



ANNUAL INFORMATION FORM

FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2021

DATED: June 8, 2022

Unless otherwise indicated, all information in this Annual Information Form is presented as at and for the financial year ended December 31, 2021

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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 Prefeasibility Technical Report” 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: September 6, 2021, Report Date: November 25, 2021 and Amended Report Date: January 31, 2022.

“AIF” means this Annual Information Form.

“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 Project” or “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 13 mineral dispositions and covering an area of approximately 16,117 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 February 1, 2022.

“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.

“**EA**” means environmental assessment.

“**EIS**” means environmental impact statement.

“**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 filed on 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.

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

“**FS**” means Feasibility Study.

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

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

“**Last Financial Year**” means the Company’s financial year ended December 31, 2021.

“**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, 2021.

“**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 Company’s McIlvenna Bay Property and subject of the 2021 Mineral Resource Estimate and the Feasibility Study.

“**McIlvenna Bay Project**”, “**McIlvenna Bay Property**” or “**McIlvenna Bay**” means the

Company's 100% owned property situated in east central Saskatchewan, 65 km west-southwest of Flin Flon Manitoba and covering 20,382 ha in 30 contiguous claims.

"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 the Canadian Securities Administrators National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

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

"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.

"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.sedar.com.

"SLR" means SLR Consulting Ltd.

"TSX-V" means the TSX Venture Exchange.

"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	Base Metallurgical Laboratories Ltd.
BEV	Battery Electric Vehicle
BHEM	Borehole Electromagnetic Surveys

BHP	Billiton Metals Canada Inc.
BLE	Bluetooth Low Efficiency
Blb	Billion pounds
BML	Base Metallurgical Laboratories
BP	Boreal Plain
Cameco	Cameco Corporation
Canmet	Canada Centre for Mineral and Energy Technology
CanNorth	Canada North Environmental Services
CIM	Canadian Institute of Mining, Metallurgy and Petroleum
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
EAB	Saskatchewan Environmental Assessment Branch
EIA	Environmental Impact Assessment
EIS	Environmental Impact Statement
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
G&T	G&T Metallurgical Services Ltd.
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 subdivided, 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

Parrex	Parrex Mining Syndicate
Pb	Lead
PBCN	Peter Balantyne Cree Nation
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.
QP	Qualified Person
Reserves	Combined Proven and Probable Mineral Reserves ⁽¹⁾
SAG	Semi-Autogenous Grinding
SKMOE	Saskatchewan Ministry of Environment
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
VMS	Volcanogenic Massive Sulphide
VTEM	Versatile Time-Domain Electromagnetic
VTEMplus	Versatile Time-Domain Electromagnetic
Western Nuclear	Western Nuclear Mines Ltd.
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 (as defined below) 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 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 relate to future events or to the future performance of Foran Mining Corporation (the “Company”) and reflect management’s expectations and assumptions as of the date hereof or as of the date of such forward-looking statement.

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.

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 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 Deposit (as defined below); 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; Activities of the Company may be impacted by the COVID-19 Pandemic, Infectious Diseases and Other Health Crisis; The current global financial conditions are volatile and may impact the Company in various manners; The Company’s business may be impacted by the Ukraine-Russia conflict; 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; The market price of the Company’s common shares may be subject to volatility and a lack of an active market for the Company’s common shares may develop; The Company may be unable to obtain adequate insurance to cover risks; 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 develop its mineral projects; 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 Feasibility Study (as defined below); There is no assurance that the Company’s exploration and development programs and properties will result in the discovery, development or production of a commercially viable ore body or develop new resources; Metals prices are subject to wide fluctuations; The mining industry is highly competitive; The Company’s success is largely dependent on management; The Company is a limited history of operations; Loss of key personnel could materially affect the Company’s operations and financial condition; The Company may require additional financing and future share issuances may adversely impact share prices; Exercise of outstanding options and warrants may be dilutive; Price volatility of

publicly traded securities may affect the market price of the Company's common shares; The Company's operations may be adversely impacted by the effects of climate change and climate change regulation; 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; The Company may be subject to production risks; The Company has incurred substantial losses and may never be profitable; The Company may use certain financial instruments that subject it to a number of inherent risks; 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; Security breaches of the Company's information systems could adversely affect the Company; and the additional risks identified in our filings with Canadian securities regulators on SEDAR in Canada (available at www.sedar.com). 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.

Please also make reference to those risk factors referenced in 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 Factor" 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.

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 Company's mineral reserve and resource estimates and the assumptions upon which they are based, including geotechnical and metallurgical characteristics of rock 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 (as defined below); 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; mineral reserve and resource estimates and the assumptions upon which they are based; prices for energy inputs, labour, materials, supplies and services (including transportation); no labour-related disruptions; 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.

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 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.

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 ("NI 43-101"). 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. During the period leading up to the compliance date of the SEC Modernization Rules, 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. 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.

2.1 Reporting Currency

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.

2.2 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 McIlvanna Bay Project, Saskatchewan Canada”, with an effective date of February 28, 2022 and filed on 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. (the “Feasibility Study”).

The Feasibility Study is subject to certain assumptions, qualifications and procedures described therein. Reference should be made to the full text of the 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.sedar.com or on the Company’s website. The detailed disclosure in the 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 2021 Mineral Resource Estimate and the Bigstone Technical Report. Any updates to the scientific or technical information derived from the 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 the Qualified Persons (“QPs”) 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 Senior Geologist for the Company. Other qualified persons are also responsible for the technical and scientific information contained in the Feasibility Study. See “Interests of Experts – Names of Experts”.

3 CORPORATE STRUCTURE

3.1 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 May 28, 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 British Columbia, Alberta, Ontario, New Brunswick, Nova Scotia, and Newfoundland and Labrador. The common shares in the capital of the Company are currently listed and posted for trading on the TSX Venture Exchange (“TSXV”) under the symbol “FOM” and on OTCQX under the ticker symbol FMCXF.

3.2 Intercompany Relationships

Mcllvenna Bay Operating Ltd. (“MBO”) is a wholly owned subsidiary of the Company. MBO was incorporated under the BCBCA on September 27, 2021 and registered as an NWP corporation in Saskatchewan in accordance with the SKBCA. MBO holds Foran’s interests in the Mcllvenna Bay Project as well as all assets related thereto.

623133 Saskatchewan Ltd. (“623133”) is a wholly owned subsidiary of the Company. 623133 was incorporated on December 5, 1997 under the SKBCA. 623133 is a holding company and currently has no assets.

4 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 96 mining claims covering approximately 147,184 hectares within the Hanson Lake District of eastern Saskatchewan, Canada. The Mcllvenna Bay Project, which contains the Mcllvenna Bay

Deposit, together with adjacent properties, occur at the western limit of the Flin Flon Greenstone Belt 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 Project is the only project that is material to the Company as of the date of this AIF.

4.1 Three Year History

The Company’s material project is the McIlvenna Bay Project, a copper-zinc deposit, and over the past three years, the Company has also worked on the evaluation of the Bigstone Deposit, and near-mine and regional exploration of several promising targets.

4.1.1. Year Ended December 31, 2019

In May 2019, Foran announced an increase to the mineral resource estimate (the “2019 Resource Estimate”) for the McIlvenna Bay Deposit. The 2019 Resource Estimate incorporated the results of the 2018 drill program and indicated that there was significant growth in the deposit since the March 27, 2013 NI 43-101 resource estimate. The 2019 Resource Estimate showed a 65% increase in indicated resources from 2013, and an additional 11.1 million tonnes in inferred resources compared to the 2013 results, and a significant increase of contained metals within the deposit compared to previous 2013 resource.

The 2019 Resource Estimate was audited and verified by Mr. William Lewis, P.Geo. of Micon International Limited, independent of Foran and a Qualified Person as defined within NI 43-101. In July 2019, Foran filed a National Instrument 43-101 compliant technical report for the 2019 Resource Estimate on the McIlvenna Bay Deposit. A copy of the technical report is available under the Company’s profile on SEDAR at www.sedar.com or on the Company’s website at www.foranmining.com.

4.1.2. Year Ended December 31, 2020

In March 2020, the Company announced positive pre-feasibility study results on the McIlvenna Bay Project. The results included a \$219M pre-tax net present value using a 7.5% discount rate (\$147M after-tax) and an internal rate of return of 23.4% (19.2% after-tax) using 3 year trailing average metal prices of US\$1.26 per pound zinc, US\$2.82/lb copper, US\$1,312/ounce gold and US\$16.30/oz silver.

In April 2020, the Company filed an independent NI 43-101 compliant technical report for the prefeasibility study on the McIlvenna Bay Project. The “NI 43-101 Technical Report, Pre-feasibility Study for the McIlvenna Bay Project” was prepared for the Company by AGP Mining Consultants Inc. with an effective date of March 12, 2020 and report date of April 27, 2020 (the “2020 Prefeasibility Technical Report”) and is available under the Company’s profile on SEDAR or on the Company’s website.

The Company completed a non-brokered private placement in April 2020, issuing 7,100,000 units at a price of \$0.10 per unit for gross proceeds of \$710,000. Each unit

consisted of one common share of the Company and one half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one common share of the Company at a price of \$0.15 with an expiration date of April 29, 2023.

Mr. Mario Grossi resigned from the Company's Board of Directors in May 2020 and in September 2020, the Company's President & CEO, Patrick Soares retired. Dan Myerson was appointed Executive Chairman in November 2020 and director Darren Morcombe assumed the role of Executive Director.

Foran completed a non-brokered private placement of 5,714,285 units at a price of CAD \$0.175 per unit for gross proceeds of CAD \$1,000,000 in December 2020. Each Unit consisted of one common share of the Company and one common share purchase warrant with each warrant entitling the holder to acquire an additional common share of Foran at an exercise price of CAD \$0.25 per share with an expiry of December 1, 2025.

Also in December 2020, Foran announced an initial resource estimate for the Bigstone Project. The estimate highlighted indicated resources estimated at 1.98Mt grading 2.22% CuEq and inferred resources estimated at 1.88Mt grading 2.14% Copper Equivalent and found that the deposit is open, with potential to increase resources with additional drilling. The "Technical Report on the Bigstone Project, East-Central Saskatchewan, Canada," was 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 February 1, 2022 (the "Bigstone Technical Report") is available under the Company's profile on SEDAR or on the Company's website

4.1.3. Year Ended December 31, 2021

On February 2, 2021, Foran completed a brokered private placement of 11,539,000 common shares of the Company at a price of C\$0.65 per common share and of 19,126,000 common shares of the Company issued on a flow-through basis within the meaning of *Income Tax Act* (Canada) at a price of \$0.91 per common share for total gross proceeds of \$25,000,640.

The Company's common shares were listed for trading on the OTCQX under the ticker symbol FMCXF on April 20, 2021.

On May 25, 2021, the Company announced that it had entered into a letter agreement pursuant to which Fairfax Financial Holdings Ltd., through certain of its subsidiaries (collectively, "Fairfax"), would make a strategic \$100-million investment in the Company in exchange for the issuance of common shares, non-voting shares and warrants. The net proceeds of the financing would be used to rapidly advance the development of the McIlvenna Bay Project and centralized mill for the Hanson Lake district as well as further exploration in the Hanson Lake district, investment in key technological and operational research and equipment and for general corporate purposes (the "Fairfax Financing").

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

- \$50-million gross proceeds comprising 27,777,778 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 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 units, at a price of \$1.80 per non-voting unit, with each non-voting unit consisting of one non-voting common share and 0.288 of a warrant, each whole warrant exercisable at a price of \$2.09 for a period of five years from the date of issuance. Each non-voting common share may be converted at any time by any holder of such non-voting common share other than Fairfax and its affiliates, except in the circumstances of a change of control of Foran, in which case such conversion right may be exercised by Fairfax.

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 Venture Exchange, in the event it may control more than 20% of the issued and outstanding common shares in the future upon exercise of the non-voting shares. The Fairfax Financing was completed on August 6, 2021.

During 2021, the Company provided regular market updates on 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/down-dip 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 to focus on realizing the camp-scale potential of the McIlvenna Bay Deposit.

On October 14, 2021, the Company announced an updated mineral resource estimate for the McIlvenna Bay Deposit which outlined significant changes to the resource at McIlvenna Bay compared with the previous resource estimate published in 2019 (the "2021 Mineral Resource Estimate"):

- Indicated resources increased by 70% to 39.1 Mt from 23 Mt, at a grade of 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 Mlbs Cu, 284 Mlbs Zn, 40koz 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, PGeo, of Micon, independent of Foran and a qualified person as defined within National Instrument 43-101. The 2021 Mineral Resource Estimate is available on SEDAR and on the Company's website.

Following completion of the 2021 McIlvenna Bay 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/down-dip and along strike to the north and south, and infill drilling in certain areas to upgrade current inferred resources to indicated categories.

4.1.4. Subsequent to the Financial Year ended December 31, 2021

On February 11, 2022, the Company filed two amended technical reports titled "(Amended and Restated) Technical Report for the 2021 Mineral Resource Estimate on the McIlvenna Bay Project, 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 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 technical reports superseded and replaced all prior technical reports written for the McIlvenna Bay Project and the Bigstone Project.

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 exploration decline as part of its pre-development program at the McIlvenna Bay Project. The exploration decline is expected to be approximately 1,475 metres in length down to a depth of approximately 90 metres below surface. Approximately 850 metres of ramp development are required to access the deposit, where a single 100m-metre crosscut will be developed into the hanging wall to facilitate bulk sample collection. The remaining development metres are attributable to a planned exploration drift. The Company expects to mine a 4,400-tonne bulk sample that will be used to confirm metallurgical test work and further optimize processing design. The sample will also provide the opportunity to complete ore sorting test work and verify characterizations of mill tailings product to accurately define long-term dry-stack tailings management requirements. Underground mapping and drilling will also be conducted to improve the Company's knowledge of the deposit. The Company, working collaboratively with the Ministry of Environment of Saskatchewan, received approvals to

begin construction of certain items, including the development of the boxcut, jet grouting the sandstone layer of the planned decline, and building the ore and waste pad and the containment pond system.

On March 16, 2022, the Company announced that the boxcut was complete, as well as the first 10 metres of development along the exploration decline. The construction of the ore and waste pad was approximately 95% complete, construction of containment pond was approximately 40% complete and the installation of underground support systems was underway as the Company continued to advance the exploration decline toward the planned extraction of a bulk sample in H2/22. The Company also commenced work required to advance the Saskatchewan environmental assessment (“EA”) process required for subsequent mine construction concurrent with the exploration decline construction and operation. As part of the process, the Company is also undertaking an environmental impact assessment and will submit an environmental impact statement (“EIS”) for review to the Ministry of Environment.

On February 28, 2022, the effective date of the Feasibility Study, the Company announced the results of the Feasibility Study on the McIlvenna Bay Deposit. On April 14, 2022, the Feasibility Study was filed and is available under the Company’s SEDAR profile and on the Company’s website.

The highlights of the Feasibility Study provided:

- Robust financial metrics in a world-class jurisdiction:
 - At spot pricing on February 28, 2022, the Feasibility Study defined a pre-tax NPV (net present value) 7% of \$1.49-billion and IRR (internal rate of return) 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%;
- Mineral reserve established 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 Feasibility Study outlined an 18.4-year mine life, based on a planned 4,200 tpd throughput rate;
 - McIlvenna Bay 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 Feasibility Study highlighted average annual production of 72.8 million pounds CuEq over the first 15 years of 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:
 - 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 were 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 Feasibility Study are contained in section 5 of this AIF.

On May 31, 2022, the Company announced that it had received its initial Approval to Operate Permit for its advanced exploration decline program the McIlvenna Bay project. The Approval to Operate Permit allows the Company to operate pollutant control facilities for water and waste rock. Water pumped out of the decline will be placed into a lined containment pond on-site and waste rock will be placed on the now-completed lined waste rock pad. As part of the advanced exploration decline program, the Company has completed the box-cut, initial underground excavation, jet grouting of the sandstone layer from surface, rock pad lining, and roadways. The Company has also completed construction of the containment pond, the ore and waste pad, and the establishment of mine services infrastructure for ventilation, air, and water to support decline development. McIlvenna Bay's exploration decline is expected to be ~1,475m in length down to a depth of ~90m below surface. Approximately 850m of ramp development is required to access the deposit where a single 100m cross-cut will be developed into the hanging wall to facilitate bulk sample collection. The remaining development metres are attributable to a planned exploration drift. The Company expects to mine a 4,400-tonne bulk sample that will be used to confirm metallurgical

test-work and further optimize processing design.

4.2 Significant Acquisitions

There were no significant acquisitions during the Company's Last Financial Year.

5 DESCRIPTION OF THE BUSINESS

5.1 General

The principal business of the Company is the acquisition, exploration and advancement of mineral resource properties. The Company's material mineral property for the purposes of NI 43-101 is the McIlvenna Bay Project. 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 owns several exploration-stage, non-material properties including the Bigstone Deposit.

Summary: The Company is presently in the pre-development stage of the McIlvenna Bay Project. The Company is committed to creating value for all stakeholders, which includes working with and supporting local communities, providing safe employment, ensuring diversity and equality, enhancing biodiversity, and not contributing to climate change. To date all carbon emissions, from exploration have been offset.

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).

McIlvenna 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

¹Effective 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")

³Mr. 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.

⁴Mineral 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.

⁵CuEq 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.

Certain of the claims that make up the McIlvenna Bay Project are subject to a net tonnage royalty, held by Voyageur Mineral Explorers Corp. (the "Net Tonnage Royalty"), of \$0.75 per tonne of ore extracted. There is also an existing 1% NSR royalty interest on McIlvenna Bay, 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 McIlvenna 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.

Specialized Skills and Knowledge: All 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, the Company may compete with other entities in the mineral exploration business in various aspects of the business 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, 2021 the Company had 45 employees and as at the date of this AIF, the Company has 53 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 a Health, Safety, Environment & Community Policy in place which sets out key principals to guide the Company, its management, employees and contractors in the improvement of performance throughout the organization by proactively managing occupational health and safety, the environment and community relations:

Health & Safety Management

- Health and safety management systems are consistent with internationally recognized standards and are embedded into the Company's business processes and activities, with a focus on continuous improvement;
- Invest in developing employees and contractors while ensuring resources are provided to meet targets;
- Legal requirements are met and exceeded;

- Preventative measures are used to identify and manage occupational illness and injury exposure in the workplace; and
- A culture of care is fostered among employees and contractors.

Environmental Management

- Conduct all activities in compliance with applicable legislation and other requirements, providing for the protection of the environment, employees, and the public;
- Apply appropriate risk management practices in the absence of legislation or where the Company believes more stringent criteria than those required by law are needed to advance environmental protection and to minimize environmental risks' and
- Ensure environmental management systems are consistent with internationally recognized standards and embedded into all business processes and activities, with a focus on continual improvement.

Community Relations:

- Support the fundamental human rights of employees, contractors, and the communities in which the Company operates;
- Respect the rights of all people and value cultural heritage.
- Work with communities to contribute to social infrastructure needs through the development and use of appropriate skills and technologies;
- Develop partnerships that focus on creating sustainable value;
- Build relationships based on honesty, openness, mutual trust, and involvement; and
- Share responsibility for meeting the requirements of Health, Safety, Environment & Community Policy.

5.2 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 Company's 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 McIlvenna Bay Project.

The Company’s exploration and development activities at the McIlvenna Bay Project and nearby, non-material properties accounted for much of the Company’s operations in 2021 and is anticipated to continue to account for the majority of the Company’s operations in 2022. Any adverse conditions affecting exploration or development at the McIlvenna Bay Project may have a material adverse effect on the Company and could materially and adversely affect the potential 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 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 McIlvenna Bay Project. 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 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 Feasibility Study prepared for the Mcllvenna Bay Project was favourable, however, development will follow only if the assessment of the results of the Feasibility Study justify such development and project financing can be secured. The Company may undertake further advanced exploration work that could further test the 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 that outlined in the 2021 Mineral Resource Estimate. 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. Substantial expenditures are required to establish reserves through drilling and to 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.

Activities of the Company may be impacted by the COVID-19 Pandemic, Infectious Diseases and Other 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. The full extent and impact of the COVID-19 pandemic is unknown and, to-date, has included extreme volatility in financial markets, a slowdown in economic activity, extreme volatility in commodity prices (including base and precious metals) and has raised the prospect of a global recession. The international response to COVID-19 has led to significant restrictions on travel, temporary business closures, quarantines, global stock market volatility and a general reduction in global consumer activity.

At this time, the Company cannot accurately predict what effects these conditions will 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 the travel restrictions and business closures that have been or 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. As at the date hereof, the duration of any business disruptions and related financial impact of the COVID-19 outbreak cannot be reasonably estimated. It is unknown whether and how the Company may be affected if a pandemic, such as the COVID-19 outbreak, persists for an extended period of time.

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 the fluctuations in 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.

The Company's business may be impacted by the Ukraine-Russia conflict.

As the conflict in Ukraine continues to develop, 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 have added to global uncertainty. In the event that the Ukraine-Russia conflict escalates and expands to other nations, such a shift in the conflict could result in a global economic downturn that could adversely affect the Company's business. The Company cannot accurately predict the impact that the

ongoing conflict in Ukraine will have on its financial position or operations.

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 government 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 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.

Changes, if any, in mining or investment policies or shifts in political attitude in United States or Canada 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 of local people, 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 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. The cost of defending such claims may divert from 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.

The market price of the Company's common shares may be subject to volatility and a lack of an active market for the Company's common shares may develop.

There can be no assurance that an active market for the common shares of the Company will be sustained and any increased demand to buy or sell the common shares of the Company 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 global economic developments and market perceptions of the attractiveness of certain industries. The price per common share of the Company 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 common shares of the Company 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 of the Company, 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 of the Company 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

of the Company does not continue, the liquidity of a shareholder's investment may be limited and the price of the common shares of the Company may decline. If such a market does not develop, shareholders may lose their entire investment in the common shares of the Company.

As a result of any of these factors, the market price of the common shares of the Company at any given point in time may not accurately reflect the long-term value of the Company. Securities class-action litigation often have 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 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, 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.

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 on 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.

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.

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, the following: 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 become subject to liability for pollution or hazards against which it cannot insure or against which it may elect not to insure. 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. 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 such 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 develop its mineral projects.

The properties may in the future be the subject of indigenous peoples' land claims or indigenous rights claims. The legal basis of an indigenous land claim and indigenous rights is a matter of considerable legal complexity and the impact of the assertion of such a claim, or the possible effect of a settlement of such claim upon the Company cannot be predicted with any degree of certainty at this time. In addition, no assurance can be given that any recognition of indigenous rights or claims whether by way of a negotiated settlement or by judicial pronouncement (or through the grant of an injunction prohibiting mineral exploration or mining activity pending resolution of any such claim) would not delay or even prevent the Company's exploration, development or mining activities.

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.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions 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.

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.

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 gold, silver and other precious metals may render portions of the Company's resources uneconomic.

Uncertainties and risks relating to the Feasibility Study.

The Feasibility Study includes estimates of future production, development plans, operating costs and capital costs and other economic and technical estimates for the McIlvenna Bay Project. 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 Feasibility Study will be realized.

There is no assurance that the Company's exploration and development programs and properties will result in the discovery, development or production of a commercially viable ore body or develop new resources.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Substantial expenditures are required to discover an orebody, to establish reserves, to identify the appropriate metallurgical processes to extract metal from ore, and to develop the mining and processing facilities and infrastructure. The economics of developing copper, zinc and other mineral properties are affected by many factors including the accuracy of estimating mineral resources and reserves, metal recoveries, capital and operating costs, variations of the tonnage and grade of ore mined, fluctuating mineral markets, the proximity and capacity of milling and smelting facilities, the availability and cost of skilled labour, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. The Company is also subject to the risks associated with establishing mining operations including the potential for labour unrest, potential increases in cost structures due to changes in the cost of consumables, and construction and development costs exceeding the Company's forecasted costs. Development projects are also subject to the successful completion of economic evaluations or feasibility studies, issuance of necessary governmental permits and availability of adequate financing. Depending on the prices of copper, zinc or other minerals produced, the Company may determine that it is impractical to commence commercial production.

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, speculative activities and changes in the supply of copper and zinc due to new mine developments, mine closures as well as 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 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 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 materially 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 is 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. The Company does not have “key man” insurance on any of its directors or officers.

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.

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 Company’s 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.

Exercise of outstanding options and warrants may be dilutive.

There are a number of outstanding options and warrants pursuant to which additional common shares of the Company may be issued in the future. Exercise of such options and warrants 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 price will not occur. Any quoted market for the common shares of the Company may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of the Company’s

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.

A number of governments have introduced or are moving to introduce climate change legislation and treaties at the international, national, state/provincial and local levels. Regulation relating to emission levels (such as carbon taxes) and energy efficiency is becoming more stringent.

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 the Company's operations. The cost of compliance with environmental regulation and changes in environmental regulation have the potential to result in increased cost of operations. The Company could also incur significant costs associated with capital equipment, emission 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. 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.

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, including the use of cyanide and other hazardous substances in processing activities. 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.

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 (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.

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 must identify additional mineralization and confirm the reserves at its properties, then 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. It does not expect to receive revenue from operations in the foreseeable future, if at all. Even if it does achieve profitability, it may not be able to sustain or increase profitability on a quarterly or annual basis.

The Company may use certain financial instruments that subject it to a number of inherent risks.

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.

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 Company's 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. As of the date hereof, the Company is not commercially developing minerals, however, should the Company begin to do so, it will be subject to the ESTMA. 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.

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, 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.

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. 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.

5.3 Companies with Asset-backed Securities Outstanding

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

5.4 Mineral Projects

The Company's only material property is the McIlvenna Bay Project, which hosts the McIlvenna Bay Deposit.

5.4.1. McIlvenna Bay Project

The scientific and technical information in this AIF relating to the McIlvenna Bay Project is supported by the Feasibility Study.

The Feasibility Study has been filed with Canadian securities regulatory authorities under the Company's profile on SEDAR at www.sedar.com and can be accessed on the Company's website.

The following summary does not purport to be a complete summary of the Feasibility Study. The 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 Feasibility Study. Readers are encouraged to review the Feasibility Study in its entirety including the figures and tables contained therein.

Any references cited within this excerpted information are provided in the Feasibility Study and reference should be made to the full text of the Feasibility Study.

The detailed disclosure Feasibility Study is incorporated by reference in its entirety into this AIF. The disclosure in the following summary has been prepared with the consent of the contributors of the Feasibility Study and is qualified in its entirety by Feasibility Study.

Project Description and Location

The McIlvenna Bay Project and deposit lie within Foran's McIlvenna Bay property located in east-central Saskatchewan (Figure 1-1). The McIlvenna Bay property comprises 38 claims totaling 20,954 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.

McIlvenna Bay 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 property boundaries.

Figure 1-1: McIlvenna Bay Project 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: McIlvenna Bay Project 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 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. A Prefeasibility Study for the McIlvenna Bay Deposit was released in 2020.

Prior Mineral Resource and Reserve Estimations

Prior to the McIlvenna Bay Project being optioned by Foran in 1998, mineral resource or reserve estimations had not been conducted on the property. Prior to the most recent Technical Report, Foran has issued NI 43-101 Technical Reports containing mineral resource estimates for the McIlvenna Bay Project. The previous historical estimates are not discussed here because Micon's QPs for the current report have not reviewed any of the previous mineral resource estimates or assessed them for compliance with current CIM Definition Standards for Mineral Resources and Mineral Reserves (10 May 2014). 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 Technical Report with an

effective date of 06 September 2021. It was previously disclosed in a Technical Report dated 25 November 2021 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 Project 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 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 Wisconsinan 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 Kiseynew 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 239 drill holes. 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

McIlvenna Bay 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

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 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 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 McIlvenna Bay as part of a more regionally focused winter exploration program targeting other prospective areas on the property. The holes drilled at McIlvenna Bay 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 McIlvenna Bay Deposit until the winter of 2018. In December 2017, Foran signed a Technical Services Agreement with Glencore Canada Corporation. Under this agreement Glencore contributed professional and technical services, assistance, guidance, and advice toward completing a Feasibility Study on the McIlvenna 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 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 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 deposit that are covered by muskeg and not accessible during summer months. The summer

program focused on the middle part of the 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 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 is being 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 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 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 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 have been modelled and testing of potential conductors is being planned for future programs.

Mineral Processing and Metallurgical Testing

Metallurgical testing of McIlvenna Bay 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 $\text{ZnSO}_4/\text{NaCN}$ 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
- 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 Project 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 have conducted the mineral resource estimate for disclosure in accordance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects (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 this section.

The updated mineral resource estimate presented herein 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
Mcllvenna 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 McIlvenna 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 – Standards of Disclosure for Mineral Projects (NI 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 a bulk sample and 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.

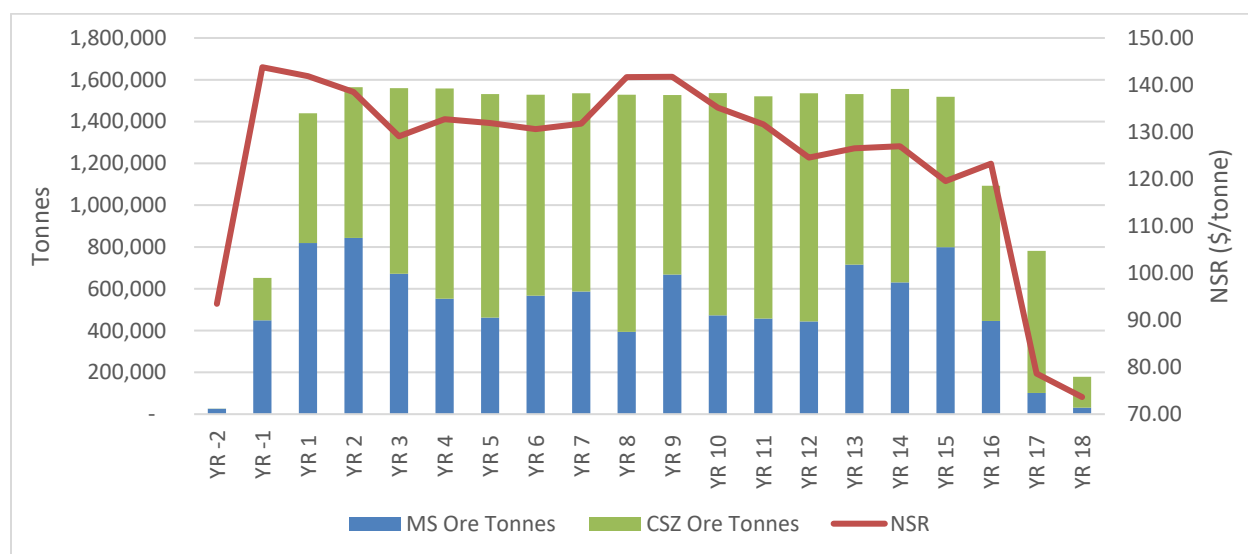
Mine dewatering will be completed using a multi-level clean water system. Main sumps will be located on the 0060, 0420, 0780, and 0960 Levels. The 0060 Level sump will be designed to collect surface water via the ramp and most of the water transmitted through the sandstone layer. This sump will feed 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 will be constructed on site with structural steel. The collar house will be attached to the headframe. The hoist house will be constructed on site with structural steel.

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.

Market Studies and Contracts

McIlvenna Bay 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 this 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 report 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 (Section 22.4.3).
- 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 this 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 this project.
- Zinc and copper are readily traded commodities and the sales terms for these are generally standard in nature. For the purposes of this study, it is assumed the products will be sold freely and at standard market rates.

The metal prices used in the economic evaluation of this 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 has not entered into any contracts for concentrate sales at the time of writing 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 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 and will provide updated 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 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 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. More recently Foran has entered into discussions with PBCN with the objective of negotiating a collaboration agreement. The collaboration agreement 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 will be completed in early 2022 using primary and secondary information sources to inform the EIA process.

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 this report, Foran is 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
<i>Subtotal Project Costs</i>	<i>\$ million</i>	<i>337.4</i>
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 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 this report 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 this report and may result in changes to the calendar timelines and the information and statements contained in this report.

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 Project has been evaluated 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 are 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	4,931.5
Less: Smelter and Refinery Costs	\$ million	-537.6
NSR	\$ million	4,393.9
Less: Royalties	\$ million	-20.3
Less: Total Operating Costs	\$ million	-1,890.3
EBITDA	\$ million	2,483.3
Less: Capital Costs	\$ million	-848.7
Less: Closure Costs	\$ million	-8.2
Pre-Tax Cash Flow	\$ million	1,626.4
Less: Taxes	\$ million	-447.0
<i>Post-tax cash flow</i>	<i>\$ million</i>	<i>1,179.5</i>

Figure 1-4: Undiscounted After-Tax Cash Flow

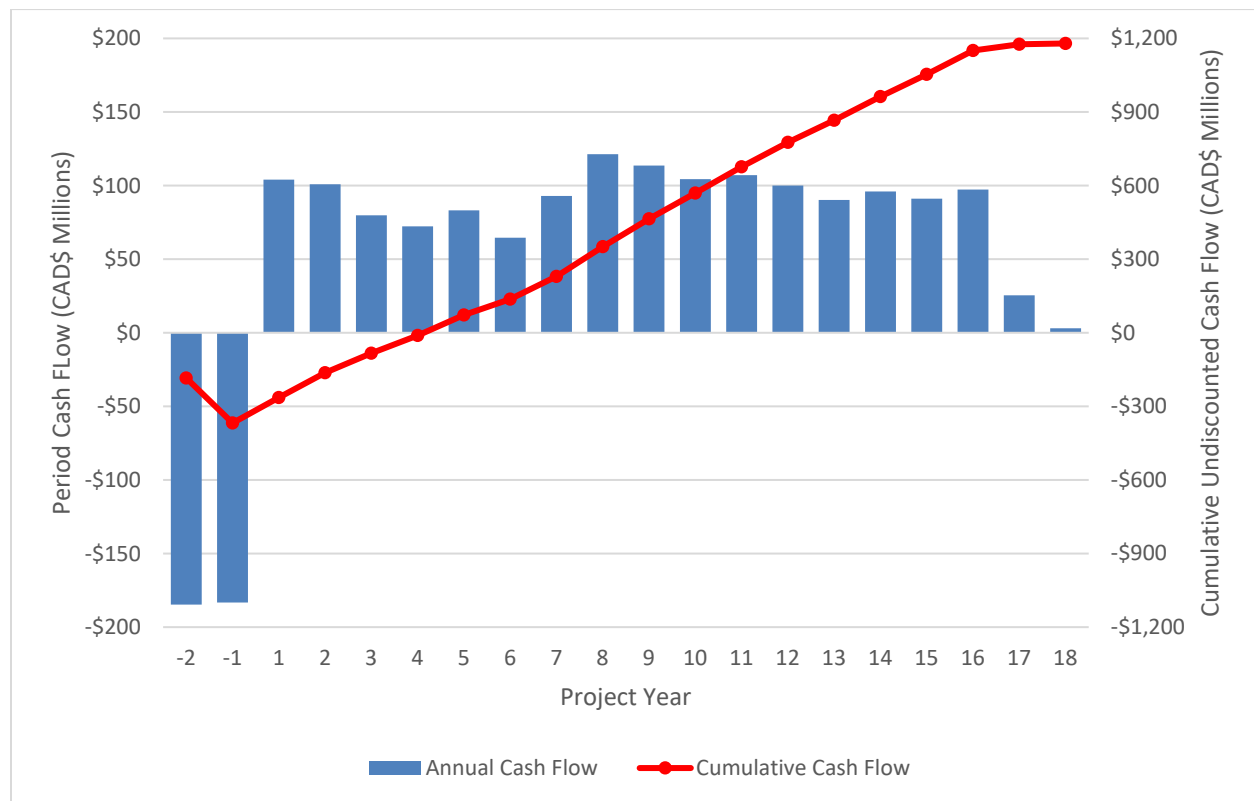


Table 1-8: Forecast Economic Results

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.

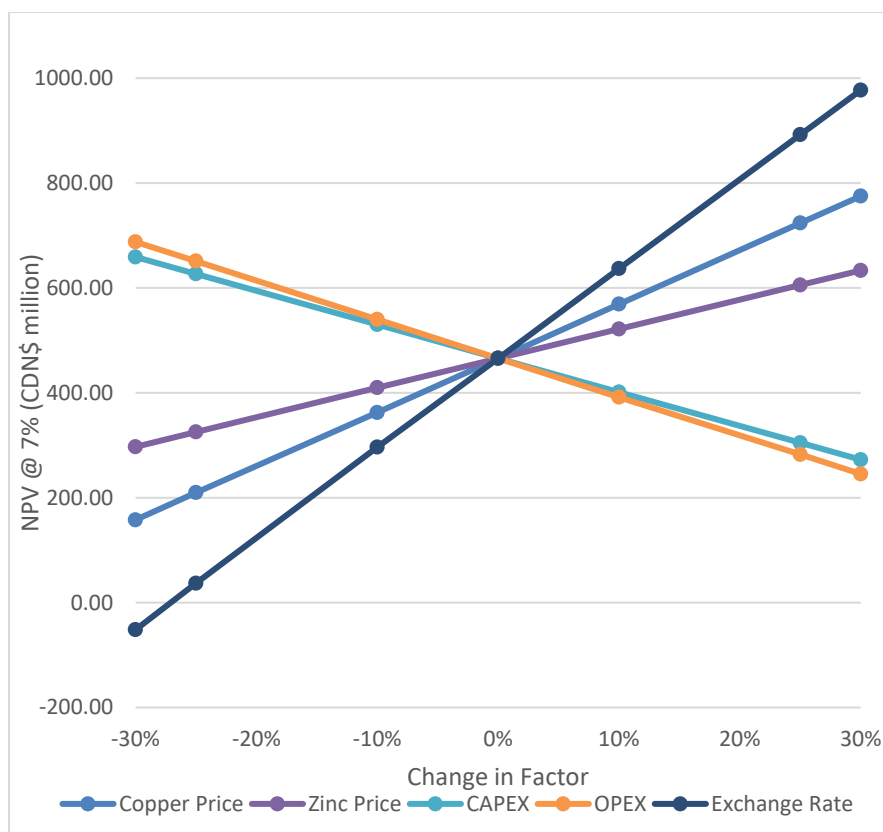
Sensitivity Analysis

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



5.4.2. Other Projects

The Company has a 100% interest in the Bigstone Property, which is comprised of 13 claims totalling 16,117 hectares, oriented north-south to cover 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 8 and 22 years. Indicated resources on the Bigstone Project are estimated at 1.98Mt grading 2.22% CuEq and inferred resources are 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” and on February 11, 2022, filed the “(Amended and Restated) Technical Report on the Bigstone Project, East Central Saskatchewan, Canada,” dated Feb. 1, 2022. Both Bigstone technical reports are available on the Company’s website or on SEDAR.

6 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.

7 DESCRIPTION OF CAPITAL STRUCTURE

The Company’s authorized share capital consists of an unlimited number of common shares without par value (“Common Shares”), an unlimited number of preference shares without par value (“Preference Shares”) and an unlimited number of non-voting shares without par value (“Non-Voting Shares”).

There are 211,616,921 Common Shares, nil Preference Shares and 27,777,778 Non-Voting Shares issued and outstanding as at the date of this AIF. None of the issued and outstanding commons 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 Business Corporations Act (British Columbia).

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 Control¹ 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 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.

¹ “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;
- (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.

8 MARKET FOR SECURITIES

The Common Shares are listed and called for trading on the TSX-V under the symbol FOM.

8.1 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, for the Last Financial Year and up to May, 2022:

Table 8.1.1. Trading price & volume of Foran common shares on the TSX-V from January 1, 2021 to May, 2022.

Month	High (\$/sh)	Low (\$/sh)	Volume (sh)
January 2021	0.90	0.60	14,359,116
February 2021	1.00	0.73	6,500,478
March 2021	1.28	0.77	13,893,211
April 2021	1.57	1.11	6,777,417
May 2021	2.63	1.31	15,601,208
June 2021	2.49	2.05	10,754,658
July 2021	2.40	1.87	4,843,130
August 2021	2.25	1.85	8,118,125
September 2021	2.35	1.94	6,080,730
October 2021	2.75	2.08	8,563,397
November 2021	3.09	2.16	9,083,120
December 2021	2.91	2.27	4,940,373
January 2022	2.89	2.18	5,231,902
February 2022	2.58	2.14	6,515,404
March 2022	2.85	2.23	7,125,898
April 2022	2.77	2.21	3,043,834
May 2022	2.54	1.93	9,712,710

Source: FactSet

8.2 Prior Sales

During the Last Financial Year and up 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		Expiry Date	Exercise Price (\$/sh)
Stock Options			
	940,000	January 31, 2023	0.57
	930,000	March 27, 2024	0.34
	958,333	April 3, 2025	0.09
	6,000,000	November 7, 2025	0.20
	133,333	March 24, 2026	1.05
	500,000	April 5, 2026	1.15

Number and Description of Securities		Expiry Date	Exercise Price (\$/sh)
	1,325,000	April 21, 2026	1.05
	600,000	May 5, 2026	1.33
	100,000	September 13, 2026	2.13
	200,000	September 28, 2026	2.02
	125,000	October 18, 2026	2.43
	75,000	January 17, 2027	2.64
	200,000	January 31, 2027	2.22
	1,880,000	March 17, 2027	2.35
	25,000	March 21, 2027	2.39
	250,000	May 16, 2027	2.02
Warrants			
	2,970,000	April 29, 2023	0.15
	5,714,285	December 1, 2025	0.25
	16,000,000	August 6, 2026	2.09
Deferred Share Units			
	1,633,677	N/A	N/A
Restricted Share Units			
	182,500	March 17, 2025	N/A

The stock options, DSUs and RSUs were granted pursuant to the Company's long-term performance incentive plan ("LTIP"), which was most recently approved by the annual and special meeting of shareholders of the Company held on May 26, 2022. Pursuant to the LTIP, the board of directors of the Company is authorized to grant awards for the issuance of up to 10% of the issued Common Shares as at the time of the grant.

9 ESCROWED SECURITIES

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

10 DIRECTORS AND OFFICERS

10.1 Name, Occupation and Security Holding

The Board of Directors of the Company currently consists of five members, four 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.

The following table sets out information as to residence, position with the Company and principal occupation during the last five years from the date of this AIF for the executive officers and directors of the Company, as well as information with respect to the period of time they have served as directors or officers and their shareholdings of the Company:

Table 10.1.1. Foran Directors and Officers Information

Name, Position with the Company and Residence	Principal Occupation and Positions Held During the Preceding Five Years	Director or Officer of the Company Since	Common Shares Beneficially Owned or Controlled
DANIEL MYERSON, MFin. Executive Chairman, Chief Executive Officer & Director England, United Kingdom	Executive Chairman & CEO, Foran Mining Corporation (November 2020 to present); Head of Canadian Zinc Business, Glencore Plc (October 2011 – October 2020).	November 2020	5,581,000 common shares
DAVE BERNIER Chief Operating Officer Ontario, Canada	Chief Operating Officer (January 2022 to present), VP Operations & Project Director (April 2021 to January 2022), Foran Mining Corporation; Canadian Country Manager (July 2019 – August 2020), General Manager (January 2019 – July 2019) and Mine Manager (July 2016 – January 2019), Pan American Silver Corp.	January 1, 2022	Nil
JAMES STEELS, CPA, CFA Chief Financial Officer Ontario, Canada	CFO, Foran Mining Corporation (June 2021 to 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 2021	30,000 common shares
DARREN MORCOMBE Director Lugano, Switzerland	Principal of Springtide Capital Pty. Ltd.	June 2010	17,874,527 common shares
MAURICE TAGAMI, B.A.Sc., P.Eng. (1)(2)(3) Lead Director British Columbia, Canada	Technical Ambassador, Wheaton Precious Metals	February 2011	2,396,500 common shares
DAVID PETROFF, B.Math, MBA (1)(2)(3) Director Ontario, Canada	Consultant.	April 2012	469,615 common shares
WAYNE WOUTERS, PC, OC ⁽¹⁾⁽²⁾⁽³⁾ Director British Columbia, Canada	Strategic & Policy Advisor to McCarthy Tétrault LLP; Corporate Director	September 28, 2021	Nil

(1) Member of the Audit & Risk Committee.

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

(3) Member of the Environmental, Health & Safety Committee.

As at the date of this AIF, the Directors and Executive Officers of the Company held an aggregate of 26,351,642 common shares of the Company representing approximately 11.01% of the Company's 239,394,699 issued and outstanding common shares on a non-diluted basis.

10.2 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.

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.

10.3 Conflicts of Interest

There are no existing or potential material conflicts of interest between the Company or a subsidiary of the Company and an officer or director of the Company or a subsidiary of the Company.

10.4 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 and Wayne Wouters. 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 Pancontinental Gold Corporation.

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 is currently the 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.

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 Champion Iron Limited, Canadian Utilities Limited and Blackberry. 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.

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 ⁽¹⁾	Audit-Related Fees	Tax Fees	All Other Fees
December 31, 2021	\$59,920	Nil	Nil	\$30,366
December 31, 2020	\$29,860	Nil	Nil	Nil

Notes:

(1) Audit Fees were paid for professional services rendered by the auditor for the audit of the Company's annual financial statements.

Exemption

As the Company is a "Venture Issuer" pursuant to NI 52-110 (its securities are not listed or quoted on any of the Toronto Stock Exchange, a market in the United States of America, or a market outside of Canada and the United States of America), it is exempt from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

11 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.

12 LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no 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.

13 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 – April 2020

On April 29, 2020, the Company completed a non-brokered private placement of 7,100,000 units at \$0.10 per unit (each an "April Unit") for gross proceeds of \$710,000 (the "April Offering"). Each April Unit consisted of one Common Share and one half of one Common Share purchase warrant (each whole Common Share purchase warrant, an "April Warrant"). Each whole April Warrant entitles the holder thereof to acquire one Common Share at a price of \$0.15 for thirty-six months following the issuance of April Warrants. Mr. Morcombe, a director of the Company acquired 500,000 April Units under the April Offering.

Non-brokered Private Placement – December 2020

On December 2, 2020, the Company completed a non-brokered private placement of

5,714,285 units at \$0.175 per unit (each a “December Unit”) for gross proceeds of \$1,000,000 (the “December Offering”). Each December Unit consisted of one Common Share and one Common Share purchase warrant (a “December Warrant”) with each December Warrant entitling the holder thereof to acquire an additional Common Share at an exercise price of \$0.25 per share with an expiry of December 1, 2025. Daniel. Mr. Myerson subscribed for 4,000,000 December Units for gross proceeds to the Company of \$700,000 and Mr. Morcombe subscribed for 1,714,285 December Units for gross proceeds to the Company of \$300,000.

Non-brokered Private Placement – August 2021

On August 6, 2021, the Company completed the Fairfax Financing which consisted of \$100-million in equity securities:

- \$50-million gross proceeds comprising 27,777,778 units at a price of \$1.80 per 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 whole Fairfax Warrant is 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 units, at a price of \$1.80 per non-voting unit consisting of one non-voting share and 0.288 of a Fairfax Warrant. Each non-voting share may be converted at any time by any holder of such non-voting share other than Fairfax and its affiliates, except in the circumstances of a change of control of the Company, in which case such conversion right may be exercised by Fairfax.

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. As at the date of this AIF, Fairfax holds 11.6% of the issued and outstanding Common 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 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

16.1 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 April 4, 2022 for the Financial Years ended December 31, 2021 and December 31, 2020.	KPMG LLP
"NI 43-101 Technical Report, Pre-feasibility Study for the McIlvenna Bay Project, 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 Project Saskatchewan, Canada", Effective Date: September 6, 2021, Report Date: November 25, 2021, Amended Report 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 Project, 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. RockEng: Kathy Kalenchuk, PhD., P.Eng.(ON, BC, SK & MB), PE (MT)

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 Foran's outstanding common shares.

17 ADDITIONAL INFORMATION

Additional information relating to the Company can be found under the Company's profile on SEDAR at www.sedar.com.

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 Information Circular dated April 22, 2022, a copy of which is available under the Company's profile on SEDAR at www.sedar.com.

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.sedar.com.

The Feasibility Study is incorporated by reference into this AIF. Copies of the Feasibility Study are available under the Company's profile on SEDAR at www.sedar.com 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 external 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 of and criteria for financial literacy, this shall, at a minimum, include the ability to read and understand 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. Accounting or related financial management expertise means the ability to analyze and interpret a full set of financial statements, including 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 or 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. Based upon discussions with the external auditor and the financial statement review, 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.
 - d) the stock exchange on which the Company's common shares are listed with respect to approval of non-audit related services performed by the auditor.

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 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, monitored or controlled by:
 - a) reviewing the Company's risk philosophy as set forth by management and the Board of Directors,
 - b) reviewing management's assessment of the significant risks and exposures facing the Company,
 - c) reviewing management's policies, plans, processes and programs to manage 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,
 - d) 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, and
 - e) if the Committee deems it appropriate, requesting the independent auditor's opinion of management's 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 April 22, 2022, with amendments to the "*Membership and Composition*" section, being the requirement that all members of the Committee must be independent and defining the "financial literacy" requirements for Committee members.