



ANNUAL INFORMATION FORM

FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2023

DATED: MARCH 21, 2024

Unless otherwise indicated, all information in this Annual Information Form is presented as at and for the financial year ended December 31, 2023

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1 INTERPRETATION

1.1 Definitions

In this Annual Information Form the following abbreviations and terms have the meanings set out below:

“2019 Resource Estimate” means the “Technical Report for the 2019 Mineral Resource Estimate on the McIlvenna Bay Project, Saskatchewan Canada” prepared by Micon with an effective date of May 7, 2019 and a report date of July 10, 2019.

“2020 Pre-Feasibility Study” means the “NI 43-101 Technical Report, Pre-Feasibility Study for the McIlvenna Bay Project, Saskatchewan, Canada” prepared by AGP Mining Consultants Inc. with an effective date of March 12, 2020 and report date of April 27, 2020.

“2021 Mineral Resource Estimate” means the “Technical Report for the 2021 Mineral Resource Estimate on the McIlvenna Bay Project Saskatchewan, Canada” prepared by Micon, with an effective date of September 6, 2021 and report date of November 25, 2021, as amended and restated on January 31, 2022.

“2022 Feasibility Study” means the “Technical Report on the Feasibility Study for the McIlvenna Bay Project, Saskatchewan Canada”, with an effective date of February 28, 2022 and report date of April 14, 2022, prepared by Stantec Consulting Ltd. (Stantec), Halyard, Micon International Ltd (Micon), Blue Coast Research (Blue Coast), Canada North Environmental Services (CanNorth), Knight Piésold and RockEng as the technical report contributors.

“A&R Committee” means the Audit & Risk Committee of the Company.

“AIF” means this Annual Information Form.

“BCBCA” has the meaning ascribed to that term under the heading “Corporate Structure – Name, Address and Incorporation”.

“Bigstone Deposit” means the Company’s 100% owned base metal deposit situated within the Company’s Bigstone Property and subject of the Bigstone Technical Report.

“Bigstone Property” means the Company’s 100% owned property located in east-central Saskatchewan, approximately 85 km west of Flin Flon, Manitoba by road, consisting of 22 mineral dispositions and covering an area of approximately 24,578 hectares.

“Bigstone Technical Report” means the “Technical Report on the Bigstone Project, East Central Saskatchewan, Canada,” prepared by Roscoe Postle Associates Inc., now part of SLR Consulting Limited, with an effective date of November 30, 2020 and report date of January 21, 2021, as amended and restated on February 1, 2022.

“Bridge Zone” means the zone between the Tesla Zone and the McIlvenna Bay Deposit.

“Cameco” means Cameco Corp.

“Canmet” means Canada Centre for Mineral and Energy Technology.

“CanNorth” means Canada North Environmental Services.

“CEO” means Chief Executive Officer.

“CFO” means Chief Financial Officer.

“Change of Control” has the meaning ascribed to that term under the heading “*Description of Share Capital – Non-Voting Shares*”.

“**CIM**” means Canadian Institute of Mining, Metallurgy and Petroleum.

“**CIM Definition Standards**” means CIM Definition Standards on Mineral Resources and Mineral Reserves, adopted by the CIM Council, as amended.

“**Commission**” means Securities and Exchange Commission of the United States of America.

“**Common Shares**” means common shares in the capital of the Company.

“**Company**” or “**Foran**” means Foran Mining Corporation.

“**Conversion Right**” means the right of a Member to convert their Non-Voting Shares into Common Shares.

“**CSZ**” means the Copper Stockwork Zone.

“**December 2023 Offerings**” has the meaning ascribed to that term under the heading “General Development of the Business – Three Year History – Year Ended December 31, 2023.”

“**Denare West Option**” has the meaning ascribed to that term under the heading “Other Projects”.

“**DSU**” means deferred share units issued under the Company’s LTIP.

“**Equipment Finance Facility**” means the strategic equipment finance arrangement for draws up to \$67 million with Sandvik Financial Service for the costs associated with the initial battery vehicle mining fleet, charging stations and batteries.

“**ESTMA**” means the *Extractive Sector Transparency Measures Act* (Canada).

“**Fairfax**” means Fairfax Financial Holdings Ltd. and its subsidiaries.

“**Fairfax Financing**” has the meaning ascribed to that term under the heading “General Development of the Business – Three Year History – Year Ended December 31, 2021.”

“**Fairfax Warrant**” has the meaning ascribed to that term under the heading “General Development of the Business – Three Year History – Year Ended December 31, 2021.”

“**FFGB**” means Flin Flon Greenstone Belt.

“**FS**” means Feasibility Study.

“**G&A costs**” means general and administrative costs.

“**Glencore**” means Glencore Canada Corporation.

“**ha**” means hectares.

“**Hooke Target**” means the mineralization zone located approximately 5km north of the Bigstone Deposit.

“**Last Financial Year**” means the Company’s financial year ended December 31, 2022.

“**LTIP**” means the Company’s long-term incentive plan, as may be amended from time to time.

“**March 2023 Offering**” has the meaning ascribed to that term under the heading “General Development of the Business – Three Year History – Year Ended December 31, 2023.”

“**Marconi Prospect**” means the mineralization zone located approximately 500km east of the Bigstone

Deposit.

“**MBO**” means McIlvenna Bay Operating Ltd., a wholly owned subsidiary of the Company.

“**MD&A**” means the Company’s Management’s Discussion & Analysis for the year ended December 31, 2023.

“**Member**” means any holder of Non-Voting Shares, except for Fairfax.

“**Micon**” means Micon International Limited.

“**McIlvenna Bay Deposit**” means the Company’s 100% owned base metal deposit situated within the McIlvenna Bay Property and subject of the 2021 Mineral Resource Estimate and the 2022 Feasibility Study.

“**McIlvenna Bay Property**” means the Company’s 100% interest in the McIlvenna Bay property, which consists of 44 claims, covers 29,418 hectares and is located in east-central Saskatchewan.

“**McIlvenna Bay Project**” means the infrastructure and works related to pre-development and advanced exploration activities of the McIlvenna Bay Deposit.

“**Net Tonnage Royalty**” means the net tonnage royalty held by Voyageur Mineral Explorers Corp. pertaining to certain of the claims that make up the McIlvenna Bay Property.

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

“**NI 51-102**” means National Instrument 51-102 – *Continuous Disclosure Obligations*.

“**NI 52-110**” means National Instrument 52-110 – *Audit Committees*.

“**Non-Voting Shares**” means non-voting shares in the capital of the Company.

“**PBCN**” means Peter Ballantyne Cree Nation.

“**Preference Shares**” means preference shares in the capital of the Company.

“**Qualified Person**” or “**QP**” means an individual who is (a) an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these; (b) has experience relevant to the subject matter of the mineral project and the technical report; and (c) is in good standing with a professional association, as defined in NI 43-101.

“**ROM**” means run of mine.

“**RPA**” means Roscoe Postle Associates Inc, now part of SLR Consulting Ltd.

“**RSU**” means restricted share units issued under the Company’s LTIP.

“**SEC Modernization Rules**” means the mining disclosure rules under 5 subpart 1300 of Regulation S-K of the United States Securities Act of 1933, as amended.

“**SEDAR+**” means the System for Electronic Document Analysis and Retrieval, accessible through the internet at www.sedarplus.ca.

“**Senior Credit Facility**” means the US\$150 million senior secured project credit facility made available pursuant to the credit agreement dated December 20, 2022 among MBO, as borrower, Foran, as guarantor, Sprott Resource Lending Corp., as Lead Arranger, and Sprott Private Resource Lending III (Collector-1), LP, as lender.

“**Shares**” means collectively, the Non-Voting Shares and Common Shares.

“**SKBCA**” has the meaning ascribed to that term under the heading “Corporate Structure – Name, Address and Incorporation”.

“**SLR**” means SLR Consulting Ltd.

“**Tesla Zone**” means the mineralization zone adjacent to and approximately 300 metres north of the McIlvenna Bay Deposit.

“**TSX-V**” means the TSX Venture Exchange.

“**TSX**” means the Toronto Stock Exchange.

“**VHMS**” has the meaning ascribed to that term under the heading “General Development of the Business.”

“**Western Nuclear**” means Western Nuclear Mines Ltd.

“**Z2**” means Zone 2 Massive Sulphides.

1.2 **Glossary of Technical Terms**

ADEX	Advance Development and Exploration Program
Ag	Silver
ALS	ALS Group
Au	Gold
Base Metallurgical or BML	Base Metallurgical Laboratories Ltd.
BEV	Battery Electric Vehicle
BHEM	Borehole Electromagnetic Surveys
BHP	Billiton Metals Canada Inc.
BLE	Bluetooth Low Efficiency
Blb	Billion pounds
BP	Boreal Plain
CM	Construction Management
CR	Crown Reserve
CSZ	Copper Stockwork Zone
Cu	Copper
CuEq	Copper Equivalent
Development	The preparation of a known commercially mineable deposit for mining
EM	Electromagnetic
FA	Fire Assay
FFGB	Flin Flon Greenstone Belt
FS	Feasibility Study
FW	Copper Stockwork Footwall Zone
g	Gram
G&A	General and Administration
Ga	Billion years ago
grams/tonne or g/t	Grams per metric tonne; 31.103 grams equals one troy ounce
ha	Hectare; an area of land equivalent to 10,000 square metres
Indicated Mineral Resource ⁽¹⁾	That part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed.

Inferred Mineral Resource ⁽¹⁾	That part of a Mineral Resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes.
IRR	Internal Rate of Return
Kg	Kilogram
km	Kilometre; 1,000 metres
km ²	Square Kilometre
kWh	Kilowatt hour
L3	Lens 3
lbs	pounds
LHD	Load-Haul-Dump
LNG	Liquified Natural Gas
LOM	Life of mine
m	metre
mag	magnetic gradiometer
MBS	Sodium Metabisulfite
Measured Mineral Resource: ⁽¹⁾	That part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity.
Mineral Resource	A concentration or occurrence of diamonds, natural solid inorganic material, or natural solid fossilized organic material including base and precious metals, coal, and industrial minerals in or on the Earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge. Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories.
Mineralized	Mineral bearing; the metallic minerals may have been either a part of the original rock unit or injected at a later time.
Modifying Factors	Modifying Factors are 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.
MS	Massive Sulphide
MSZ2	Massive Sulphide Zone 2
Mt	Million tonnes
NPV	Net Present Value
NPVx%	Net present value at a certain specified discount rate
NSR or Net Smelter Return	Gross sales proceeds received from the sale of production obtained from a property, less the costs of insurance, smelting, refining (if applicable) and the cost of transportation of production from the mine or mill to the point of sale.
NTS	Canadian National Topographic System
Ore	A metal or mineral or a combination of these of sufficient value as to quality and quantity to enable it to be mined and processed at a profit.
oz/t	Troy ounces of metal per Imperial ton of material. One oz/T is equivalent to 31.103 grams per ton.
Pb	Lead
PFS	Prefeasibility Study
Probable Mineral Reserves ⁽¹⁾	A Probable Mineral Reserve is 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.
Proven Mineral Reserves ⁽¹⁾	A Proven Mineral Reserve is the economically mineable part of a Measured Mineral Resource. A Proven Mineral Reserve implies a high degree of confidence in the Modifying Factors.
Reserves	Combined Proven and Probable Mineral Reserves ⁽¹⁾
SAG	Semi-Autogenous Grinding
SZ	Stringer Zone
t	Tonne
TEM	Time-Domain EM
tpd	Tonnes per day
TSF	Tailings Storage Facility
UG	Underground
US\$/lb	United States dollars per pound
US\$/oz	United States dollars per ounce
UWZ	Upper West Zone / Upper West Massive Sulphide
VHMS	Volcanogenic Hosted Massive Sulphide
VTEM	Versatile Time-Domain Electromagnetic
VTEMplus	Versatile Time-Domain Electromagnetic
Yr	year
Zn	Zinc
ZnEq	Zinc Equivalent
\$/t	Dollars Canadian per tonne
%	Percent

⁽¹⁾The definitions of Proven and Probable Mineral Reserves, and Measured, Indicated and Inferred Mineral Resources are set forth in NI 43-101 which contains the parameters of disclosure for issuers engaged in significant mining operations. A reader in the United States should be aware that the definition standards enunciated in NI 43-101 differ in certain respects from those set forth in SEC Industry Guide 7.

2 **GENERAL MATTERS**

The information contained in this Annual Information Form, unless otherwise indicated, is given as of December 31, 2023, with specific updates post-financial year end where specifically indicated.

All capitalized terms used in this Annual Information Form and not defined herein have the meaning ascribed in the “Interpretation” section or elsewhere in this Annual Information Form. Unless the context otherwise requires, references to “we”, “us”, “our” or similar terms, as well as references to “Foran” or the “Company”, refer to Foran together, where context requires, with its subsidiary. References to “AIF” or “Annual Information Form” refer to this Annual Information Form unless stated otherwise.

All currency amounts in this AIF are expressed in Canadian dollars, unless otherwise indicated. References to “\$” are to Canadian dollars and references to “US\$” are to United States dollars.

3 **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This AIF contains certain forward-looking information and forward-looking statements, as defined under applicable securities laws (collectively referred to herein as “**forward-looking statements**”). These statements concern Foran Mining Corporation’s (the “**Company**” or “**Foran**”) anticipated results and developments in the Company’s operations in future periods, planned exploration and development of its properties, planned expenditures and plans related to its business and other matters that may occur in the future and reflect management’s expectations and assumptions as of the date hereof or as of the date of such forward-looking statement. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements.

All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this AIF speak only as of the date of this AIF or as of the date specified in such statement. Forward looking statements in this AIF include, but are not limited to, statements regarding our objectives and our strategies to achieve such objectives; our beliefs, plans, estimates, projections and intentions, and similar statements concerning anticipated future events; as well as specific statements in respect of the projections and expectations contained in the Company’s NI 43-101 technical reports, including the 2022 Feasibility Study, 2021 Mineral Resource Estimate, Bigstone Technical Report and other technical reports; the Company’s intention to explore and advance mineral properties; our intention to focus on the McIlvenna Bay Deposit and conduct regional exploration of other targets, including the Bigstone Deposit, Tesla Zone and Bridge Zone and the potential expansion of the Tesla Zone and Bridge Zone; our 2024 budget for an exploration program of up to 48,700 metres of drilling; our plans to complete approximately 3,150 metres of development during 2024; our expectation that there is potential to increase the resources of the Bigstone Deposit with additional drilling; our plans to continue our advanced exploration decline program and early works at the McIlvenna Bay Project; the expected use of funds from our financings and credit facilities; our potential issuance of securities, and the amount and number of securities to be issued, under the Company’s base shelf prospectus; our ability and intention to reach a construction decision; the expected transition of site operations at the McIlvenna Bay Project from a surface prep and exploration decline permit to a construction permit later in 2024; our near-term goal to continue de-risking the McIlvenna Bay Project; our intention to invest in exploration activities to unlock untapped value within our properties; our commitment to create value for stakeholders, support local communities, provide safe employment, ensure diversity and equality, protect biodiversity, and limit our contribution to climate change; our ability to enter into offtake agreements from time to time in respect of any production that we may have in the future; our policy goals and commitments; our expectation that our exploration and development activities at the McIlvenna Bay Property and nearby properties will continue to account for the majority of our operations in 2024; we may use certain financial instruments to manage risks associated with copper, zinc, and other metal prices and interest rates; our intention to continue to collaborate with SaskPower to establish a construction agreement in respect of a transmission line; our prioritization of certain mineral properties over others and our expectation that certain of our properties may host significant precious and base metal VHMS occurrences; our exercise of the Denare West Option; our dividend policy; the future price of commodities; the estimation of mineral resources and reserves and the potential to increase same; the realization of mineral resource and reserve estimates, including mineral reserve and mineral resource estimates, grades and sensitivity to metal prices; the availability of financing sources to continue to explore and advance the McIlvenna Bay Project; the future price and supply and demand of metals, especially copper and zinc; the potential to upgrade inferred mineral resources to indicated mineral resources, the timing and amount of estimated future production; our capital expenditure plans; costs and timing of exploration and development activities; timing of completion of exploration programs; and the success of exploration and development activities.

Inherent in forward-looking statements are known and unknown risks, estimates, assumptions, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements contained in this AIF. These risk factors include management's belief or expectations relating to the following and, in certain cases, management's response with regard to the following: the Company’s reliance on the McIlvenna Bay Property; the Company has a history of losses and may not be able to generate sufficient revenue to be profitable or to generate positive cash flow on a sustained basis; the Company is exposed to risks related to mineral resources exploration and development; failure to comply with covenants under the Senior Credit Facility or the Equipment Finance Facility may have a material adverse impact on the Company’s operations and financial condition; the Company may require additional financing and future share issuances may adversely impact share prices; the Company has no history of mineral production; the Company is subject to government regulation and failure to comply could have an adverse effect on the Company’s operations; the Company may be involved

in legal proceedings which may have a material adverse impact on the Company's operations and financial condition; interest rates risk; market and liquidity risk; the Company's operations are subject to extensive environmental, health and safety regulations; mining operations involve hazards and risks; the Company may not be able to acquire or maintain satisfactory mining title rights to its property interests; indigenous peoples' title claims may adversely affect the Company's ability to pursue exploration, development and mining on the Company's mineral properties; the Company may be unable to obtain adequate insurance to cover risks; activities of the Company may be impacted by health crises; the Company's business may be impacted by international conflict; the Company's operations require the acquisition and maintenance of permits and licenses, and strict regulatory requirements must be adhered to; mineral resource and mineral reserve estimates are based on interpretations and assumptions that may not be accurate; uncertainties and risks relating to the 2022 Feasibility Study; the current global financial conditions are volatile and may impact the Company in various manners; metals prices are subject to wide fluctuations; the Company may be involved in disputes related to its contractual interests in certain properties; the mining industry is highly competitive; the Company's success is largely dependent on management; the Company has a limited history of operations; loss of key personnel could materially affect the Company's operations and financial condition; exercise of outstanding stock options, RSUs and DSUs may be dilutive; price volatility of publicly traded securities may affect the market price of the Common Shares; the Company's operations may be adversely impacted by the effects of climate change and climate change regulation; risks related to wildfires and other extreme weather events; security breaches of the Company's information systems could adversely affect the Company; inadequate infrastructure may affect the Company's operations; the Company's future success depends on its relationships with the communities in which it operates; reputational damage could adversely affect the Company's operations and profitability; risks related to surface rights; the Company may be subject to production risks; the Company has incurred substantial losses and may never be profitable; financial instrument risk; the Company may not be able to complete acquisitions it pursues and any completed acquisitions or business arrangements may ultimately not benefit its business; the Company has no history of paying dividends; the Company may be subject to potential conflicts of interest with its directors and/or officers; any enforcement proceedings under Canada's Extractive Sector Transparency Measures Act against the Company could adversely affect the Company; and the additional risks identified in our filings with Canadian securities regulators on SEDAR+ in Canada (available at www.sedarplus.ca). Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated, described or intended.

The forward-looking statements contained in this AIF reflect the Company's current views with respect to future events and are necessarily based upon a number of assumptions that, while considered reasonable by the Company, are inherently subject to significant operational, business, economic and regulatory uncertainties and contingencies. These assumptions include: the accuracy of mineral reserve and resource estimates and the assumptions upon which they are based, including geotechnical and metallurgical characteristics of rocks confirming to sampled results and metallurgical performance; tonnage of ore to be mined and processed; ore grades and recoveries; assumptions and discount rates being appropriately applied to the technical studies; success of the Company's projects, including the McIlvenna Bay Project; prices for zinc, copper, gold and silver remaining as estimated; currency exchange rates remaining as estimated; availability of funds for the Company's projects; capital decommissioning and reclamation estimates; prices for energy inputs, labour, materials, supplies and services (including transportation); availability of equipment; sustained labour stability with no labour-related disruptions; that infrastructure anticipated to be developed, operated or made available by third parties will be developed, operated or made available as currently anticipated; no unplanned delays or interruptions in scheduled construction and production; all necessary permits, licenses and regulatory approvals are received in a timely manner; and the ability to comply with environmental, health and safety laws. The foregoing list of assumptions is not exhaustive.

Please also refer to the "Risk Factors" section in this AIF. Readers are cautioned against undue reliance on forward-looking statements and should note that the assumptions and risk factors discussed under this "Cautionary Note Regarding Forward-Looking Statements" section and the "Risk Factors" section in this AIF do not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this AIF.

All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

4 CAUTIONARY NOTE TO UNITED STATES INVESTORS CONCERNING ESTIMATES OF MEASURED, INDICATED AND INFERRED MINERAL RESOURCES

This AIF has been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of the U.S. Securities and Exchange Commission (the “**Commission**”). The terms “mineral resources”, “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources” used in this AIF are in reference to the mining terms defined in the Canadian Institute of Mining, Metallurgy and Petroleum Standards (the “**CIM Definition Standards**”), which definitions have been adopted by National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*. Accordingly, information contained in this AIF providing descriptions of our mineral deposits in accordance with NI 43-101 may not be comparable to similar information made public by other U.S. companies subject to the United States federal securities laws and the rules and regulations thereunder. Readers are cautioned not to assume that all or any part of mineral resources will ever be converted into reserves. Pursuant to CIM Standards, “inferred mineral resources” are that part of a mineral resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Such 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. However, it is reasonably expected that the majority of inferred mineral resources could be upgraded to indicated mineral resources with continued exploration. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases.

Investors are cautioned not to assume that all or any part of an inferred mineral resource is economically or legally mineable. Disclosure of “contained lbs” or “contained metal” in a resource is permitted disclosure under Canadian regulations; however, the Commission normally only permits issuers to report mineralization that does not constitute “reserves” by Commission standards as in place tonnage and grade without reference to unit measures. Canadian standards, including the CIM Standards and NI 43-101, differ significantly from standards in the Commission Industry Guide 7. Effective February 25, 2019, the Commission adopted new mining disclosure rules under 5 subpart 1300 of Regulation S-K of the United States Securities Act of 1933, as amended (the “**SEC Modernization Rules**”), with compliance required for the first fiscal year beginning on or after January 1, 2021. The SEC Modernization Rules replace the historical property disclosure requirements included in Commission Industry Guide 7. As a result of the adoption of the SEC Modernization Rules, the Commission now recognizes estimates of “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources”. In addition, the Commission has amended its definitions of “proven mineral reserves” and “probable mineral reserves” to be substantially similar to corresponding definitions under the CIM Standards.

Information regarding mineral resources or reserves contained or referenced in this AIF may not be comparable to similar information made public by companies that report according to U.S. standards, if such information was made public prior to the compliance date of the SEC Modernization Rules. While the SEC Modernization Rules are purported to be “substantially similar” to the CIM Standards, readers are cautioned that there are differences between the SEC Modernization Rules 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 reserve or resource estimates under the standards adopted under the SEC Modernization Rules.

5 SCIENTIFIC AND TECHNICAL INFORMATION

Unless otherwise indicated, scientific or technical information in this AIF is based on the technical report titled the “Technical Report on the Feasibility Study for the McIlvenna Bay Project, Saskatchewan Canada”, with an effective date of February 28, 2022 and report date of April 14, 2022, prepared by Stantec Consulting Ltd. (Stantec), Halyard, Micon International Ltd (Micon), Blue Coast Metallurgy and Research (Blue Coast), Canada North Environmental Services (CanNorth), and RockEng as the technical report contributors. Such report is referred to throughout this AIF as the “**2022 Feasibility Study**”.

The 2022 Feasibility Study is subject to certain assumptions, qualifications and procedures described therein. Reference should be made to the full text of the 2022 Feasibility Study which has been filed with Canadian securities regulatory authorities pursuant to NI 43-101 and is available for review under the Company’s SEDAR+ profile at www.sedarplus.ca or on the Company’s website. The detailed disclosure in the 2022 Feasibility Study is incorporated by reference in its entirety into this AIF.

Where appropriate, certain information contained in this AIF updates information derived from the 2022 Feasibility Study, 2021 Mineral Resource Estimate and the Bigstone Technical Report. Any updates to the scientific or technical information derived from the 2022 Feasibility Study, 2021 Mineral Resource Estimate and the Bigstone Technical Report and any other scientific or technical information contained in this AIF was prepared by or under the supervision of one or more of the Qualified Persons named under the heading “Interests of Experts – Names of Experts”.

Roger March, P.Geo, is a QP, and has reviewed and approved the scientific and technical information relating to the Company’s mineral properties disclosed in this AIF. Mr. March is the Principal Geoscientist for the Company. Other Qualified Persons are responsible for the technical and scientific information contained in the 2022 Feasibility Study. See “Interests of Experts – Names of Experts”.

6 CORPORATE STRUCTURE

6.1 Name, Address and Incorporation

The Company was incorporated as 368061 B.C. Ltd. on June 21, 1989 under the *Company Act* (British Columbia) and changed its name to Foran Mining Corporation on September 8, 1989. On November 13, 2007, the Company continued into Saskatchewan under *The Business Corporations Act* (Saskatchewan) (the “**SKBCA**”) and on July 4, 2014, the Company was continued back to British Columbia under the *Business Corporations Act* (British Columbia) (“**BCBCA**”).

The Company’s head office and registered office is located at Suite 904 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2.

The Company is a reporting issuer in all of the Provinces and Territories of Canada. The Common Shares are currently listed and posted for trading on the Toronto Stock Exchange (the “**TSX**”) under the symbol “FOM” and on OTCQX Best Market under the ticker symbol “FMCXF”.

6.2 Intercorporate Relationships

McIlvenna Bay Operating Ltd. (“**MBO**”) is a wholly owned subsidiary of the Company and is the Company’s only subsidiary. MBO was incorporated under the BCBCA on September 27, 2021 and registered as a New West Partnership corporation in Saskatchewan in accordance with the SKBCA. MBO holds Foran’s interests in the McIlvenna Bay Property as well as all assets related thereto, including the Bigstone Property and surrounding properties.

7 GENERAL DEVELOPMENT OF THE BUSINESS

The Company is an exploration and development company with its principal business activity being the acquisition, exploration and advancement of mineral resource properties.

The Company holds 8 properties comprising a total of 93 mining claims covering approximately 103,384

hectares and also holds the Denare West property title in trust, which consists of 10 mining claims and covers approximately 21,066 hectares. The properties are located within the Hanson Lake District of eastern Saskatchewan, Canada, between 15 and 102 km west of Flin Flon, Manitoba. The McIlvenna Bay Property, which contains the McIlvenna Bay Deposit, a copper-zinc deposit, together with adjacent properties occur at the western limit of the FFGB and are underlain by prospective felsic volcanic stratigraphy that hosts variably significant volcanic-hosted massive sulphide (“**VHMS**”) styles of alteration and mineralization.

The McIlvenna Bay Property is the only mineral project that is material to the Company as of the date of this AIF.

7.1 Three Year History

The McIlvenna Bay Property, where the McIlvenna Bay Deposit is located, has been the Company’s primary focus over the past three years. During this time, the Company has also worked on the evaluation of the Bigstone Deposit, and near-mine and regional exploration of several promising targets including the Tesla Zone, which is located within the McIlvenna Bay Property.

7.1.1. Year Ended December 31, 2021

On January 21, 2021, the Company filed an initial resource estimate for the Bigstone Deposit with an effective date of November 30, 2020, which was subsequently amended and restated on February 1, 2022 and is referred to herein as the Bigstone Technical Report. The estimate highlighted indicated resources estimated at 1.98Mt grading 2.22% CuEq and inferred resources estimated at 1.88Mt grading 2.14% CuEq and found that the deposit is open, with potential to increase resources with additional drilling. The Bigstone Technical Report was prepared by Roscoe Postle Associates Inc., now part of SLR Consulting Limited. The Bigstone Technical Report is available under the Company’s profile on SEDAR+ and on the Company’s website.

On February 2, 2021, Foran completed a brokered private placement of 11,539,000 Common Shares at a price of C\$0.65 per Common Share and of 19,126,000 Common Shares issued on a flow-through basis within the meaning of *Income Tax Act* (Canada) at a price of \$0.915 per flow-through Common Share for aggregate gross proceeds of \$25 million.

The Common Shares were listed for trading on the OTCQX Best Market under the ticker symbol “FMCXF” on April 20, 2021.

On May 25, 2021, the Company announced that it had entered into a letter agreement with certain subsidiaries of Fairfax Financial Holdings Limited (collectively, “**Fairfax**”), pursuant to which Fairfax would make a strategic \$100 million investment in the Company in exchange for the issuance of Common Shares, Non-Voting Shares (as defined below) and warrants (the “**Fairfax Financing**”). The net proceeds of the financing have been largely spent on surface prep and exploration decline, early works and exploration activities.

The Fairfax Financing, conducted on a private placement basis, consisted of the issuance of \$100-million in equity securities as follows:

- \$50 million gross proceeds comprising 27,777,778 common share units at a price of \$1.80 per common share unit, with each common share unit consisting of one Common Share and 0.288 of a Common Share purchase warrant (each whole Common Share purchase warrant, a “**Fairfax Warrant**”), each Fairfax Warrant exercisable at a price of \$2.09 for a period of five years from the date of issuance;
- \$50 million gross proceeds comprising 27,777,778 non-voting units, at a price of \$1.80 per non-voting unit, with each non-voting unit consisting of one Non-Voting Share and 0.288 of a Fairfax Warrant, each Fairfax Warrant exercisable at a price of \$2.09 for a period of five years from the date of issuance. Each Non-Voting Share may be converted into a Common Share at any time by a Member (as defined below). Fairfax and its affiliates may not convert the Non-Voting Shares into

Common Shares, except in the circumstances of a Change of Control (as defined below) in which case such conversion right may be exercised by Fairfax or its affiliates.

Shareholder approval was obtained at the Company annual and special meeting of shareholders on August 4, 2021 for the (i) amendment to the Company's articles to create the new class of the non-voting shares, and (ii) the approval of Fairfax as a control person, as such term is defined in the policies of the TSX-V. The Fairfax Financing was completed on August 6, 2021.

During 2021, the Company provided regular market updates on the results of its drill program. Approximately 25,000 metres of infill, step-out and expansion drilling supported the resource expansion, an increase to the projected mine life of the McIlvenna Bay Deposit, and continued to define a band of thick, copper-rich mineralization in both the massive sulphide (MS) lens and the underlying copper stockwork zone (CSZ) at the McIlvenna Bay Deposit. The deposit remains open for expansion both up/downdip and along plunge. A number of new high-priority targets were identified in the deposit area for follow up in addition to a regional program focused on realizing the camp-scale potential of the McIlvenna Bay Property.

On October 14, 2021, the Company announced an updated 2021 Mineral Resource Estimate for the McIlvenna Bay Deposit which outlined significant changes to the resource compared with the previous 2019 Resource Estimate, as outlined below:

- Indicated resources increased by 70% to 39.1 Mt from 23 Mt: and now grade 1.20% Cu, 2.16% Zn, 0.41 g/t Au and 14 g/t Ag or 2.04% CuEq;
- Indicated resources contained 1.03 billion pounds Cu, 1.9 billion pounds Zn, 510,000 ounces Au and 18.1 million ounces Ag;
- Inferred resources total 5Mt at 0.94% Cu, 2.56% Zn, 0.17% Pb, 0.27 g/t Au and 16 g/t Ag or 1.77% CuEq)
- Inferred resources contain 105 Mlb Cu, 284 Mlb Zn, 40,000 oz Au and 2.6 Moz Ag;
- Significant increase in indicated contained metal: 74% increase in contained Cu, 21% increase in contained Zn, 58% increase in contained Au and 47% increase in contained Ag relative to the 2019 Resource Estimate;
- Mineralization starts near surface and remains open at depth: mineralization begins approximately 25m below surface and extends down plunge approximately two kilometres, where it remains open in all directions.

The 2021 Mineral Resource Estimate was completed by Micon International Ltd. and verified by William J. Lewis, P.Geo, of Micon, independent of Foran and a Qualified Person as defined within NI 43-101. The 2021 Mineral Resource Estimate is available on SEDAR+ and on the Company's website.

Following completion of the 2021 McIlvenna Bay Property drill program, the Company transitioned to focus on testing regional exploration targets and expansion of the Bigstone Deposit. The 2021 Bigstone exploration drill program consisted of 14 holes in 5,716 metres and was completed between August and October, 2021. The program targeted resource growth by step-out drilling to potentially expand individual resource zones up/downdip and along strike to the north and south, along with infill drilling in certain areas to upgrade current inferred resources to the indicated category.

7.1.2. Year Ended December 31, 2022

On January 21, 2022, the Company reported high-grade intercepts from three holes drilled during the 2021 exploration program at the Bigstone Deposit. High-grade results from hole BS-21-245 compared favourably to the existing Indicated resource grade of the Massive Sulphide zone at the Bigstone Property of 9.9% Zn, 0.25% Cu, 16.5 g/t Ag and 0.33g/t Au.

On February 11, 2022, the Company filed two amended and restated technical reports titled "(Amended

and Restated) Technical Report for the 2021 Mineral Resource Estimate on the McIlvenna Bay Property, Saskatchewan, Canada," dated January 31, 2022 and the "(Amended and Restated) Technical Report on the Bigstone Project, East Central Saskatchewan, Canada," dated February 1, 2022. The amended and restated technical reports did not change the mineral resource estimates, conclusions and recommendations provided in the 2021 Mineral Resource Estimate and the Bigstone Technical Report. The two amended and restated technical reports superseded and replaced all prior technical reports written for the McIlvenna Bay Property and the Bigstone Property.

On February 15, 2022, the Company announced that it had received initial permits from the Environmental Protection Branch of the Ministry of Environment of Saskatchewan for its proposed advanced exploration decline as part of its pre-development program at the McIlvenna Bay Project, which was planned to facilitate bulk sampling in order to confirm metallurgical test work and optimize processing design.

On February 28, 2022, the Company announced the results of the 2022 Feasibility Study on the McIlvenna Bay Deposit. The 2022 Feasibility Study is available under the Company's SEDAR+ profile and on the Company's website.

The highlights of the 2022 Feasibility Study provided:

- Robust financial metrics in a well-regarded mining jurisdiction:
 - At spot pricing on February 28, 2022, the 2022 Feasibility Study defined a pre-tax NPV 7% of \$1.49-billion and IRR of 46% with an after-tax payback period of 2.2 years. Base case economics outline a pre-tax NPV 7% of \$678M and IRR of 26%;
 - Compelling economics at lower commodity prices, delivering a pre-tax IRR of 21% at \$3 (U.S.) per pound copper;
 - Base case commodity prices were US\$3.50/lb Cu, US\$1.20/lb Zn, US\$1,600/oz Au and US\$22.50/lb Ag.
- Mineral reserve tonnes increased 127%, establishing an initial 18-year reserve life:
 - Probable mineral reserves total 25.7 Mt at 2.51% CuEq, a 127% increase in tonnes compared with the prior mineral reserve estimate and represents a 66% reserve conversion rate from the existing 39.1 Mt of indicated resources;
 - The 2022 Feasibility Study outlined an 18.4-year mine life, based on a planned 4,200 tpd throughput rate;
 - McIlvenna Bay Deposit remains open at depth and along strike, while immediate exploration focus is on near-mine and regional targets to drive more immediate value to shareholders.
- Consistent and scalable production profile:
 - The 2022 Feasibility Study highlighted average annual production of 72.8 million pounds CuEq (33,000 tonnes) over the first 15 years of the mine life. By individual metal, this equates to 38.8 million pounds Cu (17,600 tonnes), 63.6 million pounds zinc (28,900 tonnes), 20,000 ounces gold and 486,000 ounces silver;
 - Potential for production and throughput expansion as well as mine life extension exists as the Company potentially discovers and delineates additional near-mine deposits.
- High margin and focused on maximizing value per share:

- LOM C1 copper cash costs are expected to average USD\$0.26 per pound Cu (net of by-product credits) and all-in sustaining costs to average USD\$0.90 per pound (net of by-product credits) at base case prices;
 - At commodity prices reported on February 28, 2022, this translated into \$4-billion in EBITDA (earnings before interest, taxes, depreciation and amortization) and \$2.3-billion in free cash flow over the current LOM. These cash flow parameters underpin the robustness of the project, emphasizing the Company's objective to maximize and grow shareholder value.
- Capital-light development project:
 - Initial capital costs total \$368M, translating to an attractive initial capital intensity of USD\$0.24 per pound CuEq produced over LOM (approximately USD\$535/tonne CuEq). Over 70% of initial capital cost estimates are based on competitive quotes;
 - Sustaining capital is estimated to be at \$481-million over the LOM, including development of a shaft and material handling system.

Further details regarding the 2022 Feasibility Study are contained below under Section 8.4.1 “*Mineral Projects – McIlvenna Bay Property.*”

In March 2022, the Company commenced work required to advance the Saskatchewan environmental assessment process and undertook an environmental impact assessment in order to submit an environmental impact statement for review to the Ministry of Environment.

On May 31, 2022, the Company announced that it had received its initial Approval to Operate Permit for its advanced exploration decline program at the McIlvenna Bay Project. The Approval to Operate Permit allows the Company to operate pollutant control facilities for water and waste rock.

On June 8, 2022, Foran announced a new near-mine discovery, the Tesla Zone, a mineralization zone located adjacent to and approximately 300 metres north of the McIlvenna Bay Deposit. The Company completed one diamond drill hole (TS-22-03) which had encountered 200m of continuous massive and disseminated sulphides. Partial assay results included 12.4 m at 1.8% CuEq including 1.2m at 8.3% CuEq, 7.71m at 1.7% CuEq, including 1.55m at 2.1% CuEq; and 5.4m at 3.3% CuEq including 1.06m at 10.2% CuEq.

On June 28, 2022, the Company announced final exploration results from the Bigstone Property and Marconi Prospect. Assay results from 14 holes on the Bigstone Property were announced, with hole BS-21-251 returning 75.0m grading 2.1% CuEq, including 20.6m 3.6% CuEq, and hole BS-21-248 returning 7.6m grading 1.1% CuEq, including 3.7m grading 1.8% CuEq.

On August 16, 2022, additional results from drilling at the Tesla Zone were announced, resulting in a significant expansion of mineralized intervals.

Between July 5th and October 1st, 2022, Foran also conducted a regional drill program on the Bigstone Property, targeting both the Marconi Prospect and Hooke Target, located 500m east and 4km to the north of the Bigstone Deposit, respectively. At the Marconi Prospect, drilling followed up on limited historic drilling that had previously identified copper mineralization. The program consisted of 4,493m of drilling in 10 holes designed to infill select areas and better define the potential strike extent of the mineralization. Drilling at the Hooke Target consisted of 4 holes encompassing 1,463m designed to test identified EM conductors in the area.

On October 24, 2022, the Company announced that Fairfax exercised all 16,000,000 of the warrants which Fairfax acquired in the Fairfax Financing, resulting in gross proceeds to the Company of C\$33,440,000.

On November 30, 2022, the Company provided a comprehensive update on its advanced exploration activities, and details of its expanded 2023 exploration program at its McIlvenna Bay Property. A significant

ramp-up of drilling activity at the Tesla Zone was announced. It also announced that DRA Americas Inc. had been engaged to lead detailed engineering and procurement efforts, and securing of long lead time items.

On December 21, 2022, the Company announced that it had successfully closed the US\$150 million Senior Credit Facility with a fund managed by Sprott Resource Lending Corp., with the intention to use the funds towards construction of the McIlvenna Bay Project and for general corporate purposes.

The key terms of the Senior Credit Facility are as follows:

- US\$150 million non-revolving facility with a maturity date of September 30, 2030.
- Interest shall accrue at a floating rate of 6.95% per annum plus the greater of the Secured Overnight Financing Rate and 2.00% per annum. Interest is payable quarterly and 100% of the interest costs may be capitalized until 18 months after the Company receives certain key permits.
- Principal repayments will commence on June 30, 2026, in the amount of 4% of the outstanding principal on a quarterly basis.
- The Company may elect to prepay the outstanding principal amount in whole with all accrued interest at any time subsequent to December 20, 2025. The Company, in addition to the prepayment, would incur a prepayment premium. The amount of the prepayment premium is outlined as follows: (a) subsequent to December 20, 2025 but on or prior to December 20, 2026: 4.00% of the total amount prepaid; (b) subsequent to December 20, 2026 but on or prior to December 2027: 3.00% of the total amount prepaid; (c) subsequent to December 20, 2027: 0% of the total amount prepaid.
- The Senior Credit Facility has no requirements for hedging, cash sweeps, standby charges, production-linked payments, issuance of shares, or issuance of warrants.

An initial advance of US\$29.5 million was drawn down from the Senior Credit Facility on December 20, 2022. No further draws have been made on the Senior Credit Facility as of the date hereof.

7.1.3. Year Ended December 31, 2023

On February 16, 2023, the Company announced initial drill results from the 2023 winter drilling program at the Tesla Zone. Assay results from one hole were reported that intersected three zones of mineralization, including 10.1m grading 4.62% CuEq, 17.4m grading 4.04% CuEq and 17.1m grading 5.69% CuEq.

On February 23, 2023, the Company announced the appointment of Majd Bakar to its Board of Directors, as an independent director.

On March 27, 2023, the Company closed a private placement (the “**March 2023 Offering**”) for aggregate gross proceeds of \$100 million. The March 2023 Offering consisted of 20,270,300 Common Shares at an issue price of \$3.70 per Common Share, for gross proceeds of up to \$75 million, and 4,417,000 Common Shares with each such Common Share to be issued as a “flow-through shares” within the meaning of the *Income Tax Act* (Canada) at an issue price of \$5.66 per flow-through Common Share, for gross proceeds of \$25 million. The net proceeds of the March 2023 Offering have been partly used and are expected to continue to be used for exploration and development of the Company’s mineral projects in Saskatchewan, and for working capital and general corporate purposes.

On April 20, 2023, the Company announced assay results from Hole TS-23-10 from its 2023 winter drill program at the Tesla Zone. Drilling confirms mineralization along 550m strike with borehole electromagnetic surveys suggesting the conductor continues along strike to both the north-west and south-east. The Tesla Zone continues to remain open in all directions.

On May 11, 2023, the Company announced the appointment of Nancy Guay and Jessica McDonald to its Board of Directors, as independent directors. The Company also announced that Darren Morcombe would

step down as director of the Company and would remain with the Company as a strategic advisor.

On June 7, 2023, the Company announced that Foran's Common Shares would commence trading on the TSX at market open on June 12, 2023. Concurrent with commencement of trading on the TSX, the Common Shares were delisted and ceased trading on the TSX Venture Exchange.

On July 17, 2023, the Company announced that MBO signed a Collaboration Agreement with the Peter Ballantyne Cree Nation. The Collaboration Agreement outlines certain responsibilities and requirements in respect of education, training, sustainable growth, and financial and economic benefits to further empower the PBCN community.

On July 26, 2023, the Company announced that MBO received Ministerial Approval under *The Environmental Assessment Act* (Saskatchewan) for the McIlvenna Bay Project, which concluded the Environmental Impact Assessment process for such project.

On September 5, 2023, the Company announced the selection of G Mining Services Inc. as its partner in the formation of the integrated project management team for construction of its McIlvenna Bay Project, and the appointment of Gilbert Lamarche as Chief Operating Officer.

On September 7, 2023, the Company announced a equipment finance arrangement (the “**Equipment Finance Facility**”) with Sandvik Financial Services Canada. The Equipment Finance Facility is intended to cover the initial battery electric vehicle mining fleet and essential components, such as charging stations and batteries, provided by Sandvik Mining and Construction Canada Inc. and used for development and operation at the McIlvenna Bay Project. The Equipment Finance Facility allows for draws up to \$67 million and will be initiated, at the Company's election, as equipment is delivered to the McIlvenna Bay Project site. Repayments on draws will commence immediately over a 60-month period. Interest accrued on draws against the Equipment Finance Facility will be indexed to 5-year Canadian overnight index swaps plus a spread of 3.20%. The rate of interest will become fixed for each individual draw, at the time of drawdown. As of the date hereof, the Company has drawn approximately \$1.3 million on the Equipment Finance Facility.

On September 12, 2023, the Company announced drill results from its summer drill program which expanded the strike length of Tesla to 750 metres and also uncovered a new zone of mineralization known as the “Bridge Zone”, a discovery that confirms the presence of mineralization between the Tesla Zone and the McIlvenna Bay Deposit.

On December 12, 2023, the Company closed concurrent private placements (the “**December 2023 Offerings**”) for aggregate gross proceeds of \$200 million. The December 2023 Offerings consisted of (i) a brokered private placement pursuant to which a total of 36,594,000 Common Shares were issued at a price of \$4.10 per Common Share, for gross proceeds of \$150 million, and 1,563,000 Common Shares with each such Common Share issued as a “flow through share” with the meaning of the *Income Tax Act* (Canada) for gross proceeds of \$10 million; and (ii) a non-brokered private placement pursuant to which a total of 9,756,000 Common Shares were issued at a price of \$4.10 per Common Share for gross proceeds of \$40 million. The net proceeds of the December 2023 Offerings are expected to be used for exploration and development of the Company's mineral projects in Saskatchewan, and for working capital and general corporate purposes.

Following the closing of the December 2023 Offerings, on December 12, 2023 the Company announced that it does not intend to proceed with the non-binding proposed transaction with Ontario Teachers' Pension Plan Board that was previously announced by the Company in its press release on August 8, 2022.

On December 14, 2023, the Company announced additional assay results from the 2023 summer drilling program at the Tesla Zone. Results have significantly expanded the footprint of the Tesla Zone with a 200 metre down-dip extension, intersecting thick zones of mineralization at depth. The new drilling expanded

the Tesla Zone to over 870 metres along strike and at least 300 metres in the down dip direction.

7.1.4. Subsequent to the Financial Year ended December 31, 2023

On February 16, 2024, the Company filed a final short form base shelf prospectus to offer Common Shares, warrants, subscription receipts, units, debt securities and share purchase contracts, or any combination thereof, with a total offering price, in the aggregate, of up to C\$200 million at any time during the 25-month effective period of such base shelf prospectus. No securities have been issued under the base shelf prospectus as of the date hereof.

On February 22, 2024, the Company announced initial assay results from the 2024 winter program at the Tesla Zone and Bridge Zone. Initial results from recent Tesla Zone drilling continue to confirm the continuity of mineralization along strike, currently up to 1,050m and beyond the limits of the modelled conductor.

7.1.5. Outlook for 2024

The Company expects to continue advancing its advanced exploration decline program and early works at the McIlvenna Bay Project, and to engage in regional exploration of the Company's mineral dispositions and claims including the expansion of the Tesla and Bridge Zones. For 2024, the Company budgeted for an exploration program of up to 48,700 metres of drilling.

The Company plans to complete approximately 3,150 metres of development during 2024. Upon and subject to the Company reaching a construction decision, the site operations at McIlvenna Bay Project are expected to transition from surface prep and exploration decline permit to a construction permit later in 2024.

7.2 Significant Acquisitions

There were no significant acquisitions during the Company's last financial year.

8 DESCRIPTION OF THE BUSINESS

8.1 General

The principal business of the Company is the acquisition, exploration and advancement of mineral properties. The Company's material mineral property for the purposes of NI 43-101 is the McIlvenna Bay Property. The Company is in the exploration and development stage with respect to its mineral property interests and has not yet achieved commercial production. The Company also has identified several early stage prospective exploration targets of interest including the Bigstone Deposit, the Tesla Zone and the Bridge Zone.

Summary

The Company is presently in the pre-development stage of the McIlvenna Bay Project. The Company's near-term goal is to continue to de-risk the McIlvenna Bay Project as it aims towards a construction decision and is investing in exploration activities to potentially unlock untapped value within its properties. The Company is committed to creating value for all stakeholders, which includes striving to work with and support local communities, provide safe employment, ensure diversity and equality, protect biodiversity, and limit its contribution to climate change.

The 2021 Mineral Resource Estimate outlined Indicated Resources of 39.1 Mt grading 1.20% Cu, 2.16% Zn, 0.41 g/t Au and 14 g/t Ag or 2.04% CuEq and Inferred Resources of 5.0Mt grading 0.94% Cu, 2.56% Zn, 0.17% Pb, 0.27 g/t Au and 16 g/t Ag (1.77% CuEq).

Mcllvenna Bay 2021 Mineral Resource Estimate (US\$60/t NSR cut-off) ¹⁻⁵

Zone	Tonnage (Mt)	NSR (\$US)	Cu (%)	Zn (%)	Pb (%)	Au (g/t)	Ag (g/t)	CuEq (%)
INDICATED								
Main Lens Massive Sulphide	10.8	199	1.01	6.17	0.41	0.53	27	3.13
Lens 3	2.6	113	0.82	3.07	0.14	0.25	15	1.80
Stringer Zone	1.2	119	1.26	0.52	0.07	0.31	13	1.53
Copper Stockwork Zone	22.7	127	1.31	0.38	0.02	0.37	9	1.60
Copper Stockwork Footwall Zone	1.8	141	1.42	0.59	0.04	0.45	9	1.79
TOTAL INDICATED	39.1	146	1.20	2.16	0.14	0.41	14	2.04

INFERRED								
Main Lens Massive Sulphide	1.6	163	0.65	6.51	0.46	0.29	28	2.66
Copper Stockwork Zone	3.5	106	1.08	0.79	0.03	0.25	11	1.37
TOTAL INFERRED	5.0	123	0.94	2.56	0.17	0.27	16	1.77

¹ Effective date September 6, 2021; CIM definitions were followed for Mineral Resources; CuEq = copper equivalent; NSR = Net Smelter Return. Totals may not add due to rounding.

² The base case mineral resource is estimated based on 240 diamond drill holes and a NSR cut-off value of US\$60/t. NSR value was calculated using Cu, Zn, Au, Ag and high-grade caps were applied as per the discussion in Estimation Methodology and Parameters below and include provisions for metallurgical recovery and estimates of current shipping terms and smelter rates for similar concentrates. Metal prices used are US\$4.25/lb. Cu, US\$1.35/lb. Zn, US\$1,800/oz. Au, and US\$25.00/oz. Ag, versus US\$3.30/lb. Cu, US\$1.25/lb. Zn, US\$1,310/oz. Au and US\$16.20/oz. Ag, used for the previous resource estimate in 2019. Specific gravity was interpolated for each block based on measurements taken from core specimens, with an average value of 3.59 for the main Massive Sulphide ("MS") lens and 2.87 for the Copper Stockwork Zone ("CSZ")

³ Mr. William J. Lewis, P.Geo., of Micon, has reviewed and verified this mineral resource estimate. Mr. Lewis is independent of Foran and is a "Qualified Person" within the meaning of NI 43-101.

⁴ Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, marketing or other issues. Due to the uncertainty which may attach to inferred mineral resources, it cannot be assumed that all or any part of an inferred mineral resource will be upgraded to an indicated or measured mineral resource as a result of continued exploration.

⁵ CuEq values were calculated from the NSR values for each zone using both concentrate and recovery curves that were developed during Pre-Feasibility level metallurgical studies.

The 2022 Feasibility Study outlined Probable Mineral Reserves totaling 25.7 Mt grading 2.51% Cu, which represented a 127% increase in tonnes compared with the prior mineral reserve estimate in the 2020 Pre-Feasibility Study and represents a 66% reserve conversion rate from the existing 39.1 Mt of indicated resources announced in the 2021 Mineral Resource Estimate.

Parts of the Mcllvenna Bay Property are subject to a Net Tonnage Royalty, held by Voyageur Mineral Explorers Corp., of \$0.75 per tonne of ore extracted. Cameco and BHP also collectively hold an additional 1% NSR royalty interest on parts of the Mcllvenna Bay Property, which can be purchased by the Company at any time for \$1,000,000.

Principal Products

The Company is an exploration issuer and is not in production. If the Mcllvenna Bay Deposit is put into production, there is a global market into which the Company expects it could sell any base or precious metals produced and, as a result, the Company would not expect to be dependent on a particular purchaser with regard to the sale of any precious or base metals that it produces. The Company may enter into offtake agreements from time to time in respect of any part of any production that it may have in the future.

Specialized Skills and Knowledge

Most aspects of the Company's business require specialized skills and knowledge. Such skills and knowledge include areas of geology, drilling, engineering, construction, regulatory compliance, accounting and finance. The Company has been successful, to date, in identifying and retaining employees and contractors with such skills and knowledge.

Competitive Conditions

As a mineral exploration company, Foran may compete with other entities in the mineral exploration business in various aspects including: (a) seeking out and acquiring mineral exploration properties; (b) obtaining the resources necessary to identify and evaluate mineral properties and to conduct exploration activities on such properties; (c) raising the capital necessary to fund its operations; and (d) seeking out and retaining qualified service providers and employees. The mining industry is intensely competitive in all its phases, and the Company may compete with other companies that have greater financial resources and technical facilities. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future or to raise the capital necessary to continue with operations.

Cycles

The mining business is subject to mineral price cycles. The marketability of minerals and mineral concentrates is also affected by worldwide economic cycles. The price of the Common Shares, financial results, exploration, development and mining activities of the Company may in the future be significantly and adversely affected by declines in the price of copper and other minerals. Mineral prices fluctuate widely and are affected by numerous factors such as global supply, demand, inflation, exchange rates, interest rates, forward selling by producers, central bank sales and purchases, production, global or regional political, economic or financial situations and other factors beyond the control of the Company.

The Company's mineral exploration activities may be subject to seasonal cycles as well due to adverse weather conditions. The Company's projects are located in east-central Saskatchewan. Some of the Company's properties are located in swampy areas, and as a result, it may be necessary for exploration activities on these parts of the properties to be conducted during the winter freeze.

Environmental Protection

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous materials and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation.

Employees

At December 31, 2023 the Company and MBO had 107 employees and as at the date prior to the date of this AIF, the Company has 109 employees.

Bankruptcy and Similar Procedures

During the three most recently completed financial years and up to the date hereof, the Company has not been the subject of any bankruptcy, receivership or similar proceedings.

Reorganizations

The Company has not undergone any material reorganization within the three most recently completed financial years nor does the Company intend to undergo any material reorganization in the current financial year.

Social or Environmental Policies

The Company has an Environmental, Social & Governance (“**ESG**”) Policy in place. The ESG Policy sets out key principles to guide the Company and its management, employees and contractors in the improvement of performance throughout the organization by proactively managing its social license, health and safety, the environment, its relationship with Indigenous peoples, and community relations. In particular, it references commitments related to the environment, including commitments relating to how the company performs as a steward of the natural environment; social matters, including how the Company manages relationships with its employees, with the communities in which it operates, with the Indigenous communities in the vicinity of its projects, and with its suppliers, customers, and external stakeholders; and governance matters, relating to the Company’s leadership and the frameworks it implements to deliver on its environmental and social goals.

In particular, the Company commits to health and safety management and its values of fostering a culture of care amongst its employees and contractors. Its environmental management efforts are designed to ensure that its activities are conducted in compliance with all applicable legislation and other requirements, providing for the protection of the environment, employees, and the public.

In order to accomplish same, the Company has committed to:

- complying with and respecting all applicable environmental and human rights legislation and regulations in the jurisdictions in which it operates;
- ensuring that its directors, officers and managers are promoting a culture that integrates environmental and social matters into the short and long-term management of the Company’s business;
- seeking opportunities to improve its environmental performance;
- using water responsibly by minimizing fresh water intake, managing water quality and maximizing recirculation;
- recognizing the importance of its activities to the Indigenous communities in the vicinity of its projects, and identifying and engaging with its communities in timely, inclusive, ethical, transparent and culturally-respectful dialogue prior to undertaking significant activities throughout the life of our projects (which includes engaging in meaningful discussions and building respectful relationships with the Indigenous Communities which may be impacted by its projects, ensuring that their members have equitable access to jobs, training, and education opportunities such that they can gain long-term, sustainable benefits from its projects);
- ensuring that management and staff receive education on the history of Aboriginal peoples in Canada;
- implementing strategies for community engagement and sustainable practices beyond the life and operations of any mineral project;
- promoting a safe environment for local communities and fostering a work environment free from discrimination;
- respecting the social, economic and cultural rights of all stakeholders in the jurisdictions of the Company’s operations;
- working to craft a talented, diverse and inclusive team;
- respecting the rights and dignity of its employees, contractors, partners and community members impacted by its business;

- ensuring that those who participate in its supply chain share its commitments to ESG;
- maintaining an effective whistleblower hotline to minimize opportunities for fraud and legal non-compliance;
- adopting supporting policies which will assist the Company in achieving its ESG goals;
- regularly evaluating the Company's governance requirements, making adjustments to its corporate governance structure as required; and
- communicating the ESG Policy to the Company's subsidiaries, employees, contractors, and other agents and the communities in which Foran operates.

8.2 **Risk Factors**

The exploration, development and mining of natural resources are highly speculative in nature and are subject to significant risks. In addition to the usual risks associated with an investment in a business at an early stage of development, management and the directors of the Company believe that, in particular, the following risk factors should be considered by prospective investors. These risks could have a significant impact on the Company's business, earnings, cash flows, financial condition, results of operations or prospects, which may result in a significant decrease in the market price of the Common Shares.

The following section describes the risks that are most material to the Company's business. This is not, however, a complete list of the potential risks the Company faces – there may be others we are not aware of, or risks we feel are not material today that could become material in the future. The Company's risk policy and process involves a broad, systematic approach to identifying, assessing, reporting and managing the significant risks that are faced in our business and operations. However, there is no assurance that we will be successful in preventing the harm that any of these risks could cause. An investment in the Company may not be suitable for all investors.

The Company is heavily reliant on the Mcllvenna Bay Property.

The Company's exploration and development activities at the Mcllvenna Bay Property and nearby, non-material properties accounted for much of the Company's operations in 2023 and is anticipated to continue to account for the majority of the Company's operations in 2024. Any adverse conditions affecting exploration or development at the Mcllvenna Bay Property may have a material adverse effect on the Company and could materially and adversely affect the potential future mineral resource production, profitability, financial performance and results of operations of the Company. At this time, other project assets are presently not seen as contributing significantly to perceived shareholder value.

The Company has a history of losses and may not be able to generate sufficient revenue to be profitable or to generate positive cash flow on a sustained basis.

The Company has no history of revenue or earnings from operations. The Company's property interests are in the exploration and pre-development stage and no cash flow or operating revenues are anticipated until one of the Company's projects comes into production, which may or may not occur. There is no assurance that any of the Company's property interests will generate earnings, operate profitably or provide a return on investment in the future. The Company has had negative cash flow since the date of its incorporation and is subject to many risks common to such enterprises, including undercapitalization, cash shortages, limitations with respect to personnel, financial and other resources, and lack of revenues. The Company expects to continue to expend substantial financial and other resources on exploration and development of the Mcllvenna Bay Property. These investments may not result in revenue or growth in the business. If the Company cannot eventually earn revenue at a rate that exceeds the costs associated with its business, it will not be able to achieve or sustain profitability or generate positive cash flow on a sustained basis and its revenue growth rate may decline. If the Company fails to eventually earn revenue, its business, results of operations, financial condition and prospects could be materially adversely affected.

The Company is exposed to risks related to mineral resources exploration and development.

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. 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 milling 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, the combination of which may result in the Company not receiving an adequate return of investment capital.

The 2022 Feasibility Study prepared in respect of the McIlvenna Bay Deposit was favourable, however, development will follow only if the assessment of the results of the 2022 Feasibility Study justifies such development and sufficient project financing can be secured. The Company may undertake further advanced exploration and pre-development work that could further test the McIlvenna Bay Deposit, however, the business of exploration for minerals and development of mines involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

There is no assurance that the Company's mineral exploration activities will result in any discoveries of commercial ore bodies, other than as outlined in the 2022 Feasibility Study based on the inputs and assumptions therein. Furthermore, whether a mineral deposit, including the McIlvenna Bay Deposit, will be commercially viable depends on a number of factors, including, but not limited to: (i) the particular attributes of the deposit, such as size, grade, metallurgy and proximity to infrastructure; (ii) metal prices which are highly cyclical; (iii) the cost of operations and processing equipment; (iv) metal recovery rates; (v) variations of the tonnage and grade of ore mined; (vi) the proximity and capacity of milling and smelting facilities; (vii) the availability and cost of skilled labour; and (viii) government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, allowable production, importing and exporting of minerals and environmental protection. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration and development programs, which may be affected by a number of factors, including but not limited to the foregoing factors. Substantial expenditures are required to establish reserves through drilling, identify the appropriate metallurgical processes to extract metal from ore, and develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Failure to comply with covenants under the Senior Credit Facility or the Equipment Finance Facility may have a material adverse impact on the Company's operations and financial condition.

On December 20, 2022, the Company closed the Senior Credit Facility and is expected to use the funds available under the Senior Credit Facility towards exploration and pre-development activities at the McIlvenna Bay Property, and if an affirmative construction decision is made, construction of the McIlvenna Bay Project. In addition, on September 7, 2023, the Company announced the Equipment Finance Facility and is expected to use the funds available under the Equipment Finance Facility to acquire certain equipment for the potential development and operation at the McIlvenna Bay Project.

Failure to comply with the covenants under the Senior Credit Facility or the Equipment Finance Facility could result in restricted access to additional capital or being required to repay all amounts owing thereunder. Any such restricted access to the Senior Credit Facility or the Equipment Finance Facility could have an adverse effect on the Company's business, financial condition and results of operations.

The Company's ability to make payments of interest and principal (with such principal repayments commencing on June 30, 2026 under the Senior Credit Facility and immediately upon draw under the Equipment Finance Facility) will depend on its future operating performance and cash flows from operations or from raising additional funds, which are subject to prevailing economic conditions, prevailing commodity price levels, and financial, competitive, business and other factors, many of which are beyond its control. The Company's cash flow from operations will be in part dedicated to the payment of the principal and interest under the Senior Credit Facility and Equipment Finance Facility and no assurance can be given that the Company will be able to repay the Senior Credit Facility or Equipment Finance Facility.

The Senior Credit Facility and Equipment Finance Facility impose certain restrictions on the Company, including on incurring of additional indebtedness, acquisition and dispositions of assets, entering into amalgamations, mergers, and other restrictions. In addition, the Senior Credit Facility includes certain financial covenants with which the Company must comply. A breach of any of the terms of the Senior Credit Facility or Equipment Finance Facility could result in some or all of the amounts borrowed becoming immediately due and payable, which could adversely affect the Company's financial condition. Pursuant to the terms of the Senior Credit Facility, the lender has been provided with security over all of the assets of the Company, and pursuant to the terms of the Equipment Finance Facility, the lender has been provided with security over all equipment acquired with funds drawn down from the Equipment Finance Facility. A failure to comply with the obligations in the Senior Credit Facility or Equipment Finance Facility and related agreements could result in an event of default which, if not cured or waived, could permit acceleration of future amounts owing under the Senior Credit Facility or Equipment Finance Facility which may adversely affect the Company.

The Company may require additional financing and future share issuances may adversely impact share prices.

The Company's current cash and cashflows may not be sufficient to pursue additional exploration, development or discovery of additional reserves or new acquisitions and the Company may require additional financing. Although the Company has been successful in the past in financing its activities through the sale of equity securities, there can be no assurance that it will be able to obtain sufficient financing in the future to carry out exploration and development work on its properties. Additional financing may not be available on acceptable terms, if at all. The Company may need additional financing by way of offerings of equity or debt or the sale of a project or property interests in order to have sufficient working capital for its business objectives, as well as for general working capital purposes. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of the Company's mineral projects, giving rise to the possible loss of the Company's interest in such mineral projects.

The success and the pricing of any such capital raising and/or debt financing will be dependent upon the prevailing market conditions at that time. There can be no assurance that financing will be available to the Company or, if it is available, that it will be offered on acceptable terms. Sales or issuances of substantial amounts of securities of the Company, or the perception that such sales could occur, may adversely affect prevailing market prices for the securities of the Company that are issued and outstanding from time to time. If additional financing is raised through the issuance of equity or convertible debt securities of the Company, this may negatively impact the price of the Common Shares and could result in dilution to shareholders with respect to voting power and the interests of shareholders in the net assets of the Company may be diluted.

The Company has no history of mineral production.

The Company has no prior interest or operating experience in mineral producing properties. There is no assurance that commercial quantities of minerals will be recovered from the McIlvenna Bay Property or any other properties or future properties. There can be no assurance that McIlvenna Bay Property or any other properties or future properties will ever be brought to a stage where mineral resources can profitably be produced thereon. Factors which may limit the Company's ability to produce mineral resources from its properties include, but are not limited to, the price of the mineral resources, availability of additional capital and financing, actual costs of bringing properties into production, and the nature of any mineral deposits.

The Company is subject to government regulation and failure to comply could have an adverse effect on the Company's operations.

The current and future operations of the Company, from exploration through development activities and commercial production, if any, are and will be governed by laws and regulations governing mineral concession acquisition, prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in exploration activities and in the development and operation of mines and related facilities may experience increased costs and delays in production and other schedules as a

result of the need to comply with applicable laws, regulations and permits. Permits are subject to the discretion of governmental authorities and there can be no assurance that the Company will be successful in obtaining all required permits. Amendments to current laws and regulations governing the operations and activities of the Company or more stringent implementation thereof could have a material adverse effect on the Company's business, financial condition and results of operations. Further, there can be no assurance that all permits which the Company may require for future exploration, construction of mining facilities and conduct of mining operations, if any, will be obtainable on reasonable terms or on a timely basis, or that such laws and regulations would not have an adverse effect on any project which the Company may undertake.

Failure to comply with applicable laws, regulations and permits may result in enforcement actions thereunder, including the forfeiture of claims, orders issued by regulatory or judicial authorities requiring operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or costly remedial actions. The Company may be required to compensate those suffering loss or damage by reason of its mineral exploration activities and may have civil or criminal fines or penalties imposed for violations of such laws, regulations and permits. The Company is not currently covered by any form of environmental liability insurance. See under the heading "*The Company may be unable to obtain adequate insurance to cover risks*". Existing and possible future laws, regulations and permits governing operations and activities of exploration and pre-development companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or require abandonment or delays in exploration or pre-development activities.

Changes, if any, in mining or investment policies or shifts in political attitudes in the United States, Canada or globally may adversely affect the Company's operations or profitability. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims, including by members of local communities, water use, and mine safety.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure could result in the loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with varied or other interests. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the Company's business, financial condition and results of operations.

The Company may be involved in legal proceedings which may have a material adverse impact on the Company's operations and financial condition.

All industries, including the mining industry, are subject to legal claims, with and without merit. Legal proceedings may arise from time to time in the ordinary course of the Company's business. Such litigation may be brought from time to time in the future against the Company. Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. The Company is not currently subject to material litigation nor has the Company received an indication that any material claims are forthcoming. However, due to the inherent uncertainty of the litigation process, the Company could become involved in material legal claims or other proceedings with other parties in the future. The results of litigation or any other proceedings cannot be predicted with certainty. Defending such claims may divert management's time and effort and if the Company is incapable of resolving such disputes favourably, the resultant litigation could have a material adverse impact on the Company's financial condition, cash flow and results from operations. See "*Legal Proceedings and Regulatory Actions*" below for additional information.

Interest rate risk.

Increases to benchmark interest rates may have an impact on the Company's cost of borrowing under the Senior Credit Facility, Equipment Finance Facility and any debt financing the Company may negotiate, resulting in reduced amounts available to fund the Company's exploration and development activities and could negatively impact the market price of its Common Shares and/or the price of copper, zinc or other metals, which could have a material adverse effect on the Company's operations and financial condition.

Market and liquidity risk.

There can be no assurance that an active market for the Common Shares will be sustained and any increased demand to buy or sell the Common Shares can create volatility in price and volume. Securities of small and mid-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include but are not limited to global economic developments and market perceptions of the attractiveness of certain industries. The price per Common Share is also likely to be affected by change in metal prices, the Canadian dollar, other currencies, or in the Company's financial condition or results of operations as reflected in its quarterly and annual filings. Other factors unrelated to the performance of the Company that may have an effect on the price of the Common Shares include the following: the extent of analytical coverage available to subscribers concerning the business of the Company may be limited if investment banks with research capabilities do not follow the Company's securities, lessening in trading volume and general market interest in the Company's securities may affect a subscriber's ability to trade significant numbers of Common Shares, the size of the Company's public float may limit the ability of some institutions to invest in the Company's securities, and a substantial decline in the price of the Common Shares that persists for a significant period of time could cause the Company's securities to be delisted from the exchange, further reducing market liquidity. If an active market for the Common Shares does not continue, the liquidity of a shareholder's investment may be limited and the price of the Common Shares may decline. If such a market does not develop, shareholders may lose their entire investment in the Common Shares.

As a result of any of these factors, the market price of the Common Shares at any given point in time may not accurately reflect the long-term value of the Company. Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

The Company's operations are subject to extensive environmental, health and safety regulations.

All phases of the Company's operations are subject to environmental regulations in the various jurisdictions in which it operates including but not limited to the maintenance of air and water quality, land reclamation, environmental pollution and the generation of transportable storage and disposal of hazardous waste. Environmental legislation is evolving in a manner that 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 existing or future environmental regulation will not have material adverse effects on the Company's business, financial condition and results of operations. Environmental hazards may exist on the properties in which the Company holds interests which are unknown to the Company at present and which have been caused by previous or existing owners of the properties. To the extent the Company is subject to environmental liabilities, the payment of any liabilities or the costs that may be incurred to remedy environmental impacts will reduce funds otherwise available for operations.

Government approvals and permits are currently required, or may be required in the future, in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from proceeding with planned exploration, development or operation of mineral properties. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations and parties that were engaged in operations in the past, may be required to compensate those suffering loss or damage by reason of such mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

The Company's ability to obtain approvals, licences, and permits, maintain them, and successfully develop and operate the Company's facilities may be adversely affected by the real or perceived impact of the Company's activities on the environment and human health and safety at the mineral projects and operations and in surrounding communities. The real or perceived impact of activities of resource exploration and development companies can also have an adverse effect on the Company's ability to

secure and maintain approvals, licences and permits. The Company's compliance with laws and regulations relating to the protection of the environment, employee health and safety, and waste management requires significant expenditures, and can cause delays in project development.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or the more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs, reduction in levels of production at producing properties, or abandonment or delays in development of new mining properties.

There is no assurance that the Company has been or will be in full compliance with all applicable environmental laws and regulations, or with all the necessary approvals, permits, and licences. Laws and regulations pertaining to the environment, employee health and safety, and waste management continue to evolve, and this can create significant uncertainty around the environmental, employee health and safety, and waste management costs the Company may incur. If new legislation or regulations are introduced in the future, or current legislation or regulations is amended, then they could lead to additional capital and operating costs, restrictions and delays at existing operations or development projects, and the extent of any of these possible changes cannot be predicted in a meaningful way. Environmental and regulatory review is a long and complex process that can delay the development, opening, modification or expansion of a mine, conversion facility or refining facility.

Mining operations involve hazards and risks.

Mining operations generally involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. These risks include, but are not limited to environmental hazards and catastrophes, industrial accidents and explosions, third party accidents, unusual or unexpected geological structures or formations, failure of engineered structures, remote locations and inadequate infrastructure, equipment failure, changes in the costs of consumables, power outages, fires, labour shortages and disruptions (including due to public health issues or strikes), floods, cave-ins, land-slides, acts of God, periodic interruptions due to inclement or hazardous weather conditions, earthquakes, war, rebellion, organized crime, revolution, delays in transportation, restrictions of courts and/or government authorities, other restrictive matters beyond the reasonable control of the Company, and the inability to obtain suitable or adequate machinery, equipment or labour and other risks involved in mineral property exploration and development.

Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration and development of metals, any of which could result in work stoppages, resultant losses, asset write downs, monetary losses, damage to or destruction of equipment, damage to life and property, environmental damage and possible legal liability for any or all damages. The Company may also become subject to liability for pollution or hazards. Any compensation for such liabilities may have a material adverse effect on the Company's financial position.

The Company's liability insurance may not provide sufficient coverage for losses related to these or other hazards. Insurance against certain risks, including certain liabilities for environmental pollution, may not be available to the Company or to other companies within the industry at reasonable terms or at all and the company may elect not to insure against certain liabilities. In addition, the Company's insurance coverage may not continue to be available at economically feasible premiums, or at all. Any such event could have a material adverse effect on the Company's business.

The Company may not be able to acquire or maintain satisfactory mining title rights to its property interests.

There is no guarantee that title to or interests in the Company's property interests will not be challenged or impugned. The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to the area of mineral properties may be disputed. There is no guarantee of title to any of the Company's properties. The Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects.

The Company is satisfied, based on its due diligence that its rights to the properties are valid and exist.

There can be no assurance, however, that the Company's rights will not be challenged by third parties claiming an interest in the properties.

Indigenous peoples' title claims may adversely affect the Company's ability to pursue exploration, development and mining on the Company's mineral properties.

The properties may in the future be the subject of indigenous peoples' land claims or indigenous rights claims. The nature and extent of indigenous peoples' rights and title remains the subject of active debate, claims and litigation in Canada, including in Saskatchewan and including with respect to intergovernmental relations between indigenous peoples' authorities and federal, provincial and territorial authorities. There can be no guarantee that such claims will not cause permitting delays, unexpected interruptions or additional costs for the Company's projects. Indigenous peoples' title claims may affect the ability of the Company to pursue exploration, development and mining on the Company's mineral properties. Indigenous peoples' rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Supreme Court of Canada's 2014 decision in *Tsilhqot'in Nation v. British Columbia* marked the first time in Canadian history that a court has declared First Nations title to lands outside of reserve land. The Company's mineral properties may now or in the future be the subject of aboriginal or indigenous land claims. The legal nature of indigenous peoples' land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in its mineral properties cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of indigenous peoples' rights in the area in which the Company's mineral properties are located, by way of a negotiated settlement or judicial pronouncement (or through the grant of an injunction prohibiting mineral exploration or mining activity pending resolution of any such claim), would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may be required to negotiate with and seek the approval of holders of indigenous peoples' interests in order to facilitate exploration and development work on the Company's mineral properties, but there is no assurance that the Company would be able to establish a practical working relationship with any such interest holders which would allow the Company to ultimately develop its mineral properties. These risks may have increased after the Supreme Court of Canada decision of June 26, 2014 in *Tsilhqot'in Nation v. British Columbia*.

Various international and national laws, codes, resolutions, conventions, guidelines, and other materials relate to the rights of indigenous peoples. The Company operates in some areas presently or previously inhabited or used by indigenous peoples. Many of these regulations and materials impose obligations on governments to respect the rights of indigenous people. Some require that governments consult with indigenous people regarding government actions which may affect indigenous people, including actions to approve or grant mining rights or permits. The obligations of governments and private parties under the various international and national materials pertaining to indigenous people continue to evolve and be defined. The Company's current and future operations are subject to a risk that one or more groups of indigenous people may oppose continued operation, further development, or new development of the Company's projects or operations. Such opposition may be directed through legal or administrative proceedings or expressed in manifestations such as protests, roadblocks or other forms of public expression against the Company's activities. Opposition by indigenous people to the Company's operations may require modification or preclude operation or development of the Company's projects or may require the Company to enter into agreements with indigenous people with respect to the Company's projects. Such agreements may have a material adverse effect on the Company's business, financial condition and results of operations.

The Company may be unable to obtain adequate insurance to cover risks.

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment, natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in the ability to undertake exploration, development or operations, monetary losses and possible legal liability.

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, subject to certain exclusions (e.g., COVID-19 related disruptions), 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 impact on the environment or other hazards which it 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 performance and results of operations.

Activities of the Company may be impacted by Health Crises.

Emerging infectious diseases or the threat of outbreaks of viruses or other contagions or epidemic diseases, including the COVID-19 outbreak, could have a material adverse effect on the Company by causing operational and supply chain delays and disruptions (including as a result of government regulation and prevention measures), labour shortages and shutdowns, social unrest, breach of material contracts and customer agreements, government or regulatory actions or inactions, changes in tax laws, payment deferrals, increased insurance premiums, decreased demand or the inability to sell and deliver precious metals, declines in the price of precious metals, delays in permitting or approvals, governmental disruptions, capital markets volatility, or other unknown but potentially significant impacts. In addition, governments may impose strict emergency measures in response to the threat or existence of an infectious disease.

At this time, the Company cannot accurately predict what effects the speed and extent of the spread of COVID-19 could have on exploration, development or mining operations or financial results, due to uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of any travel restrictions and business closures that may be imposed by the governments of impacted countries. In addition, a significant outbreak of contagious diseases in the human population, such as COVID-19, could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could result in a material adverse effect on commodity prices, demand for base and precious metals, investor confidence, and general financial market liquidity, all of which may adversely affect the Company's business and the market price of its securities traded on public markets. Accordingly, any outbreak or threat of an outbreak of an epidemic disease or similar public health emergency, including COVID-19, could have a material adverse effect on the Company's business, financial condition and results of operations. It is unknown whether and how the Company may be affected if a pandemic, such as COVID-19, persists for an extended period of time.

The Company's business may be impacted by international conflict.

International conflict and other geopolitical tensions and events, including war, military action, terrorism, trade disputes, and international responses thereto have historically led to, and may in the future lead to, uncertainty or volatility in global commodity and financial markets and supply chains. As the conflict in Ukraine and the conflict between Israel and Palestine continue, and as conflict erupts between diverse parties in the Red Sea area, the Company's business could be materially adversely affected by increased commodity prices and supply-chain disruptions. Oil and gas prices have increased rapidly due to the ongoing conflict, and the escalating sanctions threatened or imposed by several nations against Russia and Russian oil and gas exports, as well as disruptions to trade activity in the Red Sea, have added to global uncertainty. In the event that the Ukraine-Russia conflict, the Israel-Palestine conflict, or the Red Sea conflict escalates and expands to other nations, or such other geopolitical conflicts, tensions or events may arise, such a shift in such conflicts could result in a global economic downturn that could adversely affect the Company's business. The extent and duration of the current ongoing conflicts and related international action, and the impact that such ongoing conflicts will have on the Company's financial position or operations, cannot be accurately predicted at this time. The effects of such conflicts may magnify the impact of the other risks identified in this AIF and the financial statements of the Company, including those relating to commodity price volatility and global financial conditions.

The Company's operations require the acquisition and maintenance of permits and licenses, and strict regulatory requirements must be adhered to.

The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and eventually mining operations at its projects, on reasonable terms or at all. Delays or a failure to obtain such licenses and permits, or a failure to comply with the terms of any such licenses and permits that the Company does obtain, could have a material adverse effect on the Company. To the best of the Company's knowledge, the permit conditions to acquire permits in the jurisdiction where it operates are consistent with other similar companies.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material impact on the Company and cause increases in capital expenditures or require abandonment or delays in exploration and development of its properties.

There can be no assurances that the Company may not be negatively affected by potential changes in Canadian federal, provincial or other legislation, or by any decisions or orders of any governmental or administrative body or applicable regulatory authority. See *"The Company is subject to government regulation and failure to comply could have an adverse effect on the Company's operations."* above.

Mineral resource and mineral reserve estimates are based on interpretations and assumptions that may not be accurate.

There are numerous uncertainties inherent in estimating quantities of mineral resource and mineral reserve estimates and grades of mineralization, including many factors beyond the Company's control. In making determinations about whether to advance a project to development, mineral resources and grades of mineralization must be considered as estimates only. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling which may prove to be unreliable. Mineral resources, mineral reserves or other mineralization estimates may not be accurate.

Any material changes in mineral resource and mineral reserve estimates and grades of mineralization will affect the economic viability of placing a property into production and a property's return on capital. Estimates of mineral resource and mineral reserve estimates have been determined and valued based on assumed future prices, cut-off grades and operating costs that may prove to be inaccurate. Extended declines in market prices for copper, zinc, gold, or silver may render portions of the Company's resources uneconomic. Depending on the prices of copper, zinc or other minerals produced, the Company may determine that it is impractical to commence commercial production.

Any material reductions in estimates of mineralization, or of the Company's ability to extract this mineralization in the event the Company develops the McIlvenna Bay Project, including estimates made in the 2022 Feasibility Study, could have a material adverse effect on the Company's results of operations or financial condition. There can be no assurance that the mineral recovery rates achieved in small scale tests will be duplicated under on-site conditions or in production scale.

Uncertainties and risks relating to the 2022 Feasibility Study.

The 2022 Feasibility Study includes estimates of future production, development plans, operating costs and capital costs and other economic and technical estimates for the McIlvenna Bay Deposit. These estimates are based on a variety of factors and assumptions and there is no assurance that such production plans, costs or other estimates will be achieved. Actual production, costs and financial returns may vary significantly from the estimates depending on a variety of factors, some of which are not within the Company's control. Consequently, there is no certainty that the results set out in the 2022 Feasibility Study will be realized.

The current global financial conditions are volatile and may impact the Company in various manners.

Recent events have demonstrated that businesses and industries throughout the world are very tightly connected to each other. Thus, events seemingly unrelated to us or to our industry may adversely affect us over the course of time. Reduction in credit, combined with reduced economic activity and fluctuations in

currencies that the Company transacts in, including the Canadian dollar and the United States dollar, may adversely affect businesses and industries that purchase commodities, affecting commodity prices in more significant and unpredictable ways than the normal risks associated with commodity prices. The availability of services such as drilling contractors and geological service companies and/or the terms on which these services are provided may be adversely affected by the economic impact on the service providers. The adverse effects on the capital markets generally make the raising of capital by equity or debt financing much more difficult and the Company is dependent upon the capital markets to raise financing. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on our business, operating results, and financial condition.

Metals prices are subject to wide fluctuations.

The Company's revenues, if any, are expected to be in large part derived from the sale of copper and zinc and possibly other metals. The price of copper and zinc and other commodities has fluctuated widely in recent years and is affected by factors beyond the control of the Company including, but not limited to, economic and political trends, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, instability resulting from armed conflict, speculative activities and changes in the supply of copper and zinc due to new mine developments, mine closures, and advances in various production and technological uses for copper and zinc. All of these factors will have impacts on the viability of the Company's exploration projects that are impossible to predict with certainty. The exact effect of these factors cannot be accurately predicted, but the combination of any or all of these factors may result in the Company not receiving adequate returns on invested capital or the Company's investments in its mineral properties not retaining their respective values. Declining market prices for metals in general and copper and zinc in particular could materially adversely affect the Company's future operations and profitability.

The Company may be involved in disputes related to its contractual interests in certain properties.

The Company may, from time to time, become a party to agreements pursuant to which it may earn interests in certain properties. Title to such properties may be held in the names of parties other than the Company. Any of such properties may become the subject of an agreement which conflicts with the agreement pursuant to which the Company may earn its interest, in which case the Company may incur expenses in resolving any dispute relating to its interest in such property and such a dispute could result in the delay, indefinite postponement of further exploration and development of properties or the possible loss of such properties.

The mining industry is highly competitive.

The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have greater financial resources and technical facilities. Competition in the base metals mining industry is primarily for mineral-rich properties which can be developed and produced economically; the technical expertise to find, develop, and produce such properties; the labour to construct and operate the properties; and the capital for the purpose of financing development of such properties. Many competitors not only explore for and mine base metals, but also conduct refining and marketing operations on a world-wide basis and some of these companies have much greater financial and technical resources than the Company. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these base metal deposits could have a material adverse effect on the Company's results.

The Company's success is largely dependent on management.

The success of the Company is currently largely dependent on the performance of its officers. The loss of the services of these persons could have a material adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects. The Company does not have "key man" insurance on any of its directors or officers.

The Company has a limited history of operations.

The Company has a very limited history of operations, is in the early stage of development and has no source of operating income. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

Loss of key personnel could materially affect the Company's operations and financial condition.

The Company is dependent upon a number of key management personnel. The Company's ability to manage its exploration and development activities, and hence its success, will depend in large part on the efforts of these individuals. The Company faces competition for qualified personnel and there can be no assurance that the Company will be able to attract and retain such personnel. Failure to retain key employees or to attract and retain additional key employees with necessary skills could have a materially adverse impact on the Company's growth and profitability. As the Company's business grows, it will require additional key exploration, development, mining, financial, administrative, marketing, and public relations personnel as well as additional staff for operations.

Exercise of outstanding stock options, RSUs and DSUs may be dilutive.

There are a number of outstanding stock options, RSUs and DSUs pursuant to which additional Common Shares may be issued in the future. Exercise of such stock options, RSUs and DSUs may result in dilution to the Company's shareholders.

Price volatility of publicly traded securities may affect the market price of the Company's Common Shares.

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in prices in the securities markets will not occur. Any quoted market for the Common Shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. Consequently, the value of the Common Shares may be affected by such volatility.

The Company's operations may be adversely impacted by the effects of climate change and climate change regulation.

There is significant evidence of the effects of climate change on our planet and an intensifying focus on addressing these issues. The Company recognizes that climate change is a global challenge that may have both favorable and adverse effects on the Company's business. The development of mining operations is energy intensive and results in a carbon footprint either directly or indirectly through the purchase of fossil-fuel based electricity. As such, the Company is impacted by current and emerging policies and regulations relating to green house gas emission levels, energy efficiency, and reporting of climate-change related risks.

Currently, a number of international and national measures to address or limit emissions are in various phases of discussion or implementation in the jurisdictions in which the Company operates. These or future measures could require the Company to reduce its direct emissions or energy use or to incur significant costs for emissions permits or taxes or have these costs or taxes passed on by electricity utilities which supply or will supply the Company's operations. The cost of compliance with environmental regulations and changes in environmental regulations have the potential to result in an increased cost of operations. The Company could also incur significant costs associated with capital equipment, emissions monitoring and reporting and other obligations to comply with applicable requirements.

The Company's operations could also be exposed to a number of physical risks from climate change, such as changes in rainfall rates, reduced water availability, higher temperatures and extreme weather events.

Events or conditions such as flooding or inadequate water supplies could disrupt project development plans and timelines, could create resource shortages and could damage the Company's property or equipment and increase health and safety risks on the Company's project sites. Such events or conditions could have other adverse effects on the Company's workforce and on the communities around the Company's properties, such as an increased risk of food insecurity, water scarcity and prevalence of disease. Longer-term climate change impacts, such as sustained higher temperatures, and more frequent and more severe precipitation, storms, and floods, could result in shortened asset life, increased repair and replacement costs, and costs associated with greater insurance coverage and/or more environmentally robust program and mine design.

There can be no assurance that efforts to mitigate the risks of climate change will be effective and that the physical risks of climate change will not have an adverse effect on the Company's business.

Risks related to wildfires and other extreme weather events.

The Company's flagship McIlvenna Bay Project is located in east-central Saskatchewan, an area of Canada which carries a heightened risk of wildfires. Wildfires, as well as other extreme weather events, could have a material adverse effect on the Company in various ways, including by provoking evacuations of the areas in which its mineral projects are situated, by closing, damaging or destroying government infrastructure necessary for accessing, developing and operating the Company's mineral projects, by damaging or destroying the Company's own equipment and/or buildings, and by preventing the Company from carrying out any planned exploration and development work.

Ongoing climate change is expected to increase the frequency and severity of extreme weather events worldwide, including wildfires. This increase could raise the costs required to meet the Company's business objectives through increased repairs and use of contingency plans. Extreme weather conditions and changes in temperature could affect over time the efficiency of mining exploration and the Company's ability to attract and retain suitable employees. Changes in precipitation that result in droughts could increase the risk of wildfire caused by the Company's electrical equipment.

Security breaches of the Company's information systems could adversely affect the Company.

The Company's operations depend, in part, upon information technology systems. The Company's information technology systems are subject to disruption, damage or failure from a number of sources, including, but not limited to, hacking, cyber-attacks, computer viruses, security breaches, natural disasters, power loss, vandalism, theft and defects in design. Any of these and other events could result in information technology systems failures, operational delays, production downtimes, destruction or corruption of data, security breaches, or other manipulation or improper use of the Company's data, systems and networks, any of which could have adverse effects on the Company's reputation, business, results of operations, financial condition and share price. Our exposure to cyber security risks also includes exposure through third parties on whose systems we place significant reliance for the conduct of our business. Compromises to our information and control systems could have severe financial and other business implications.

The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect the Company's systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority. However, we may not have the resources or technical sophistication to anticipate, prevent or recover from rapidly evolving types of cyber-attacks. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Inadequate infrastructure may affect the Company's operations.

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration or development of the Company's

projects. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploration or development of the Company's projects will be commenced or completed on a timely basis, if at all, or that the resulting operations will achieve the anticipated production volume, or that the construction costs and ongoing operating costs associated with the exploration and/or development of the Company's projects will not be higher than anticipated. In addition, unusual or infrequent weather phenomena, sabotage, community, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

The Company's future success depends on its relationships with the communities in which it operates.

The Company's relationships with the communities in which the Company operates are critical to ensuring the future success of existing operations and the construction and development of future projects. There is an increasing level of public interest worldwide relating to the perceived effect of mining activities on the environment and on communities impacted by such activities. Certain non-governmental organizations ("NGOs"), some of which oppose globalization and resource development, are often vocal critics and attempt to interfere with the mining industry and its practices. Adverse publicity generated by such NGOs or others related to extractive industries generally, or their operations specifically, could have an adverse effect on the Company's reputation or financial condition and may impact the Company's relationship with the communities in which it operates. While the Company firmly believes that it operates in a socially responsible manner, there is no guarantee that the Company's efforts and investments in this respect will mitigate this potential risk. These risks could delay or interrupt the Company's operations or project development activities, delay construction timelines, and could have a material and adverse effect on our earnings, cash flows, financial condition, results of operations or prospects.

Reputational damage could adversely affect the Company's operations and profitability.

Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events, and could include negative publicity including, for example, with respect to the Company's handling of environmental matters or dealings with community groups. The increased use of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views regarding the Company and its activities. The Company does not ultimately have direct control over how it is perceived by others and reputational damage could adversely affect the Company's operations and profitability.

Risks related to surface rights.

There is no assurance that surface rights owned by the government or third parties will be granted to the Company, nor that they will be on reasonable terms if granted. Failure to acquire surface rights may impact the Company's ability to access its properties, as well as its ability to commence and/or complete construction or production, any of which would have a material adverse effect on the profitability of the Company's future operations.

The Company may be subject to production risks.

Production can be affected by such factors as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. The indication of the mineral inventory described in this AIF should not be interpreted as assurances of commercial viability, potential or profitability of any future operations.

The Company has incurred substantial losses and may never be profitable.

Since the Company's inception, it has not been profitable. To become profitable, it either develop its properties or locate and enter into agreements with third party operators. It could be years before the Company receives any revenues from production, if ever. It may suffer significant additional losses in the future and may never be profitable. Even if it does achieve profitability, it may not be able to sustain or

increase profitability on a quarterly or annual basis.

Financial instrument risk.

From time to time, the Company may use certain financial instruments to manage the risks associated with changes in copper, zinc and other metal prices and interest rates. The use of financial instruments involves certain inherent risks including, among other things: (i) credit risk, the risk of default on amounts owing to the Company by the counterparties with which the Company has entered into such transaction; (ii) market liquidity risk, the risk that the Company has entered into a position that cannot be closed out quickly, either by liquidating such financial instrument or by establishing an offsetting position; (iii) unrealized mark-to-market risk, the risk that, in respect of certain financial instruments, an adverse change in market prices for commodities, currencies or interest rates will result in the Company incurring an unrealized mark-to-market loss in respect of such derivative products. Volatility of external factors beyond the Company's control may result in substantial and permanent losses. Furthermore, to adequately reduce these risks to acceptable levels, available investment alternatives may result in limited or no return on these assets and any derivative which may be acquired in an attempt to mitigate these risks may be ineffective.

Financial assets and liabilities consist of cash and cash equivalents, accounts and other receivable, investments, restricted cash, accounts payable and accrued liabilities, the Senior Credit Facility and the Equipment Finance Facility, and embedded derivatives. It is management's opinion that the Company is not exposed to significant credit risks arising from these financial assets as all cash and cash equivalents are held at reputable Canadian institutions and the accounts receivable amounts are due from Canadian governmental agencies.

The Company may not be able to complete acquisitions it pursues and any completed acquisitions or business arrangements may ultimately not benefit its business.

As part of the Company's business strategy, it may seek to grow by acquiring companies, assets or establishing joint ventures that it believes will complement its current or future business. The Company may not effectively select acquisition candidates or negotiate or finance acquisitions or integrate the acquired businesses and their personnel or acquire assets for its business. The Company cannot guarantee that it can complete any acquisition it pursues on favourable terms, or that any acquisitions completed will ultimately benefit its business.

There is no assurance that the stock exchange on which the Common Shares are listed on will approve the acquisitions of any additional properties by the Company, whether by way of option or otherwise.

The Company has no history of paying dividends.

The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future. Any future dividend policy of the Company may be determined by its ability to commercially extract mineral resources from the ground at a profit. Should the Company declare a dividend in the future, the amount and frequency of the dividend will be determined at the sole discretion of its Board of Directors.

The Company may be subject to potential conflicts of interest with its directors and/or officers.

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and Officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

Any enforcement proceedings under Canada's Extractive Sector Transparency Measures Act against the Company could adversely affect the Company.

The *Extractive Sector Transparency Measures Act* (Canada) ("**ESTMA**") requires public disclosure of

certain payments to governments by companies engaged in the commercial development of minerals which are publicly listed in Canada. Mandatory annual reporting is required for extractive companies with respect to payments made to foreign and domestic governments, including indigenous groups. ESTMA requires reporting on the payments of any taxes, royalties, fees, production entitlements, bonuses, dividends and infrastructure improvements. If the Company becomes subject to an enforcement action or is in violation of ESTMA, this may result in significant penalties or sanctions which may also have a material adverse effect on the Company's reputation.

8.3 **Asset-backed Securities**

The Company does not have any asset-backed securities outstanding.

8.4 **Mineral Projects**

As of the date of this AIF, Company holds 8 properties comprising a total of 93 mining claims covering approximately 103,384 hectares and also holds the Denare West property title in trust, which consists of 10 mining claims and covers approximately 21,066 hectares. The properties are located between 15 and 102 km west of Flin Flon, Manitoba. All tenements are within 63 km of the McIlvenna Bay Deposit where the McIlvenna Bay Project is located.

The Company's only material property is the McIlvenna Bay Property, which hosts the McIlvenna Bay Deposit and the Tesla Zone.

8.4.1. **McIlvenna Bay Property**

The scientific and technical information in this AIF relating to the McIlvenna Bay Deposit is supported by the 2022 Feasibility Study. The 2022 Feasibility Study has been filed with Canadian securities regulatory authorities under the Company's profile on SEDAR+ at www.sedarplus.ca and can be accessed on the Company's website.

The following summary does not purport to be a complete summary of the 2022 Feasibility Study. The 2022 Feasibility Study contains more detailed information and is subject to certain assumption, qualifications and procedures described therein and is qualified in its entirety with reference to the full text of the 2022 Feasibility Study. Readers are encouraged to review the 2022 Feasibility Study in its entirety including the figures and tables contained therein. Any references cited within this excerpted information are provided in the 2022 Feasibility Study and reference should be made to the full text of the 2022 Feasibility Study.

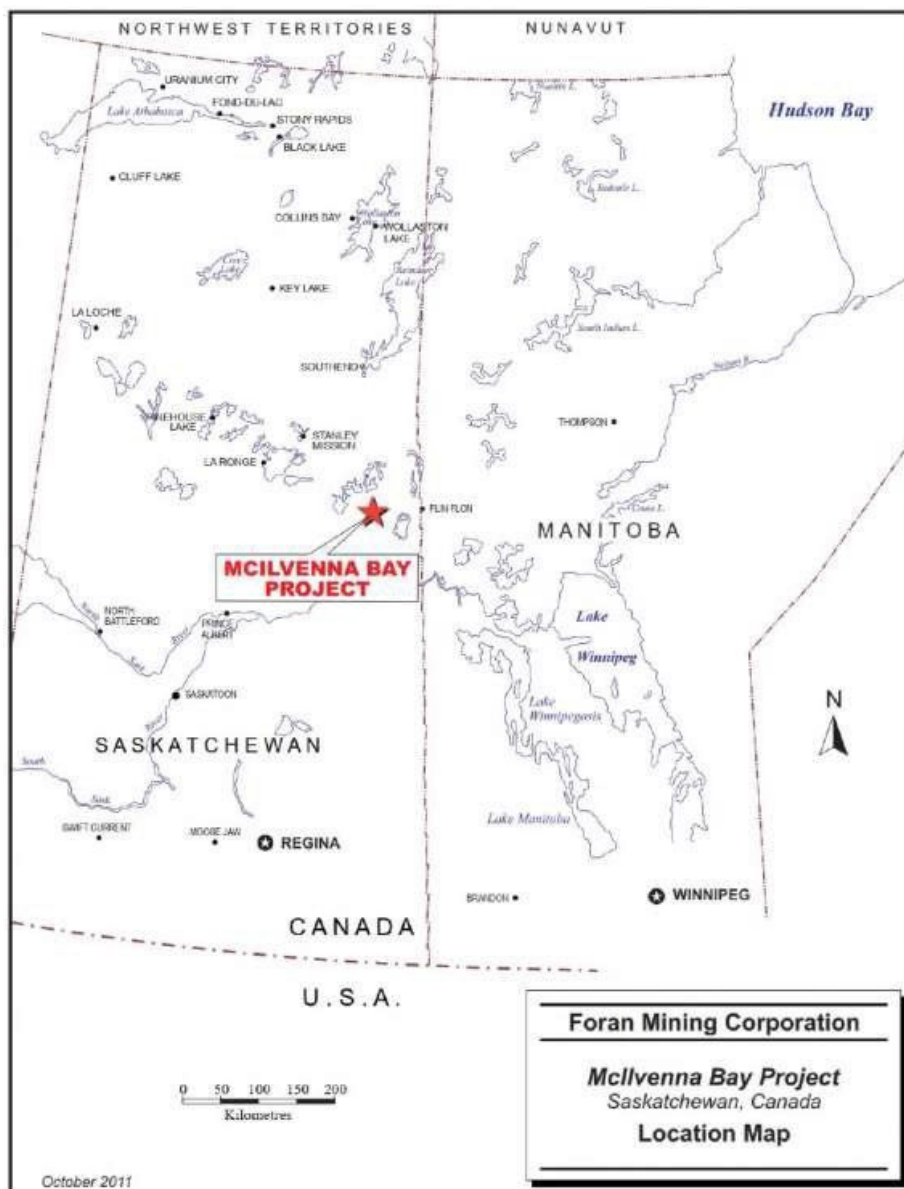
The detailed 2022 Feasibility Study is incorporated by reference in its entirety into this AIF. The disclosure in the following summary is qualified in its entirety by the 2022 Feasibility Study. Certain updates have also been included to conform the disclosure to the format of this AIF. For recent facts and circumstances applicable to the McIlvenna Bay Property arising since the 2022 Feasibility Study, please refer to the section below titled "*Developments in respect of the McIlvenna Bay Property Since the 2022 Feasibility Study*".

Property and Deposit Description and Location

The McIlvenna Bay Project and McIlvenna Bay Deposit lie within Foran's McIlvenna Bay Property, located in east-central Saskatchewan (Figure 1-1). As at the effective date of the 2022 Feasibility Study, the McIlvenna Bay Property was comprised of 38 claims totaling 20,954 ha, and as of the date hereof, the McIlvenna Bay Property comprises 44 claims totaling 29,418 ha and is approximately 375 km northeast of Saskatoon and 65 km west of Flin Flon, Manitoba. The McIlvenna Bay Deposit is centered approximately 1 km south of Hanson Lake.

The McIlvenna Bay Property is located within Canadian National Topographic System (NTS) sheet 63L10 and the plan projection of the deposit is centred on UTM coordinates 640,600 E and 6,056,200 N (NAD 83, Zone 13). The corresponding geographic coordinates are 102°50' W and 54°38' N. The McIlvenna Bay Deposit is located within the McIlvenna Bay Property boundaries.

Figure 1-1: McIlvenna Bay Property Location



Accessibility, Climate, Local Resources, Infrastructure, and Physiography

The McIlvenna Bay Project site is accessible via an 18 km all-weather gravel road that connects to Saskatchewan Provincial Highway 106, approximately 85 km west of the neighboring towns of Flin Flon, Manitoba and Creighton, Saskatchewan (Figure 1-2). The neighbouring towns represent the largest commercial / residential center in the area. Flin Flon has a long history in mining and provides key infrastructure, such as a heavy rail link that connects the area to the North American railway system. Electrical power will be generated on site until it can be supplied by SaskPower via overhead lines from the hydroelectric station at Island Falls, Saskatchewan.

Figure 1-2: Mcllvenna Bay Property Access



In addition to the various highways that connect the towns of Flin Flon and Creighton to other parts of Manitoba and Saskatchewan, Flin Flon is serviced by scheduled daily commercial flights from Winnipeg, Manitoba.

In 2011, Foran built an exploration and development camp on the property. The camp includes beds, with cooking and eating amenities, along with an office, core shacks, shop, and core storage facility. An all-season gravel road built through the property supports Foran's exploration programs as well as a historical fracking sand quarry (now reclaimed). An existing 1.2 MVA SaskPower distribution line runs to the property from Pelican Narrows and has been brought back into service to support construction activities. Construction of a dedicated transmission line for the mine and mill will be required as part of the project development.

The climate in the Hanson Lake area is continental, with cold winters and moderate to warm summers. The area is classified as a sub-humid high boreal eco-climate. The mean temperatures for January and July are -21 °C and 18 °C, respectively. Temperature ranges from -40 °C in the winter to 30 °C in the summer can be expected. Annual precipitation averages 350 mm of rain and 1,450 mm of snow. On average there are 119 frost-free days per year. Lake ice thaws in April and returns in November.

The Mcllvenna Bay Property is located within the Boreal Shield Ecozone and is covered with shield-type boreal forest. Topography is flat lying with occasional sharp dolomite cliffs and ridges up to 20 m high. Soil thickness on the limestone ridges is minimal, with occasional rock exposure. Vegetation is dominated by large conifer and poplar trees. Below the cliffs are poorly drained muskeg swamps with scattered tamarack and black spruce. There are numerous lakes and ponds throughout the surrounding area.

History

In 1957 the Parrex Mining Syndicate tested an electromagnetic (EM) conductor delineated under a small bay on the western side of Hanson Lake and intersected impressive zinc-lead massive sulphide mineralization. This led to the development of the Hanson Lake (Western Nuclear) Mine, which was shut down in 1969.

From 1978 to 1988, Cameco tested selected Aerodat EM anomalies with ground follow-up exploration programs that culminated in the discovery of three new showings: the Miskat Zone (Cu), the Grid B occurrence (Zn), and the Zinc Zone (Zn).

In 1985, the Granges-Troymin joint venture discovered the Balsam Zone, a volcanogenic massive sulphide (VMS) deposit located under the Paleozoic cover, approximately 8 km southeast of Hanson Lake. This prompted Cameco to conduct a Mark VI helicopter INPUT survey over the area south of Hanson Lake, which ultimately delineated a 1,200 m long INPUT anomaly, striking east-southeast 1 km south of McIlvenna Bay. In 1988, a further geophysical survey defined the anomaly, and six holes were subsequently drilled into what is now the McIlvenna Bay Deposit. From 1989 to 1991, an additional 61 drill holes were completed by Cameco.

Cameco suspended exploration activities at the McIlvenna Bay Property after a corporate decision was made to cease exploration for base metals. The property remained idle until optioned by Foran in 1998. On acquisition of the property in 1998, Foran embarked on a diamond drilling program to test new targets, as well as to infill the existing drill pattern on the McIlvenna Bay Deposit. Drilling continued during the winter of 1999–2000, but exploration work on the property ceased after 2000 and the option agreement was allowed to lapse. Foran acquired a new option agreement in 2005 and resumed work. In 2018, Foran completed a large two-phase infill and expansion drill program designed to convert a significant portion of the known inferred resource base of the deposit into the Indicated category. The 2020 Pre-Feasibility Study for the McIlvenna Bay Deposit was released in 2020. A large infill and expansion drill program was completed on the McIlvenna Bay Deposit in 2021, focused on increasing the confidence in the deeper parts of the deposit and designed to convert as much of the deep Inferred resources as possible to the Indicated category in preparation for a subsequent feasibility study on the deposit. An updated, NI 43-101 compliant 2021 Mineral Resource Estimate was released in 2021 and an amended and restated NI 43-101 complaint Technical Report was released in 2022.

Prior Mineral Resource and Reserve Estimations

Prior to the McIlvenna Bay Property being optioned by Foran in 1998, mineral resource or reserve estimations had not been conducted on the property. Prior to the most recent 2022 Feasibility Study Report, Foran has issued NI 43-101 Technical Reports containing mineral resource estimates for the McIlvenna Bay Property. The previous historical estimates are not discussed in the 2022 Feasibility Study nor here because Micon's QPs for the 2022 Feasibility Study did not review any of the previous mineral resource estimates or assessed them for compliance with the CIM Definition Standards for Mineral Resources and Mineral Reserves (10 May 2014) that were current as of the applicable date. Foran is not relying on the previous resource estimates which are superseded by the current estimate which is contained in Section 14.0 of the 2022 Feasibility Study with an effective date of 06 September 2021. It was previously disclosed in the 2021 Mineral Resource Estimate and was amended on 31 January 2022.

Production from the McIlvenna Bay Project

There has been no mineral production on the McIlvenna Bay Project as it relates to the base and precious metal mineralization for which Foran has been exploring and drilling.

Geological Settings and Mineralization

Regional Geology

The McIlvenna Bay Property is located on the western edge of the Paleoproterozoic Flin Flon Greenstone Belt (FFGB) which extends from north-central Manitoba into north-eastern Saskatchewan. The FFGB is part of the Reindeer Zone, a subdivision of the Trans-Hudson Orogen which was created in a continental-scale tectonic event between 1.84 and 1.80 billion years ago (Ga) when the Superior and Hearne Archean Cratons collided. (Syme, et al. 1999)

The FFGB contains eight known geographically separate juvenile island arc volcanic assemblages (blocks), each being 20 km to 50 km across. From east to west, these are the Snow Lake, Four Mile Island, Sheridan, Flin Flon, Birch Lake, West Amisk, Hanson Lake, and Northern Lights blocks (Zwanzig and Schledewitz 1997, Maxeiner, et al. 1999). These blocks are separated by major structural features and/or areas of differing tectonostratigraphic origin. It is unclear whether the eight juvenile arc sequences represent different island arcs, or segments of a larger continuous arc (Syme, et al. 1999). Within the belt, each tectonostratigraphic block has been broken into several subblocks, usually bounded by local to regional fault systems. Correlation of stratigraphy between subblocks is difficult to impossible to determine.

The exposed portion of the FFGB is approximately 250 km in an east-west direction by 75 km north-south. Although it has an apparent easterly trend, this is an artefact of the belt's tectonic contact with gneissic metasedimentary, metavolcanic, and plutonic rocks to the north (Kisseynew Domain), and the east-trending trace of Phanerozoic platformal cover rocks to the south. In reality, the FFGB extends hundreds of kilometres to the south-southwest beneath a thin cover of essentially flat-lying, Phanerozoic sedimentary rocks.

By Early Ordovician time, the area of northern Saskatchewan and Manitoba had been effectively peneplaned and a regolith was developed on exposed rocks. Inundation by the Ordovician ocean initiated the deposition of the Phanerozoic cover sequence which, in the McIlvenna Bay Property area, is now represented by the basal Winnipeg Formation sandstone overlain by the Red River Formation dolomite.

In the general Flin Flon area, the predominant direction for the Late Wisconsin ice-flow indicators is south-southwest indicating the ice was flowing from a Keewatin dispersal centre. The resulting tills are thin and generally reflect local bedrock lithologies (McMartin, Henderson and Neilson 1999).

Local and Property Geology

The Hanson Lake Block, the host terrain of McIlvenna Bay, is bound to the east by the Sturgeon-Weir Shear Zone and to the west by the Tabbernor Fault Zone. The block extends an unknown distance to the south beneath a nearly flat-lying cover of Ordovician sandstones of the Winnipeg Formation, and dolomites of the Red River Formation. To the north, the block is bounded by the Kisseynew Domain, a gneissic metasedimentary belt, and the Attitti Complex. The east end of the block hosts the Hanson Lake Pluton, a large compositionally variable granodiorite to pyroxenite intrusion.

At least two distinct folding events, both having northerly trending fold axes, have influenced the stratigraphy in the Hanson Lake Area. The Hanson Block structural fabric is dominated by a north to northwest-southeast trending, upright regional transposition foliation. A protracted D2 structural event resulted in tight to isoclinal, southwest plunging F2 folds and local southwest verging mylonite zones. D3 deformation resulted in tight north trending folds followed by a brittle D4 event characterized by north-south trending faults.

Peak regional metamorphism in the areas west and north of Hanson Lake reached upper amphibolite facies as observed by the partial melting of the granodiorite-tonalite assemblage in the Jackpine and Tulabi Lake areas. At McIlvenna Bay, the Proterozoic sequence exhibits a greenschist metamorphic facies as the deposit alteration assemblages are dominated by sericite and chlorite. The greenschist facies is probably a retrograde event after a previous amphibolite grade, because relict cordierite, anthophyllite, garnet, and andalusite are commonly observed in the VMS alteration package.

Lacking any outcrop in the area of the deposit, the property geology has been interpreted from the drill core record and geophysical surveys.

The stratigraphy of the deposit area, divided into six formations, has been defined over a 2 km strike length by a total of 285 drill holes.¹ The lowest formation intersected by drilling both structurally and stratigraphically is the McIlvenna Bay Formation, the host of the McIlvenna Bay Deposit. The McIlvenna Bay Formation is overlain to the north by the Cap Tuffite Formation. The McIlvenna Bay Formation and the Cap Tuffite Formation may be genetically related but are treated as separate units because the formations are temporally distinct. This is demonstrated by the positioning of the McIlvenna Bay Deposit—an exhalative horizon and thus reflective of a period of clastic and volcanosedimentary quiescence—between these two units.

Overlying the Cap Tuffite Formation is the Koziol Iron Formation, a long and distinctive marker formation traceable for several kilometres along strike by mapping and geophysics. Topping the Koziol Iron Formation is the Rusk Formation, a thick package of mafic volcanics. The Rusk Formation in turn is overlain by the thin HW-A Formation, an exhalative massive sulphide horizon that grades laterally into iron formation. Capping the HW-A Formation is a thick unsorted bimodal package of mafic and felsic volcanics, mafic intrusions, and minor iron formations—tentatively called the Upper Sequence—which may be thickened due to folding and faulting.

The stratigraphic package has been cut by several different intrusions. The largest is the Davies Gabbro, represented by a number of sill-like plugs located within the Cap Tuffite Formation. The Proterozoic basement geology is unconformably overlain by the relatively flat-lying to shallowly south-dipping Ordovician dolomites and sandstones of the Red River and Winnipeg Formations, which have an average total thickness between 20 m and 30 m.

The McIlvenna Bay Formation, the host formation of the sulphide deposit, is known only to the extent that it has been drilled below the footwall of the deposit. The formation is at least 200 m thick (true thickness) and comprises the massive and semi-massive sulphides and copper-rich stringer zones that make up the McIlvenna Bay Deposit, as well as a succession of variably altered felsic volcanic rocks, volcanoclastics, and/or volcanic-derived sediments of rhyolitic composition.

Mineralization

The McIlvenna Bay Deposit is a VMS consisting of structurally modified, stratiform, volcanogenic, polymetallic massive sulphide mineralization and associated stringer-style mineralization. The massive to semi-massive sulphides contain copper and/or zinc, with lower concentrations of silver, gold, and lead, while the stringer-style mineralization contains elevated copper and gold. The deposit has undergone moderate to strong deformation and upper greenschist to possibly lower amphibolite facies metamorphism. The sulphide lenses are now attenuated down the plunge to the northwest.

The McIlvenna Bay Deposit includes five separate zones and two styles of mineralization that are mineralogically and texturally distinct, and typical of VMS deposits.

- Massive to semi-massive sulphide mineralization in the Main Lens and Lens 3
- Stockwork-style sulphide mineralization in the Copper Stockwork Zone (CSZ) that directly underlies the Main Lens
- Two other small lenses of stockwork-style mineralization:
 - the Stringer Zone, located between the Main Lens and Lens 3
 - the Copper Stockwork Footwall Zone (FW), which occurs as a separate lens underneath the CSZ for approximately 140 m of strike length and could represent a fault offset and repetition of the Main Lens and CSZ

¹ The number of drill holes was revised from 239 to 285 to reflect the correct number disclosed at section 7.3 – *Property Geology* of the 2022 Feasibility Study.

Exploration

On acquisition of the property in 1998, Foran embarked on a diamond drilling program to test new targets as well as in-fill the existing drill pattern on the McIlvenna Bay Deposit. Phase I of this program commenced in December 1998 and was completed through the winter of 1998–1999. Fifty-five holes totaling 27,958 m were drilled during this program. In 1999, Foran initiated environmental baseline studies and commenced engineering work for construction of a road to access the property.

Drilling continued during the winter of 1999–2000 before being halted pending financing. Three holes totaling 2,938 m were completed in 2000, and an access road was constructed. The mineralization had been delineated to a maximum vertical depth of 1,230 m up to this period.

As of 31 May 2000, Foran had drilled an additional 59 holes totaling 33,350 m, with 57 holes directly testing the deposit. The first 44 holes were drilled with the objective of upgrading the quality of the resource, down to a depth of 580 m, from the inferred resource category to the indicated resource category. The last 15 holes were drilled below the plunge line and down plunge of the deposit. This drilling was successful in extending the deposit an additional 300 m vertically below the plunge of the previous resource base.

After 2000, exploration work on the property ceased, and the option agreement with the Hanson Lake Joint Venture was allowed to lapse. Foran acquired a new option agreement in 2005 and resumed work.

In early 2007, Foran completed an airborne deep-penetrating time-domain electromagnetic (VTEM) survey over portions of the Bigstone, Balsam, and the McIlvenna Bay properties. The program comprised 404.6 line-km on 150 m line spacing over the McIlvenna Bay / Balsam properties and 321 line-km over the Bigstone property.

In the winter of 2007–2008, Foran conducted a diamond drill hole program based on recommendations from the Technical Report on the McIlvenna Bay Project prepared by RPA dated 27 November 2006 (Cook and Moore 2006). Seven diamond drill holes were completed for a total of 6,455 m. Drill holes were between 691.5 m and 1,298.4 m in length on sections 9400E through 9700E. The objective of the program was to tighten drill hole spacing and upgrade the Mineral Resources down plunge on MSZ2. A number of drill holes failed to intersect the deposit at depth, however Foran subsequently determined these holes were drilled at orientations that made it impossible to intersect the deposit at the targeted depths.

Exploration work underwent a hiatus until 2011, when the Company was refinanced, and a new management team was brought in to run the Company. That winter, Foran conducted a diamond drilling program consisting of 10 holes totalling 5,056 m. This program targeted a portion of the CSZ and was designed to infill and prove up the continuity over a portion of the zone in the central part of the deposit. At that time, some of the drill core from the earlier 2007 to 2008 program was also relogged and sampled.

The winter 2011 drilling was successful, and RPA was retained to update the mineral resource estimate (Rennie 2011) for the CSZ. The zone was re-interpreted, using a nominal 0.5% Cu cut-off value and a minimum apparent thickness of 3 m. The other zones were largely unchanged, with the exception of Lens 4, which was incorporated into the footwall (FW). The re-inclusion of the CSZ resulted in a large increase in the total 2011 mineral resources when compared to the prior 2006 estimate.

Drilling resumed in August 2011 through to November 2011, with a total of 8,158 m completed in 18 holes. The purpose of the drill program was to infill the deposit to further increase the confidence in the resource, collect sample material for metallurgical testwork, and to test the up-dip extension of the CSZ. Detailed geotechnical logging was also conducted, and a suite of samples were collected to initiate geochemical characterization studies of the mineralized zones. Metallurgical sampling was conducted from core collected in a series of HQ-size diamond drill holes. A resurvey program was completed for all drill hole collars that could still be identified on the property. In addition, downhole gyroscopic surveys were conducted in 39 of the historic holes along with the 2011 drill holes.

Foran also completed a helicopter-borne geophysical survey in 2011 that comprised 1,587.4 line-km of versatile time domain electromagnetic (VTEM plus) and horizontal magnetic gradiometer (mag) over those areas of the McIlvenna Bay Property not covered in 2007.

In 2012, Foran completed 3,825 m of diamond drilling in 15 holes. The drilling was completed during a winter program, which allowed access to areas covered by muskeg that were not accessible during the previous summer. The drilling was directed at near- surface projections of the Mcllvenna Bay Deposit, to upgrade the classification and extend the known mineralization. Drilling was dominantly completed utilizing HQ-sized core to provide additional material for future metallurgical testwork. Geotechnical and hydrogeological studies were also conducted during the program.

Metallurgical testwork on the samples collected from the 2011 drilling was completed in June 2012. The work was completed by G&T Metallurgical Services Ltd. (G&T) of Kamloops, BC. Three composite samples, consisting of 516 kg of drill core, were created for each of three different mineralogical domains: the CSZ, MSZ2, and UWZ. The samples were then used in batch and locked cycle flotation testing, as well as determination of Bond Work Indices. In 2013, three additional drill holes were completed at the Mcllvenna Bay Property as part of a more regionally focused winter exploration program targeting other prospective areas on the property. The holes drilled at the Mcllvenna Bay Property targeted the up-dip extension of the CSZ in the central part of the deposit that were accessible from the frozen muskeg.

Further exploration / drilling was not conducted on the Mcllvenna Bay Deposit until the winter of 2018. In December 2017, Foran signed a Technical Services Agreement with Glencore. Under this agreement Glencore contributed professional and technical services, assistance, guidance, and advice toward completing a Feasibility Study on the Mcllvenna Bay Project, in exchange for an exclusive off-take contract to purchase or toll process all of the concentrates and/or other mineral products produced from the Project at prevailing market rates. With this agreement in place, Foran embarked on a large infill and expansion drill program designed to convert as much of the Mcllvenna Bay Deposit resources as possible into Indicated categories which could then potentially be converted into reserves for the upcoming Feasibility Study.

In 2018, Foran conducted 26,827 m of drilling in 60 drill holes targeting the Mcllvenna Bay Deposit. The program was completed in two phases, with 14,986.5 m in 32 drill holes (including several wedged holes) completed during the Phase I winter program and 11,840.5 m in 28 holes (including wedges) completed during the Phase II summer program. The focus of the winter program was to upgrade both the near-surface and deep portions of the Mcllvenna Bay Deposit that are covered by muskeg and not accessible during summer months. The summer program focused on the middle part of the Mcllvenna Bay Deposit which was accessible from high ground. Both programs were completed using oriented coring techniques to provide a better understanding of the geological structures in the Mcllvenna Bay Deposit area. A number of wedge holes were also drilled during the programs in order to provide additional material for metallurgical sampling. In addition to converting resources to the indicated category, other program components included geotechnical, hydrogeological, and metallurgical testwork.

Geotechnical components of the program included 3,733 m of detailed geotechnical core logging on resource drillholes drilled at orientations amenable to both structural and resource studies. In addition to the resource holes, three short geotechnical holes (151.3 m) were drilled to characterize the proposed portal location, and four short vertical holes (104 m) were drilled for piezometer installations to quantify near-surface groundwater flow in the immediate deposit area.

Material for metallurgical testwork was collected from all Phase I and Phase II drill holes, with either a quarter or half of each sampled interval submitted for testing. Metallurgical work was completed by Base Metallurgical Laboratories Ltd. (Base Metallurgical) of Kamloops, BC. A total of 1,441 g of drill core was provided from the 2018 drilling, supplemented with 712.4 kg of coarse rejects from assayed material from the 2018 program. Another 38.3 kg of core material from 2011 drilling was collected for HLS testing. Testwork comprised grind and flotation circuit tests, as well as DMS to look at potential to upgrade mill feed to maximize value.

As a part of Phase II summer drilling, a downhole resurveying program was also undertaken. A number of holes were identified that did not have a full-gyro-surveys completed during the 2011 downhole resurvey program, due to blockages in drill holes at surface or at depth. Those holes that displayed suspicious or non-existent historic downhole surveys beyond blockages were re-opened using a drill on the pad and resurveyed using a True North Gyro.

To develop a larger library of rock density measurements across the deposit, Foran personnel completed 1,932 bulk density measurements both from 2018 drill holes, and core from 2007, 2011, and 2012, that was not significantly weathered. Bulk density measurements were matched to sampled intervals, with individual pieces labelled to ensure correct wet and dry weights. Samples were measured using a larger scale than the regular specific gravity measurements. The precision of the scale used was within 1.0 g (0.5 g for skilled operators), and the larger sample sizes (often between 2 kg and 4 kg) minimized the error introduced by the 1.0 g precision. These bulk density samples are considered more representative of the actual density of the mineralized material in the ground, compared to measurements taken from isolated, random, small samples of core.

As a follow up to both programs, BHEM surveys were completed on a number of holes to look for additional lenses below the level of current drilling. The program was successful in its mandate and culminated with the 2019 Resource Estimate which was the subject of a NI 43-101 Technical Report.

The Glencore Agreement was subsequently allowed to lapse, and further exploration was not conducted on the deposit until 2021.

The 2021 winter drill program was focused on infill drilling, targeting the inferred portions of the resource to convert additional tonnes to the indicated category, as well as step- out drilling designed to expand the deeper parts of the deposit in the up-dip direction. The program was completed between January and July and consisted of 39 drill holes encompassing 27,298 m (including 11 wedges). The program included the use of oriented core technologies to better understand the structural settling of the McIlvenna Bay Deposit and all holes were surveyed using a gyro tool to provide accurate drill hole traces at depth.

The program was successful in significantly increasing the density of drill holes in the deeper part of the McIlvenna Bay Deposit and in expanding the mineralized horizons up-dip, along the upper plunge line of the deposit. The 2021 drilling continued to define a trend of thicker mineralization in the Copper Stockwork Zone in this area, which is often coupled with higher copper grades in the adjacent massive sulphide horizon. Ultimately, the drill program culminated in significant increases in the Indicated portion of the McIlvenna Bay Deposit resource.

During the 2021 program, Foran continued to collect bulk density measurements for all sample intervals within the deposit, to bolster the density database for the deposit. The measurements were made using the weight in air / weight in water method on complete sample intervals, similar to the process used in 2018.

During the winter of 2021, the immediate deposit area and projected extensions to the north-east were covered by ground EM surveys, in an effort to determine the potential for additional lenses and/or extensions of known lenses. The results of the survey were modelled and testing of potential conductors was planned for future programs.

Please see the disclosure under the heading “*Developments in respect of the McIlvenna Bay Property since the 2022 Feasibility Study – Exploration*” below for updates since the date of the 2022 Feasibility Study.

Mineral Processing and Metallurgical Testing

Metallurgical testing of the McIlvenna Bay Property samples was completed in several programs since 2012. Initial characterisation was completed at ALS Metallurgy with follow up programs at Base Metallurgical Laboratories (BML) in 2016, 2019, and 2021. Testwork has focused on two main mineralization styles: Copper Stockwork and Massive Sulphide, with the latter being further subdivided into Upper West and Z2 (MSZ2) zones. The Copper Stockwork Zone contains chalcopyrite as the main economic mineral, with minor amounts of sphalerite, and is considered moderate to hard in terms of grindability. The Massive Sulphide zone is of moderate grindability with primary sulphides as pyrite, sphalerite, and chalcopyrite, and lesser amounts of galena.

Testwork has focused on developing a flotation scheme to produce concentrate products from both zone composite material as well as blends of the zones. The flowsheet consists of a primary grind to an 80% passing size of 75 µm, sequential flotation of first the copper and then zinc minerals, regrinding of the rougher concentrates to 80% passing 20-25 µm, cleaner flotation, and then final concentrate dewatering.

The latest phase of the testwork, initiated in March 2021 at BML, was conducted to support the feasibility study and advance the metallurgy in four key areas:

- Development of the MBS depressant scheme to replace ZnSO₄/NaCN in the copper circuit;
- Development of the pyrite flotation circuit to generate a low-sulphide tailings;
- Further evaluation of blended composites including locked cycle testing; and
- Additional downstream testwork to support the feasibility level plant design.

Results of the testwork confirmed the flowsheet and further developed the understanding of the metallurgy using blended composites of copper stockwork and massive sulphide mineralization that are representative of the expected mill feed composition. In addition, final product samples of concentrate and tailings were used to evaluate settling and filtration characteristics and generate process design data.

Open circuit cleaner and locked cycle flotation test results from the metallurgical studies were used to develop feed grade-based models for copper, zinc, silver, and gold for both concentrate grade and recovery. The metallurgical models were applied to mine production schedules as part of the financial modelling and the resultant life-of-mine (LOM) average recoveries are presented in Table 1-1.

Table 1-1: LOM Average Recovery Rates (%)

Circuit	Copper	Zinc	Gold	Silver
Massive Sulphide	82.4	84.4	82.9	54.6
Copper Stockwork	95.2	47.0	92.7	76.6
Blended Mill Feed	91.1	79.8	88.6	63.2

Over the LOM, the average copper grade in the copper concentrate is forecast to be 28% and the average zinc grade in the zinc concentrate is forecast to be 50.0%.

2021 Mineral Resource Estimation

This section presents the updated mineral resource estimate for Foran's McIlvenna Bay Deposit in Saskatchewan. The updated mineral resource estimate is based on Foran's drilling database, which includes both previous drilling and Foran's drilling in 2021. Micon's QPs conducted the mineral resource estimate for disclosure in accordance with NI 43-101.

The 2021 drilling program was designed not only to improve the confidence of the known inferred mineralization such that it could be upgraded to indicated, but also to potentially increase the mineral resources at depth. Previous iterations of the resource model have been completed and published since 2010, with all previous resource estimations now superseded by the current 2021 estimate presented in the 2022 Feasibility Study.

The updated mineral resource estimate presented in the 2022 Feasibility Study is summarized in Table 1-2. The effective date of this mineral resource is 06 September 2021, and the resource is reported using a Net Smelter Return (NSR) cut-off of US \$60/t.

**Table 1-2: Mineral Resources for
McIlvenna Bay Deposit, Reported at NSR of US\$ 60/t**

Classification Category	Mineralized Domain (Zone)	Tonnage (Mt)	Cu (%)	Zn (%)	Pb (%)	Au (g/t)	Ag (g/t)
Indicated	MS	10.75	1.01	6.17	0.41	0.53	26.56
	CSZ	22.74	1.31	0.38	0.02	0.37	9.14
	SZ	1.19	1.26	0.52	0.07	0.31	12.97
	L3	2.57	0.82	3.07	0.14	0.25	14.51
	FW	1.80	1.42	0.59	0.04	0.45	8.84

	Total	39.06	1.20	2.16	0.14	0.41	14.39
Inferred	MS	1.56	0.65	6.51	0.46	0.29	27.77
	CSZ	3.48	1.08	0.79	0.03	0.25	10.50
	Total	5.04	0.94	2.56	0.17	0.27	15.85

Notes:

1. Effective date 06 September 2021; CIM definitions were followed for Mineral Resources.
2. The mineral resource is estimated based on 240 diamond drill holes and a NSR cut-off of US\$60/t. NSR values were derived, and high-grade caps were applied as per the discussion in Estimation Methodology and Parameters and include provisions for metallurgical recovery and estimates of current shipping terms and smelter rates for similar concentrates. Metal prices used are US\$4.25/lb. Cu, US\$1.35/lb. Zn, US\$1,800/oz. Au, and US\$25.00/oz. Ag. Lead contributes no value.
3. Rock density was interpolated for each block based on measurements taken from core specimens, with an average value of 3.59 g/cm³ for the main MS lens and 2.87 g/cm³ for the CSZ.
4. Mineral resources that are not mineral reserves do not have demonstrated economic viability.
5. The block model grades were estimated using the Ordinary Kriging interpolation method, with search parameters derived from geostatistical analysis performed within the mineralization wireframes. Variogram ranges are from 65 m to 85 m for Au and Ag in the major axis and up to 100 m to 120 m for Cu and Zn.
6. Micon has not identified any legal, political, environmental, or other factors that could materially affect the potential development of the mineral resource estimate.
7. The mineral resource estimates are classified according to the CIM Definition Standards, which define a Mineral Resource as "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 characteristics of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge including sampling."
8. The mineral resource was categorized based on geological confidence into inferred and indicated categories. An inferred mineral resource has the lowest level of confidence. An indicated mineral resource has a higher level of confidence than an inferred mineral resource. It is reasonably expected that the majority of the inferred mineral resources could be upgraded to indicated mineral resources with additional infill drilling.

Mineral Reserve Estimate

The Mcllvenna Bay Deposit Mineral Reserve estimate is based on indicated resource material identified in the block model provided by Foran. All resource material in the block model that was classified as inferred was assigned a 0% grade.

The Mineral Reserve estimate consists of selected portions of the Indicated Resource that are above a US \$90.24/tonne Net Smelter Return (NSR) cut-off value. This cut-off value was applied when generating the stoping shapes.

The Mineral Reserve is categorized as either Massive Sulphide or Copper Stockwork. It is assumed that both transverse and longitudinal retreat stope mining methods, as well as Avoca mining, will be used. The assumed mining rate is nominally 4,200 tonnes per day (tpd). A total dilution of approximately 22.2% is projected for the longhole stopes.

Extraction (mining recovery) is estimated at a combined 93.6% for longhole mining and ore development. The Mineral Reserve for the Mcllvenna Bay Deposit is estimated at 25,703,062 tonnes, grading 2.39% Zn and 1.23% Cu. This Mineral Reserve estimate includes marginal tonnes, which is classified as marginal development or incremental stoping. This Mineral Reserve estimate also includes modifying factors including dilution and mining recovery.

Estimates of mineralization and other technical information included herein have been prepared in accordance with National Instrument 43-101. Factors that may affect the Mineral Reserve estimate include the following:

- Commodity price assumptions;
- Changes in interpretations of mineralization geometry and continuity of mineralization zones;
- Changes to geotechnical, hydrogeological, and metallurgical recovery assumptions;
- Input factors used to assess stope dilution and recoveries;
- Assumptions the operation can obtain all required permits to operate;
- Assumptions regarding social, permitting, and environmental conditions;

- Additional infill or step-out drilling.

Table 1-3 presents the estimated Mineral Reserve.

Table 1-3: Mineral Reserve Estimate

Classification	Recovered Ore Tonnes (tonnes)	Grade Zn (%)	Grade Cu (%)
Massive Sulphide	10,135,305	5.43%	0.99%
Copper Stockwork	15,567,756	0.41%	1.39%
Total	25,703,062	2.39%	1.23%

Notes:

1. Effective date 15 February 2022, CIM definitions were followed for Mineral Reserves.
2. Mineral Reserves include transverse, longitudinal, and Avoca stopes, as well as ore development, marginal development, and incremental stopes.
3. Stopes were estimated at a cut-off value of US \$90.24/tonne NSR.
4. Marginal tonnes were estimated at a cut-off value of US \$60.55/tonne NSR.
5. A minimum mining width of 3.0 m was applied for all stoping.
6. Numbers may not sum due to rounding.
7. NSR Reserve Prices (\$US); Cu \$3.50/lb, Zn \$1.20/lb, Ag \$22.50/oz, Au \$1600/oz

The QP is not aware of any environmental, permitting, legal, title, taxation, socio- economic, political, or other relevant factors that could materially affect the Mineral Reserve estimate.

Mining Methods

Underground (UG) access to the McIlvenna Bay Deposit will initially be via a ramp from surface. A 2.43 m × 7.32 m rectangular shaft will also be constructed, commencing in Year 5, to reduce the truck haulage distances and the time required for the workforce to access the lower levels. At the present time, Foran is constructing the portal and developing a ramp to the 0090 Level, along with an exploration / diamond drill drift on the 0090 Level. This is called the Advance Development and Exploration Program (ADEX). The mine development and life of mine plan presented in the FS will commence at the completion of the ADEX program. The capital costs for the ADEX program are excluded from the FS model.

Thirty-five levels, spaced at 30 m intervals sill to sill, are planned for the McIlvenna Bay Deposit. Lateral development will be concentrated in the first four years to establish the initial production areas, UG infrastructure, and the permanent ventilation system.

The McIlvenna Bay Deposit will be extracted using conventional longhole mining methods including sublevel transverse and longitudinal stoping and Avoca stoping. The ore body geometry and rock characteristics indicate these mining methods are appropriate for safe and efficient production. Ore will be drilled using a top hammer drill, blasted, and then mucked using battery electric (BEV) load-haul-dump (LHD) vehicles.

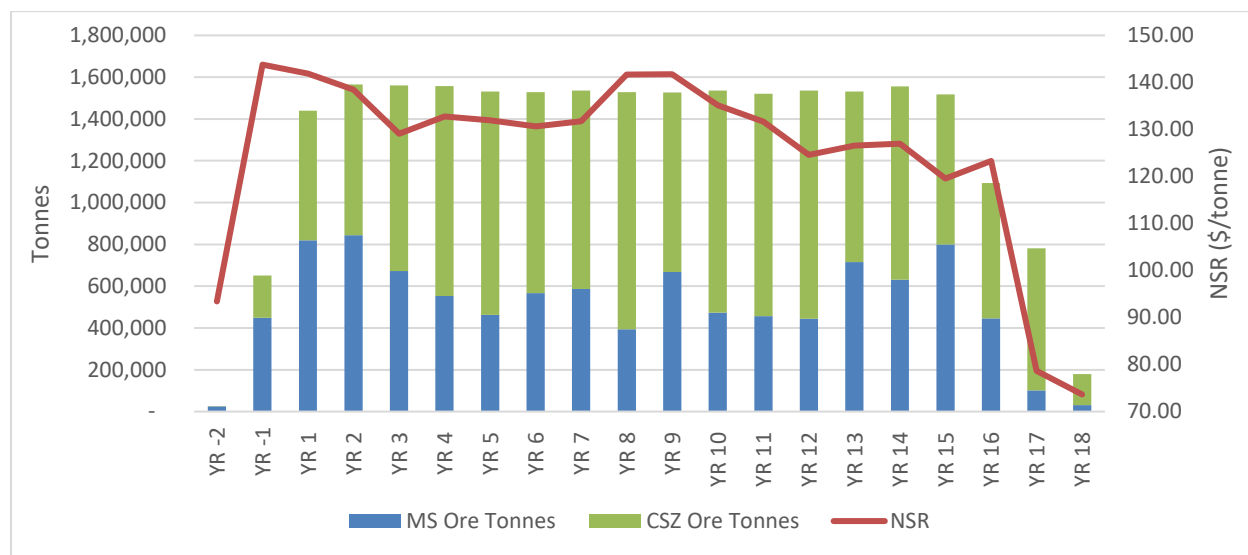
Ore will be hauled to surface using BEV haul trucks early in the mine life and will be hauled to the rock breaker stations feeding the shaft in the latter stages of mine production. Waste will be either hauled to surface or hauled to an active production level where it will be used as backfill.

Mine dewatering will be completed using a multi-level clean water system. Main sumps will be located on the 0060, 0420, 0780, and 0960 Levels. The 0060 Level sump will be designed to collect surface water via the ramp and most of the water transmitted through the sandstone layer. This sump will feed water into the process water system and pump the surplus water to surface. The 0420, 0780, and 0960 Level sumps will collect any remaining surface water, plus the process water from mining activities. The run-of-mine water will decant through membranes; with the clean water being pumped to the next main sump (i.e., 0960 Level to 0780 Level, and 0780 Level to 0420 Level). The 0420 Level sump will feed water into the process water system and pump the surplus water to surface. The residual solids in the sumps will be collected and placed into a nearby stope for disposal.

Transverse stopes will be backfilled with paste fill using filtered tailings from the processing facility. Avoca stopes will be backfilled with waste rock generated from underground development. Conventional trackless mining equipment will be used to execute lateral development required to access the ore body. Ore will be produced at a nominal rate of 4,200 tonnes per day (tpd) with a mine life of approximately 20 years, including an initial ramp-up period of two years.

Figure 1-3 below outlines the annual mine production by ore zone. Both zones will be mined and processed together but are illustrated separately in Figure 1-3 because the metallurgical performance is dictated by the balance of tonnes / grades from the two zones.

Figure 1-3: Underground Production Profile with NSR



Massive Sulphide (MS) Ore tonnes include Marginal Ore Tonnes

The mine operation labour force will consist of mine management and technical support staff, development and production crews, maintenance crews, and miscellaneous support staff. The labour schedules determined for the operation identified a peak on site complement of up to 149 personnel.

The underground mobile fleet will be diesel equipment, except for the LHDs and haulage trucks. The fleet of mobile mining equipment will include LHDs, haulage trucks, drill jumbos, bolters, mechanical bolters, top hammer drills, a shotcrete unit and ancillary equipment. Some key mobile equipment units will be purchased through a lease-to-own program. Since the mine has access to surface, maintenance of the UG fleet will occur in the surface shop until the 0420 Level maintenance shop is constructed. It will service equipment for the life of the operation except for the haulage trucks, which will continue to be maintained in the surface shop.

The mine ventilation system is designed as a predominately negative or “pull” system and is designed using Canada Centre for Mineral and Energy Technology (Canmet) requirements for the described mobile fleet.

It takes the use of BEVs into account, for a total airflow requirement of 250 m³/s. The design includes an exhaust system and a fresh air system complete with a heating plant located between the fresh air raise and a centrally located exhaust raise. The fresh air will be partially heated using a propane-fired heating system and by absorbing heat from the exhaust air using a heat exchanger. The ramp and internal fresh air raise will distribute the air throughout the mine. Each level will have two exhaust raises on the extremities. The return air will be collected on the 0060 Level and exhausted to surface. The upper portion of the ramp—from 0060 Level to surface—will be ventilated with air from the surface fresh air raise to provide heated air to the portal.

The ore and waste handling system will begin with LHD units hauling material from the active heading or stope to the nearest remuck.

Ore will be loaded into the haulage trucks at the remuck and hauled to surface or to the 0570 Level rock breakers, once the shaft is operational. The 0570 Level rock breakers will be equipped with a remotely operated rock breaker. The grizzly openings will be 500 mm by 500 mm. The sized ore will be loaded onto a conveyor on the 0600 Level and transferred to the shaft for skip loading.

Waste will be loaded into the haulage trucks at the remuck and hauled to surface or to available Avoca stopes or a secondary transverse stope in the backfill cycle.

Recovery Methods

Mill feed for the McIlvenna Bay Project will be processed in a purpose-built mineral processing facility to produce separate copper and zinc concentrates. The plant would provide on-site treatment of approximately 25.7 million tonnes of copper-zinc ore at a processing rate of 4,200 tpd (1.512 Mtpa), based on the current mine plan.

A key finding of the 2018–2019 metallurgical testwork program was that the Massive Sulphide and Copper Stockwork mineralization types could be blended and processed without any noticeable effects on metallurgical response. Similar grind targets and reagent recipes are recommended for the processing of the two main mineralization types. Thus, a co-processing approach is considered a pragmatic method of processing as long as effective upstream blending strategies are implemented and managed.

Initially, ore will be hauled to surface using 42-tonne trucks and dumped into a surface crushing facility. As the mine development continues a shaft hoisting system will be constructed to feed minus 500 mm ore onto a new overland conveying system to feed the surface crushing facility.

Ore will be crushed to a nominal 100% passing 150 mm, (80% passing 100 mm) size. Conveyors will transfer coarse crushed material to one of two surface stockpiles in preparation for the SAB grinding circuit.

The selected grinding circuit consists of a SAG and Ball Mill combination designed to accommodate the variable hardness expected from blending of the high-silica copper stockwork ore and the softer massive sulphide ore. The grinding circuit is designed to reduce the particle size of flotation feed material to a nominal 80% passing 75 µm.

Cyclone overflow slurry from the grinding area will be directed to the flotation section for sequential copper and zinc concentrate recovery. The copper and zinc circuits will be similar in nature, with each circuit producing rougher concentrates prior to regrinding and multi-stage cleaning.

A single vertical pressure filter will be used to dewater both copper and zinc thickened concentrates in batches to provide two stockpiles of product filter cake suitable for transportation to toll smelters.

A desulphurization rougher flotation circuit will recover residual sulphide minerals to a sulphide concentrate. The sulphide concentrate produced will be dewatered separately and directed to the paste backfill circuit for incorporation into the backfill mixture. Desulphurized flotation tailings will be used to produce a filtered cake suitable for stacking at the surface tailings facility.

Project Infrastructure

The McIlvenna Bay Project is a compact site with major features including the tailings storage facility, ore and waste dumps, water treatment infrastructure, and buildings such as administration and dry, gate house, and truck shop. The process facilities will include the primary crusher building, covered ore stockpiles, mill building, and paste plant building. The site will contain a 350-person camp with associated canteen, recreation facilities, and domestic water treatment infrastructure.

Foran has constructed infrastructure to support ongoing ADEX, including all-season camps with combined sleeping accommodation for 88, fuel storage, communications, domestic water, septic, canteen, core shack, construction office, and first aid / mine rescue trailer. Site clearing and portal development have commenced. A temporary truck shop has been erected and laydown area prepared. The first phase of the lined waste rock dump is constructed, and Stage 1 of the contact water pond is in final permitting. The

existing SaskPower distribution line has been energized and power is distributed via a containerized construction power e-house.

The existing gravel road between the mine site and SK-106 will be used for transportation of mine personnel and general supplies over 18 km. The road will require cleaning along its edges to recover the road to the width used during the quarrying operation.

A light vehicle parking lot to accommodate 156 vehicles will be located adjacent to the administration / dry complex and on-site camp. An additional 25-vehicle visitor parking will be located in front of the administration / dry complex.

A 35 m diameter helipad will be constructed adjacent to the mine site entrance and will be maintained over life-of-mine for emergency access.

A four-bay truck shop / warehouse will be housed within a 42 m W × 45 m L × 15 m H pre-engineered building. The mezzanine level will include offices, meeting rooms, washrooms, and kitchenette, as well as electrical and mechanical utility rooms and additional storage. Over the vehicle maintenance bays are two overhead cranes (20/5 t). The mezzanine level utility area is serviced by a 2t hoist with access to the outdoor laydown area.

The administration office and mine dry are combined in a two-story modular building 18 m W × 36 m L. The lower level will accommodate 250 personnel and will include the men's and women's dries, canteen and lunchroom, mine rescue, laundry, and janitorial. The upper level will include reception, office units / open office area, meeting rooms, training room, kitchenette, washrooms, electrical, IT server, and mechanical utility rooms.

The existing gatehouse will remain in place during the construction and production phases. The gatehouse is located at the entrance of the mine site and controls access in and out of the site as well as the truck scale operation.

The temporary explosives storage magazines will be located north of the mine site a minimum of 650 m from adjacent structures, and with a partial earth berm enclosure. Emulsion will be stored in a 2.4 m W × 6 m L × 2.5 m H type 4 outdoor magazine.

A fuel storage and distribution facility will be located adjacent to the portal. This facility will store the diesel and low-sulphur diesel tanks, dispensing equipment, and an oil / water separator.

Waste from site such as plastic, paper, cardboard, scrap, and rubber will be collected and stored in the garbage disposal area. The waste will be picked up on a set schedule and sent offsite for disposal.

A 10,100 m² laydown area will be constructed of compacted granular material and located south of the truck shop. This laydown area will serve as the construction staging area during the surface and portal construction phases.

The headframe will provide access for personnel entering the mine in addition to hoisting ore to the surface. The headframe design includes backlegs, head sheaves, skip dumps, and ore bin. A deflector gate will direct hoisted material to a bunker on the ground. The tower of the headframe will stand 52.0 m tall and will house the head sheaves and skip-dumping equipment. The headframe and the hoist house will be constructed on site with structural steel. The collar house will be attached to the headframe.

The primary crushing circuit will be housed within a pre-engineered building. The building will be adjacent to a 6 m high concrete retaining wall to allow for dumping of underground haul trucks into the surge bin. The crushing building will be equipped with a 10t overhead crane. A modular control room is located adjacent to the modular crushing plant.

The copper and zinc crushed ore stockpiles will be housed within a common fabric building. Each stockpile will have 6,000 t capacity and will be reclaimed using a vibratory feeder located in a corrugated arch multiplate steel tunnel.

The process plant will be housed within a pre-engineered building. Lean-to structures are attached for reagents and concentrate loadout. The process building will be equipped with two overhead cranes (20t and 10t). A modular control room will be located outside the process plant at the mill operating floor elevation. Operators will have direct access into the process building via covered walkway. The pebble transfer tower will be clad and space allocated for a possible future pebble crusher. Exterior process equipment will be located in a concrete containment bund.

A pre-assembled containerized assay lab will be located adjacent to the process plant building.

The dry stack tailings and paste plant will be housed within a pre-engineered building. A lean-to structure is attached for non-pyrite tails loadout to the Tailings Storage Facility (TSF). The paste building will be equipped with a 10t overhead crane. A modular control room will be located on the second level. Exterior tailings slurry storage tanks will be located within a concrete containment berm.

The TMF storage shed is a fabric building and will provide overnight / inclement weather storage for dewatered non-acid generating tails.

The average power demand for the project will increase over the initial years of commercial production as the underground mine is developed, ranging from 13.5 MW to 17.7 MW. The existing 25 kV SaskPower distribution line has been re-energized and is providing 1.2 MVA capacity to the construction e-house. Phase I power will be supplied primarily through a power purchase agreement utilizing an onsite liquified natural gas (LNG) 19.4 MW power plant, supplemented by the existing 25 kV distribution line. The LNG power plant will be equipped with a heat recovery system for building heat. Phase II power will be provided from the Saskatchewan provincial grid via 77 km of new 138 kV transmission line from the Pelican Narrows substation. An onsite 138-13.8 kV substation will be constructed.

Power costs have been calculated based on a blend of energy consumption from the grid and onsite power generation and average \$115/MW.h over the life-of-mine. An additional rate rider of \$7.50/MW.h has been added to grid power to account for carbon emissions offset.

A lined ore and waste rock pad will be constructed in three stages in the vicinity of the underground mine portal and the process plant. Total storage capacity will be 1,700 kt.

The site water management strategy is to divert or deflect non-contact surface runoff water away from the project site to the maximum extent possible and collect and treat site-influenced contact water. Contact water will be collected, treated, tested, and reused for processing and mining operations. Surplus contact water will be treated through an effluent treatment plant and discharged north into Winn Bay (Hanson Lake). The primary and secondary containment ponds will be 115 m W × 155 m L × 2.5 m deep. Each pond will have a 41,000 m³ capacity providing settling and polishing of contact water.

Domestic wastewater from the administration and mine dry building, onsite camp, and process washroom facilities will be collected and channeled to a biological treatment system (sewage treatment plant). The effluent will be discharged through an on-site septic bed. A potable water treatment plant will be installed to treat water from an on-site well. Potable water will be used for showers, toilets, and sinks in the dry, camp, and office complexes.

The TSF is proposed as a filtered tailings (dry stack) facility located approximately 1 km north of the portal, at the site of the previous Preferred Sands quarry (now closed and rehabilitated). Approximately half of the tailings from the flotation plant will be desulphurized and dewatered to form a filter cake, which will be trucked to the TSF for placement and compaction. The other half of the mine tailings (including the higher sulphide tailings) will be placed underground as paste fill.

Please see the disclosure under the heading “*Developments in respect of the McIlvenna Bay Property since the 2022 Feasibility Study – Project Infrastructure*” below for updates since the date of the 2022 Feasibility Study.

Market Studies and Contracts

The McIlvenna Bay Deposit will produce two saleable concentrates from the mineral processing facility: a copper concentrate and a zinc concentrate. Pricing for metals contained in the concentrate will be based on market price at the time of sales when the concentrate is received at the smelters.

The metal price assumptions used in the 2022 Feasibility Study are based on consensus pricing from a number of banking institutions to arrive at a reasonable long-term estimate. Metal price estimates are considered conservative based on supply and demand fundamentals.

The assumptions made for the purposes of the 2022 Feasibility Study include the following:

- The copper and zinc concentrates produced from the mineral processing facility will be sold to smelters. The transportation costs have been included in the Smelting and Refining costs disclosed in the 2022 Feasibility Study.
- Copper and zinc credits will be payable as metal credits as per normal industry practice. The percentage payables and refining costs have been accounted for in the Smelting and Refining costs for the McIlvenna Bay Project.
- Gold and silver will be payable as metal credits as per normal industry practice. The percentage payables and refining costs have been accounted for in the Smelting and Refining costs for the McIlvenna Bay Project.
- Zinc and copper are readily traded commodities and the sales terms for these are generally standard in nature. For the purposes of the 2022 Feasibility Study, it was assumed that the products will be sold freely and at standard market rates.

The metal prices used in the economic evaluation of the McIlvenna Bay Project are summarized in Table 1-4.

Table 1-4: Consensus Price

Meta	Unit	Consensus Price
Copper	US\$/lb	\$3.50
Zinc	US\$/lb	\$1.20
Gold	US\$/oz	\$1,600
Silver	US\$/oz	\$22.50

Foran had not entered into any contracts for concentrate sales at the time of writing the 2022 Feasibility Report and has used reasonable treatment and refining charges based on standard commercial terms within the industry. Concentrate will be trucked from site to Flin Flon, MB where it will be loaded onto rail cars and can be transported to smelters in BC, QC, ON, or to ports.

Environmental Studies, Permitting, and Social / Community Impact

The Project area lies in the Boreal Plain (BP) Ecozone on the boundary of two ecoregions: the Namew Lake Upland landscape area of the Mid-Boreal Lowland Ecoregion, and the Flin Flon Plain landscape area of the Churchill River Upland Ecoregion. The boundary between these two ecoregions passes through McIlvenna Bay on Hanson Lake, such that the northern part of the project area lies in the Churchill River Upland, and the southern part lies in the Mid-Boreal Lowland.

Extensive mining and exploration activities associated with other metal and silica sand mining projects have occurred in the project area; therefore, the area does not represent undisturbed baseline conditions. In 2012, a comprehensive environmental baseline program was completed by Canada North Environmental Services (CanNorth) for Foran that was designed to prepare the McIlvenna Bay Project for future licensing and regulatory requirements. The program collected a full suite of environmental data including climate and meteorology; noise; surface water hydrology; water and sediment quality; plankton, benthic invertebrate and fish communities; fish habitat, chemistry, and spawning; ecosite classification; vegetation communities;

wildlife communities; species at risk; and heritage resources (CanNorth 2013). Additionally, in 2018 and 2019 the hydrological and meteorological stations were revisited to extend these datasets.

In 2021, Foran commissioned CanNorth to complete an environmental baseline program extending into 2022 to provide information for the Environmental Impact Assessment (EIA). The 2021/2022 program used current best practices and the most up-to-date Saskatchewan Ministry of Environment (SKMOE) survey protocols.

The McIlvenna Bay Project lies within the area traditionally occupied by the Peter Ballantyne Cree Nation (PBCN). It is located approximately 40 km southeast of the settlement of Deschambault Lake and approximately 50 km west of the community of Denare Beach. The McIlvenna Bay Project is also located within the Métis Nation of Saskatchewan Eastern Region 1. Foran has been meeting with members of the communities of Deschambault Lake and Denare Beach to provide updates regarding the Project since 2012. Foran also initiated a Traditional Land Use / Knowledge Inventory Study which was completed by ASKI Resource Management and Environmental Services (a corporation of the PBCN) in 2012. Foran entered into discussions with PBCN with the objective of negotiating a collaboration agreement which will outline the responsibilities and requirements of each party, and focuses on areas of community engagement, environmental stewardship, workforce and business development, and community investment. Additionally, a detailed baseline socio-economic and land use study was completed in 2022 using primary and secondary information sources to inform the EIA process.

Please see the disclosure under the heading “*Developments in respect of the McIlvenna Bay Property since the 2022 Feasibility Study – Environmental Studies, Permitting and Social / Community Impact*” below for updates since the date of the 2022 Feasibility Study.

Capital and Operating Costs

Capital Costs

The estimate meets the classification standard for a Class 3 estimate as defined by Association for the Advancement of Cost Engineering (AACE) International and has an intended accuracy of $\pm 15\%$. The estimate is reported in Q4/21 Canadian dollars. Table 1-5 outlines the estimated capital cost for supplying, constructing, and pre-commissioning the Project, and excludes the ADEX program.

The capital costs primarily comprise the following areas.

- Underground mine lateral and vertical (including the shaft) development, and stationary mine infrastructure. Some of the mine mobile equipment is assumed to be purchased on a lease-to-own basis, with the costs incurred in the lease payments. Indirect costs include temporary construction facilities, construction services and supplies, construction management (CM) costs, construction equipment, freight, and Owner's costs
- Process plant costs include the construction of the entirety of the process plant facility, paste fill plant, and sustaining capital
- Other capital, including transmission line, tailings storage, pre-production costs, and site infrastructure costs which include site preparation, permanent camp, maintenance shop, fuel storage, administration and dry facility, water treatment systems, and site roads
- Contingency

At the time of the 2022 Feasibility Study, Foran was preparing an ADEX. This plan will include a portal, ramp to the 0090 Level, remucks, 0060 Level access, 0060 Level sump excavation, bulk sample on the 0090 Level, and a diamond drill drift on the 0090 Level in the hanging wall.

Table 1-5: Total Capital Cost Estimate

Description	Units	Cost
Project Capital		
UG Mine (includes indirect costs)	\$ million	95.9
Process Plant	\$ million	151.5
Other Capital	\$ million	90.0
Subtotal Project Costs	\$ million	337.4
Project Capital Contingency	\$ million	38.5
Total Project Capital	\$ million	375.9
Sustaining	\$ million	464.6
Closure	\$ million	8.2
Sustaining Capital Contingency	\$ million	9.0
Total	\$ million	857.7

Note: Totals may not sum due to rounding.

Sustaining capital incorporates all capital expenditures after the pre-production period of Year -2 and Year -1. Closure costs of \$8.2 million have been included in Year 19 through Year 21.

Operating Costs

Operating cost estimates were developed to present annual costs for production. Unit costs are expressed as \$/tonne processed. Operating costs were allocated to either mining, processing, tailings facility and paste plant, or general and administration (G&A). LOM operating costs are estimated to be \$1,769.8M. LOM operating costs are summarized in Table 1-6.

UG mining occurs during Year -2 to Year 11 (note that in Year -2 and Year -1, UG mining costs are capitalized). UG mining begins with capital development in Year -2 and the capitalized development continues through the LOM.

Table 1-6: Operating Cost Estimate Summary (Year -1 to Year 18 inclusive)

Description	LOM Cost (\$ million)	Average Annual (\$ million)	Unit Cost (\$/t processed)
Mining / Paste Plant	1,060.6	60.4	41.26
Processing	615.9	35.2	23.96
Tailings Facility	39.7	9.9	1.54
General and administration	174.2	26.9	6.78
Total	1,890.3	132.4	73.55

Notes:

1. Totals may not sum due to rounding.
2. Average annual cost based on Year 1 through Year 17

G&A costs include labour, miscellaneous surface equipment, contractor costs for camp and catering, insurance premiums, allowance for training, consultants, and marketing and accounting functions.

Economic Analysis

The results of the economic analysis in the 2022 Feasibility Study represent forward-looking information that is subject to a number of known and unknown risks, uncertainties, and other factors that may cause actual results to differ materially from those presented here. Forward-looking statements in the 2022 Feasibility Study include, but are not limited to, statements with respect to future metal prices, currency exchange, estimation of Mineral Resources and Mineral Reserves, estimated mine production and metals recovered, estimated capital and operating costs, and estimated cash flows generated from the planned mine production.

Actual results may be affected by the following:

- Differences in estimated initial capital costs and development time from what has been assumed;
- Unexpected variations in quantity of ore, grade, or recovery rates, or presence of deleterious elements that would affect the process plant or waste disposal;
- Unexpected differences in geotechnical and hydrogeological conditions from what was assumed in the mine designs, including water management during construction, mine operations, and post mine closure;
- Differences in the timing and quantity of estimated metal production, costs of future production, sustaining capital requirements, future operating costs, assumed currency exchange rate, requirements for additional capital, unexpected failure of plant, or equipment or processes not operating as anticipated;
- Changes in government regulation of mining operations, environment, and taxes;
- Unexpected social risks, higher closure costs and unanticipated closure requirements, mineral title disputes, or delays to obtaining surface access to the property.

If additional mining, technical, and engineering studies are conducted, these may alter the project assumptions presented in the 2022 Feasibility Study and may result in changes to the calendar timelines and the information and statements contained in the 2022 Feasibility Study.

Production mine development and licensing approvals are currently not in place, and statutory permits, including environmental permits, are required to be granted prior to mine commencement.

The McIlvenna Bay Project has been evaluated in the 2022 Feasibility Study using discounted cash flow analysis. Cash inflows consist of annual revenue projections. Cash outflows consist of project capital expenditures, sustaining capital costs, operating costs, taxes, royalties, and commitments to other stakeholders. These were subtracted from revenues to determine the annual cash projections.

Cash flows are taken to occur at the midpoint of each period. To reflect the time value of money, annual cash flow projections are discounted to the Project valuation date using the annual discount rate. The discount rate appropriate to a specific project can depend on many factors, including the type of commodity, the cost of capital to the project, and the level of project risks (e.g., market risk, environmental risk, technical risk, and political risk) in comparison to the expected return from the equity and money markets.

The base case discount rate for the project is 7%. The discounted present values of the cash flows are summed to determine the Project's NPV. In addition to the NPV, the IRR and the payback period are also calculated. The IRR is defined as the discount rate that results in an NPV equal to zero. The payback period is calculated as the time required to achieve positive cumulative cash flow for the Project from the start of mineral processing.

Taxes and depreciation for the Project were modelled using input from Foran and were reviewed in the Prefeasibility Study (PFS) by EY LLP (2021).

On a pre-tax basis, the NPV at 7% is \$678.2 million, the IRR is 26%, and the payback period is 3.9 years. On a post-tax basis, the NPV at 7% is \$465.7 million, the IRR is 22% and the payback period is 4.5 years.

A summary of the LOM cashflow is provided in Table 1-7 and Figure 1-4. Table 1-8 summarizes the economic results with the NPV at 7%.

Table 1-7: LOM Cashflow Forecast Summary Table

Description	Units	Value
Gross Revenue	\$ million	4931.5
Less: Smelter and Refinery Costs	\$ million	-537.6
NSR	\$ million	4393.9
Less: Royalties	\$ million	-20.3
Less: Total Operating Costs	\$ million	-1890.3
EBITDA	\$ million	2483.3
Less: Capital Costs	\$ million	-848.7
Less: Closure Costs	\$ million	-8.2
Pre-Tax Cash Flow	\$ million	1626.4
Less: Taxes	\$ million	-447.0
<i>Post-tax cash flow</i>	\$ million	1179.5

Figure 1-4: Undiscounted After-Tax Cash Flow

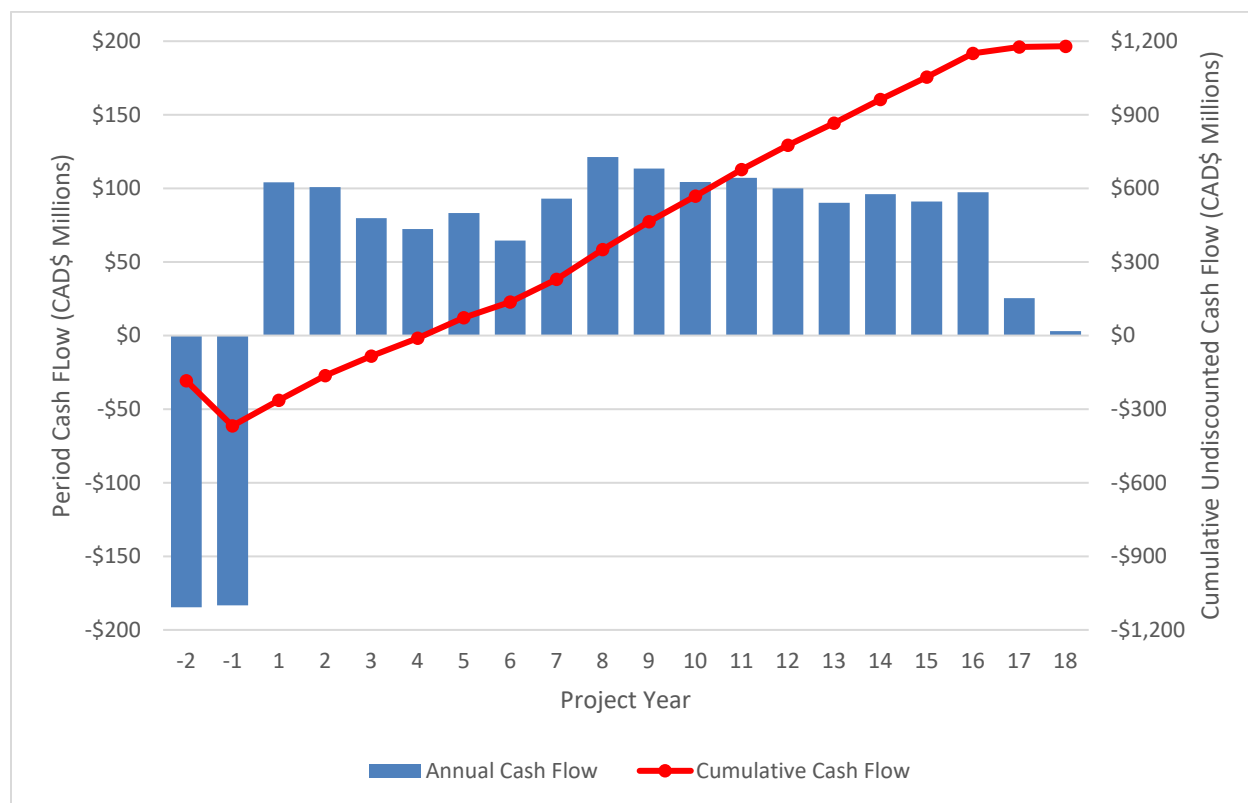


Table 1-8: Forecast Economic Results

Description	Units	Value
Pre-Tax		
NPV at 7%	\$ million	678.2
Internal rate of return	%	25.9%
Payback period	Years	3.9
After-Tax		
NPV at 7%	\$ million	465.7
Internal rate of return	%	21.8%
Payback period	Years	4.5

Note: Payback period is calculated from the start of mineral processing.

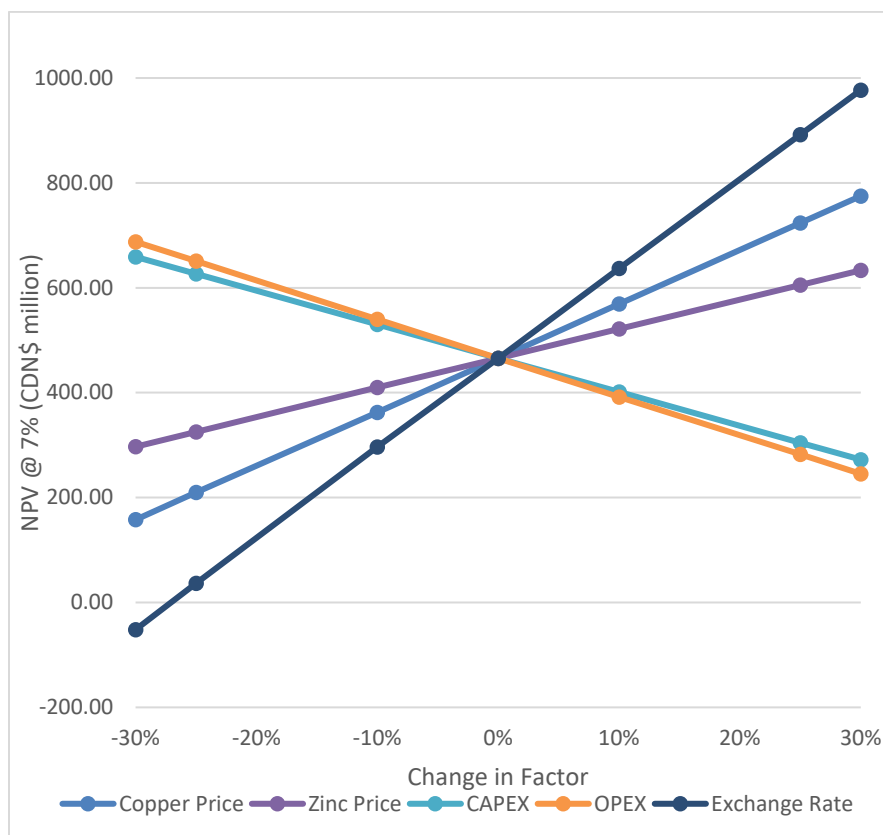
Sensitivity Analysis

The cash flow model was tested for sensitivity to variances regarding the following.

- Metal Prices (Copper and Zinc)
- Capital Expenditure (CAPEX)
- Operational Expenditure (OPEX)
- Exchange Rate

Figure 1-5 illustrates the results of the sensitivity analysis for varying metal prices. The anticipated Project cash flow is most sensitive to fluctuations in the exchange rate and the price of copper.

Figure 1-5: Metal Price Sensitivity Analysis



8.4.2. Developments in respect of the McIlvenna Bay Property since the 2022 Feasibility Study

Since the effective date of the 2022 Feasibility Study, the developments outlined below in respect of the McIlvenna Bay Property have occurred. Please refer to “*General Development of the Business – Three Year History – Year Ended December 31, 2022*” and “*General Development of the Business – Three Year History – Year Ended December 31, 2023*” for further discussion regarding developments during 2022 and 2023.

Exploration

During the year ended December 31, 2022, the Company completed several drill programs encompassing approximately 10,000 metres of drilling at its regional targets at McIlvenna Bay Property, along with limited geotechnical drilling at the McIlvenna Bay Deposit. On June 8, 2022, the Company announced the discovery of mineralization at the Tesla Zone.

Exploration activities during the year ended December 31, 2023 were primarily focused on the expansion of the Tesla Zone and other regional targets in the Hanson Lake area. Highlights from the 2023 program included a significant expansion of the Tesla Zone and the discovery of mineralization between the Tesla Zone and the McIlvenna Bay Deposit, referred to as the Bridge Zone. The mineralized zones intersected at the Bridge Zone appear to correlate with ore zones from the McIlvenna Bay Deposit and this drilling has also identified important stratigraphic links, which suggest that the Tesla Zone and McIlvenna Bay Deposit are likely connected by a fold and that this area may represent a target for future exploration growth.

Project Infrastructure

During 2022, approximately 131.9 metres were advanced in respect of the exploration decline. The Company also focused on securing long lead time items, including semi-autogenous grinding and ball mills and primary crusher.

During the year ended December 31, 2023, the Company advanced approximately 58 metres in respect of the underground decline. Early works on the McIlvenna Bay Property continued through the year, focused primarily on securing long lead items, detailed engineering, procurement of surface infrastructure, and the installation of temporary and permanent construction camps. In particular, the Company made progress on certain key project milestones including the successful commissioning of a temporary mine water treatment plant, camp installation, mine service center (truck shop) pad excavation, and production of construction aggregates. The company also procured several significant work packages.

Pursuant to an agreement dated June 3, 2022, the Company began to fund a discovery phase of a project, to be carried out by SaskPower, to consider the viability of the construction of a 110kV transmission line to provide electrical service to the McIlvenna Bay project. The definition phase of the 110kV transmission line was expanded in December 2023 to include support of ongoing indigenous engagement, geotechnical investigations and continuation of engineering and procurement activities. Continued collaboration on establishing a construction agreement between Foran and SaskPower is ongoing.

Environmental Studies, Permitting, and Social / Community Impact

During 2022, the Company also commenced work required to advance the Saskatchewan environmental assessment process and undertook an environmental impact assessment in order to submit an environmental impact statement for review to the Ministry of Environment. On July 26, 2023, the Company announced that MBO received Ministerial Approval under *The Environmental Assessment Act* (Saskatchewan) for the McIlvenna Bay Project, which concluded the Environmental Impact Assessment process for such project.

In February 2022, the Company announced that it had received initial permits from the Environmental Protection Branch of the Ministry of Environment of Saskatchewan for its proposed advanced exploration decline as part of its pre-development program at the McIlvenna Bay Property. The Company received its initial Approval to Operate Permit for its advanced exploration decline program at the McIlvenna Bay Project in May, 2022, which allows the Company to operate pollutant control facilities for water and waste rock. In addition, during 2023, the Company finalized certain permits including preliminary earthworks, drainage systems, water rights and scaling plan.

On July 17, 2023, Foran's wholly-owned subsidiary MBO entered into a collaboration agreement with PBCN. The Collaboration Agreement outlines certain responsibilities and requirements in respect of education, training, sustainable growth, and financial and economic benefits to further empower the PBCN community.

8.4.3. Bigstone Property

The Company has a 100% interest in the Bigstone Property, which is comprised of 22 claims totalling 24,578 hectares and is located approximately 85km west of Flin Flon, Manitoba. The Bigstone Property is oriented north-south and covers roughly 20km of prospective volcanic stratigraphy. Some of the claims that comprise the Bigstone Property are subject to a 2% NSR Royalty. The claims are in good standing for a period of between 6 and 21 years.

The Bigstone Property hosts the Bigstone Deposit which has indicated resources estimated at 1.98Mt grading 2.22% CuEq and inferred resources estimated at 1.88Mt grading 2.14% CuEq.

On January 21, 2021, the Company filed the independent NI 43-101 technical report titled "Technical Report on the Bigstone Project, East Central Saskatchewan, Canada". The Bigstone Technical Report was subsequently amended and restated on February 1, 2022 to clarify and correct certain portions of the report, which changes did not materially change any of the previous disclosures made by the Company made in the initial Bigstone Technical Report. The Bigstone Technical Report is available on the Company's profile on SEDAR+ and on the Company's website.

8.4.4. Other Projects

The Company also holds the Hanson and Balsam properties, which occur at the western limit of the Flin Flon Greenstone Belt adjacent to the McIlvenna Bay Property, which are underlain by prospective felsic volcanic stratigraphy that hosts variably significant VHMS styles of alteration and mineralization.

The Comeback Bay property, also located in Saskatchewan, has both precious and base metal VHMS potential within the western limit of the Flin Flon Arc Assemblage (Birch Lake Belt). The recently acquired Galvani, Curie and Hanson North properties, along with the Denare West property, for which the Company holds legal title in trust as described below, are of lower priority at this time, but are expected to have the potential to host significant precious and base metal VHMS occurrences.

On November 20, 2023 the Company entered into an option agreement with Purepoint Uranium Group Inc. (“**Purepoint**”), which granted the Company the option to acquire up to a 100% beneficial interest in the Denare West property (the “**Denare West Option**”) in stages by incurring certain exploration expenditures over a six-year period and, in respect of the final stage, making a final payment and granting a 2% net smelter returns royalty (the “**Purepoint NSR**”) to Purepoint. In the event of the exercise of Foran's options to acquire 100% beneficial interest in Denare West, Foran has a further multi-stage option to buy back the Purepoint NSR. The Company holds title to the Denare West property in trust on its own behalf and on behalf of Purepoint.

9 DIVIDENDS

Dividends are declared at the discretion of the Company's Board of Directors. Since the Company's incorporation, the Company has not paid any dividends on its Common Shares and there is no current intention to pay dividends in the future.

10 DESCRIPTION OF CAPITAL STRUCTURE

The Company's authorized share capital consists of an unlimited number of Common Shares without par value, an unlimited number of Preference Shares without par value and an unlimited number of Non-Voting shares without par value.

There are 305,088,481 Common Shares, nil Preference Shares and 27,777,778 Non-Voting Shares issued and outstanding as at the date prior to the date of this AIF. None of the issued and outstanding common shares are subject to escrow as at the date of this AIF (see “*Escrowed Securities*” below).

Common Shares

All of the Common Shares rank equally as to voting rights, participation in a distribution of the assets of the Company on a liquidation, dissolution or winding-up of the Company and entitlement to any dividends declared by the Company. The holders of the Common Shares are entitled to receive notice of, and to attend and vote at, all meetings of shareholders (other than meetings at which only holders of another class or series of shares are entitled to vote).

Each Common Share carries the right to one vote. Subject to the rights, privileges, restrictions and conditions attached to the Preference Shares, in the event of the liquidation, dissolution or winding-up of the Company, or upon any distribution of the assets of the Company among shareholders being made (other than by way of dividend out of monies properly applicable to the payment of dividends) the holders of the Common Shares and the Non-Voting Shares shall rank equally and are entitled to share equally.

Subject to the rights, privileges, restrictions and conditions attached to the Preference Shares of the Company, the holders of the Common Shares and the Non-Voting Shares shall rank equally and are entitled to receive any dividends declared by the Company in respect of the Common Shares. Any stock dividends declared and paid in respect of the Common Shares shall be in the form of additional Common Shares, and any stock dividend declared and paid in respect of the Non-voting Shares shall be in the form of additional Non-Voting Shares.

Any alteration of the rights attached to the Common Shares must be approved by at least two-thirds of the Common Shares voted at a meeting of the Company's shareholders. Provisions as to the modification, amendment or variation of such rights or provisions are contained in the Company's articles and in the BCBCA.

Preference Shares

Preference Shares may from time to time be issued by the directors of the Company in one or more series. The directors may, by resolution, confer on the holders of any series of Preference Shares the right to notice of or to be present or to vote, either in person or by proxy, at any general meeting of the shareholders of the Company other than a separate meeting of the holders of the Preference Shares, or of the holders of shares of a series of the Preference Shares, as the case may be. The directors may create, define or attach to any series of Preference Shares the rate or amount of dividends. All series of Preference Shares shall participate rateably on winding-up of the Company's affairs.

In the event of the liquidation, dissolution or winding-up of the Company or any distribution of its assets for the purpose of winding-up its affairs, after the payment of dividends declared but unpaid, the holders of the Preference Shares shall be entitled *pari passu* to be paid such amount as the special rights and restrictions attaching to such shares shall provide, or in the absence of any express provision, the amount of capital paid up per share for each Preference Share held by them, in preference to and with priority over any payment or distribution to the holders of any class of shares ranking junior to the Preference Shares in respect of priority or the distribution of assets upon liquidation, dissolution or winding-up.

Non-Voting Shares

Non-Voting Shares do not give the holders any right to vote at meetings of the shareholders of the Company. Subject to the rights, privileges, restrictions and conditions attached to the Preferred Shares, in the event of the liquidation, dissolution or winding-up of the Company, or upon any distribution of the assets of the Company among shareholders being made (other than by way of dividend out of monies properly applicable to the payment of dividends) the holders of the Common Shares and the Non-Voting Shares shall rank equally and are entitled to share equally.

Subject to the rights, privileges, restrictions and conditions attached to the Preference Shares of the Company, the holders of the Common Shares and the Non-voting Shares shall rank equally and are entitled to receive any dividends declared by the Company in respect of the Common Shares. Any stock dividends declared and paid in respect of the Common Shares shall be in the form of additional Common Shares, and any stock dividend declared and paid in respect of the Non-Voting Shares shall be in the form of additional Non-Voting Shares.

Each holder of a Non-Voting Share shall have the right to convert (the "**Conversion Right**") one (1) Non-voting Share into one (1) Common Share without the payment of any additional consideration, such Common Share to be issued as fully paid and non-assessable, subject to adjustment. The right of conversion may be exercised at any time, but only by holders of Non-Voting Shares who are not Fairfax (each a "**Member**").

If a Change of Control² is proposed, or if holders of Common Shares are otherwise entitled to tender their Common Shares, or vote their Common Shares, in connection with a transaction that could result in a Change

² "Change of Control" means a transaction or series of transactions that result in any of the following:

- (A) the purchase or acquisition of any outstanding voting securities or securities convertible into voting securities by a person which results in the person beneficially owning, or exercising control or direction over, voting securities or securities convertible into voting securities such that, assuming only the conversion of securities convertible into voting securities beneficially owned or over which control or direction is exercised by the person, the person would beneficially own, or exercise control or direction over, voting securities carrying the right to cast more than 50% of the votes attaching to all voting securities;
- (B) the approval by the shareholders of the Company of an amalgamation, arrangement, merger or other consolidation or business combination of the Company with another entity which requires approval of the shareholders of the Company pursuant to the *Business Corporations Act* (British Columbia) or otherwise and pursuant to which the shareholders of the Company or their affiliates immediately thereafter do not own shares of the successor or continuing entity, which would entitle them to cast more than 50% of the votes attaching to all shares in the capital of the successor or continuing corporation, which may be cast to elect directors of that corporation;

of Control, then from the moment at which such Change of Control is proposed, or such entitlement to tender or vote the Common Shares, as applicable, is triggered, any Member who is a holder of Non-Voting Shares may exercise the Conversion Right, and such Conversion Right may (at the sole discretion of the holder, which includes any Member) be exercised by a holder conditionally, including subject to the concurrent completion of such Change of Control. Holders of Non-Voting Shares will have no pre-emptive or redemption rights.

11 **MARKET FOR SECURITIES**

The issued and outstanding Common Shares were listed and posted for trading on the TSX-V under the symbol “FOM” until and including June 11, 2023, and as at the close of business on June 11, 2023, the Common Shares were delisted from the TSXV and on June 12, 2023, the Common Shares were listed on and posted for trading on the TSX under the symbol “FOM”. The Common Shares are also listed on and posted for trading on the OTCQX under the ticker symbol “FMCXF”.

11.1 **Trading Price and Volume**

The following table sets out the high and low trading prices, and volume of the Common Shares of Foran traded on the TSX-V, beginning at start of the Last Financial Year and up to June 11, 2023:

Table 8.1.1. Trading price & volume of Foran Common Shares on the TSX-V from January 1, 2023 to June 11, 2023.

Month	High (\$/sh)	Low (\$/sh)	Volume (sh)
January 2023	3.41	2.79	8,656,291
February 2023	3.75	3.00	7,440,897
March 2023	3.95	3.37	15,245,929
April 2023	4.32	3.57	15,703,937
May 2023	3.84	3.02	5,403,861
June 1 – June 11 2023	3.51	3.07	2,451,473

Source: TMX.com

The following table sets out the high and low trading prices, and volume of the Common Shares of Foran traded on the TSX, from June 12, 2023 up to March 20, 2024:

Table 8.1.2. Trading price & volume of Foran Common Shares on the TSX from June 12, 2023 to March 20, 2024.

Month	High (\$/sh)	Low (\$/sh)	Volume (sh)
June 12 – June 30 2023	3.55	3.08	2,082,594
July 2023	4.06	3.39	3,564,339
August 2023	4.15	3.73	4,431,359
September 2023	4.29	3.53	6,558,870
October 2023	4.56	3.39	14,316,462
November 2023	4.45	3.86	11,167,989
December 2023	4.25	3.82	8,201,950
January 2024	4.38	3.80	5,141,503
February 2024	4.14	3.68	6,909,007

-
- (C) a sale, lease, disposition or conveyance of the property and/or assets of the Company as an entirety or substantially as an entirety to any other person (provided that the other person is not an affiliate of the Company) for consideration consisting of cash and/or securities and/or other property of such other person and the subsequent distribution of all of such consideration to all of the holders of securities of the Company, as applicable;
- (D) any combination of the events or circumstances described in subsections (A), (B) or (C) above, such that all or substantially all of the Common Shares shall be subject to one or more of subsections (A), (B) or (C) above.

Month	High (\$/sh)	Low (\$/sh)	Volume (sh)
March 1 – March 20, 2024	4.25	3.81	6,221,363

Source: TMX.com

The following table sets out the high and low trading prices, and volume of the Common Shares of Foran traded on the OTCQX, beginning the at start of the Last Financial Year and up to March 20, 2024:

Table 8.1.3. Trading price & volume of Foran Common Shares on the OTCQX from January 1, 2023 to March 20, 2024.

Month	High (US\$/sh)	Low (US\$/sh)	Volume (sh)
January 2023	2.50	2.09	138,100
February 2023	2.64	2.27	186,700
March 2023	2.90	2.47	183,500
April 2023	3.22	2.67	284,400
May 2023	2.77	2.23	1,542,100
June 2023	2.64	2.31	904,700
July 2023	3.07	2.58	255,100
August 2023	3.04	2.64	98,400
September 2023	3.12	2.62	354,800
October 2023	3.28	2.46	650,100
November 2023	3.16	2.76	943,100
December 2023	3.16	2.85	327,200
January 2024	3.16	2.85	313,100
February 2024	3.02	2.73	243,300
March 1 – March 20, 2024	3.14	2.82	360,000

Source: ca.finance.yahoo.com

11.2 Prior Sales

During the Last Financial Year and up to the date prior to the date of this AIF, the Company issued the following stock options, common share purchase warrants, deferred share units and restricted share units, all of which are not listed or quoted on a marketplace:

Table 8.2.1. Outstanding Stock Options, Warrants, DSUs and RSUs

Number and Description of Securities	Date issued	Expiry Date	Exercise Price (\$/sh)
Stock Options			
1,760,000	January 20, 2023	January 20, 2028	3.34
200,000	February 23, 2023	February 23, 2028	3.22
25,000	May 1, 2023	May 1, 2028	3.72
400,000	May 11, 2023	May 11, 2028	3.43
100,000	June 5, 2023	June 5, 2028	3.42
150,000	July 11, 2023	July 11, 2028	3.54
125,000	August 23, 2023	August 23, 2028	3.88
30,000	August 30, 2023	August 30, 2028	3.90
250,000	September 21, 2023	September 21, 2028	3.89
250,000	November 1, 2023	November 1, 2028	4.33
175,000	December 8, 2023	December 8, 2028	4.02
50,000	January 29, 2024	January 29, 2024	4.15

Number and Description of Securities		Date issued	Expiry Date	Exercise Price (\$/sh)
	1,712,500	March 1, 2024	March 1, 2029	3.91
	125,000	March 11, 2024	March 11, 2029	4.13
Warrants				
	None			
Deferred Share Units				
	150,000	January 20, 2023	N/A	N/A
	75,000	March 1, 2024	N/A	N/A
Restricted Share Units				
	115,000	January 20, 2023	N/A	N/A
	207,500	March 1, 2024	N/A	N/A

The stock options, DSUs and RSUs were granted pursuant to the Company's LTIP, which was most recently approved by the annual and special meeting of shareholders of the Company held on May 11, 2023. The LTIP provides for the issuance of stock options, RSUs, DSUs, performance share units and stock appreciation rights to certain eligible persons, of which, only stock options, RSUs and DSUs have been issued. The LTIP is a rolling plan, permitting the issuance of up to 10% of the issued and outstanding Shares respect of aggregate awards granted under the LTIP, calculated as at the date of the grant or issuance of such awards.

12 **ESCROWED SECURITIES**

The Company has no securities held in escrow or subject to contracted restrictions on transfer.

13 **DIRECTORS AND OFFICERS**

13.1 **Name, Occupation and Security Holding**

The Board of Directors of the Company currently consists of seven members, six of whom are not part of the day-to-day management of the Company. Directors hold office until the close of the next annual meeting of shareholders or until the director's earlier death, resignation or removal. Each executive officer serves at the discretion of the Board of Directors and holds office until his or her successor is appointed or until such officer's earlier death, resignation or removal.

Table 10.1.1. Foran Directors and Officers Information

The following table sets out Foran's directors and executive officers, together with their province or state and country of residence, positions and offices held, and principal occupations during the last five years, and the dates in which they were first appointed as directors and/or executive officers of Foran, as of December 31, 2023.

Name, Position with the Company and Residence	Principal Occupation and Positions Held During the Preceding Five Years	Director or Officer of the Company Since
DANIEL MYERSON, MFin. <i>Executive Chairman,</i> <i>Chief Executive Officer</i> England, United Kingdom	CEO, Foran Mining Corporation (November 2020 – present); Executive Chairman, Foran Mining Corporation (November 2020 – present); Head of Canadian Zinc Business, Glencore Plc (October 2011– October 2020).	November 9, 2020

Name, Position with the Company and Residence	Principal Occupation and Positions Held During the Preceding Five Years	Director or Officer of the Company Since
GILBERT LAMARCHE <i>Chief Operating Officer</i> Ontario, Canada	Chief Operating Officer (September 2023 – present) and Vice President, Technical Services (May 2022 – September 2023), Foran Mining Corporation; Head of Mines/Mills Technical Services and Tailings Dams for North Atlantic Operations, (Aug. 2019 – Feb. 2022); and Coleman Mine Manager, Vale Canada Ltd., (Jan 2017 – Aug 2019)	May 16, 2022
JAMES STEELS, CPA, CFA <i>Chief Financial Officer</i> Ontario, Canada	CFO, Foran Mining Corporation (June 2021 – present); Metals & Mining Specialist, institutional Equity Group, Canaccord Genuity Corp. (June 2020 – 2021), Vice President, Investment Analysis & Capital Markets, Augusta Capital Corp. (July 2017 – July 2020)	June 23, 2021
MAURICE TAGAMI, BASc., P.Eng. ⁽¹⁾⁽²⁾⁽³⁾ <i>Lead Director</i> British Columbia, Canada	Director, Freegold Ventures Limited (April 25, 2023 – Present); Director, Maple Gold Mines Ltd. (April 2017 – Present); Vice President, Mining Operations and Technical Ambassador, Wheaton Precious Metals Corp. (April 2012 – November 2022)	February 23, 2011
DAVID PETROFF, B.Math, MBA ⁽¹⁾ <i>Director</i> Ontario, Canada	Director, Lucky Iron Life Company (December 2019 – Present); Director, Carolina Rush Corporation (February 2012 – Present)	April 20, 2012
WAYNE WOUTERS, PC, OC ⁽¹⁾⁽²⁾ <i>Director</i> British Columbia, Canada	Strategic & Policy Advisor to McCarthy Tétrault LLP (2015 – Present); Canadian Utilities Limited, Director (May 2019 – Present); Director, BlackBerry Limited (October 2015 – Present); Director, Champion Iron Limited (November 2016 – August 2023)	September 23, 2021
MAJD BAKAR ⁽²⁾⁽³⁾ <i>Director</i> California, USA	Vice President, Engineering, (April 2017 – Present), Google LLC	February 23, 2023
NANCY GUAY ⁽³⁾ <i>Director</i> Ontario, Canada	Vice President, Technology, Optimization & Innovation (May 2022 – Present), Vice President, Technical Services (January 2018 – June 2022), Agnico Eagle Mines Limited	May 11, 2023
JESSICA MCDONALD ⁽¹⁾⁽²⁾⁽³⁾ <i>Director</i> British Columbia, Canada	Director, GFL Environmental Inc. (February 2022 – Present); Director, Champion Iron Limited (August 2023 – Present); Director (October 2021 – November 2023), Member Council (March 2018 – September 2021), Sustainable Development Technology Canada; Director, Greater Vancouver Board of Trade (June 2016 – November 2023); Director, Coeur Mining Inc. (May 2018 – May 2023); Director, Hydro One (July 2018 – June 2022); Chair of the Board of Directors (December 2017 – July 2020) and Interim President & CEO (April 2019 – March 2019), Canada Post; Chair of the Board of Directors (March 2019 – March 2020) and Director (October 2017 – March 2019), Trevali Mining Corporation.	May 11, 2023

(1) Member of the Audit & Risk Committee.

(2) Member of the Nominating, Governance & Corporate Compensation Committee.

- (3) Member of the Environmental, Social & Governance Committee.

As at the date prior to the date of this AIF, the Directors and Executive Officers of the Company held an aggregate of 9,285,985 Common Shares representing approximately 2.8% of the Company's 332,654,592 issued and outstanding Shares on a non-diluted basis.

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

No individual set forth in the above table is, as at the date of this AIF, or has been, within 10 years before the date of this AIF, a director, CEO or CFO 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, that was in effect for a period of more than 30 consecutive days that was issued while such individual was acting in the capacity as director, CEO or CFO; 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, that was in effect for a period of more than 30 consecutive days, that was issued after such individual ceased to be a director, CEO or CFO and which resulted from an event that occurred while such individual was acting in the capacity as director, CEO or CFO.

Other than as disclosed below, no individual set forth in the above table, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company is, as of the date of this AIF, or has been within ten (10) years before the date of this AIF, a director or executive officer of any company (including the Company) that, while such individual 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.

David Petroff was a director of Jaguar Mining Inc. ("Jaguar"). On December 23, 2013, Jaguar commenced proceedings under the *Companies' Creditors Arrangement Act* (the "CCAA") in Ontario to complete a recapitalization and financing transaction in order to refinance and restructure its capital structure and related obligations. On April 23, 2014, Jaguar announced that it had successfully implemented its amended and restated plan of compromise and arrangement pursuant to the CCAA dated February 5, 2014 (as amended, the "Plan") with an implementation date of April 22, 2014. The Plan was approved by 100% of the Affected Unsecured Creditors that voted, in person or by proxy, at the meeting of Affected Unsecured Creditors held on January 31, 2014. The Ontario Superior Court of Justice (Commercial List) granted an order approving the Plan on February 6, 2014. Mr. Petroff resigned as a director and officer of Jaguar on April 23, 2014.

No individual set forth in the above table (or any personal holding company of any such individual) has, within the ten (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 such individual.

To the knowledge of the Company, no individual set forth in the above table, or 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.

13.3 **Conflicts of Interest**

There are potential conflicts of interest to which the directors and officers of the Company will be subject in connection with the business of the Company. In particular, certain of the directors and/or officers of the Company may serve as directors and/or officers of other companies that are similarly engaged in the business of acquiring, exploring developing and exploiting natural resource properties and whose business may, from time to time, be in direct or indirect competition with the Company. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest, which they may have in any project opportunity of the Company. Conflicts, if any, will be subject to and governed by laws applicable to directors' and officers' conflicts of interest, including the procedures and remedies available under the BCBCA. The BCBCA provides that, in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his or her interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the BCBCA. As of the dated hereof, the Company is not aware of any existing or potential material conflicts of interest between the Company and any of the directors or officers of the Company.

13.4 **Audit & Risk Committee**

Charter

The Audit & Risk Committee ("**A&R Committee**") have adopted an Audit & Risk Committee Charter, which sets out the A&R Committee's mandate, organization, powers and responsibilities. The full text of the A&R Committee Charter is attached hereto as Schedule "A".

Composition of the A&R Committee

The members of the A&R Committee are David Petroff (Chair), Maurice Tagami, Wayne Wouters and Jessica McDonald. All members are independent and financially literate (as defined in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") adopted by the Canadian Securities Administrators): "An individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer's financial statements."

Relevant Education and Experience

David Petroff: Mr. Petroff has over 40 years of experience in the mining and investment industry, including holding senior management and financial positions with several prominent, publicly-traded mining companies and working in Investment Banking with a major Canadian investment dealer. Mr. Petroff was President, CEO and Director of TSX-listed Jaguar Mining Inc. from September 2012 to April 2014. From 2009 until its acquisition by Nyrstar NV in mid-2011, he held the role of President, CEO and Director of zinc producer Breakwater Resources Ltd. Mr. Petroff, who holds a B. Math from the University of Waterloo and an MBA from the Schulich School of Business, also sits on the Board of Carolina Rush Corp. (previously known as Pancontinental Gold Corporation) and Lucky Iron Life Company (previously known as Lucky Iron Fish Enterprise).

Maurice Tagami: Mr. Tagami has over 40 years' experience in mining development and operations. Mr. Tagami holds a degree in Metallurgical Engineering from the University of British Columbia and is a Professional Engineer with APEGBC. During his career, he has played a significant role in the metallurgical and project management of numerous open pit, underground and heap leach projects worldwide. Mr. Tagami is formerly the Vice President, Mining Operations and Technical Ambassador at TSX-listed Wheaton Precious Metals Corp., one of the world's largest precious metals streaming companies. Previously, he held the positions of President and CEO with Keegan Resources Inc. and Senior Project Manager (Onca Puma Project) with Canico Resource Corp. (acquired by CVRD in 2005). Mr. Tagami served on the Board of Brett Resources Inc. (acquired by Osisko Mining Corp. in 2010), on the Board of SnipGold Corp. (acquired by Seabridge Gold Inc. in 2016) and on the Board of Northair Silver Corp.

(acquired by Kootenay Silver Inc. in 2016). Mr. Tagami currently sits on the board of Maple Gold Mines Ltd. and the board of Freegold Ventures Limited.

Wayne Wouters: Mr. Wouters has an Honours Bachelor of Commerce degree from the University of Saskatchewan and a Master's degree in Economics from Queen's University. He is currently Strategic and Policy Advisor to McCarthy Tétrault LLP and a director of Canadian Utilities Limited and Blackberry Limited. From 2009 to 2014, Mr. Wouters was the Clerk of the Privy Council of Canada and in that capacity, held the roles of Deputy Minister to the Prime Minister, Secretary to the Cabinet and Head of the Public Service. Prior to his tenure as Clerk, Mr. Wouters was Secretary of the Treasury Board of Canada and served in deputy ministerial and other senior positions in the Canadian public service. Mr. Wouters has received numerous awards, including Honorary Doctorates of Laws from the Universities of Saskatchewan and Manitoba, the Queen's Diamond Jubilee Medal and the André Mailhot Award for lifetime achievement from the United Way Canada. He was inducted by the Prime Minister as a member of the Privy Council in 2014 and was invested into the Order of Canada as an officer in 2017.

Jessica McDonald: Ms. McDonald brings extensive experience in the clean energy, mining, and government sectors to Foran's Board. Ms. McDonald's career includes past leadership roles such as President and Chief Executive Officer of BC Hydro and Power Authority, a clean energy utility. She currently sits on the Boards of GFL Environmental (TSX:GFL) and Champion Iron (TSX: CIA). Ms. McDonald's extensive government experience includes serving as Deputy Minister to the Premier and Head of the BC Public Service. She holds a Bachelor of Arts degree in Political Science from the University of British Columbia, is a graduate of the Institute of Corporate Directors, and holds a certification in cybersecurity oversight from the National Association of Corporate Directors and Carnegie Mellon University.

Audit & Risk Committee Oversight

During the Last Financial Year, all recommendations by the A&R Committee respecting the appointment and/or compensation of the external auditors of the Company were adopted by the Board.

Pre-Approval Policies and Procedures

The A&R Committee has adopted specific policies and procedures for the engagement of non-audit services as described in its Charter.

External Auditor Services Fees (By Category)

The following table discloses the fees billed to the Company by its external auditor during the last two completed financial years:

Financial Period Ending	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
December 31, 2023	\$143,335	Nil	Nil	Nil
December 31, 2022	\$131,930	Nil	Nil	Nil

14 PROMOTER

No person or company has been a promoter of Foran within the two most recently completed financial years or during the current fiscal year.

15 LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no material legal proceedings or regulatory actions to which the Company is or was a party to, or to which any of the Company's property is or was the subject of, during the Last Financial Year and up to the date of this AIF, and the Company does not know of any such legal proceeding or regulatory actions to be contemplated.

16 INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The following are transactions that have occurred within the three most recently completed financial years in which a director, executive officer, controlling shareholder or an associate of a director, executive officer or controlling shareholder has participated that has materially affected or is reasonably expected to materially affect the Company:

Non-brokered Private Placement – August, 2021

On August 6, 2021, the Company completed the Fairfax Financing. See “General Development of the Business – Year Ended December 31, 2021”.

Fairfax was not granted the right to appoint any members of the board of directors of Foran or any preferential right to participate in future financings.

Exercise of Fairfax Warrants – October, 2022

On October 24, 2022, the Company announced that Fairfax had exercised all of the Fairfax Warrants acquired in the Fairfax Financing in advance of their expiration date, resulting in gross proceeds to the Company of C\$33,440,000.

Brokered Private Placement – December, 2023

On December 12, 2023, the Company completed the December 2023 Offerings. An entity controlled by Fairfax subscribed for 2,439,000 Common Shares under the brokered portion of the December 2023 Offerings at a price of \$4.10 per Common Share for an aggregate subscription price of \$9,999,900.

To the Company’s knowledge, as of the date prior to the date hereof, Fairfax owns 46,216,778 Common Shares, representing 15.1% of the Common Shares, and 27,777,778 Non-Voting Shares, representing 100% of the Non-Voting Shares and, together with the Common Shares, 22.2% of the issued and outstanding Shares.

14 TRANSFER AGENTS AND REGISTRARS

The registrar and transfer agent for the Company’s Common Shares is Odyssey Trust Company at its office in Vancouver, British Columbia.

15 MATERIAL CONTRACTS

Other than the Senior Credit Facility which is available on SEDAR+ (www.sedarplus.ca), and except contracts entered into in the normal course of the Company’s business, there are no material contracts that have been entered into within the Last Financial Year (or before the Last Financial Year) and up to the date of this AIF that are still in effect.

16 INTERESTS OF EXPERTS

19.1 Names of Experts

The following persons, firms and companies are named as having 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 by the Company during, relating to, or subsequent to its Last Financial Year and whose profession or business gives authority to the report, valuation statement or opinion made by the person, firm or company:

Table 16.1.1. Names of Experts

Description	Name
Independent Auditor, Auditors' Report dated March 28, 2024 for the Financial Years ended December 31, 2023 and December 31, 2022.	KPMG LLP
"NI 43-101 Technical Report, Pre-feasibility Study for the McIlvenna Bay Property, Saskatchewan, Canada"; Effective Date: March 12, 2020, Report Date: April 27, 2020	AGP Mining Consultants Inc.: Andrew Holloway, P. Eng. and Denis Flood, P. Eng Micon International Limited: William Lewis, B.Sc., P. Geo Stephen Cole, P.Eng. Halyard Inc.: Manoj Patel, P.Eng. Canada North Environmental Services Ltd.: Jocelyn Howery, M.Sc., P.Ag. Knight Piesold Ltd.: Alex McIntyre, P.Eng.
"NI 43-101 Technical Report on the Bigstone Project, East Central Saskatchewan, Canada"; Effective Date: November 30, 2020, Report Date: January 21, 2021 and Amended Date: February 1, 2022.	Roscoe Postle Associates Inc. (RPA), now part of SLR Consulting Ltd (SLR): Katharine M. Masun, MSA, M.Sc, P.Geo. and David W. Rennie, P.Eng.
"Technical Report for the 2021 Mineral Resource Estimate on the McIlvenna Bay Property Saskatchewan, Canada", Effective Date: September 6, 2021, Report Date: November 25, 2021, Amended Date: January 31, 2022	Micon International Limited: William Lewis, P. Geo, Ing. Alan San Martin, MAusIMM(CP) and Lyn Jones, P. Eng
"Technical Report on the Feasibility Study for the McIlvenna Bay Property, Saskatchewan Canada"; Effective Date: February 28, 2022, Report Date: April 14, 2022	Stantec Consulting Ltd.: Mark Hatton, P.Eng. Micon International Limited: William Lewis, B.Sc, P.Geo Blue Coast Research: Lyn Jones, P.Eng. Canada North Environmental Services: Jocelyn Howery, M.Sc., P.Ag Halyard: Michael Franceschini, P.Eng Knight Piesold Consulting: Alex McIntyre, P.Eng. Kathy Kalenchuk, PhD., P.Eng.(ON, BC, SK & MB), PE (MT)

To the knowledge of the Company, none of the foregoing experts, nor any partner, employee or consultant of such an expert who participated in and who was in a position to directly influence the preparation of the applicable statement, report or valuation, has received or is expected to receive, registered or beneficial interests, direct or indirect, in shares or other property of the Company or any of its associates or affiliates, representing 1% or more of the Common Shares.

20 ADDITIONAL INFORMATION

Additional information relating to the Company can be found under the Company's profile on SEDAR+ at www.sedarplus.ca.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, options to purchase securities, and interest of management and others in material transactions, if applicable, is contained in the Company's Management Information Circular dated April 6, 2023, a copy of which is available under the Company's profile on SEDAR+ at www.sedarplus.ca.

Additional financial information is provided in the Company's financial statements and MD&A for the Last Financial Year, copies of which are available under the Company's profile on SEDAR+ at www.sedarplus.ca.

The 2022 Feasibility Study is incorporated by reference into this AIF. Copies of the 2022 Feasibility Study are available under the Company's profile on SEDAR+ at www.sedarplus.ca and on the Company's website at www.foranmining.com.

SCHEDULE “A”

AUDIT & RISK COMMITTEE CHARTER

Mandate

The Audit & Risk Committee (“**Committee**”) is a committee of the Board of Directors (the “**Board**”) of Foran Mining Corporation (the “**Company**”). Its primary functions shall be to assist the Board in fulfilling its oversight responsibilities with respect to financial reporting and disclosure requirements; the overall maintenance of the systems of internal controls that management has established; the overall responsibility for the Company’s external and internal audit processes; and to review the Company’s principal business risks and exposures so that such risks and exposures are effectively managed, monitored and controlled.

The Committee shall have the power to conduct or authorize investigations into any matter within the scope of this Charter. It may request any officer or employee of the Company, its legal counsel or external auditor to attend a meeting of the Committee or to meet with any member(s) of the Committee.

The Committee shall be accountable to the Board. In the course of fulfilling its specific responsibilities hereunder, the Committee shall maintain an open communication between the Company’s outside auditor and the Board.

The responsibilities of a member of the Committee shall be in addition to such member’s duties as a member of the Board.

The Committee has the duty to determine whether the Company’s financial disclosures are complete, accurate, are in accordance with applicable reporting standards and fairly present the financial position and risks of the organization. The Committee should, where it deems appropriate, resolve disagreements, if any, between management and the external auditor, and review compliance with laws and regulations and the Company’s own policies.

The Committee will provide the Board with such recommendations and reports with respect to the financial disclosures of the Company as it deems advisable.

Items Administered by the Committee

- **3: Audit & Risk Committee Charter**
- **3.1: Whistleblower Policy**
- **3.2: Treasury Management Policy**

Membership and Composition

The Committee shall consist of at least three Directors who shall serve on behalf of the Board. All members of the Committee shall be “independent”, as such term is defined in National Instrument 52-110 – Audit Committees (“**NI 52-110**”). The members shall be appointed annually by the Board and shall meet the independence, financial literacy and experience requirements of the laws governing the Company, the applicable stock exchanges on which the Company’s securities are listed and applicable securities regulatory authorities.

All members of the Committee shall be financially literate and at least one member of the Committee shall have accounting or related financial management expertise. While the Board shall determine the definition and criteria for financial literacy, this shall, at a minimum, include the ability to analyze and interpret a full set of financial statements, which include a balance sheet, an income statement, a cash flow statement and the related notes 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.

A majority of Members will constitute a quorum for a meeting of the Committee.

The Board will appoint one Member to act as the Chair of the Committee. In his or her absence, the Committee may appoint another person provided a quorum is present. The Chair will appoint a Secretary of the meeting, who need not be a member of the Committee and who will maintain the minutes of the meeting.

Meetings

At the request of the external auditor, the Chief Executive Officer, the Chief Financial Officer of the Company or any member of the Committee, the Chair will convene a meeting of the Committee. In advance of every meeting of the Committee, the Chief Financial Officer will endeavour to distribute the agenda and meeting materials in a timely manner.

The Committee shall meet no less than four times per year or more frequently if circumstances or the obligations require.

Duties and Responsibilities

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

Financial Reporting and Disclosure

- 1) Review and discuss with management and the external auditor at the completion of the annual examination:
 - a) the Company's audited financial statements and related notes;
 - b) the external auditor's audit of the financial statements and their report thereon;
 - c) any significant changes required in the external auditor's audit plan;
 - d) any serious difficulties or disputes with management encountered during the course of the audit; and
 - e) other matters related to the conduct of the audit, which are to be communicated to the Committee under generally accepted auditing standards.
- 2) Review and discuss with management and the external auditor at the completion of any review engagement or other examination, the Company's quarterly financial statements.
- 3) Review, discuss with management the annual reports, the quarterly reports, the Management Discussion and Analysis, Annual Information Form, prospectus and other disclosures and, if thought advisable, recommend the acceptance of such documents to the Board for approval.
- 4) Review and discuss with management any guidance being provided to shareholders on the expected future results and financial performance of the Company and provide their recommendations on such documents to the Board.
- 5) Inquire of the auditors the quality and acceptability of the Company's accounting principles, including the clarity of financial disclosure and the degree of conservatism or aggressiveness of the accounting policies and estimates.
- 6) Meet independently with the external auditor and management in separate executive sessions, as necessary or appropriate.
- 7) Review and discuss with management the systems in place so that the Company's financial statements, financial reports and other financial information satisfy legal and regulatory requirements.
- 8) Based upon discussions and review of the financial statements with management and the external auditor, if it deems appropriate, recommend to the Board the filing of the audited annual and

unaudited quarterly financial statements.

External Auditor

- 1) Consider, in consultation with the external auditor, the audit scope and plan of the external auditor.
- 2) Recommend to the Board the external auditor to be nominated and review the performance of the auditor, including the lead partner of the external auditor.
- 3) Confirm with the external auditor and receive written confirmation at least once per year as to disclosure of any investigations or government enquiries, reviews or investigations of the outside auditor.
- 4) Take reasonable steps to confirm the independence of the external auditor, which shall include:
 - a) ensuring receipt from the external auditor of a formal written statement delineating all relationships between the external auditor and the Company, consistent with generally accepted auditing practices;
 - b) considering and discussing with the external auditor any disclosed relationships or services, including non-audit services, that may impact the objectivity and independence of the external auditor; and
 - c) approving in advance any non-audit related services provided by the auditor to the Company with a view to ensuring independence of the auditor, and in accordance with any applicable regulatory requirements, and the applicable stock exchanges on which the Company's securities are listed.

Internal Controls and Audit

- 1) Review and assess the adequacy and effectiveness of the Company's systems of internal controls and management information systems through discussion with management and the external auditor so that the Company maintains appropriate systems, is able to assess the pertinent risks of the Company and that the risk of a material misstatement in the financial disclosures can be detected.
- 2) Assess the requirement for the appointment of an internal auditor for the Company.
- 3) Inquire of management and the external auditor about the systems of internal controls that management and the Board have established and the effectiveness of those systems. In addition, inquire of management and the external auditor about significant financial risks or exposures and the steps management has taken to minimize such risks to the Company.
- 4) Review, assess and discuss with management, management's review of the reimbursable expenditures of the Directors and senior management, which is to be performed on a quarterly basis.

Risk Management Oversight

The Committee shall:

- 1) Generally review with management the Company's significant risks and exposures and the steps management has taken to identify, assess, manage, monitor and control such risks and exposures.
- 2) More specifically review the Company's principal business risks and exposures so that such risks and exposures are effectively managed by:
 - a) reviewing the Company's risk philosophy as set forth by management and the Board of Directors,

- b) reviewing management's identification and assessment of the significant risks and exposures facing the Company, quarterly,
- c) receiving regular reports from management regarding the development and implementation of its policies, plans, processes and programs to manage, monitor and control significant risks and exposures, including the Company's loss prevention policies, disaster response and recovery programs, corporate liability protection programs for directors and officers and any other insurance programs, as applicable, and
- d) if the Committee deems it appropriate, requesting the independent auditor's opinion of management's identification and assessment of significant risks facing the Company and how effectively they are managed, monitored and controlled.

Oversight Function

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate or are in accordance with applicable reporting standards and applicable rules and regulations. These are the responsibilities of management and the external auditors. The Committee, the Chair and any Members identified as having accounting or related financial expertise are members of the Board, appointed to the Committee to provide broad oversight of the financial, risk and control related activities of the Company, and are specifically not accountable or responsible for the day to day operation or performance of such activities.

Although the designation of a Member as having accounting or related financial expertise for disclosure purposes is based on that individual's education and experience which that individual will bring to bear in carrying out his or her duties on the Committee, such designation does not impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as a member of the Committee and Board in the absence of such designation. Rather, the role of a Member who is identified as having accounting or related financial expertise, like the role of all Members, is to oversee the process, not to certify or guarantee the internal or external audit of the Company's financial information or public disclosure.

Adoption

This Charter was adopted by the Board on August 18, 2011.

Review

The Committee will annually review and reassess the adequacy of this Charter and submit any recommended changes to the Board for approval.

This Charter was last reviewed on October 27, 2023 with minor amendments.