The consideration for the Pala 2022 Private Placement was the repayment of all of the principal amount outstanding under the August 2022 Promissory Note and \$5 million principal outstanding under the October 2022 Promissory Note (as described above). Pala also received 5,330,995 Common Shares in satisfaction of its reimbursable expenses totaling approximately \$0.85 million.

#### *Mercuria 2022 Private Placement*

On October 28, 2022, as part of the Restart Financing Package, Mercuria provided \$10 million to the Company, its first tranche of funding, in exchange for 62,717,593 Common Shares at the Restart Equity Subscription Price and deposited \$10 million, its second tranche of funding, into escrow. Mercuria's second \$10 million tranche of funding was released from escrow to the Company on December 29, 2022 in exchange for 63,411,540 Common Shares at a subscription price of C\$0.2139, representing a 15% discount to the five-day volume weighted average price of the Common Shares on the TSX as of December 28, 2022. In connection with the closing conditions relating to the second tranche, the Company and Mercuria determined that certain informational and other matters would be addressed post-closing. In connection with the closing of the first tranche, Mercuria also received the Mercuria Warrants, each entitling Mercuria to, subject to the exercise of the A&R Credit Facility Warrants by Pala, acquire one Common Share at an exercise price of C\$0.2592 until January 31, 2026, unless all amounts under the A&R Credit Facility are repaid at an earlier time, in which case the Mercuria Warrants would expire. Subject to the prior approval of the TSX, Mercuria will be issued additional Mercuria Warrants if Pala is issued Interest Warrants, at the same exercise price as the Interest Warrants, in order for Mercuria to maintain its pro rata security holding interest in the Company. Mercuria also received 871,261 Common Shares in satisfaction of its reimbursable expenses totaling approximately \$0.13 million.

In connection with Mercuria's equity investment, it was granted the right to nominate one director to the Board and the right to nominate one individual to the Company's technical committee (which it may opt to exercise at any time through a nominee to the ACTC). Mercuria opted to appoint Guillaume de Dardel to the Board, who was appointed on November 4, 2022, and has also exercised its ACTC nomination right.

#### *Delisting Review*

In connection with the Restart Financing Package, the Company was granted a "financial hardship" exemption from the TSX requirements to obtain shareholder approval of certain components of the Restart Financing Package. As a consequence, the TSX placed the Company under remedial delisting review, which is normal practice when a listed issuer seeks to rely on this exemption. The TSX has extended the initial review timeframe. Although the Company believes that it will be in compliance with all continued listing requirements of the TSX after giving effect to the Restart Financing Package, no assurance can be provided as to the outcome of such review or continued qualification for listing on the TSX.

#### *Special Committee Review of Insider Transactions*

The Board formed a special committee (the "Special Committee") consisting of members of the Board who are independent of Pala, Mercuria and management of the Company to consider and oversee the negotiation of the proposed terms of the Restart Financing Package, including the terms of Pala and Mercuria's equity investments, the A&R Credit Facility, the 2022 Backstop and all other related transactions involving Pala and Mercuria (collectively, the "Insider Transactions"). The Special Committee met separately from the full Board on numerous occasions throughout the negotiation of the proposed terms of the Restart Financing Package. After careful consideration, the Special Committee recommended that the Board approve the terms of the Insider Transactions.

## **RISK FACTORS**

In addition to the other information presented in this AIF, the following should be considered carefully in evaluating the Company and its business. This AIF contains forward-looking statements that involve risks and uncertainties. The

Company's actual achievements and results may differ materially from the achievements and results discussed in the forward-looking statements. Factors that might cause such a difference and otherwise affect the Company and its business include those discussed below and elsewhere in this AIF.

### **Restart operations at the Underground Mine.**

The key objective of the restart of the Underground Mine is the planned ramp-up to nameplate production capacity. The ramp-up process is by its nature subject to a variety of operational and technical risks associated with mining projects, including with respect to mine planning as described below. See "*Risk Factors – Mine Planning.*" As a result, there can be no assurance that the ramp-up process will progress on the currently expected timeline or within expected cost parameters. It is common for projects in the ramp-up phase to experience unanticipated problems and for there to be unexpected costs associated with delays. Delays in ramp-up will likely impact the Company's revenue and cash flow. There are several risks and challenges associated with ramp-up, including unforeseen geological formations, the implementation of new mining and recovery processes, unexpected geotechnical conditions, and the underlying characteristics and quality of mineralogy of deposits. In addition, any delay in performance by contractors engaged by the Company will delay the completion of ramp-up at the Underground Mine and may result in additional costs being incurred by the Company beyond those already incurred and budgeted.

The Company has to date experienced negative cash flow from operating activities and has a significant working capital deficiency. Positive operating cash flows are not expected to be achieved until the Company has advanced its ramp-up to a sufficient level at the Underground Mine. The inability to successfully ramp-up production at the Underground Mine on time and within budget expectations is likely to have a material adverse effect on the Company. The Company has been working to complete multiple crossings of a water-bearing dike structure. While the first and second crossings have been completed, the third crossing has not yet been successfully completed. The completion of the dike crossings has delayed the progress of development towards the East North stopping area and has resulted in increased costs.

The plan for the restart of operations at the Underground Mine was developed through Q3 2022 and Q4 2022 to identify critical projects required to address the operational inefficiencies and achieve full production, and work related to the restart plan commenced with the close of the Restart Financing Package in Q4 2022. The funds raised in the Restart Financing Package will support the ramp-up of the Underground Mine, however the ability to complete the ramp-up is dependent on the Company obtaining additional financing. While the Company is in discussions regarding securing such financing, there is no assurance that such financing will be available to the Company on terms favourable to the Company or at all. Additionally, there can be no assurance that the restart plan will be completed on the schedule and at the cost currently estimated or that further significant ramp-up delays will not occur.

The ability of the Company to complete the ramp-up of the Underground Mine is dependent on, among other things, results from operations, progress in accordance with the Company's timing and cost expectations, an increase in concentrate production and sales, favourable copper market conditions and the ability to obtain additional required financing. There can be no assurance that these requirements will be achieved. In addition, there can be no assurance that the actual costs to complete the ramp-up will not be greater than expected by the Company or that further significant ramp-up delays will not occur.

If the requirements described in the paragraphs above are not achieved or other material adverse events or delays occur then, in the absence of sufficient financing being arranged, the Company may not be able to complete the ramp-up of the Underground Mine or continue to carry on business in the ordinary course. This may result in, among other things, its secured lenders becoming able to enforce on their security over the Company's assets.

### **Mine Planning.**

In 2022, the Company utilized John Wood Group Plc ("Wood") to review and revise the development and mine plan to most efficiently address geotechnical issues and certain other issues identified in this AIF. The new Wood plan is the basis for the Company's restart plan.

The Company continues to advance its mine planning analysis, including related costs and timing implications. It is possible that the cost parameters may change over the course of the ramp-up and mine planning process for various reasons, including results relating to geotechnical analysis and further changes to the mine planning. If the Company requires additional funding in the future in light of revised cost projections, such funding may not be available on terms favourable to the Company or at all. In the absence of any required financing, the Company may not be able to

continue operations.

**Development projects (and the ramp-up of those projects) are uncertain, and it is possible that actual capital and operating costs and economic returns will differ significantly from those estimated for a project prior to steady-state production.**

Mine projects require significant expenditures during the development and ramp-up phase before steady-state production is possible. Development projects, and the ramp-up of those projects, are subject to the completion of successful feasibility studies and environmental assessments, issuance of necessary governmental permits and availability of adequate financing. The economic feasibility of development projects is based on many factors such as: estimation of mineral reserves, anticipated metallurgical recoveries, environmental considerations and permitting, future copper prices, and anticipated capital and operating costs of these projects. The Project has a very limited operating history upon which to base estimates of future production and cash operating costs. Particularly for development projects and projects in the ramp-up phase, estimates of Proven and Probable Mineral Reserves and cash operating costs are, to a large extent, based upon the interpretation of geologic data obtained from drill holes and other sampling techniques, and feasibility studies that derive estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, the configuration of the ore body, expected recovery rates of metals from the ore, estimated operating costs, anticipated climatic conditions and other factors. As a result, it is possible that actual capital and operating costs and economic returns will differ significantly from those currently estimated for a project prior to production.

Any of the following events, among others, could affect the profitability or economic feasibility of a project: unanticipated changes in grade and tons of ore to be mined and processed, unanticipated adverse geological conditions, unanticipated metallurgical recovery problems, incorrect data on which engineering assumptions are made, availability and costs of labor, costs of processing and refining facilities, availability of economic sources of power, adequacy of water supply, availability of surface on which to locate processing and refining facilities, adequate access to the site, unanticipated transportation costs, government regulations (including regulations with respect to prices, royalties, duties, taxes, permitting, restrictions on production, quotas on exportation of minerals, environmental), fluctuations in metals prices, accidents, labor actions, the availability and delivery of critical equipment, successful commissioning and start-up of operations, including the achievement of designed mill recovery rates and force-majeure events. In addition, it is possible that with the ongoing conflict between Russia and Ukraine, supply chain challenges may be further exacerbated and there may also be general industry-wide price increases for key equipment, supplies and energy used by the Company. Further, the geo-political crisis may cause delays in deliveries of certain equipment and supplies required by the Company.

It is not unusual in new mining operations to experience unexpected problems during the early production phase, and delays can often occur at the ramp-up phase of production. It is likely that actual results for the Project will differ from current estimates and assumptions, and these differences may be material. In addition, experience from actual mining or processing operations may identify new or unexpected conditions that could reduce production below, or increase capital or operating costs above, current estimates. If actual results are less favorable than currently estimated, the Company's business, results of operations, financial condition and liquidity could be materially adversely affected.

#### **Impacts of COVID-19.**

COVID-19 has caused severe disruptions in regional economies and the world economy and financial and commodity markets in general. Future impacts of COVID-19 may adversely affect the Company in a variety of ways, including impairing its ability to complete the ramp-up and operate of the Underground Mine and to comply with its covenants under its contracts, including under the KfW IPEX-Bank Facility, the Working Capital Facility, the A&R Credit Facility, the Stream Agreement and other credit facilities/financing arrangements.

**Fluctuations in the market price of copper and other metals may significantly adversely affect the value of the Company's securities and the ability of the Company to develop the Project.**

The value of the Company's securities may be significantly affected by the market price of copper and other metals, which are cyclical and subject to substantial price fluctuations.

Market prices for metals can be affected by numerous factors beyond the Company's control, including levels of supply and demand for a broad range of industrial products, economic growth rates of various international economies, expectations with respect to the rate of inflation, the relative strength of various currencies, interest rates, speculative activities, global or regional political or economic circumstances and sales or purchases of copper or other metals by



holders in response to such factors. The Chinese market is a significant source of global demand for commodities, including copper. A slowing in China's economic growth could result in lower prices and could negatively impact the value of the Company's securities. Prolonged decreases in the price of copper or other metals could adversely impact the ability of the Company to proceed with the development of the Project. If the copper price declines during the ramp-up of the Underground Mine, the Company may need to obtain additional financing to complete the ramp-up. The Company may need to curtail or suspend some or all of its other proposed mining activities on the Project in the future in response to lower copper or other metals prices.

**Risks associated with secured debt and the Stream Agreement.**

The Company's obligations under the KfW IPEX-Bank Facility, the Working Capital Facility, the A&R Credit Facility and the Stream Agreement are secured against all of the Company's assets. Any failure to meet any of the payment obligations under the KfW IPEX-Bank Facility, the Working Capital Facility or the A&R Credit Facility or the obligations under the Stream Agreement, or otherwise adhere to the covenants therein or fulfill the other obligations thereunder, may trigger an event of default and an enforcement of the rights of the other parties under such agreements, leading to possible foreclosure or bankruptcy proceedings against the Company, which could result in the loss of all value of the Company's securities.

**Risks associated with the financing of the Project.**

The Company will require further funding to complete the restart and ramp-up of the Underground Mine. In addition, the Company will need to secure financing to develop the Open Pit Project. Factors that could affect the availability of financing include the state of North American and international debt and equity markets, investor perceptions and expectations and the state of global metals markets. There is no assurance that additional capital or other types of financing will be available if needed or that any financings will be on terms at least as favourable to the Company as those previously obtained or at all.

Separately, technical work remains ongoing with respect to the feasibility of the Open Pit Project and there can be no assurance regarding the outcome of the technical work or whether the Company will proceed with further studies or development of the Open Pit Project.

**There have been limited operations and the Underground Mine therefore has a limited history of earnings.**

There have been limited operations and the Underground Mine therefore has a limited history of operations. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The sources of funds available to the Company are through concentrate sales and the sale of equity securities or by way of debt, royalty or streaming financing. In addition, the Company has remaining proceeds from the Restart Financing Package and the \$25 million 2022 Backstop is available to be drawn. While the Company may generate additional funds through the operation, development, sale or possible syndication of its properties or other capital raising transactions, there is no assurance that any such funds will be generated.

**Risks associated with litigation.**

Companies in all industries, including the mining industry, may be subject to legal claims from time to time. The Company may become involved in legal disputes in the future. Due to the inherent uncertainty associated with litigation, legal proceedings may have a material adverse effect on the Company.

**The Company is dependent on key personnel and the absence of any of these individuals could result in a significantly negative effect on the Company.**

The success of the Company and its ability to continue to carry on operations is dependent upon its ability to retain the services of certain key personnel. The loss of their services to the Company may have a material adverse effect on the Company. The Company does not presently have "key person" life insurance for any of its officers.

**There are significant risks associated with exploration, development and ramp-up activities and mining operations generally including industrial accidents, flooding, environmental hazards, technical problems and labor disputes which could materially adversely affect the Company's operations and financial position.**

There is no certainty that the expenditures made or to be made by the Company in the exploration of its properties will result in discoveries of further mineralized material in commercially viable quantities. Most exploration projects do not result in the discovery of commercially mineable ore deposits. Mining operations generally involve a high degree of risk which even with a combination of experience, knowledge and careful evaluation may not be able to be

overcome. The business of mining is subject to a variety of risks such as industrial accidents, flooding, environmental hazards such as fires, technical failures, labor disputes and accidents at the mine facilities. Such occurrences, against which the Company cannot or may elect not to insure, may delay the ramp-up of the Underground Mine, increase production costs or result in liability. The occurrence of such risks of such liabilities may have a material adverse effect on the Company's operations and financial position.

**Estimates of Mineral Reserves and Resources may not be realized.**

The Mineral Reserves and Resources estimates described in this AIF are only estimates and no assurance can be given that any particular level of recovery of minerals will be realized or that an identified Resource will ever qualify as a commercially mineable (or viable) deposit which can be legally and economically exploited. The Company relies on laboratory-based recovery models to project estimated ultimate recoveries by mineral type. There can be no assurance that mineral recovery in small scale laboratory tests will be duplicated in large scale tests under on-site conditions or in production scale operations. Actual recoveries may exceed or fall short of projected laboratory test results. In addition, the grade of mineralization ultimately mined may differ from the one indicated by the drilling results and the difference may be material. Production can be affected by such factors as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations, inaccurate or incorrect geologic, metallurgical or engineering work, and work interruptions, among other things. Short term factors, such as the need for an orderly development of deposits or the processing of new or different grades, may have an adverse effect on mining operations or the results of those operations. Material changes in proven and probable Reserves or Resources, grades, waste-to-ore ratios or recovery rates may affect the economic viability of projects. The estimated proven and probable Reserves and Resources described herein should not be interpreted as assurances of mine life or of the profitability of future operations.

**The Company's activities on its properties are subject to environmental regulations, approvals and permits.**

All phases of the Company's operations are subject to environmental regulation. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations, or its ability to develop its properties economically. There is no assurance that any approvals and permits required in the future will be obtained on a timely basis, if at all and the approvals currently held by the Company may be revoked or amended. Compliance with environmental and other regulations may reduce profitability or preclude economic development of a property entirely.

**The Company may be required to obtain renewals and modifications of existing permits and approvals and may require certain additional supporting permits and approvals.**

The Company has obtained all material permits and approvals for the development and operation of the Underground Mine and Open Pit Project that are required at this time. However, certain of those permits and approvals may need to be renewed as a result of the passage of time and certain of those permits and approvals may need to be modified in order to accommodate design changes and other optimizations. It is also possible that the Company may determine that it requires other supporting permits and approvals as the development of the Underground Mine and Open Pit Project advances, including due to the foregoing and regulatory changes and developments. See "*Mineral Properties – Infrastructure, Permitting and Compliance Activities – Approvals, Permits & Licenses*". There can be no assurance that those renewals, modifications and other permits and approvals will be obtained on a timely basis, if at all. There is also a risk that permits and approvals currently held by the Company may be revoked or amended. Such occurrences could have a material adverse impact on the development, construction and operation of the Underground Mine and Open Pit Project and the financial performance and condition of the Company.

**Climate change related risks may have a negative impact on the Company's operations, financial position and market performance.**

Many governments and regulatory bodies have introduced or are contemplating regulatory changes in response to the potential impacts of climate change. These changes may create more stringent regulatory obligations, which may result in increased costs for the Company's operations. Further, these changes could also lead to new and/or more extensive monitoring and reporting requirements.

In addition, the physical risks of climate change may also have a material adverse effect on the Company's operations. Examples of the physical risks of climate change include extreme weather events, resource shortages, changes in rainfall and storm patterns and intensities, water shortages and changing temperatures. Such events could materially impact the Company's operations by disrupting production and/or by damaging the Company's infrastructure and properties. Additional costs may also be incurred in responding to and recovering from such events.

**The Company is in competition with other mining companies that have greater resources and experience.**

The resource industry is intensely competitive in all its phases, and the Company competes with many companies possessing greater financial resources and technical facilities. Competition could adversely affect the Company's ability to acquire suitable producing properties or prospects for future exploration, or attract and retain key personnel.

**The business of exploration for minerals and mining involves a high degree of risk, as few properties that are explored are ultimately developed into producing mines.**

Mineral exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of mining facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, any of which could result in the Company not receiving an adequate return on invested capital.

**Marketability of natural resources which may be discovered by the Company will be affected by numerous factors beyond its control.**

The mining industry in general is intensely competitive and there is no assurance that, even if commercial quantities of Mineral Resources are discovered or produced, a profitable market will exist for the sale of such minerals. Factors beyond the control of the Company may affect the marketability of any mineral occurrences discovered or produced. The price of metals and minerals, including copper, has experienced volatile and significant price movements over short periods of time, and is affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations (specifically, the United States dollar relative to the Canadian dollar and other currencies), interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods.

**Some of the directors and officers of the Company are involved with other mineral resource companies and may have a conflict of interest with the Company in certain situations.**

Certain of the directors and officers of the Company are directors or officers of other mineral resource companies and, to the extent that such other companies may be interested in a project also of interest to the Company, or may in the future participate in one or more ventures in which the Company participates or otherwise may enter into transactions with the Company, such directors or officers may have a conflict of interest in negotiating and concluding terms respecting such matters. In the event that such a conflict of interest arises, at a meeting of the directors of the Company, a director who has such a conflict will normally abstain from voting for or against the approval of such matter. In appropriate cases, the Company will establish a special committee of independent directors to review a matter in which one or more directors, or members of management, may have a conflict.

**Title Matters.**

In those jurisdictions where the Company has property interests, the Company makes a search of mining records in accordance with mining industry practices to confirm satisfactory title to properties in which it holds or intends to acquire an interest but does not obtain title insurance with respect to such properties. The possibility exists that title to one or more of its properties, particularly title to undeveloped properties, might be defective because of errors or omissions in the chain of title, including defects in conveyances and defects in locating or maintaining such claims, or concessions. The ownership and validity of mining claims and concessions are often uncertain and may be contested. There is, however, no guarantee that title to the Company's properties and concessions will not be challenged or impugned in the future. The properties may be subject to prior unregistered agreements or transfers, and title may be affected by undetected defects.

**Dependence on management information systems and cyber security risks.**

The Company depends on its management information systems in all key aspects of its business. In addition, its management information systems form the basis of its financial reporting. If irreparable damage were to be caused to the Company's information systems and databases (including to its archives and back-up systems), information contained in its management information systems were lost or could not be accessed in a timely manner or at all or such management information systems were not implemented properly or effectively or were not upgraded as required from time to time, there could be a material adverse effect on the Company's business, financial condition, liquidity and operating results.

Although the Company has instituted certain protective measures, unauthorized third parties may be able to penetrate the Company's network security and compromise, misappropriate, destroy or exfiltrate its confidential information, create system disruptions or cause machinery or operations shutdowns. This may include deployment of viruses, trojans, worms, ransomware and other malware or successful social engineering attempts against the Company's employees that would exploit any security vulnerabilities in the Company's management information systems. The costs to eliminate or alleviate cyber or other security vulnerabilities, could be significant, and management's efforts to address these problems may not be successful and could result in interruptions, loss of proprietary data, and negative impact on the Company's operations.

Breaches of the Company's security measures or the exfiltration, accidental loss, destruction, inadvertent disclosure or unapproved dissemination of proprietary, sensitive or confidential data could expose the Company to risk of loss or misuse of this information, result in litigation and potential liability, damage the Company's reputation or otherwise harm its business. The occurrence of any such events could result in material costs for remedial measures and could materially and adversely affect the Company's business relationships, its ability to operate and result in significant liabilities.

**Shareholder Dilution.**

It is likely that additional capital required by the Company will be raised in the future through the issuance of additional equity securities, resulting in dilution to the Company's shareholders.

**Securities Price Risk.**

The market price of a publicly traded stock is affected by many variables not directly related to the success of the Company, including the market for all resource sector shares, the breadth of the public market for the stock, fluctuations in metals prices, the need for certain funds to sell shares for external reasons other than those relevant to the Company and the attractiveness of alternative investments. The effect of these and other factors on the market price of the Common Shares on the exchanges on which the Common Shares are listed suggests that the share price will be volatile. In addition, the publicly traded warrants of the Company are also subject to price volatility.

**Insurance Risks and Uninsured Risks.**

The Company's business is subject to a number of risks and hazards generally, including, but not limited to, adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in mining, monetary losses and possible legal liability. Although the Company intends to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with a mining company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial condition and results of operations.

## **Tax Risks.**

Changes to, or differing interpretations of, taxation laws or regulations in Canada, the United States of America, or any of the countries in which the Company's assets or relevant contracting parties are located could result in some or all of the Company's profits being subject to additional taxation or other tax liabilities being applicable to the Company or its subsidiaries. Taxation laws are complex, and subject to differing interpretations and applications by the relevant tax authorities. In particular, the tax treatment of streaming arrangements is complex and subject to some uncertainty. There is no assurance that new taxation rules or accounting policies will not be enacted or that existing rules will not be applied in a manner which could result in the Company's profits being subject to additional taxation or which could otherwise have a material adverse effect on profitability, results of operations, financial condition and the trading price of the Company's securities. Additionally, the introduction of new tax rules or accounting policies, or changes to, or differing interpretations of, or application of, existing tax rules or accounting policies could make investments in or by the Company less attractive to counterparties. Such changes could adversely affect the Company's ability to raise additional funding or make future investments.

## **Currency Risk.**

The Company is exposed to currency exchange rate fluctuations, particularly in respect of the Canadian/U.S. dollar exchange rate. The Company holds balances in cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities in foreign currencies (US dollars) and is therefore exposed to gain or losses on foreign exchange.

## **MINERAL PROPERTIES**

This section of the AIF contains information taken from the April 2019 Technical Report and refers to the Underground Project and the Open Pit Project, as described therein. The April 2019 Technical Report describes the Underground Project based on a pre-feasibility study ("PFS") completed in 2017 and it also describes the separate Open Pit Project, based on a PFS completed in 2019 by Golder Associates Ltd. ("Golder") and Sedgman Canada Limited. Certain information has been updated to reflect recent developments.

### **General**

The Pumpkin Hollow Project is the only material mineral project owned by the Company. Nevada Copper owns or leases 100% of the Project, which is located in the Walker Lane mineralized belt of western Nevada, adjacent to the town of Yerington.

The April 2019 Technical Report was authored by G. French, R. McKnight, E. Minnes, R. Turner, V. Scharnhorst, A. Hussey, K. Thompson, C. Johns, D. Richers, G. Roemer, R. Bryan, M. Mostert, A. Petrovic (collectively, the "April 2019 Technical Report Authors"), each of whom is a "qualified person" and each of whom, other than Robert McKnight and Greg French, is "independent", as such terms are defined in NI 43-101. The written technical disclosure and data in this AIF has been reviewed by Steven Newman, registered member of SME, Vice President, Technical Services for Nevada Copper and Greg French, P.G., Vice-President Exploration & Project Development of Nevada Copper, both of whom are a non-independent qualified persons within the meaning of NI 43-101.

The technical information set out in this AIF does not purport to be a complete summary of all information regarding the Project and is subject to all the assumptions, qualifications and procedures that are set out in the April 2019 Technical Report and is qualified in its entirety with reference to the full text of the April 2019 Technical Report. Since the April 2019 Technical Report was published, as is the case with many other mining companies, there have been certain changes and developments, such as inflationary pressures, rising interest rates, changes in metal prices and adjustments to mine plans, that impact certain information included in the April 2019 Technical Report. Please see the Company's Management's Discussion and Analysis in respect of the year ended December 31, 2022 and other public disclosure documents available at [www.sedar.com](http://www.sedar.com) for further details about such changes and developments.

### **Introduction**

The Pumpkin Hollow Project encompasses two adjacent, but unconnected copper, gold and silver deposits separated by approximately two miles (the "Property" or the "Pumpkin Hollow Property"). The Eastern deposits are relatively deep and suitable for underground mining. The Western deposits are larger and shallower, suitable for open pit mining.

The April 2019 Technical Report describes the Project and its advancement based on a phased development approach of the underground and open pit deposits as two projects: the Underground Project and the Open Pit Project.

The Underground Project is based on a PFS completed in 2017 and is designed for a production rate of 5,000 tons per day ore feed to a process plant from the mine. The results of the 2017 study for the Underground Project remain unchanged and are described in the April 2019 Technical Report, with the current effective date of January 21, 2019. Nevada Copper decided on August 28, 2018 to commence construction of the Underground Project, and construction commenced shortly thereafter. The Company expects to reach a hoisting rate of 5,000 tons of material (development ore and stope ore) per day by the end of 2023.

The Open Pit Project is based on a PFS completed in 2019 (the “Open Pit PFS”) and is designed for a 37,000 tons per day ore feed to the process plant initially, before expanding to 70,000 tons per day during the life of mine. The Open Pit PFS has an effective date of January 21, 2019. Nevada Copper intends to advance the evaluation of the Open Pit Project with further engineering study. The Company has paused work on the Open Pit Project as it dedicates its management and financial resources to the successful restart of the Underground Project.

On December 21, 2017, the Company, NCI and Triple Flag entered into the Stream Agreement, which was amended on May 31, 2019, March 27, 2020, December 8, 2020 and October 28, 2022 (see “*Financing and Offtake Arrangements*”). Under the Stream Agreement, Triple Flag committed to pay the Stream Deposit to Nevada Copper for the future delivery by Nevada Copper of gold and silver during the life of the Underground Project. The amount of gold and silver to be delivered is to be determined with reference to 90% (now 97.5% as a result of the March 27, 2020 amendment to the Stream Agreement) of the gold and silver production equivalent from the Underground Project, calculated based on an initial fixed ratio of 162.5 ounces of gold and 3,131 ounces of silver for each 1 million pounds of copper in concentrate produced. Nevada Copper will receive an ongoing payment of 10% (now 5% as a result of the March 27, 2020 amendment to the Stream Agreement) of the spot price for each ounce of gold and silver delivered to Triple Flag, and while the Stream Deposit is outstanding, the difference between the cash price and the spot price will be applied against the outstanding balance of the Stream Deposit. For the initial years of production, NCI intends to sell, at market-based prices, all of its concentrate produced from the Underground Project (including the contained copper, gold and silver) under offtake agreements with third party offtakers. NCI will need to use a portion of the proceeds received from these offtakers (or its own funds) to acquire gold and silver credits from sources other than the Underground Project to deliver to Triple Flag under the Stream Agreement.

The Underground Project and Open Pit Project can be pursued as separate projects, as is the basis of current study and evaluation. Development options for the Property remain flexible on the timing of when, or if, to commence the open pit operations. The primary shared infrastructure for the Underground Project and Open Pit Project is the site access road, power supply and water management infrastructure, and overall Property boundary.

The Project is located approximately seven miles southeast of Yerington, Nevada, in Lyon County. Yerington is an approximately 80-mile drive southeast of Reno. The Project is located in the north-south trending Mason Valley situated between the Singatse and Wassuk mountain ranges. Local services can support a mining project as demonstrated by the closed Anaconda open pit mine nearby, which operated into the 1970s. The area is accessible by a sealed state road network. A 120 kV power line exists east of the Property. A rail line runs north of the Property. All three infrastructure networks are proposed to be used to support the underground and open pit developments.

The mineral and surface rights held or controlled by Nevada Copper consist of:

- Patented claims and fee land held under lease from RGGS
- Private surface and mineral rights acquired from the federal government in 2015
- Private surface and mineral rights acquired from a private party in 2019
- Federal unpatented mining claims

As a result of the Yerington Land Conveyance in 2015, whereby Nevada Copper indirectly acquired federal lands surrounding the area of both the Underground and Open Pit Projects, all of the proposed facilities are contained entirely on the private lands owned and controlled by Nevada Copper and will not require approval by the federal BLM pursuant to its Surface Regulations for Mining (43CFR3809).

Nevada Copper has received the Nevada state permits needed to construct and operate the Underground Project and Open Pit Project, with some design changes expected to meet the design requirements in the current permits and regulations. No federal permits are currently required. These design changes are considered “engineering design changes”, or minor modifications, to the permits and are not new permits or “major modifications” that require a new application and public notice and review, other than expected changes to the water pollution control permit, which will be considered a “major modification”, as described below.

The Underground and Open Pit Projects consist of patented claims and private lands (fee) owned or leased by Nevada Copper. Nevada Copper has surface rights to patented claims and private land through lease agreement with owners. Surface rights to the unpatented U.S. mineral claims within the Pumpkin Hollow Property are provided through leases with the federal BLM but these unpatented claims are not needed for either of the proposed projects.

The offtake agreements in place for the Underground Project are described above (see “*Offtake Agreements*”). There are no offtake contracts or sales agreements in place for the Open Pit Project copper concentrates.

## **History**

Substantial exploration activity has been carried out on the Pumpkin Hollow Property land holdings and surrounding areas since the initial discovery by the U.S. Steel Corporation (“USS”) of high-grade iron skarn mineralization and later copper mineralization. From 1960 to present, 1,224,253 feet has been drilled for 826 drill holes. This drilling has been undertaken by USS, Anaconda Corporation (“Anaconda”), Conoco Inc. (“Conoco”), Plexus Resources Inc., Cyprus Metals Exploration Corporation, International Taurus Resources Inc. and now by Nevada Copper. Nevada Copper gained ownership of the Pumpkin Hollow Property in 2006. In June 2006, a Mineral Resource estimate was disclosed for the Property.

Since October 2006, Nevada Copper has drilled over 600,000 feet of resource, hydrologic and geotechnical drill holes with the objective of advancing the potential mine development options. In addition, Nevada Copper initiated a program to assay and re-assay selected historic core and drill rejects for copper, gold, silver, and molybdenum. Traditionally, previous operators had not always assayed for gold, silver and molybdenum, and some core with visible chalcopyrite had not been assayed, even when within the limits of projected mining boundaries. Nevada Copper has completed several drill programs since 2006. The drilling has been considered successful in achieving its objectives of expanding the resource base and upgrading the mineral resource classifications.

Between 1960 and 1982, eight major geophysical surveys accentuating magnetic and electrical geophysical systems of various types were attempted on the claims, by USS, Anaconda and Conoco. Much of the data has been lost over time or is not available. An aeromagnetic survey was flown over the Property in December 1998. In 2019, a new airborne magnetometer survey was completed on the Property and the results are being evaluated.

## **Geological Setting, Mineralization and Deposit Types**

The Project area is located within the western Great Basin of the Basin and Range Province on the east side of the Sierra Nevada in Lyon County, Nevada. The east slope of the range is cut by a number of major north-trending normal faults delineating north-trending ranges which are connected to the main mass of the Sierra Nevada on their south ends but diverge from the range northward. The Singatse Range, which forms the western boundary of the Mason Valley, and the Wassuk Range, which forms its eastern boundary, reflect two block ranges of this type. The Project is located in the basin between these two ranges.

The Yerington district, which includes the Project, is located in the approximate west-central portion of Mason Valley and underlain by a sequence of Mesozoic meta-volcanic and sedimentary rocks that have been intruded and mineralized by the Jurassic-age Yerington batholith. The Mesozoic rocks were deeply eroded during Late Cretaceous and early Tertiary time and overlain by a thick sequence of Tertiary volcanic and sedimentary lithologies. All units have been tilted steeply to the west and displaced into numerous blocks by easterly dipping listric normal faults.

Granodiorite to diorite rocks belonging to the Jurassic Yerington Batholith intrude the limestones of the Triassic Mason Valley Formation and calcareous argillites and siliceous shales, siltstones and limestones of the Gardnerville Formation. Associated with this intrusive episode is the development of large areas of iron oxide-copper-gold mineralization, which is dominantly skarn associated with copper and magnetite mineralization with varying levels of gold and silver. The skarn occurs primarily in the middle to lower portion of the Gardnerville Formation and the upper part of the Mason Valley Formation, as well as within the intrusive granitoid itself.

In the Western area is the North deposit mineralization and is centered on a sub-horizontal, pipe-like, copper-rich, magnetite-poor skarn breccia body hosted by hornfels of the Gardnerville Formation.

The South deposit, in the Western Area, is located 1,500 ft south of the North deposit, and was the first discovery on the Project claims, and is a magnetite-chalcopyrite body closely associated with an intrusive contact of granodiorite into limestone of the Mason Valley Formation.

The South-east Deposit, located 2,000 ft southeast of the South deposit, is a 300 ft wide lens of chalcopyrite-magnetite-garnet-actinolite skarn developed within limestone of the Mason Valley Formation. The zone is unique for the Project due to its higher than average magnetite grades (locally up to 75%).

In the Eastern area, the East Deposit (approximately 7,000 ft east of the Western area North deposit), measures approximately 2,000 ft by 1,200 ft and consists of flat-lying to gently dipping, bedding-controlled, stacked, mineralized zones within the limestone of the Mason Valley Formation at depths of 1,400 to 2,200 ft.

Also, in the Eastern area, the E2 deposit is a steeply northwest-dipping lens of high-grade copper-magnetite skarn breccia within the Mason Valley limestone, which lies on the hanging wall of an endoskarn sill. The chalcopyrite-magnetite mineralization follows the marble front, similar to the East deposit. A major east-trending rotational fault appears to exist between the two deposits and results in a significant variation in the deposit orientation.

### **Exploration**

Since being acquired by Nevada Copper, exploration at the Pumpkin Hollow Property has focused on resource drilling and development. Nevada Copper intends to continue to advance the Pumpkin Hollow Property, including exploration drilling. Future exploration programs will focus on expanding mineralization in, and around, the known deposits as well as other targets within the Nevada Copper landholdings and potential within the district.

### **Drilling**

From 1960 to 2018, previous operators and Nevada Copper drilled over 800 drill holes for approximately 1.2 million ft of drilling on the Pumpkin Hollow Property. Since acquiring the Property in 2006, Nevada Copper has performed approximately 578,000 ft of drilling through to 2019, representing approximately 49% of the total drilling on the Property through to 2019.

In 2019, seven shallow reconnaissance drill holes were completed outside of the resource area in new claim areas acquired by Nevada Copper since the date of the April 2019 Technical Report totaling 3,475 feet. The following discussion refers to drilling covered by the April 2019 Technical Report.

The drill holes of previous operators and Nevada Copper at the Pumpkin Hollow Property are usually pre-collared through un-mineralized rock with rotary reverse circulation drill rigs. They were followed up with NC to HQ core tails in the mineralized zone. Occasionally, shallow mineralization (less than 500 ft) drilling is completed using only a reverse circulation rig. This makes up less than 1% of the mineralized sample intervals. Due to the competency of the rock, core recoveries were usually greater than 95%. The drill holes were surveyed using a gyro as the magnetite content of the rock types will have a negative effect on standard camera surveys.

The pre-collar drill holes were drilled to a pre-determined depth and casing was set. The samples were marked by geologists at 10 foot intervals. Sampling was completed under the supervision of geologists. Samples were split using standard wet splitter. Geological logging samples were also collected in standard plastic chip trays or chip boards. Samples were picked up by company personnel and delivered to the secure sample facility on the property. Core boxes were transported by company personnel to the secure sample facility (core sheds) on the Pumpkin Hollow Property for geotechnical and geological logging and sampling.

Since the preparation of the April 2015 resource statement for the Underground Mineral Resource, drilling was completed in 2015 and 2018. Most of the drilling (57 holes) focused on the Western Area. In addition to confirming mineral continuity, grade and the geometry, new mineralization was intersected.

Within the Eastern Area, a total of 9,728 ft of drilling was completed with 10 underground drill holes and 1 geotechnical hole within the East and E2 deposits. The limited amount of 2015 drilling had no material effect on the existing mineral resource model's geometry and grades. These holes are not included in the current Mineral Resource estimate, leaving the statement of April 15, 2015, unchanged.

Representative drill cross sections for the individual deposits can be found in the April 2019 Technical Report.

### **Sampling, Analysis and Data Verification**

Core samples were marked by Nevada Copper geologists prior to delivery to the analytical laboratory. The sawed core splits were placed into sample bags for drying and processing. For the previous drilling the core samples were marked and split on site. The bagged core and reverse circulation samples were delivered to the analytical lab. The core intervals sampled by Nevada Copper varied from one to six ft runs and one to ten foot runs for previous operators



were based on geology. The reverse circulation and rotary samples were either five or ten foot intervals. The following is a summary of the sample preparation procedures:

- For Nevada Copper, the samples were sent to American Assay Laboratories (“AAL”). Samples weighing 10 to 15 lbs. are dried in high-air volume, temperature-controlled  $\pm 5^\circ$ , gas-fired drying ovens. Bagged and tray samples are dried at  $105^\circ\text{C}$ . The dried samples are then jaw crushed to  $< 6$  mesh and weighed, then roll crushed so that  $> 80\%$  is less than 10 mesh. Samples are Jones riffle split and a two-lb. sample split is pulverized in a ring mill to  $> 90\%$  at  $< 150$  mesh. The sample is then placed in a labeled pulp packet.
- The previous operators were major mining companies and used both independent and internal laboratories. Review of the historical documentation and verification check assays indicated that they used industry standard sample preparation procedures during that time.

All assaying and whole rock geochemistry done by Nevada Copper is processed at AAL in Sparks, Nevada. AAL is ISO/IEC 17025 certified for the methods used in assaying samples and has successfully completed Canadian Certified Reference Materials Project proficiency testing. Samples are delivered from the core logging facility to AAL by AAL personnel. A QA/QC assay protocol has been implemented by Nevada Copper whereby blanks and standards are inserted into the sampling stream for every 20 to 30 samples.

The AAL sample procedures are as follows:

- Fire Assay: A 30-gram sample is weighed and mixed with  $\sim 130$  grams of flux. The sample is fused/coupled and parted. The solution is then read on an ICP-AES. Repeat analysis is performed on sample results  $> 0.2$  ppm, and gravimetric analysis is performed on samples with results  $> 10$  ppm.
- Geochemical: A 0.5 gram sample is weighed into beakers. A three-acid mix is added to the sample and digested. The sample is normalized to volume and analyzed by ICP-AES.
- Duplicates are sent in and analyzed in the identical manner, as described above.
- Check assay pulps, core and rejects ( $\sim$  every 30, higher frequency in mineralized zones) are submitted to BSI-Inspectorate, Sparks, Nevada, and/or Chemex Labs, Sparks, Nevada, for analysis. Duplicate core samples were also sent to these labs. Both labs are ISO 9002 certified.
- Ore Grade Fe (Magnetite): A two-gram sample is weighed into tubes. Hydrochloric acid is added to the sample and digested. The sample is normalized to volume and analyzed by ICP-AES.

The blanks and standards were obtained from independent labs. The blanks are composed of barren quartz sand purchased from Shea Clarke Smith of Nevada. The field standards are prepared from material sourced on the Pumpkin Hollow Property because of difficulty obtaining a suitable standard with high copper and iron content. The standards are prepared at Inspectorate America Labs in Reno, Nevada using ore sourced from the Pumpkin Hollow Property. Material is dried, crushed to -10 mesh and then ground to -200 mesh. The entire sample is blended in a “V” blender for 24 hours. Ten 100 gram aliquots are sent for assay at Inspectorate. Once samples pass assay testing, 60 to 100 gram splits are created and put into marked pulp envelopes for use as standards.

A subset of samples (about 4.5%) were sent for re-assay at AAL while a subset of these (about 2% to 5%) were periodically sent to a second laboratory, Inspectorate was used for the 2006 to 2012 campaigns. Golder reviewed the check assays from the 2006 to 2012 drilling campaign using the Half Absolute Relative Difference (“HARD”) method. HARD is a parameter used to determine the precision of a population. It is produced by dividing half the absolute difference between two values by the means of the two values. In general, if 90% of the population had a less than 10% HARD, it is considered acceptable. For copper, the checked assays show an acceptable precision, where 90% of the samples had a HARD below 15% and no bias. For gold only 60 pairs were analyzed and 90% of the samples had a HARD value below 50%. The silver checks assays had 90% of the samples with a HARD value below 40%.

Nevada Copper has used a suite of 30 standard/blanks samples as part of the QA program, covering a range of copper, gold, silver, and iron concentration from 2006 to 2013 drill campaigns. Most of the standards have duplicate gold assays run at the laboratory (that is, two different pulp samples). Tetra Tech Inc. (“Tetra Tech”) developed an evaluation process for copper, gold and silver by comparing the mean laboratory results plus/minus two times the standard deviation. Ninety-five percent of the gold standards plotted well within two times the standard deviation, while 97% of the silver, copper and iron fell within that range. Golder concurs with the findings and methodology developed by Tetra Tech and applied those to the 2018 Open Pit Mineral Resource estimation.

Golder reviewed the fine blanks inserted by Nevada Copper from 2006 to 2013. The copper blank samples show 22.4% result above the 20 ppm copper tolerance limit. The gold and silver blank samples also have samples above the tolerance limits, 59% for gold and 22% for silver. However, most of the samples above the tolerance limits are close to the detection limits whereby higher variability is observed.

In the 2018 campaign check assays were performed by Bureau Veritas and were reviewed by Golder using the HARD method. For copper, the check assays show a good precision, where 90% of the samples have a HARD value below 5%. For gold, the check assays exhibit low precision, where 90% of the samples have a HARD value below 40% with a mean HARD value of 22.2%. Gold check assays are of relatively low precision, however, only 31 pairs of samples were able to be analyzed as most of the samples are below the detection limits. Golder also reviewed any potential sample bias and found that silver and gold samples show no apparent bias, however the copper samples show a negative bias.

Golder reviewed the fine blanks through graphical analyses. The copper blank samples show only one result above the 20-ppm copper tolerance limit, and no samples outside the tolerance limits for silver and gold. In general, the 2018 campaign shows good results, with no evidence of contamination.

The AAL primary laboratory inserted samples for their internal QA/QC, including standards, blanks and duplicates, which Golder reviewed. Analysis of the standards shows reasonable results with acceptable errors of precision and no obvious bias for the copper, silver and gold values. Graphical analyses of the blanks show only local values above the tolerance limit, but no evidence of contamination. The copper duplicates show good precision with 90% of the samples having a HARD value below 5%, the silver and gold duplicates show low precision with 90% of the samples having a HARD value below 35%.

Drill core and reverse circulation samples are under the security and control of either Nevada Copper or AAL personnel once the samples are picked up from the drill rigs. Nevada Copper personnel collect the samples from the drill rig and deliver them to the secure core logging facility located at the Property. There is 24-hour supervision at the Property. Following geological logging, samples are picked up by AAL personnel and delivered to the secure AAL facility in Sparks, Nevada. Upon completion of the analytical work, samples are returned to the Property by AAL personnel and are placed in the core storage building located at the Property.

Tetra Tech has reviewed the procedures for core handling and the geological logging. The core storage facilities were visited and found to be clean and well maintained. Individual drill holes were easily located and verified.

Sample Box intervals were marked with permanent marker and aluminum tags along the side of the core. The geologist markings with permanent marker and metal tags on the core were checked as well as the core received back from the lab. No inconsistencies were found.

The geological logs are marked with lines that correspond to the beginning and ending sample intervals in the assay column. Tetra Tech has reviewed the geotechnical, geologic logs, previous geological logs and geological re-logs and is satisfied that the logs represent the geotechnical, geological and mineralogical conditions. Detailed photos of the core and geologic log can be found in the 2017 Technical Report.

Nevada Copper is following a QA/QC program of inserted standards and blanks and periodic re-assay of core (duplicates) at their primary lab and also at secondary labs (check assays). The primary analytical laboratory, AAL, is ISO 17025 certified. First pass quality control uses international standards and blanks. AAL includes three standards and one blank per batch of 43 assays and requires recovery of 90 to 110% of the recorded value for sample results to be valid. It is required that the blank be less than twice the detection limit for low level results to be valid. A second pass quality control is a duplicate run of samples called controls (8 per 43 assays). The reproducibility of the controls is specific. The third pass quality control repeats any unusual results. This includes low results in high value areas or high results in low value areas.

Tetra Tech undertook a review of the QA/QC results for sampling done in 2018, which included evaluation of the results of field standards, blanks, and duplicates. When Nevada Copper receives analytical results from the lab, the field standards, blanks and duplicate results are entered into a separate data set, that is, the results are not commingled in the main database and are not included in the resource estimate.

Tetra Tech reviewed the protocols for the insertion of standards, blanks and duplicates. Nevada Copper protocol calls for insertion of field standards and blanks randomly inserted for every 100th sample. The blanks are composed of barren quartz sand purchased from Shea Clarke Smith of Nevada and CDN Laboratories of Canada. The standards are

prepared at Inspectorate America Labs using ore sourced from the Property. No inconsistencies were found in the blanks, standards or duplicates.

The Property has a drill hole database for the Underground and Open Pit Projects composed of drill core, photographs of the drill core, assay certificates and results, and geologic logs. Preservation of the drill core and associated hardcopies of the data have been maintained by the originators of the property data and the subsequent companies that have looked at the Property. All data is readily available for inspection and verification. The Tetra Tech geologist completed “spot” checks of four core drill holes selected at random during a site visit. This was followed by a detailed review of the complete QA/QC data, including geologic logs, check assays and assay certificates. No significant discrepancies were found with the existing drill hole geologic logs, and Tetra Tech is satisfied that the geologic logging, as provided for the development of the 3D geologic models, fairly represents both the geologic and mineralogic conditions. The Golder geologist reviewed the process and is of the opinion that it meets industry standards.

“Normal” types of errors inherent in this size (i.e., mislabeled intervals, number transpositions, and so forth) were noted in the databases and associated data. No major issues were identified. Golder found no significant discrepancies with the existing drill hole geologic logs, and the QP is satisfied that the geologic logging, as provided for the development of the 3D geologic models, adequately represents both the geologic conditions.

After final drill hole results for the Nevada Copper drilling have been received from AAL, rejects are selected by geologists for periodic independent laboratory verification. Check assay rejects are submitted to Inspectorate, Sparks, Nevada, and/or Chemex Labs, Sparks, Nevada, for analysis. Both labs are ISO 9001:2008 certified, and Chemex is ISO 17205 certified as well. Check assays by Nevada Copper are performed periodically in tandem with the field duplicates. Approximately 5% of samples sent for duplicate sampling were sent to the second lab for check assay. Some samples were sent to Inspectorate (Sparks) and others were sent to Chemex (Reno). The following results were captured:

- For gold, the average relative percent difference between the duplicate and the primary value (originally assayed at AAL) was -6% for Inspectorate and 1% for Chemex labs. However, when plotted on a scatterplot, and both labs were consistent. When compared with the primary value, the overall correlation coefficient was greater than 0.9 for both labs. As is usual, the greatest amount of scatter is seen at values near the detection limit.
- For silver, the overall correlation coefficient was also greater than 0.9 for results from both laboratories plotted against the primary value. However, values from Chemex showed a slight bias toward higher values at higher primary values. The bias is small, with an average relative percent difference of 6%. It is also noted that AAL prepared the samples at that time with a two-acid digestion, where the check labs both used a three-acid preparation, which may impact results.
- Copper showed excellent correlation with correlation coefficients at >0.99 for both laboratories with both having an average 6% higher value than the primary.

Field checking a selected number of drill holes was completed. The drill hole markers and GPS coordinates were documented and the downhole survey data were also reviewed. No discrepancies were found.

### **Mineral Processing and Metallurgical Testing**

Several metallurgical testwork programs have been completed on the Eastern (underground) and Western (open pit) deposits between 2007 and 2019. These included Hazen Research, Inc. from 2007 to 2012, G&T Metallurgical Services Ltd. (“G&T”) in 2010, and Dawson Metallurgical Laboratories (“Dawson”) in 2015. These programs yielded substantial information regarding the physical properties of ore grade mineralization in the Eastern and Western deposits and their response to comminution, rougher and cleaner flotation, thickening and filtration. Results from these programs were used to develop process design criteria for the copper concentrators, to beneficiate ore for the Underground Project and the Open Pit Project.

Testwork results indicated that ores from the Western and Eastern deposits generally responded favorably to flotation. For both underground and open pit ores, trade-off studies were completed between rougher flotation recovery and grind size in laboratory test programs. The grind-recovery results for the underground ore indicate that the rougher flotation recovery generally increased with decreasing grind size with diminishing improvements below P80 100 um grind size. This resulted in the selection of this grind size target. For the North and South open pit deposits, a similar

relationship between recovery and grind size was observed, but due to the lower head grade and cost vs. revenue trade-offs, the target primary grind was determined at P80 150 um.

The need for regrinding to produce an acceptable concentrate grade at high overall copper recovery was established in the 2010 G&T program, with an optimal regrind target size determined at P80 28 µm for both underground and open pit ores.

Proposed underground process plant is expected to achieve an estimated 92% Cu flotation recovery. Gold recovery is expected to be 78% and silver recovery 70%. Concentrate moisture is expected to be <10%, and tailings cake moisture is expected to be <15%.

Based on historical testwork on the North and South open pit deposits, estimated average copper recovery is 89.5% in the flotation circuit. The estimated gold and silver recoveries were 67.3% and 56.3% respectively, for the ore from both the North and South open pits. It is worth noting that estimated North Pit stand-alone copper estimated recovery was 90%, with the South Pit ore estimated copper recovery is 88%.

Based on the historical test work final copper concentrates are sufficiently free of the deleterious elements that can cause a significant effect on potential economic extraction.

Comminution testwork was completed in the various programs. For the Underground Project, the breakage and work index data from the G&T 2010 and Dawson 2015 programs were used for initial mill equipment sizing estimates. Comminution parameters revealed that ore is considered moderately hard from a SAG (as defined below) mill perspective and medium from a ball mill perspective. For the Open Pit Project, comminution testwork was also completed by G&T and Dawson. In late 2018, additional open pit variability testing commenced at SGS laboratory to confirm SAG and ball mill comminution characteristics, these tests were concluded in early 2019.

The variability testwork was mainly focused on the ore from the North Open pit Deposit with fewer of the samples being tested from the South Open pit Deposit. This focus is consistent with the expected mine plan. The deposits are considered moderately hard from the semi-autogenous grinding (“SAG”) milling and medium from the ball milling perspective. The 2018 to 2019 results showed a slight increase in SAG mill hardness compared with earlier programs.

## Mineral Resource and Mineral Reserve Estimates

### Mineral Resource Estimates

The Underground Mineral Resource estimates were prepared by Tetra Tech based on the results of all drilling up to the end of 2013. The effective date of the Mineral Resource estimate for the Eastern Underground Area is April 15, 2015. The table below shows the Mineral Resources of the Eastern Underground Area. The Mineral Resources reported are inclusive of Mineral Reserves. Mineral Resources, which are not Mineral Reserves, do not have demonstrated economic viability.

### Mineral Resource Estimate - Underground Eastern Area

Category	Cutoff Grade % Cu	Tons (millions)	Grade %Cu	Contained Cu lb (millions)	Grade Au oz/st	Contained Au ozs (thousands)	Grade Ag oz/st	Contained Ag ozs (thousands)	Grade %Fe	Contained Fe Tons (millions)
Measured	0.75	12.1	1.60	389	0.006	74	0.127	1,541	18.7	2.3
Indicated	0.75	41.9	1.33	1,114	0.005	217	0.112	4,716	17.6	7.4
<b>Measured + Indicated</b>	<b>0.75</b>	<b>54.1</b>	<b>1.39</b>	<b>1,503</b>	<b>0.005</b>	<b>291</b>	<b>0.116</b>	<b>6,257</b>	<b>17.8</b>	<b>9.6</b>
Inferred	0.75	29.2	1.09	636	0.003	87	0.064	1,875	12.8	3.7

Notes:

- (1) Includes East and E2 deposits.
- (2) Measured and Indicated Resources are stated as inclusive of reserves.
- (3) Columns may not total due to rounding.
- (4) Resources are constrained by a 0.5% Cu mineralized interpretation.
- (5) Effective date on Underground Mineral Resource is April 15, 2017.

Nevada Copper is not aware of any known environmental, permitting, legal, title, taxation, metallurgical, socio-economic, marketing, political or other factors other than those discussed in the April 2019 Technical Report that could materially affect the Underground Mineral Resource estimate.

Increases in items such as mining cost, processing cost and selling cost or a decrease in the copper price would result in decrease to the Underground Mineral Resources. An increase in the copper price, or decreases in items such as mining cost, processing cost and selling cost would result in an increase to the Underground Mineral Resources.

The Open Pit Mineral Resources for the Western Area Deposits were prepared by Golder as part of the April 2019 Technical Report. Geological modeling and subsequent Mineral Resource estimation was performed by Golder under the supervision of the Golder QP in accordance with Golder internal modeling and Mineral Resource estimation guidelines and in accordance with industry best practices.

The Mineral Resources reported are inclusive of Mineral Reserves. Mineral Resources, which are not Mineral Reserves, do not have demonstrated economic viability. Mineral Resources are reported as in situ tonnage and not adjusted for mining losses or mining recovery. Mineral Resources were based on a Lerch Grossman optimization using the parameters set forth in the April 2019 Technical Report and have been constrained to an optimized pit shell.

#### Mineral Resource Estimate - Open Pit Western Area

Confidence Category	Ore (Mst)	Average Ore Grades			Contained Metal		
		Cu (%)	Au (oz/st)	Ag (oz/st)	Cu (Mlbs)	Au (Koz)	Ag (Koz)
Measured Mineral Resources	134	0.561	0.002	0.064	1,508	255	8,593
Indicated Mineral Resources	419	0.417	0.001	0.051	3,492	623	21,185
<b>Measured + Indicated Mineral Resources</b>	<b>553</b>	<b>0.452</b>	<b>0.002</b>	<b>0.054</b>	<b>5,000</b>	<b>879</b>	<b>29,778</b>
Inferred Mineral Resources	28	0.358	0.001	0.040	197	37	1,088

Notes:

- (1) Includes North, South, and South-East deposits in Western Open Pit area.
- (2) Measured and Indicated Resources are stated as inclusive of reserves.
- (3) Columns may not total due to rounding.
- (4) Resources are constrained by Lerch Grossman optimization using the parameters set forth in the April 2019 Technical Report.
- (5) Effective date on Open Pit Mineral Resource is January 21, 2019.

Nevada Copper is not aware of any known environmental, permitting, legal, title, taxation, metallurgical, socio-economic, marketing, political or other factors other than those discussed in the April 2019 Technical Report that could materially affect the Open Pit Mineral Resource estimate.

Increases in items such as mining cost, processing cost and selling cost or a decrease in the copper price would result in decrease to the Open Pit Mineral Resources. An increase in the copper price, or decreases in items such as mining cost, processing cost and selling cost would result in an increase to the Open Pit Mineral Resources.

#### Mineral Reserve Estimates

The Underground Mineral Reserve estimates were prepared by Mining Plus Canada Ltd. based on the results of all drilling up to the end of 2013. The effective date of the Mineral Reserve estimate for the Eastern Underground Area is September 15, 2017. The table below shows the Mineral Reserves of the Eastern Underground Area.

### Mineral Reserve Estimate - Underground Eastern Area

Category	Tons	Cu	Au	Ag
	(millions)	%	oz/st	oz/st
Proven	7.4	1.85	0.007	0.144
Probable	16.5	1.47	0.006	0.138
<b>Mineral Reserves</b>	<b>23.9</b>	<b>1.59</b>	<b>0.006</b>	<b>0.139</b>

Notes:

- (1) Includes East and E2 deposits.
- (2) Columns may not total due to rounding.
- (3) Resources are constrained by an NSR cut-off value of \$46/ton.
- (4) Modifying factors include dilution up to 5 in primary stopes, 10% in secondary stopes; and stope losses at approximately 5%.
- (5) Metal pricing assumptions: \$3.00/lb., \$1,343/oz and \$19.86/oz for copper, gold and silver, respectively.
- (6) Effective date for Underground Mineral Reserve is September 15, 2017.

Nevada Copper is not aware of any known environmental, permitting, legal, title, taxation, metallurgical, socio-economic, marketing, political or other factors other than those discussed in the April 2019 Technical Report that could materially affect the Material Reserves estimate for the Underground Project or the Open Pit Project.

It is noted that substantial changes in copper price or mining cost could affect the Mineral Reserves. However, it should be noted that the Underground Project remains positive with a price decrease of 30%, or with a cost increase of 30%, which is based on the sensitivity analysis depicted in the April 2019 Technical Report.

The Open Pit Mineral Reserve estimates were prepared by Golder based on the results of all drilling up to the end of 2018. The effective date of the Mineral Reserve estimate for the Western Open Pit Area is January 21, 2019. The table below shows the Mineral Reserves of the Western Open Pit Area.

### Mineral Reserve Estimate Open Pit Western Area

Category	Tons	Cu	Au	Ag
	(millions)	%	oz/st	oz/st
Proven	106.6	0.57	0.002	0.063
Probable	279.1	0.43	0.001	0.052
<b>Proven and Probable Mineral Reserves</b>	<b>385.7</b>	<b>0.47</b>	<b>0.002</b>	<b>0.055</b>

Notes:

- (1) Includes North and South deposits.
- (2) Columns may not total due to rounding.
- (3) Resources are constrained by Lerch Grossman optimization using the parameters set forth in the April 2019 Technical Report.
- (4) Modifying factors include dilution 5% and 2% losses.
- (5) Metal pricing assumptions: \$2.75/lb., \$1,343/oz and \$19.86/oz for copper, gold and silver, respectively.
- (6) Effective date for Open Pit Mineral Reserve is January 21, 2019.

The extent to which the Open Pit Mineral Reserve estimates could be materially affected by mining, metallurgical, infrastructure, permitting, and other relevant factors that are different than the factors used in the PFS and described in the April 2019 Technical Report is shown by the sensitivity analysis in the April 2019 Technical Report. Except

for commodities prices, all other relevant factors including mining, metallurgical, infrastructure, and permitting factors related to the Open Pit Project and described in the April 2019 Technical Report are factors affecting estimated Open Pit Project costs and are reflected in the PFS cost estimates that are summarized in the April 2019 Technical Report. If for any reason any of these Open Pit Project cost factors are changed such that the Open Pit Project capital or operating cost estimates change materially, then the mineral reserve estimates stated in the April 2019 Technical Report could be materially affected. As shown in the April 2019 Technical Report, internal rate of return (“IRR”) sensitivity analysis and net present value (“NPV”) sensitivity analysis, even if the cost factors are changed such that total operating or capital cost estimates for the Open Pit Project are increased by 30%, the after-tax Open-Pit Project IRR and NPV remain positive, and therefore the mineral reserve estimates may remain unaffected. As of the effective date, there are no known Open Pit Project cost factors that are materially different from the factors used in the PFS and summarized in the April 2019 Technical Report to the extent that the mineral reserve estimates would be materially affected.

Infrastructure and permitting factors are not anticipated to materially affect the Mineral Reserve estimate. The drilling database enhancements for the Open Pit Project outlined in the April 2019 Technical Report, are not anticipated to have a material negative impact on the Mineral Reserve estimate.

## **Mining Operations**

### Underground Project Operation

The Underground Project operation is constructed as a planned 5,000 tons per day mine with associated mill operations. The Mineable Reserves will be mined using long-hole stoping, with predominantly cemented paste fill (“CPF”) backfill, and cemented rock fill where appropriate.

Access to the underground mine is via a vertical shaft. Mining is performed using the productive mechanized methods, with CPF in the primary and some secondary stopes, and low CPF or unconsolidated rock fill of remaining secondary stopes. While waste rock can be hoisted to the surface and disposed of on the waste rock stockpile, this is only planned during initial development, until the surface paste fill plant is commissioned. Once at steady-state production, all waste rock is planned to remain underground to be used as backfill for secondary stopes.

One production shaft, which also serves as a service shaft, and two ventilation shafts, which also serve as emergency egresses, are included in the current mine design. Stope design will be variable based on current geomechanical conditions with generally larger stopes expected in the East-North where ground conditions are more competent as compared to the East-South.

Mining is carried out using long-hole drilling and blasting, with ore and waste material mucked using load-haul-dumps, direct to ore passes or to re-muck bays situated for optimum materials handling. Ore material is first transported via haul trucks to the ore passes of an interim temporary load-haul-dump skip loading system and ultimately to the underground crusher and coarse ore bins (“COBs”) for storage before being hoisted out of the mine. Haul trucks will be used to transport ore material from the re-muck bays to the COBs, or to transport waste to the backfill levels. There will be sizers installed underground for each COB and as needed

Crushed rock is conveyed to skips and hoisted to the surface, then stockpiled, for either direct-feed to the process plant or stockpiling to the low-grade stockpile.

The paste backfill plant is located on the surface. Pipelines and, where necessary, pumps are to be used to reticulate paste fill through the mine workings to the stopes.

### Open Pit Project

The Open Pit Project has been evaluated as a 37,000 tons per day ore mining operation, expanding to a 70,000 tons per day ore mining operation, with an associated mill. The Open Pit Project has two mining areas, the North and South.

Open pit mining will commence mining with the North Pit, which possesses higher grade followed by the lower grade, South Pit. Four phases were designed for the North Pit. Two phases were designed for the South Pit. Ore from the pits will be hauled to a primary crusher, or to the stockpile, located to the west of the pits. Waste will be hauled to the waste rock storage facility, which was designed to accommodate waste from both the North Pit and South Pit.

Mining will be done by conventional drill and blast methods and use truck and shovel for excavating and hauling both ore and waste materials out of the pit to either ore stockpiles, waste dumps or direct to the primary crusher that feeds the process plant.

The Company has paused work on the Open Pit Project as it dedicates its management and financial resources to the successful restart of the Underground Project.

## **Processing and Recovery Operations**

### Underground Project

The Underground Project process plant has been designed and constructed to process 5,000 tons per day of copper ore and to produce a marketable concentrate targeted at 24.0% Cu, or greater. The plant consists of an ore storage facility, a SAG mill, a semi-autogenous ball mill crusher comminution circuit, rougher flotation, regrind circuit and cleaner flotation, to liberate, recover and upgrade copper from underground ore. Flotation concentrate is thickened, filtered and sent to a concentrate load-out stockpile for subsequent transport/shipping.

Dry stack tailings (“DST”), in conjunction with underground paste backfill, are the preferred means of final deposition, having substantially less water contained than tailings discharged directly from a concentrator. DST is produced by thickening and filtering the final flotation tailings. The underground paste backfill portion of the tailings is thickened, classified, filtered, and combined with cement before being deposited in the underground mine workings.

Thickening and filtration of tailings allows better process water management and control. Process water is recycled from the tailings and concentrate thickener overflows. Fresh water will generally be used only for pump gland service, mill lube cooling, SAG mill ring motor cooling, reagent preparation, and safety showers / eyewash stations.

### Open Pit Project

The Open Pit Project process plant is designed in two phases: Phase I and Phase II. Phase I is designed as a 37,000 tons per day throughput concentrator, from run of mine (“ROM”) crushing through to filtered concentrate and tailings. Phase II expands the capacity to 70,000 tons per day, which involves the addition of a coarse ore stockpile and process circuit of milling and flotation through to unfiltered concentrate and filtered tailings. The additional throughput of concentrate will be filtered using Phase I’s concentrate thickening and filtration equipment. The single process facility and the unit operations therein are designed to produce a marketable concentrate targeted at 25.5% Cu or greater.

The single process facility will consist of a crushing station and overland conveyor, and the following for each phase: coarse ore stockpile and reclaim, a comminution (SAG mill, ball mill, pebble crushing) circuit and a flotation circuit (rougher, cleaner, cleaner-scavenger, regrind) circuit. These circuits are designed to liberate, recover and upgrade copper from the ROM ores. Flotation concentrate will be thickened, filtered and stored in concentrate containers for subsequent transport/shipping.

DST is the method of final deposition, which will have substantially less water contained than tailings discharged directly from a concentrator. DST will be produced by thickening and filtering the final flotation tailings.

Thickening and filtration of tailings allows for better process water management and control. Process water will be recycled from the tailings and concentrate thickener overflows. Fresh water will generally be used only for pump gland service, mill lube cooling, SAG mill ring motor cooling, reagent preparation and safety showers/eyewash stations.

## **Infrastructure, Permitting and Compliance Activities**

### Infrastructure

Infrastructure at the Property is well developed. County Road (“CR”) 827 and CR 208 provide existing paved access to the Property. Access to the Property is via minor upgrades to E Pursel Lane from this sealed road network adjacent to the Property. The City of Yerington, Nevada, and Yerington Municipal Airport are both approximately eight miles from the Property. The Reno-Tahoe International Airport is an 80-mile drive from the Property.

Access within the Property is via unsealed roads. The relevant facilities within the Property will be fenced as and when needed.

### Underground Project

The Underground Project support facilities include:

- Administration complex
- Parking areas
- Process plant workshop and storage facilities



- Dry buildings for employees
- Concentrate storage shed
- Truck scales
- Cell 1 Dry Stack Tailings Facility (DSTF)
- Test Cell Dry Stack Tailing Storage Facility
- Onsite Sewage Disposal Facility treating a gravity-only sewerage reticulation system
- Temporary Potable water system (which is being fed with potable water from the City of Yerington Potable Water System), with a permanent facility to be installed in the future on site for NCI
- Fuel facilities
- Truck wash (future addition)

Process water supply is sourced primarily from underground dewatering. Potable water is presently delivered from the City of Yerington. An Onsite Sewage Disposal Facility is used to manage most sewage on site. There are portable sewage facilities at various locations on site that are managed by a third-party contractor. Several diversion channels have been constructed to divert surface water run-on to minimize non-contact and potential contact water volumes that have to be managed. There are currently existing pipelines with three destinations for disposal of non-contact mine dewatering water, all terminating in water reuse, rapid infiltration basins or irrigation to pasture.

New basins, lined sedimentation ponds and other water ponds will be used to manage water on site. Two mine stormwater management basins are located adjacent to the ore stockpile pad and the East North Vent Shaft respectively. There is a double-lined pond with a leak detection port, used to manage both stormwater and process water, adjacent to the processing facilities, and another one is associated with the Cell 1 Dry Stack Tailings Storage Facility.

The 120-kV transmission line runs from a service point on the NV Energy system to the 120-kV switchyard. The main substation has an incoming 120 kV source serving a 30 MVA power transformer. The voltage is stepped down to a utilization voltage for distribution at 13.8 kV. This voltage is fed into substations to supply the various electrical demands for surface and underground.

Concentrate is trucked approximately 62 miles to a transload facility at the TRIC site for transfer to rail and then to a West Coast port for shipping to Asia, Europe, or direct by rail to North American markets.

#### Open Pit Project

The Open Pit Project support facilities include:

- Power substation
- Waste rock storage facility
- Process facility
- Tailings filtration plant
- DST facility
- Fuel storage and dispensing facility
- Fresh and potable water storage and distribution
- Covered warehouse storage and yard
- Administration building
- Parking area
- Truck shop
- Wastewater treatment plant
- Settling and infiltration basins

A package sewage treatment plant meeting State of Nevada standards for publicly owned treatment works will be supplied by a qualified vendor and contractor. Sewage will be collected at main working areas, and package lift stations will pump sewage water to the treatment plant. After the wastewater is treated, effluent water will be used for plant process water make-up. When process make-up water is not required, effluent will drain by gravity to a nearby infiltration basin.

Process make-up water will be delivered from wells and settling basins on Property, and potable water will be supplied via the City of Yerington.

Electrical service will be delivered via a 120 kV overhead line that will enter the Property near the northeast corner of the Property. One portion of the 120 kV line begins at the Metering Point Switchyard and continues west to the tailings/filtration substation (approximately 1.35 miles). From the tailings/filtration substation, the line continues west then south to the Open Pit process facility substation (approximately 2.97 miles). Line switches are included near the administration building to isolate the process facility line segments for maintenance purposes. From the process facility substation, two parallel 13.8 kV distribution lines will extend out to the edge of the North and South pits (approximately 0.45 miles) where they will split to continue into the pits (approximately 3.40 miles total in length).

Concentrate will be trucked approximately 62 miles to a transload facility located at the TRIC site for transfer to rail and thence to a West Coast port (the ports of Vancouver, Oakland or Stockton were considered) for shipping to Asia, Europe, or direct by rail to North American markets. The rail transload facility is currently being used for the concentrate derived from the Underground Project. Other future concentrates transport options are under consideration by the Company.

A range of other open pit infrastructure will be built during the Project as described in the April 2019 Technical Report.

#### *Social or Community Impacts*

The Project is entirely within Lyon County, Nevada, which has historically had the highest unemployment rate in the state. The Project is expected to bring about 800-900 direct jobs to the area if both the Underground and Open Pit Projects are in production. Indirect jobs will also be created with both projects in construction and operation.

#### *Approvals, Permits & Licenses*

Both the Underground and Open Pit Project operations are fully permitted as part of the ongoing efforts for the Project development. The original State of Nevada permit applications were initially structured to include a single 70,000 tons per day processing facility fed with ore from a 7,500 tons per day underground mine and a 62,500 tons per day open pit mine. The permit for the current 5,000 tons per day Underground Project falls within the original permit's maximum throughput of 70,000 tons per day. Any configuration with a lower throughput does not require a revised permit, so long as:

- The process is fundamentally the same (mine, crush, grind, float, filtered tailings, DST disposal facility).
- The environmental controls are the same for containment of process fluids and control of emissions from air emissions sources.

As the Open Pit Project advances, it is expected that each of the water, reclamation and air permits will require changes to the original permits during final design. These changes are permit compliance items that require notification and submission of revised designs to the respective State of Nevada agencies. Items include any changes in location, configuration and/or size of environmental control facilities to ensure that the changes meet design requirements in the permits and regulations. These design changes are considered modifications to the existing permits. No new permits would be required. Nevada Copper has already modified these permits successfully several times. For the expected changes to the water pollution control permit as a result of the Open Pit Project, it is expected that these changes will be considered a "major modification" by the Nevada Department of Environmental Protection ("NDEP"). Such a major modification requires public notice, but a public hearing is required only if the changes are deemed substantive and if it is requested by the NDEP.

The Project will be completed on 100% privately-owned lands and the development is under local and State of Nevada oversight. There is no other nexus under federal statutes and regulations that requires federal environmental permits or preparation of an environmental impact statement pursuant to the National Environmental Policy Act. There are no endangered species located on or near the Property, no surface waters, no jurisdictional waters of the U.S. that require a permit, no designated wilderness near the Property, no Class I air quality designations, no critical habitat areas, no sage grouse (a species of concern in Nevada), and no wildlife migration zones that cause environmental constraints.

Archaeological surveys were performed on the private lands at the Project in 2011–2012. There are currently three prehistoric sites and two historic sites (a total of five sites) within the previously federal lands that were conveyed to Nevada Copper that are either recommended for eligibility on the national register of historic places (three sites) or require further evaluation (two sites). None of these are within the area of disturbance of the Property. The Property area does not affect any Native American Reservation Lands or sacred sites.

### Mine Closure

The Underground Project area within the perimeter fence is approximately 1,200 acres. Approximately 220 acres will be disturbed as part of mining operation. A portion of this area will not be reclaimed—permanent water management diversion channels and selected infrastructure that will be retained for post-mining industrial use. Reclaimed areas will include the waste rock stockpile, low grade stockpile, DST facility, reclamation material stockpiles, infrastructure that will be removed at closure, and water management features that will be reclaimed at closure.

The Open Pit Project area within the perimeter fence is approximately 6,700 acres. Approximately 3,600 acres will be disturbed as part of the mining operation. A portion of this area will not be reclaimed, including the North and South pits, permanent water management diversion channels, and select infrastructure that will be retained for post-mining industrial use. A total area of approximately 3,000 acres will be reclaimed, including the mine rock storage facilities, DST facility, reclamation material stockpiles, infrastructure that will be removed at closure, and water management features that will be reclaimed at closure.

### **Capital and Operating Costs**

All of the cost information in this section has been taken from the April 2019 Technical Report and has not been updated.

The initial capital estimate for the underground development was cited as approximately \$182.4 million in the April 2019 Technical Report, subject to qualifications, assumptions and exclusions, all of which are detailed in the April 2019 Technical Report. The initial capital cost referred to in the April 2019 Technical Report is at a prefeasibility level with an accuracy of  $\pm 25\%$ . The initial capital costs summary and distribution as set out in the April 2019 Technical Report are shown in the table below.

Underground Initial Capital Costs Summary

<b>Item</b>	<b>\$, millions</b>
<b>Direct Costs</b>	
Underground mining	42.3
Process Plant (including Concentrate Handling)	59.9
Infrastructure and Tailings	49.9
<b>Indirect Costs</b>	
Infrastructure - EPCM Costs	7.0
Sales & Tax Use Tax on Purchased Equipment	Included in Directs
Construction Indirect	4.6
Owner's Costs	8.8
Spares and First Fills	0.6
Commissioning and Start-up	0.4
Total Indirect Costs	<b>21.7</b>
Total Direct and Indirect Costs	<b>173.4</b>
Contingency	<b>9.0</b>
Total Initial Capital	<b>182.4</b>

The underground initial capital costs summarized above have been expended (and materially exceeded) during construction of the Underground Project.

Underground sustaining capital costs over mine life total \$110.6 million and includes replacement of, and additions to, underground mobile equipment; lease costs for the initial mining fleet; reclamation costs; and expenditures on the tailings storage facility. The table below shows the breakdown of the sustaining capital cost estimates ("Capex"). The sustaining Capex is at a prefeasibility level with an accuracy of  $\pm 25\%$ .

Underground Sustaining Capital Expenditures

Area	\$, millions
Underground Project Development	67.7
Process Plant, Infrastructure and Tailings	32.3
Deferred Capital	3.5
Contingency	7.1
<b>Total Sustaining Capital</b>	<b>110.6</b>

The Underground Life of Mine (“LOM”) operating costs average \$44.52 per ton milled. The first 1.5 years of costs are higher with use of a mining contractor. LOM site unit operating cash cost estimates are as summarized in the table below.

Underground Life of Mine Unit Operating Cost Summary

Area	LOM operating cost \$/st-ore milled (Contractor Miner)	LOM operating cost \$/st- ore milled (Owner Miner)
Mining	35.33	27.20
Processing	12.65	12.65
G&A	4.57	3.98
<b>Total</b>	<b>52.55</b>	<b>43.83</b>

Metal prices used in the economic analysis for copper, gold and silver are based on consensus data gathered initially in 2017 looking out to 2021 and flat thereafter. The metals prices are shown in the table below. The Consensus Economics Inc. copper price forecast of 2017 was considered current and relevant for the purpose of the April 2019 Technical Report.

Metal Prices

Item	Unit	2019	2020	2021	2022+
Copper Prices	\$/lb.	2.83	3.05	3.14	3.20
Gold Prices	\$/oz	1,276	1,285	1,284	1,325
Silver Prices	\$/oz	18.77	19.40	19.53	20.01

Note:

- (1) Source: Consensus Economics Inc. – August 2017.

Underground Project Economic Analysis Summary

<b>Item</b>	<b>Units</b>	<b>\$ Millions</b>
Net Smelter Revenue <sup>1</sup> , after royalty	LOM	1,941
Operating Margin	LOM	876
Operating Margin	Avg/yr	67
Undiscounted Net Cash Flow	Pre-tax	582
NPV 0%	After-tax	496
NPV 5%	Pre-tax	356
<b>NPV 5%</b>	<b>After-tax</b>	<b>301</b>
IRR	Pre-tax (%)	27.2
<b>IRR</b>	<b>After-tax (%)</b>	<b>25.2</b>
Payback	After-tax (yr)	4.75

Note:

- (1) Gross revenues less smelter charges, concentrate transport.

Open Pit

The open pit capital cost estimate consists of initial capital costs for Nevada Copper's open pit process facility, DST facility, mining equipment, capitalized stripping and infrastructure. A summary of the initial capital costs as set out in the April 2019 Technical Report is provided in the table below. The capital cost estimate referred to in the April 2019 Technical Report is at a prefeasibility level with an accuracy of  $\pm 25/-5\%$ .

Open Pit Initial Capital Cost Summary

<b>Description</b>	<b>Initial \$, millions</b>
Mining (including pre-strip)	128
Process (including tails filters)	427
Infrastructure	90
Dry Stack, Site Water, Env & Reclamation	7
Owner / G&A	20
<b>Total</b>	<b>672</b>

The estimated capital intensity of the Open Pit Project is \$9,544 per annual Cu-equivalent tonne, determined based on \$671.6M of estimated initial capital expenditures divided by estimated production of 70,364 Cu-equivalent tonnes per annum in the first five years of full operations.

The open pit capital cost estimate also consists of expansion and sustaining capital costs for Nevada Copper's open pit process facility, DST facility, mining equipment, capitalized stripping, and infrastructure. A summary of the expansionary and sustaining capital costs is provided below.

Open Pit Expansion and Sustaining Capital Summary

Description	Expansion \$, millions	Sustaining \$, millions	Total \$, millions
Mining	106	291	397
Process (including tails filters)	333	-	333
Infrastructure (including dry stack)	35	-	35
Dry Stack, Site Water, Env & Reclamation	-	120	120
G&A	-	-	-
<b>Total</b>	<b>473</b>	<b>410</b>	<b>884</b>

Open Pit LOM operating costs average \$11.51/st of mill feed. LOM unit operating costs are as summarized in the table below.

Open Pit Operating Cost Summary

Description	\$/ston Mill Feed
Mining	5.71
Process (including tailings)	5.38
G&A	0.43
<b>Total</b>	<b>11.51</b>

The economics of the Open Pit Project are summarized in the table below based upon the inputs disclosed in the April 2019 Technical Report, which includes the same long-term metal price assumptions as in the underground analysis.

Open Pit Economic Analysis Summary

Item	Units	LOM	Avg/Year <sup>1</sup>
Net Smelter Return (net of royalties)	\$, millions	8,986	473
Operating Cost	\$, millions	4,440	193
EBITDA	\$, millions	4,546	239
C1 Cash Costs	\$/lb-pay	1.73	-
AISC	\$/lb-pay	2.03	-
		<b>Pre-tax</b>	<b>Post-tax</b>
NPV 5%	\$, millions	1,482	1,203
NPV 7.5%	\$, millions	1,042	829
IRR	%	23	21
Payback	Years	4.5	8.1

Note:

- (1) Based on the PFS LOM annual plan.

Nevada Copper also evaluated a 37 Kstpd production rate without expansion. An open pit project which only operates at 37 Kstpd rate for its life of mine would generate a 29 year LOM and a post-tax NPV 7.5% of \$643 million and a post-tax IRR of 18.7%.

Whole of Property

A combined Underground Project and Open Pit Project scenario was prepared to provide an overview of the whole property economic analysis, although decisions to advance the Underground and Open Pit Projects may be made at different times in a phased development approach.

For the purpose of this combined scenario, the timeline for the Underground Project referred to in the April 2019 Technical Report assumed production commencing at the end of 2019 (the Underground Project is now in the production stage and undergoing a re-start of operations) and the Open Pit Project timeline assumed that construction starts in 2021 with production ramping up in 2023. The Company has paused work on the Open Pit Project as it dedicates its management and financial resources to the successful restart of the Underground Project.

Economic input assumptions draw from the details provided throughout the April 2019 Technical Report for each Underground and Open Pit Project component of the Property. The results are based on a combination of production, revenue, costs and cashflows as in each economic model. The “Combined NPVs” in the table below are the arithmetic sum of the individual case NPVs. However, note that the NPVs have differing start dates and will not match the NPV of the combined annual net cashflows.

A summary of production and economic results is shown in the below table.

Whole of Property Economic Analysis Summary

Parameter	Units	U/G PFS	O/P PFS	Combined: O/P & U/G	Avg/Year
<b>Production Summary</b>					
Waste Mined	Mtons	0	1,175	1,175	-
Tons Processed	Mtons	23.9	385.7	409.6	18.6
Production Years	Years	14	20	-	-
Cu Grade	%	1.56%	0.47%	0.53%	-
Cu-Equiv Grade	%	1.73%	0.65%	0.71%	-
Payable Cu Production	Mlbs	671	3,098	3,768	164
Payable Cu Production	Ktonnes	304	1,405	1,709	74
<b>Financial &amp; Economic Indicators</b>					
NSR (net of royalties)	\$, millions	2,060	8,986	11,046	480
Operating Cost	\$, millions	1,183	4,440	5,623	244
EBITDA	\$, millions	877	4,546	5,423	246
CI Cash Costs	\$/lb-pay	1.81	1.73	1.75	-
AISC	\$/lb-pay	2.26	2.03	2.07	-
<b>Pre-tax</b>					
NPV 5% <sup>1</sup>	\$, millions	357	1,482	1,839	-
NPV 7.5% <sup>1</sup>	\$, millions	278	1,042	1,320	-
IRR	%	27	23	24	-
<b>Post-tax</b>					
NPV 5% <sup>1</sup>	\$, millions	301	1,203	1,504	-
NPV 7.5% <sup>1</sup>	\$, millions	233	829	1,062	-
IRR	%	25	21	22	-

Note:

(1) Based on the PFS LOM annual plan.

## Exploration, Development, and Production

### Underground Project Development

As of the date hereof, the Underground Mine is in restart of operations with construction of critical infrastructure expected to be completed prior to the planned restart of stope mining and milling activities.

During Q2 2022, an unidentified weak rock structure in the main ramp to the East South Zone delayed access to planned stopes and required additional drilling and geotechnical mitigation work. As a result of the foregoing, together

with limited access to the main ramp, slower than planned development and longer backfill cycles, the Company's development and mining activities were reduced during the month of June 2022.

As announced in the Company's July 1, 2022 press release, the Company temporarily suspended underground mining and development activities, as well as milling activities, and took measures to significantly reduce Underground Project site and operation expenditures, with only limited operational activities being undertaken to protect the Company's assets. The Underground Project contractor at the time significantly reduced their workforce, retaining only a small crew for management of hoist operations and pump management. Near the end of Q3 2022, the Company replaced the contractor with the Company's own workforce.

#### Restart Plan

During Q3 2022 and Q4 2022, the Company advanced planning for the restart of operations at the Underground Mine. The restart plan is expected to be executed in three phases:

Phase 1 – Completion of the remaining dike crossings, construction of certain critical underground capital projects and workforce development;

Phase 2 – Resumption of underground lateral development and establishment of developed stope inventory; and

Phase 3 – Commencement of stope mining and mill start-up

The Company completed the detailed Restart Plan in Q3 2022, that outlines a phased approach to the restart of the Underground Mine, the recruitment plan, capital projects management, and risk mitigation, including key learnings from the previous operating periods.

In late Q3 2022, the Company began Phase 1 activities by reinitiating development activities with one mining crew focused on completing the second dike crossing. In Q4 2022, the Company completed the second dike crossing and added a second mining crew focused on advancing beyond the second dike, initiating the third dike crossing and other underground projects such as completion of the underground mobile maintenance shop. In Q4 2022, the Company awarded Dumas a construction contract to complete the critical underground capital projects.

The following are the key components for the restart of the Underground Project:

#### Mine Plan Optimization

Wood has completed an optimized LOM plan that focuses on accessing the larger, ore stopes of the East North Zone to bring value forward in the mine life. This optimized mine plan forms the Company's development and mine planning in preparation for the restart of mining operations.

#### Dike Crossings

With the completion of the second dike crossing, the Company is advancing development into the EN Zone which provides access to larger ore stopes, which is expected to significantly improve operating efficiencies. The rock quality being encountered beyond the dike as development headings are progressed into the EN Zone is competent and consistent with the geotechnical model. The third and final dike crossing is nearing completion. The completion of the first and second dike crossings were critical for access to the stopes that are planned to be mined in the second half of 2023.

#### Definition Drilling

Definition drilling of the initial stopes planned to be mined concurrently with the restart of milling operations in Q3 2023 have been completed and assayed, and confirm rock quality, grade and geometry represented by the geologic and reserve models.

#### Capital Projects



Certain capital projects are necessary to support sustained production.

- *Vent shaft stripping and fans* – This project establishes required LOM ventilation capacity by stripping remnant construction materials from the shaft and commissioning permanent surface fans, completing the original design for the shaft. Dumas began performing this work early in Q1 2023.
- *Underground crusher and ore handling system* – Excavation and ground support was in progress prior to the temporary suspension of the Underground Project in 2022. Engineering is nearing final design for the ore handling project, which includes ore storage, ore crushing utilizing a conventional jaw crusher and conveyance to hoist loading. Dumas began excavation activities for this project in Q1 2023. The Company received the jaw crusher in February, 2023.
- *LOM permanent de-watering system* – This system provides pumping capacity from the mine bottom to handle expected LOM water volumes and integrates into existing infrastructure.
- *Surface paste plant* - While the original design of the paste plant was a combination of thickened tails and rehandled dry stack tails, simple modifications can enable a single thickened tails flow sheet which would be expected to lower mill operating costs and improve operating performance. The design change is expected to increase mill throughput by reducing the volume of tails that require filtering. This project is expected to be completed in Q2 2023.
- *Cold clean water* – A system to deliver cold clean water to improve operating efficiency and reliability of the underground mining equipment is being completed.

#### Environmental & Community Assessment Update

Nevada Copper has prepared an Environmental and Community Assessment Summary which provides information on the studies that have been performed and the permits and authorizations in place to protect the environment and address any community-related issues. This summary was prepared subsequent to the effective date of the April 2019 Technical Report.

## **DIVIDENDS**

The Company has not declared any dividends since incorporation and does not anticipate that it will do so in the foreseeable future. The present policy of the Company is to retain all available funds for use in its operations and the expansion of its business.

## **DESCRIPTION OF CAPITAL STRUCTURE**

The authorized capital of the Company consists of an unlimited number of Common Shares without par value. All of the authorized Common Shares are of the same class and, once issued, rank equally as to dividends, voting powers, and participation in assets. Holders of Common Shares are entitled to one vote for each share held of record on all matters to be acted upon by the shareholders. Holders of Common Shares are entitled to receive such dividends as may be declared from time to time by the Board, in its discretion, out of funds legally available therefor.

Upon liquidation, dissolution or winding up of the Company, holders of Common Shares are entitled to receive pro rata the assets of the Company, if any, remaining after payments of all debts and liabilities. No Common Shares have been issued subject to call or assessment. There are no pre-emptive or conversion rights and no provisions for redemption or purchase for cancellation, surrender, or sinking or purchase funds.

Provisions as to the modification, amendment or variation of such shareholder rights or provisions are contained in the *Business Corporations Act* (British Columbia). Unless the *Business Corporations Act* (British Columbia) or the Company's Notice of Articles or Articles of Incorporation otherwise provide, any action to be taken by a resolution of the shareholders may be taken by an ordinary resolution or by a vote of a majority or more of the Common Shares.

There are no restrictions on the repurchase or redemption of Common Shares while there is any arrearage in the payment of dividends or sinking fund installments. The units issued pursuant to the July 2020 Offering, January 2021

Offering and November 2021 Offering, respectively, were comprised of one Common Share and one-half of one Common Share purchase warrant. Prior to the Share Consolidation, each whole July Warrant and each whole January Warrant entitled the holder thereof to purchase one Common Share at a price of C\$0.20 per Common Share and C\$0.22 per Common Share, respectively. As a result of the Share Consolidation, the July Warrants were adjusted such that 10 July Warrants were exercisable for one Common Share at an adjusted exercise price of C\$2.00 per Common Share until their expiry on January 28, 2022, and the January Warrants were adjusted such that 10 January Warrants are exercisable for one Common Share following the payment of an adjusted exercise price of C\$2.20 until their expiry on July 29, 2022. Each November Warrant is exercisable for one Common Share at a price of C\$1.00 per Common Share until their expiry on May 29, 2023.

In connection with Pala’s 2017 subscription in a special warrant offering, the Company and Pala entered into an investor rights agreement, dated December 21, 2017, pursuant to which Pala was granted the continuation of certain rights it held pursuant to a prior loan facility, including the right to nominate up to three members of the Board, subject to Pala maintaining certain share ownership thresholds, and the right, so long as it holds at least 15% of the outstanding Common Shares, to participate in future equity offerings on a pro rata basis.

## MARKET FOR SECURITIES

The Common Shares trade on the TSX, under the stock symbol “NCU”. The November Warrants trade on the TSX under the symbol “NCU.WT.B”. The July Warrants traded on the TSX under the symbol “NCU.WT” until their expiry on January 28, 2022. The January Warrants traded on the TSX under the symbol “NCU.WT.A” until their expiry on July 29, 2022.

### Trading Price and Volume

The following table lists the monthly volume of trading and high and low prices, in Canadian dollars, for the Common Shares, which are listed for trading on the TSX, for the most recently completed financial year ending December 31, 2022.

#### Monthly High and Low Share Prices and Volume for Common Shares for Financial Year Ended December 31, 2022

2022	High	Low	Volume
	C\$	C\$	
Jan	0.79	0.66	15,373,955
Feb	0.75	0.61	6,970,767
March	0.78	0.63	8,880,387
April	0.68	0.53	7,639,802
May	0.58	0.45	5,205,940
June	0.56	0.25	7,941,903
July	0.41	0.20	5,004,531
Aug	0.39	0.25	3,506,346
Sep	0.34	0.21	2,681,613
Oct	0.27	0.21	2,007,824
Nov	0.33	0.25	3,691,966
Dec	0.32	0.23	3,491,207

The following table lists the monthly volume of trading and high and low prices, in Canadian dollars, for the July Warrants, which were listed for trading on the TSX under the symbol “NCU.WT” until their expiry on January 28, 2022.

Monthly High and Low Prices and Volume for NCU.WT Warrants

2022	High	Low	Volume
	C\$	C\$	
Jan	0.01	0.01	748,525

The following table lists the monthly volume of trading and high and low prices, in Canadian dollars, for the January Warrants, which were listed for trading on the TSX under the symbol “NCU.WT.A”, until their expiry on July 29, 2022.

Monthly High and Low Prices and Volume for NCU.WT.A warrants

2022	High	Low	Volume
	C\$	C\$	
Jan	0.02	0.01	1,300,925
Feb	0.02	0.01	1,099,675
Mar	0.01	0.01	1,844,274
Apr	0.01	0.01	43,000
May	0.01	0.01	1,000
Jun	N/A	N/A	0
Jul	0.01	0.01	90,375

The following table lists the monthly volume of trading and high and low prices, in Canadian dollars, for the November Warrants, which are listed for trading on the TSX under the symbol “NCU.WT.B,” for the most recently completed financial year ending December 31, 2022.

Monthly High and Low Prices and Volume for NCU.WT.B warrants for Financial Year Ended December 31, 2022

2022	High	Low	Volume
	C\$	C\$	
Jan	0.14	0.08	798,107
Feb	0.13	0.08	91,500
Mar	0.13	0.06	46,000
Apr	0.10	0.05	518,002
May	0.05	0.05	30,000
Jun	0.06	0.01	1,588,500
Jul	0.02	0.01	2,258,200
Aug	0.02	0.02	143,000
Sep	0.02	0.02	100,000
Oct	0.02	0.01	216,250
Nov	N/A	N/A	0
Dec	0.01	0.01	20,000

### Prior Sales

The following table provides a list of outstanding Common Share purchase warrants that were outstanding but not listed or quoted on a marketplace as of December 31, 2022:

Number of Warrants	Exercise Price C\$	Grant Date	Expiry Date
15,000,000 <sup>(1)</sup>	2.25	March 27, 2020	March 27, 2025
15,000,000 <sup>(2)</sup>	0.86	November 30, 2021	January 31, 2026
398,723,212 <sup>(3)</sup>	0.2592	October 28, 2022	January 31, 2026
127,720,000 <sup>(4)</sup>	0.2592	October 28, 2022	January 31, 2026

Notes:

- (1) These warrants represent the Triple Flag Warrants issued to TFPM. Ten warrants are exercisable for one Common Share at the exercise price.
- (2) These warrants represent the Credit Facility Warrants issued to Pala. One warrant is exercisable for one Common Share at the exercise price.
- (3) These warrants represent the A&R Credit Facility Warrants issued to Pala. One warrant is exercisable for one Common Share at the exercise price.
- (4) These warrants represent the Mercuria Warrants issued to Mercuria. One warrant is exercisable for one Common Share at the exercise price.

### **Common Share Stock Options**

The following table provides a list of outstanding Common Share purchase incentive stock options that were outstanding but not listed or quoted on a marketplace as at December 31, 2022. Numbers of outstanding Common Share purchase incentive stock options and exercise prices have been adjusted to reflect the Share Consolidation:

<b>Number of Options</b>	<b>Exercise Price CAD</b>	<b>Grant Date</b>	<b>Expiry Date</b>
1,008,200	\$6.70	16-May-18	16-May-23
744,707	\$4.40	27-Feb-19	27-Feb-24
1,486,870	\$1.60	10-Apr-20	10-Apr-25
86,709	\$2.10	10-Jun-20	10-Jun-23
627,205	\$0.95	24-Aug-21	24-Aug-26
517,245	\$0.64	12-Apr-22	12-Apr-27
<b>Total</b>			
<b>4,470,936</b>			

### **ESCROWED SECURITIES**

No securities of the Company were held in escrow during the financial year ended December 31, 2022.

### **DIRECTORS AND EXECUTIVE OFFICERS**

Directors and Executive Officers as of March 20, 2023 are:

Name, Current Position with the Company, Province or State and Country of Residence	Principal Occupation during the Past Five Years <sup>(1)</sup>	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled <sup>(1)</sup>
Tom Albanese <sup>(3)(4)(5)(6)</sup> Lead Director New Jersey, USA	Director of Franco-Nevada Corporation, a gold royalty and streaming company, since 2013; a director of CoTec Holdings, a mining industry technology company, since 2021; a Director of Mesabi Metallica, a private Minnesota Corporation seeking to complete the development of an iron ore mining and processing facility, from 2021 to 2022; an Advisory Board member of Esan Mining, an industrial mineral and metallic mineral producer, since 2019; Chief Executive Officer and a Director of Vedanta Resources plc and Vedanta Limited, a natural resource company, from 2014 to 2017; Chief Executive Officer of Rio Tinto plc, a metals and mining corporation, from 2007 to 2013	Since May 4, 2018; Appointed Lead Director August 13, 2018	345,000
Michael Brown <sup>(2)(4)</sup> Director Paarl, Western Cape, South Africa	Managing Partner for Palaris in the Africa Region, a mining consulting company, since October 1, 2017; interim President and Chief Executive Officer of the Company from August 2021 to October 2021. Non - executive director of Gem Diamonds since 1 Jan 2018; Managing Director Technical of Pala Investments Limited, an investment company focused on the mining sector, from 2015 to 2017.	Since August 8, 2013	85,000
Guillaume de Dardel Director <sup>(8)</sup> Geneva, Switzerland	Head of Energy Transition Metals at Mercuria Energy Trading SA, an independent global energy and commodities group, since 2017.	Since November 4, 2022	Nil
Raffaele (Lucio) Genovese <sup>(2)(5)</sup> Director Zug, Switzerland	Chief Executive Officer of NAGE Capital Management, an investment and advisory company specializing in the natural resources sector, since 2004; Chairman of CoTec Holdings, a mining industry technology company, since September 2021; Chairman of Ferrexpo, an iron ore producer, since August 2020.	Since May 27, 2016	Nil
Stephen Gill <sup>(3)(6)</sup> Non-Executive Chairman and Director Zug, Switzerland	Managing Partner at Pala Investments Limited, an investment company focused on the mining sector, since January 2016 and Portfolio Manager from January 2009 to January 2016.	Since January 28, 2016	255,030 <sup>(7)</sup>

Evgenij Iorich <sup>(5)</sup> Director Zug, Switzerland	Managing Partner and Director at Pala Investments Limited, an investment company focused on the mining sector, since January 2016 and Portfolio Manager from January 2009 to January 2016; Director of Itafos, a phosphate fertilizers and specialty products company.	Since January 28, 2016	260,800 <sup>(7)</sup>
G. Ernest (Ernie) Nutter <sup>(2)(3)(4)(5)</sup> Director Ontario, Canada	Retired; Former mining analyst at Capital Group from 2004 until his retirement in 2017.	Since May 4, 2018	480,000
Randy Buffington, President and Chief Executive Officer, Nevada, USA	President and Chief Executive Officer of the Company since October 2021; Chief Executive Officer at Hycroft Mining from January 2013 to July 2020.	Director since November 1, 2022. Officer	200,000
Gregory Martin Executive Vice President and Chief Financial Officer British Columbia, Canada	Executive Vice President and Chief Financial Officer of the Company since November 14, 2022; Chief Financial Officer, SSR Mining Inc. from 2012 to 2021	Officer Only	Nil
Carolyn “Lina” Tanner General Counsel Nevada, USA	General Counsel of the Company since December 5, 2023. Managing Member of Tanner Law & Strategy Group, LTD from 2016 to present. Senior Advisor - Government Affairs, Burning Man Project, 2020 to 2022.	Officer Only	Nil

Notes:

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective directors and officers. The number of Common Shares has been adjusted as applicable to reflect the Share Consolidation.
- (2) Member of Audit Committee.
- (3) Member of Compensation Committee.
- (4) Member of Health, Safety, Environment and Technical Committee.
- (5) Member of Governance and Nomination Committee.
- (6) Member of Sustainability Committee.
- (7) Pala and Pala Assets Holdings Limited (an affiliated entity of Pala who may be considered to be a joint actor) hold 304,355,449 Common Shares and 10,000,000 Common Shares, respectively, representing approximately 42.0% and 1.4% of the issued and outstanding Common Shares, respectively.
- (8) Mercuria Energy Trading SA holds 175,700,394 Common Shares, representing approximately 24.3% of the issued and outstanding Common Shares.

As at the date hereof, all the directors and executive officers as a group beneficially own, control or direct, directly or indirectly, an aggregate of 1,807,840 Common Shares representing approximately 0.25 % of the Company’s outstanding Common Shares.

The directors have served in their respective capacities as directors since their election and will serve until the next Annual General Meeting or until a successor is duly elected, unless the office is vacated in accordance with the Articles of Incorporation of the Company.

The Senior Management serves at the pleasure of the Board.

**Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

Except as described below, no director or executive officer of the Company is, as at the date of this AIF, or was within 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including the Company), that:

- (a) was subject to a cease trade order, an order similar to a cease trade 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, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade 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, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No director or executive officer of the Company, and no shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (a) is, as at the date of this AIF, or has been within the 10 years before the date of this AIF, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or 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; or
- (b) has, within 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become 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 the director, executive officer or shareholder.

No director or executive officer of the Company, and no shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

On October 17, 2017, the SEC filed civil charges against each of Rio Tinto PLC, Tom Albanese and the former CFO of Rio Tinto PLC, alleging, among other things, violations of the anti-fraud, reporting, books and records and internal control provisions of U.S. federal securities laws in connection with conduct at Rio Tinto PLC and certain of its subsidiaries while Mr. Albanese was the CEO of Rio Tinto PLC and prior to his becoming a director of the Company. On March 2, 2018, the Australian Securities and Investments Commission (“ASIC”) commenced civil proceedings in the Federal Court of Australia against each of Rio Tinto Limited, Tom Albanese and the former CFO of Rio Tinto Limited relating to statements which ASIC alleged were misleading contained in the annual report of Rio Tinto Limited for 2011. On May 1, 2018, ASIC expanded the proceedings commenced on March 2, 2018 in the Federal Court of Australia. The expanded proceedings related to Rio Tinto Limited’s alleged failure to recognize an impairment of a wholly owned subsidiary, Rio Tinto Coal Mozambique in its 2012 Interim Financial Statements. On February 28, 2022, ASIC amended the proceedings, dropping all of its claims for relief against Mr. Albanese and the former CFO. On March 7, 2022, the Federal Court of Australia entered an order that, among other things, dismissed the proceedings in their entirety against Mr. Albanese and the former CFO. There were no findings of liability or contraventions on the part of Mr. Albanese (or the former CFO). The ASIC proceedings are concluded. The Corporation is aware of the SEC allegations and will continue to monitor the progress of the situation.

As noted above, Randy Buffington, served as President and Chief Executive Officer of Hycroft Mining (“Hycroft”), a Delaware corporation, from July 2013 until July 2020. Randy Buffington also served as Executive Vice-President and Chief Operating Officer of Hycroft from February 2013 to July 2013. On March 10, 2015, Hycroft (under its previous name, Allied Nevada Gold Corp.) and certain of its domestic direct and indirect subsidiaries filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware. In connection therewith, Hycroft restructured its debt and equity pursuant to a court-approved plan of reorganization. Hycroft completed the financial restructuring process and emerged from Chapter 11 proceedings on October 22, 2015, and in connection with same, changed its name from “Allied Nevada Gold Corp.” to “Hycroft Mining Corporation”.



In April 2014, Randy Buffington was named as one of the defendants in two federal securities class action lawsuits heard in the U.S. District Court of Nevada (Reno). The complaints were filed on behalf of investors who purchased shares of Hycroft between January 18, 2013 and August 5, 2013, inclusive (the “Class Period”), and alleged that as a result of the defendants’ materially false and misleading statements and omissions, Hycroft’s shares traded at artificially inflated prices during the Class Period. On February 10, 2020, a Stipulation of Settlement was filed pursuant to which the defendants agreed to pay \$14 million into a settlement fund, to be paid by their insurance carriers. On November 16, 2020, a final judgment and order of dismissal with prejudice was filed.

## **LEGAL PROCEEDINGS AND REGULATORY ACTIONS**

There are currently no active litigation or regulatory enforcement actions involving the Company. The status of settlement agreements and accompanying final orders that disposed of prior litigation are as follows:

### *Cementation Claim*

On November 5, 2019, Cementation, which was the principal underground contractor of the Underground Mine until January 30, 2020, filed a claim against NCI in the Second Judicial District of Nevada for breach of contract and other claims related to the mining development contract for the Underground Mine. On January 30, 2020, after NCI terminated its contract with Cementation, NCI filed counterclaims against Cementation for breach of contract and declaratory relief. Cementation filed an amended complaint on April 10, 2020 alleging additional tort claims, which NCI responded to on April 24, 2020. Cementation also filed a motion for injunctive relief on May 13, 2020 relating to use of hoist software, which NCI opposed on May 27, 2020. The court entered a stipulation among the parties on July 9, 2020 that allowed NCI to continue to use Cementation’s hoist software through completion of sinking operations on the vent shaft.

During the first quarter of 2021, NCI entered into a settlement agreement with Cementation to resolve the litigation relating to the mining development contract for the Underground Mine. As part of the settlement, NCI paid Cementation \$1 million upon release of the related bond and agreed to pay Cementation \$9 million in installments beginning in September 2021, which \$9 million was guaranteed by Pala. The Company paid Cementation \$2,250,000 on both September 1, 2021 and December 1, 2021. The parties agreed on amended settlement terms in December 2021, pursuant to which NCI paid \$2,250,000 to Cementation on October 13, 2022 and \$2,450,000 to Cementation on December 15, 2022, which payments are guaranteed by Pala. Under a fee agreement between Pala and the Company, a 5% fee on the original guaranteed amount of \$9,000,000, being \$450,000, was payable by the Company to Pala, which was satisfied by the Company through the issuance of 356,002 Common Shares to Pala in February 2021 (the “Guarantee Shares”), representing a price per Guarantee Share of C\$1.62, being the current market price of the Common Shares when the fee agreement was entered into.

The court dismissed all claims and the \$3.4 million bond issued in connection with the dispute has been released. All payments under the settlement agreement have been paid, and this matter is concluded.

### *Sedgman Claim*

On April 6, 2020, Sedgman USA Inc. (“Sedgman”), the prior primary contractor for construction and commissioning of the processing plant at the Underground Mine, filed a complaint against NCI in the Second Judicial Court for the State of Nevada. The dispute related to Sedgman’s delay in the ramp-up of commissioning of the plant and the parties’ contractual obligations.

In the first quarter of 2021, NCI entered into a settlement agreement with Sedgman (“Settlement Agreement”) in order to resolve the litigation related to the parties’ contractual obligations. As part of the settlement, the Company issued 1,599,251 Common Shares to Sedgman at a price of C\$1.60 per Common Share, the market price of the Common Shares at the time that the settlement agreement was entered into, totaling \$2 million.

In the third quarter of 2021, upon Sedgman meeting certain performance thresholds under the Settlement Agreement, the Company issued 437,481 Common Shares to Sedgman at a price of C\$2.27 per Common Share, the market price of the Common Shares at the time the performance thresholds were met, totaling \$0.8 million. In the fourth quarter of 2021, upon Sedgman meeting certain performance thresholds under the Settlement Agreement, the Company issued an additional 2,238,819 Common Shares to Sedgman at a price of C\$0.68 per Common Share, the market price of the Common Shares at the time the performance thresholds were met, totaling \$1.2 million.

During Q2 2022, the Company failed to make a payment of \$0.5 million pursuant to the Settlement Agreement. Consequently, Sedgman filed a complaint seeking compensatory damages and pre-judgment writ of attachment

against certain property belonging to the Company for the satisfaction of any judgment that may be recovered by Sedgman. The Second Judicial District Court granted the application for pre-judgment writ of attachment in favor of Sedgman on certain property of the Company, not exceeding the amount payable per the Settlement agreement. On November 28, 2022, the Company and Sedgman entered into a standstill arrangement to stay court proceedings and agreed to a revised schedule to pay the outstanding amount. Pursuant to the amendment of the Settlement Agreement as to payment schedule, NCI paid \$1 million to Sedgman on December 29, 2022, \$1.5 million on January 19, 2023 and \$1 million on February 16, 2023.

The court has dismissed all claims in connection with the dispute.

## **INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

Other than as set forth herein and in management's discussion and analysis in respect of the year-ended December 31, 2022 and other than transactions carried out in the ordinary course of business of the Company or any of its subsidiaries, none of the directors or executive officers of the Company, any shareholder directly or indirectly beneficially owning, or exercising control or direction over, shares carrying more than 10% of the voting rights attached to the shares of the Company, nor an associate or affiliate (as defined in the British Columbia *Securities Act*) of any of the foregoing persons has since January 1, 2022 any material interest, direct or indirect, in any transactions that materially affected or would materially affect the Company or any of its subsidiaries.

## **TRANSFER AGENT AND REGISTRAR**

The registrar and transfer agent for the Company is Computershare Investor Services Inc. of 510 Burrard Street, 3<sup>rd</sup> Floor, Vancouver, British Columbia, Canada, V6C 3B9.

## **MATERIAL CONTRACTS**

The Company has entered into the following material contracts that are currently in effect.

- a. Lease Agreement between 607792 BC and RGGs for the Project, dated May 4, 2006 (see "*Description of Business – General Description – Mineral Rights & Land Holdings*").
- b. Assignment and Assumption Agreement between 607792 BC and the Company dated January 4, 2008 – 607792 assigned all of its rights, title and interest in the Lease Agreement between 607792 and RGGs to the Company (see "*Corporate Structure – Intercorporate Relationships*").
- c. The first amendment dated April 10, 2008, the second amendment dated April 24, 2013, the third amendment dated May 10, 2016, the fourth amendment dated June 3, 2016, the fifth amendment dated January 10, 2017, and the sixth amendment to the Lease Agreement dated December 12, 2019 between the Company and RGGs.
- d. Water Service Agreement between NCI and City of Yerington dated August 10, 2009 – the City of Yerington reserved 2,000-acre feet for use by NCI for 30 years.
- e. First Amendment to Water Service Agreement between NCI and City of Yerington, dated July 25, 2011 – the City of Yerington reserved an additional 1,500-acre feet of water (totaling 3,500 acre feet) for use by NCI.
- f. Stream Agreement dated December 21, 2007, between the Company, NCI and Triple Flag, as amended on May 31, 2019, March 27, 2020, December 8, 2020, and October 28, 2022 (see "*Financing and Offtake Arrangements*").
- g. Investor Rights Agreement dated December 21, 2017 between the Company and Pala (see "*General Development of the Business – Three Year History*").
- h. Investor Rights Agreement dated October 28, 2022 between the Company and Triple Flag (see "*Financing and Offtake Arrangements*").
- i. Second Amended and Restated Credit Agreement dated October 28, 2022 among KfW IPEX-Bank, as Administrative Agent, NCI, as Borrower, arranged by KfW IPEX-Bank, as Sole Lead Arranger and UFK Agent (see "*Financing and Offtake Arrangements*"), Amendment Agreement no. 1 to the Second A&R Credit Agreement dated February 8, 2023, and the Amendment Agreement no. 2 to the Second Credit Agreement dated March 15, 2023.

- j. The Backstop Agreement dated October 28, 2022 among the Company and Pala.
- k. Warrant Indenture between the Company and Computershare Trust Company of Canada, as warrant agent, dated November 29, 2021, in connection with the warrants issued as part of the November 2021 Offering (see “*Financing and Offtake Arrangements*”).
- l. Second Amended and Restated Loan Agreement dated October 28, 2022 between the Company, as Borrower, and Pala as Lender, Agent, and Lead Arranger (see “*Financing and Offtake Arrangements*”).
- m. Subscription Agreement dated October 28, 2022 between the Company and Mercuria (see “*Financing and Offtake Arrangements*”).

## **INTERESTS OF EXPERTS**

### **Name of Experts**

The following are names of persons or companies that have prepared or certified a report, valuation, statement, or opinion described or included in a filing, or referred to in a filing, made under NI 51-102 – *Continuous Disclosure Obligations* by the Company during, or relating to, the Company’s most recently completed financial year end and whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company.

The majority of the technical information regarding the Project set out in this AIF is taken directly from the April 2019 Technical Report for the Underground Project and Open Pit Project, as prepared by the April 2019 Technical Report Authors each of whom is a “qualified person” and each of whom, other than Robert McKnight and Greg French, is “independent”, as such terms are defined in NI 43-101.

To the knowledge of Nevada Copper, no expert held more than 1% of the outstanding securities of the Company or of any associate or affiliate thereof as of the date hereof, when they participated in the preparation of the technical information contained in this AIF or following the preparation of such technical information. No firm or person received, or will receive, any direct or indirect interest in any securities of the Company or of any associate or affiliate thereof in connection with the preparation of such technical information.

### **Name of Experts-Auditors**

The following are names of persons or companies that have prepared or certified a report, valuation, statement or opinion described or included in a filing, or referred to in a filing, made under NI 51-102 – *Continuous Disclosure Obligations* by the Company during, or relating to, the Company’s most recently completed financial year end and whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company.

PricewaterhouseCoopers LLP (“PwC”), Chartered Professional Accountants, located at PricewaterhouseCoopers Place, 250 Howe Street, Suite 1400, Vancouver, British Columbia, V6C 3S7 provided an auditor’s report dated March 20, 2023 in respect of the Company’s consolidated financial statements for the financial year ended December 31, 2022. PwC have reported that they are independent within the meaning of the Chartered Professional Accountants of British Columbia Code of Professional Conduct.

## **AUDIT COMMITTEE**

National Instrument 52 -110 – *Audit Committees* (“NI 52-110”) requires the Company to disclose annually certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following. The text of the Company’s audit committee charter is attached as Schedule “A” hereto.

### **Composition of the Audit Committee**

As of the date hereof, the members of the audit committee are Raffaele (Lucio) Genovese, Michael Brown, and G. Ernest (Ernie) Nutter, each of whom is financially literate and independent for audit committee purposes under NI 52-110.

### **Relevant Education and Experience**

Mr. Genovese has 30 years of experience in both the merchant and financial sectors of the metals and mining industry. Mr. Genovese is the CEO of Nage Capital Management in Baar, Switzerland. He is also Chairman of Ferrexpo and of

CoTec Holdings. He was previously employed at Glencore International AG where he held several senior positions including CEO of the CIS region and manager of the Moscow office. Mr. Genovese is a Chartered Accountant and has Bachelors of Commerce and Accounting degrees from the University of Witwatersrand, Johannesburg (South Africa).

Mr. Brown is Managing Partner of Africa at Palaris, a leading international mining advisory firm, established in 2000. Prior to this role, Mr. Brown was Managing Director, Technical and Operations at Pala. Prior to joining Pala, Mr. Brown worked for De Beers Consolidated Mines Ltd. (“De Beers”) where in his role of Chief Operating Officer he was responsible to the Chief Executive Officer and the board of directors for all operations in South Africa, including production at five mines, the planning and execution of construction projects, strategic business development and health, safety and environmental control. Mr. Brown previously held the position of Head of Strategic Business Development at De Beers, where he was responsible for the full value chain from resource evaluation to strategic business planning, concept studies, feasibility studies and project implementation. He managed a number of major projects, including the \$750 million Finsch block 5 feasibility study, the \$1.3 billion Venetia underground mine pre-feasibility study, the \$35 million Venetia resource extension project, and a \$200 million construction project at Voorspoed. Mr. Brown has a Bachelors of Science degree in Engineering (Mining) from the University of the Witwatersrand, Johannesburg (South Africa).

Mr. Nutter is a highly regarded mining analyst, formerly with one of the world’s largest money managers, Capital Group, from 2004 until his retirement in 2017. Prior to this, he spent over 13 years with the Royal Bank of Canada (RBC) where he was Managing Director of RBC Capital Markets, Director of RBC’s Global Mining Research team and former Chairman of RBC Dominion Securities’ (now RBC Capital Markets) Strategic Planning Committee. Mr. Nutter holds a Bachelor of Science degree in Geology from Dalhousie University.

As a result of their business experience, Messrs. Genovese, Brown, and Nutter (i) have an understanding of the accounting principles used by the Company to prepare its financial statements, (ii) have the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves, (iii) have experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and 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, and (iv) have an understanding of internal controls and procedures for financial reporting.

#### **Audit Committee Oversight**

The audit committee has not made any recommendations to the Board to nominate or compensate any external auditor.

#### **Pre-Approval Policies and Procedures**

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services.

#### **External Auditor Service Fees**

The audit committee has reviewed the nature and amount of the non-audit services provided by its auditors to the Company to ensure auditor independence. Fees paid to PwC for audit and non-audit services in 2022 and 2021 are outlined in the following table.

<b>Nature of Services</b>	<b>Fees Paid to Auditor in the Period Ended December 31, 2022</b>	<b>Fees Paid to Auditor in the Period Ended December 31, 2021</b>
	<b>All amounts in Canadian Dollars</b>	<b>All amounts in Canadian Dollars</b>
Audit Fees <sup>(1)</sup>	\$682,500	\$248,500
Audit-Related Fees <sup>(2)</sup>	nil	\$79,700
Tax Fees <sup>(3)</sup>	\$69,830	\$113,340
All Other Fees <sup>(4)</sup>	\$1,950	nil

<b>Total</b>	<b>\$754,280</b>	<b>\$441,540</b>
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## Notes

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Company’s consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services include transition to IFRS reviews, employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include all other non-audit services.

## ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company at 250-200 Burrard Street, Vancouver, British Columbia, V6C 3L6 to request copies of the Company’s financial statements and management’s discussion and analysis. Financial information is provided in the Company’s comparative financial statements and management’s discussion and analysis for its most recently completed financial year. Additional information including directors’ and officers’ remuneration and indebtedness, principal holders of the Company’s securities and securities authorized for issuance under equity compensation plans will be contained in the Company’s Information Circular (which will be filed on SEDAR at [www.sedar.com](http://www.sedar.com)) in connection with its Annual Meeting of Shareholders to be held later this year.

**Schedule A**  
**NEVADA COPPER CORP.**  
**(THE “CORPORATION”)**

**AUDIT COMMITTEE CHARTER**

**A. PURPOSE**

The overall purpose of the Audit Committee (the “Committee”) is to ensure that the Corporation’s management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements of the Corporation, to review the Corporation’s compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of material facts and to review and report on the Corporation’s risk mitigation strategies.

**B. COMPOSITION, PROCEDURES AND ORGANIZATION**

1. Each member of the Committee shall be a member of the Board of Directors (the “Board”), in good standing, and each of the members of the Committee shall be independent, as that term is defined in National Instrument 52-110 (“NI 52-110”), in order to serve on this Committee.
2. All of the members of the Committee shall be financially literate, as that term is defined in NI 52-110.
3. Members shall be appointed by the Board and shall serve until they resign, cease to be a director, or are removed or replaced by the Board.
4. The Board shall designate one of the Members as chair of the Committee (the “Chair”), provided that if the Board has not designated a Chair, then the Committee members may elect one of the members as Chair.
5. The members of the Committee shall appoint, from among their number, a secretary of the Committee (the “Secretary”).
6. The Committee shall meet at least four times per year, and each time the Corporation proposes to issue a press release with its quarterly or annual earnings information. These meetings may be combined with regularly scheduled meetings, or more frequently as circumstances may require. The Committee may ask members of the Corporation’s management (the “Management”) or others to attend the meetings and provide pertinent information as necessary. Any member of the Committee may call a meeting of the Committee.
7. Unless waived by all members of the Committee, a notice of each meeting of the Committee confirming the date, time, place, and agenda of the meeting, together with any supporting materials, shall be forwarded to each member at least three days before the date of the meeting.
8. The quorum for each meeting of the Committee is a majority of the members of the Committee. The Chair of the Committee shall chair each meeting. In the absence of the Chair, the other members may appoint one of their number as chair of a meeting. The chair of a meeting shall not have a second or casting vote.
9. The Chair of the Committee or his or her delegate shall report to the Board following each meeting of the Committee.
10. The Secretary or his or her delegate shall keep minutes of all meetings of the Committee, including all resolutions passed by the Committee. Minutes of meetings shall be distributed to the members of the Committee and the other directors of the Company after preliminary approval thereof by the Chair of the Committee.
11. The Committee shall be authorized to conduct executive sessions with the outside auditors, outside counsel, and anyone else as desired by the Committee.
12. The Committee shall be authorized to hire outside counsel or other consultants as necessary (this may take place any time during the year). Outside auditors shall be authorized to communicate directly with the Committee, without going through management of the Corporation.

**C. ROLES AND RESPONSIBILITIES**

1. The overall duties and responsibilities of the Committee shall be as follows:
  - (a) to review the Committee's charter annually, reassess the adequacy of this charter, and recommend any proposed changes to the Board. Consider changes that are necessary as a result of new laws or regulations;
  - (b) to review and evaluate the performance of the independent auditors and review with the full Board any proposed discharge of the independent auditors;
  - (c) to ensure that the management of the Corporation has designed, implemented and is maintaining an effective system of internal financial controls; and
  - (d) to report regularly to the Board on the fulfillment of its duties and responsibilities.
2. The duties and responsibilities of the Committee as they relate to the independent auditors shall be as follows:
  - (a) to approve any non-audit services provided by the independent auditors, including tax services;
  - (b) to review with the independent auditor, the audit scope and plan of the independent auditors;
  - (c) to address the coordination of the audit efforts to assure the completeness of coverage, reduction of redundant efforts, and the effective use of audit resources;
  - (d) to review with the independent auditor that performs an audit:
    - (i) all critical accounting policies and practices used by the Corporation; and
    - (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the Management, the ramifications of each alternative and the treatment preferred by the Corporation.
3. The duties and responsibilities of the Committee as they relate to the Management shall be as follows:
  - (a) to review with the Management, the policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the independent auditor;
  - (b) to consider, with Management, the rationale for employing accounting firms rather than the principal independent auditors; and
  - (c) to review with the Management, the independent auditors annual financial report before it is filed with the regulatory authorities.
4. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Corporation are to:
  - (a) periodically review the Corporation's code of conduct to ensure that it is adequate and up-to-date;
  - (b) review the procedures for the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters that may be mitted by any party internal or external to the organization;
  - (c) review any complaints that might have been received, current status, and resolution if one has been reached;
  - (d) review procedures for the confidential, anonymous submission by employees of the organization of concerns regarding questionable accounting or auditing matters; and
  - (e) review any submissions that have been received, the current status, and resolution if one has been reached.
5. The Committee is also charged with the responsibility to:
  - (a) inquire regarding the "quality of earnings" of the Corporation from a subjective as well as an objective standpoint;

- (b) review with the independent accountants:
  - (i) the adequacy of the Corporation's internal controls including computerized information system controls and security; and
  - (ii) any related significant findings and recommendations of the independent auditors together with the Management's responses thereto;
- (c) perform such other functions as assigned by law, the British Columbia Business Corporations Act, the Corporation's by-laws, articles, or the Board;
- (d) to inquire of the Management and the independent auditors about significant risks or exposures facing the Corporation; assess the steps the Management has taken or proposed to take to minimize such risks to the Corporation; and periodically review compliance with such steps;
- (e) to conduct a bi-annual review of the general risk register of the Corporation, as prepared by Management, and provide feedback to Management;
- (f) to review with Management and the independent auditor, the effect of any regulatory and accounting initiatives, as well as off-balance-sheet structures, if any; and
- (g) to review with the Management and the independent auditors:
  - (i) the Corporation's annual financial statements and related footnotes;
  - (ii) the independent auditors' audit of the financial statements and their report thereon;
  - (iii) the independent auditor's judgements about the quality, not just the acceptability, of the Corporation's accounting principles as applied in its financial reporting;
  - (iv) any significant changes required in the independent auditor's audit plan; and
  - (v) any serious difficulties or disputes with the Management encountered during the audit.