



# **DENARIUS**

**METALS**

**DENARIUS METALS CORP.**

**ANNUAL INFORMATION FORM**

**FOR THE YEAR ENDED DECEMBER 31, 2023**

**DATED: APRIL 25, 2024**

## Table of Contents

|                |  |           |
|----------------|--|-----------|
| <b>ITEM 1.</b> | <b>GENERAL PROVISIONS .....</b>                  | <b>3</b>  |
| 1.1            | GLOSSARY OF TERMS .....                          | 3         |
| 1.2            | GENERAL MATTERS .....                            | 9         |
| 1.3            | EFFECTIVE DATE OF INFORMATION .....              | 10        |
| 1.4            | FORWARD-LOOKING INFORMATION .....                | 10        |
| 1.5            | FINANCIAL STATEMENTS .....                       | 12        |
| 1.6            | CURRENCY .....                                   | 12        |
| 1.7            | INCORPORATION BY REFERENCE .....                 | 12        |
| <b>ITEM 2.</b> | <b>CORPORATE STRUCTURE .....</b>                 | <b>12</b> |
| 2.1            | NAME, ADDRESS AND INCORPORATION .....            | 12        |
| 2.2            | INTERCORPORATE RELATIONSHIPS .....               | 14        |
| <b>ITEM 3.</b> | <b>GENERAL DEVELOPMENT OF THE BUSINESS .....</b> | <b>14</b> |
| 3.1            | THREE YEAR HISTORY .....                         | 15        |
| 3.2            | SIGNIFICANT ACQUISITIONS OR DISPOSITIONS .....   | 29        |
| 3.3            | OUTLOOK .....                                    | 30        |
| <b>ITEM 4.</b> | <b>DESCRIPTION OF THE BUSINESS .....</b>         | <b>30</b> |
| 4.1            | GENERAL .....                                    | 30        |
| 4.2            | EXPLORATION .....                                | 31        |
| 4.3            | EMPLOYEES .....                                  | 31        |
| 4.4            | SOCIAL OR ENVIRONMENTAL POLICIES .....           | 31        |
| 4.5            | BUSINESS CYCLES .....                            | 31        |
| 4.6            | SPECIALIZED SKILL AND KNOWLEDGE .....            | 31        |
| 4.7            | COMPETITIVE CONDITIONS .....                     | 32        |
| 4.8            | FOREIGN OPERATIONS .....                         | 32        |
| <b>ITEM 5.</b> | <b>RISK FACTORS .....</b>                        | <b>32</b> |
| 5.1            | GENERAL RISKS.....                               | 32        |
| 5.2            | COLOMBIA SPECIFIC RISKS .....                    | 39        |
| <b>ITEM 6.</b> | <b>MATERIAL PROPERTIES .....</b>                 | <b>46</b> |
| 6.1            | LOMERO PROJECT .....                             | 46        |
| 6.2            | ZANCUDO PROJECT .....                            | 54        |
| <b>ITEM 7.</b> | <b>DIVIDENDS AND DISTRIBUTIONS .....</b>         | <b>63</b> |
| <b>ITEM 8.</b> | <b>DESCRIPTION OF CAPITAL STRUCTURE.....</b>     | <b>64</b> |
| <b>ITEM 9.</b> | <b>MARKET FOR SECURITIES .....</b>               | <b>66</b> |
| 9.1            | TRADING PRICE AND VOLUME .....                   | 66        |

|          |   |    |
|----------|---|----|
| 9.2      | PRIOR SALES .....   | 69 |
| ITEM 10. | ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER . | 69 |
| ITEM 11. | DIRECTORS AND OFFICERS .....  | 69 |
| 11.1     | CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS .....                      | 72 |
| 11.2     | CONFLICTS OF INTEREST .....   | 73 |
| ITEM 12. | AUDIT COMMITTEE DISCLOSURE .....  | 74 |
| 12.1     | THE AUDIT COMMITTEE’S CHARTER.....  | 74 |
| 12.2     | COMPOSITION OF THE AUDIT COMMITTEE AND RELEVANT EDUCATION AND EXPERIENCE .....      | 74 |
| 12.3     | RELIANCE ON CERTAIN EXEMPTIONS .....  | 75 |
| 12.4     | AUDIT COMMITTEE OVERSIGHT.....  | 75 |
| 12.5     | PRE-APPROVAL POLICIES AND PROCEDURES.....   | 75 |
| 12.6     | EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY) .....                                   | 76 |
| ITEM 13. | LEGAL PROCEEDINGS AND REGULATORY ACTIONS .....                                      | 76 |
| ITEM 14. | INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS.....                     | 76 |
| ITEM 15. | TRANSFER AGENTS AND REGISTRARS .....  | 77 |
| ITEM 16. | MATERIAL CONTRACTS .....  | 77 |
| ITEM 17. | INTEREST OF EXPERTS.....  | 77 |
| ITEM 18. | ADDITIONAL INFORMATION .....  | 77 |
|          | SCHEDULE “A” – AUDIT COMMITTEE CHARTER .....  | 79 |

## ITEM 1. GENERAL PROVISIONS

### 1.1 Glossary of Terms

Unless otherwise defined in this AIF, the following capitalized words and terms have the following meanings:

|                                    |   |
|------------------------------------|---|
| <b>2021 Lomero Report</b>          | means the ““NI 43-101 Technical Report, Exploration Status Report for the Lomero Project”, prepared by SRK, with an effective date of July 26, 2021;  |
| <b>2022 Consolidation</b>          | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2022 – 2022 Share Consolidation</i> ;   |
| <b>2022 Lomero Report</b>          | means the “NI 43-101 Technical Report, Mineral Resource Estimate for Lomero Poyatos, Andalucía, Spain”, prepared by SRK, with an effective date of July 19, 2022;   |
| <b>2022 Zancudo Report</b>         | means the report entitled “NI 43-101 Technical Report, El Zancudo Mineral Resource Estimate, Colombia” prepared by SRK, with an effective date of December 31, 2022;  |
| <b>Addison</b>                     | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2022 – Option and Joint Venture Arrangement with Europa Metals – Toral Project</i> ;  |
| <b>Ag</b>                          | means silver;   |
| <b>AIF</b>                         | means this Annual Information Form;   |
| <b>Aguablanca PFS Announcement</b> | means the press release dated April 11, 2024 wherein the Corporation announced initial PFS results in respect of the Aguablanca Project;  |
| <b>Aguablanca Project</b>          | means the project located approximately 100 km north of Seville within the Monesterio municipal boundary in the south of Badajoz Province (Autonomous Community of Extremadura) and close to the Huelva and Seville (Autonomous Community of Andalusia) provincial boundaries, in the south of Spain; |
| <b>Amalgamation</b>                | means the three-cornered amalgamation effected by the Corporation, the Guia Antigua Vendor and SubCo, pursuant to Section 269 of the <i>Business Corporations Act</i> (British Columbia), whereby SubCo became a wholly owned subsidiary of the Corporation, by way of the Amalgamation Agreement;    |
| <b>Amalgamation Agreement</b>      | means the amalgamation agreement, dated November 20, 2020, by and between the Corporation and the Guia Antigua Vendor, whereby the Corporation acquired the Guia Antigua Vendor in exchange for 15,000,000 Common Shares;   |
| <b>Aris</b>                        | means Aris Mining Corporation, formerly GCM Mining Corp., and prior to that Gran Colombia Mining Corp.;   |
| <b>Au</b>                          | means gold;   |

|                            |   |
|----------------------------|---|
| <b>Audit Committee</b>     | means the audit committee of the Corporation;   |
| <b>BCBCA</b>               | has the meaning set forth in <i>Corporate Structure – Name, Address and Incorporation</i> ;   |
| <b>Board</b>               | means the board of directors of the Corporation;  |
| <b>Cboe Canada</b>         | means Cboe Canada Inc.;   |
| <b>CIM</b>                 | means the Canadian Institute of Mining, Metallurgy and Petroleum;   |
| <b>Code</b>                | has the meaning set forth in <i>Description of the Business – Social or Environmental Policies</i> ;  |
| <b>Common Shares</b>       | means the common shares of the Corporation (each a “ <b>Common Share</b> ”);  |
| <b>Computershare</b>       | means Computershare Trust Company of Canada;  |
| <b>Cu</b>                  | means copper;   |
| <b>CuEq</b>                | means copper equivalent;  |
| <b>Debenture Indenture</b> | means the indenture between the Corporation and TSX Trust Company, as the indenture trustee, dated October 19, 2023 and as amended on October 31, 2023;   |
| <b>deposit</b>             | means a mineralized body which has been physically delineated by sufficient drilling, trenching and/or underground work, and found to contain a sufficient average grade of metal or metals to warrant further exploration and/or development expenditures. Such a deposit does not qualify as mineral resources, a commercially mineable ore body or as containing mineral reserves until final legal, technical, and economic factors have been resolved; |
| <b>Dr. Redwood</b>         | means Dr. Stewart D. Redwood, PhD, FIMMM, FGS, Senior Consulting Geologist to the Corporation, who is a qualified person;   |
| <b>ELN</b>                 | means the National Liberation Army ( <i>Ejército de Liberación Nacional</i> );  |
| <b>Emerene</b>             | means Emerene Corporation S.A.;   |
| <b>EMI</b>                 | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2022 – Option and Joint Venture Arrangement with Europa Metals – Toral Project</i> ;  |
| <b>Europa</b>              | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2022 – Option and Joint Venture Arrangement with Europa Metals – Toral Project</i> ;  |
| <b>FARC</b>                | means the Revolutionary Armed Forces of Colombia ( <i>Fuerzas Armadas Revolucionarias de Colombia</i> );  |

|                                   |  |
|-----------------------------------|--|
| <b>Finder's Fee</b>               | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2022 – Option and Joint Venture Arrangement with Europa Metals – Toral Project</i> ;   |
| <b>Finder's Fee Shares</b>        | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2022 – Option and Joint Venture Arrangement with Europa Metals – Toral Project</i> ;   |
| <b>Fiore</b>                      | means Fiore Management & Advisory Corp.;   |
| <b>First Option</b>               | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2022 – Option and Joint Venture Arrangement with Europa Metals – Toral Project</i> ;   |
| <b>g/t</b>                        | means grams per metric tonne;  |
| <b>Guia Antigua Project</b>       | means the exploration, development and mining rights to a 386-hectare area located 130km northeast of Medellin in the Segovia-Remedios mining district, Department of Antioquia, north-western Colombia and 5km east of the town of Segovia;   |
| <b>Guia Antigua Vendor</b>        | means 1255269 B.C. Ltd., owner of 100% of the Guia Antigua Project;  |
| <b>ha</b>                         | means hectares;  |
| <b>IAMGOLD</b>                    | means IAMGOLD Corp.;   |
| <b>Indicated Mineral Resource</b> | means that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with a level of 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 to geological and grade continuity to be reasonably assumed; |
| <b>Inferred Mineral Resource</b>  | means 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;  |
| <b>Lomero Acquisition</b>         | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2021 – Acquisition of the Lomero Project</i> ;   |
| <b>Lomero Drilling Program</b>    | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2021 – Drilling Program in the Lomero Project</i> ;  |

|  |  |
|--|--|
| <b>Lomero MRE Announcement</b>           | means the press release dated September 18, 2023 wherein the Corporation announced an updated Mineral Resource Estimate in respect of the Lomero Project;  |
| <b>Lomero Project</b>                    | means Investigation Permit Number 14,977, which comprises 15 graticular blocks totaling approximately 454 hectares within the adjoining Municipalities of El Cerro del Andevalo and Cortegana within the Huelva Province of the Autonomous Community of Andalucía in southern Spain;   |
| <b>Lomero Report</b>                     | means the report entitled “NI 43-101 Technical Report Mineral Resource Estimate for Lomero Poyatos, Andalucía, Spain” prepared by SRK, with an effective date of July 31, 2023;  |
| <b>March 2021 Financing</b>              | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2020 – March 2021 Financing</i> ;  |
| <b>MRE</b>                               | means Mineral Resource estimate;   |
| <b>Measured Mineral Resource</b>         | means 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 grade continuity;   |
| <b>Mineral Resource/mineral resource</b> | means a concentration or occurrence of diamonds, natural, solid, inorganic material, or naturalized 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. The terms “Mineral Resource”, “Measured Mineral Resource”, “Indicated Mineral Resource”, “Inferred Mineral Resource” used in this Annual Information Form are Canadian mining terms as defined in accordance with NI 43-101 under the guidelines set out in the CIM Standards on Mineral Resource and Mineral Reserves Definitions and guidelines adopted by the CIM Council on December 11, 2005; |
| <b>m</b>                                 | means metres;  |
| <b>MCTO</b>                              | has the meaning set forth in <i>Directors and Officers – Cease Trade Orders, Bankruptcies, Penalties or Sanctions</i> ;  |
| <b>mm</b>                                | means millimetres;   |
| <b>Moz</b>                               | means million ounces;  |

|  |  |
|--|--|
| <b>Mt</b>                              | means metric tonne;  |
| <b>NG Energy</b>                       | has the meaning set forth in <i>Directors and Officers – Cease Trade Orders, Bankruptcies, Penalties or Sanctions</i> ;  |
| <b>NI 43-101</b>                       | means National Instrument 43-101 – <i>Standards of Disclosure for Mineral Projects</i> ;   |
| <b>NI 51-102</b>                       | means National Instrument 51-102 – <i>Continuous Disclosure Obligations</i> ;  |
| <b>NI 52-110</b>                       | means National Instrument 52-110 – <i>Audit Committees</i> ;   |
| <b>Option Agreement</b>                | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2022 – Termination of IAMGOLD Option Agreement</i> ;                                 |
| <b>Option Termination Agreement</b>    | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2022 – Termination of IAMGOLD Option Agreement</i> ;                                 |
| <b>Pacific</b>                         | has the meaning set forth in <i>Directors and Officers – Cease Trade Orders, Bankruptcies, Penalties or Sanctions</i> ;  |
| <b>Pb</b>                              | means lead;  |
| <b>PEA</b>                             | means Preliminary Economic Assessment;   |
| <b>Person</b>                          | means a company or individual;   |
| <b>Plan</b>                            | has the meaning set forth in <i>Description of Share Capital – Stock Options</i> ;   |
| <b>Preferred Shares</b>                | has the meaning set forth in <i>Description of Capital Structure</i> ;   |
| <b>Private Placement</b>               | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2023 – Private Placement</i> ;   |
| <b>Private Placement Warrant</b>       | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2023– Private Placement</i> ;  |
| <b>Querlec Gestion</b>                 | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2022 – Option and Joint Venture Arrangement with Europa Metals – Toral Project</i> ; |
| <b>QP or qualified person</b>          | has the meaning given to “qualified person” under NI 43-101, section 1.1 – <i>Definitions and Interpretations</i> ;  |
| <b>Resource Development Associates</b> | means Resource Development Associates Inc.;  |
| <b>Reverse Takeover Transaction</b>    | means the reverse takeover completed by the Corporation under the policies of the TSXV by way of the Amalgamation and Share Purchase Transaction;  |



|  |   |
|--|---|
| <b>Rights Offering</b>                   | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2023 – Rights Offering</i> ;  |
| <b>Rights Offering Warrant</b>           | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2023 – Rights Offering</i> ;  |
| <b>Rights Offering Warrant Indenture</b> | means the warrant indenture between the Corporation, as the corporation, and TSX Trust Company, as the warrant agent, dated March 2, 2023;  |
| <b>RNR</b>                               | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2023 – Definitive Agreement with RNR – Aguablanca Project</i> ;   |
| <b>RNR Agreement</b>                     | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2023 – Definitive Agreement with RNR – Aguablanca Project</i> ;   |
| <b>RNR Amendment Agreement</b>           | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2023 – Definitive Agreement with RNR – Aguablanca Project</i> ;   |
| <b>RNR JV Agreement</b>                  | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2023 – Definitive Agreement with RNR – Aguablanca Project</i> ;   |
| <b>RNR Shareholder Group</b>             | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2023 – Definitive Agreement with RNR – Aguablanca Project</i> ;   |
| <b>Second Option</b>                     | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2022 – Option and Joint Venture Arrangement with Europa Metals – Toral Project</i> ;  |
| <b>Share Purchase Transaction</b>        | means the share purchase agreement, dated November 20, 2020, by and between the Corporation, Aris, Gran Colombia Gold, S.A. and Gran Colombia Titiribí Corp., whereby the Corporation acquired Gran Colombia Titiribi Corp. in exchange for 27,000,000 Common Shares; |
| <b>SRK</b>                               | means SRK Consulting (U.S.) Inc.;   |
| <b>Standby Guarantors</b>                | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2023 – Rights Offering</i> ;  |
| <b>Stock Option</b>                      | has the meaning set forth in <i>Description of Capital Structure</i> ;  |
| <b>SubCo</b>                             | means 1270072 B.C. Ltd.;  |
| <b>TGM</b>                               | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2021 – Acquisition of the Lomero Project</i> ;  |

|                                   |  |
|-----------------------------------|--|
| <b>Toral Definitive Agreement</b> | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2022 – Option and Joint Venture Arrangement with Europa Metals – Toral Project</i> ;   |
| <b>Toral Project</b>              | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2022 – Option and Joint Venture Arrangement with Europa Metals – Toral Project</i> ;   |
| <b>tpd</b>                        | means tonnes per day;  |
| <b>Transaction</b>                | means the Amalgamation and Share Purchase Transaction;   |
| <b>TSXV</b>                       | means the TSX Venture Exchange;  |
| <b>US Oil Sands</b>               | has the meaning set forth in <i>Directors and Officers – Cease Trade Orders, Bankruptcies, Penalties or Sanctions</i> ;  |
| <b>Vendors</b>                    | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2021 – Acquisition of the Lomero Project</i> ;   |
| <b>Warrants</b>                   | has the meaning set forth in <i>Description of Capital Structure</i> ;   |
| <b>Warrant Indenture</b>          | means the warrant indenture between the Corporation, as corporation, and Computershare, as warrant agent, dated as of April 29, 2021;  |
| <b>Zancudo Metals</b>             | means Zancudo Metals Corp., formerly Gran Colombia Titiribi Corp., owner of 100% of the Zancudo Project through its Colombian branch;  |
| <b>Zancudo PEA Announcement</b>   | means the press release dated October 30, 2023 wherein the Corporation announced the results of a Preliminary Economic Assessment in respect of the Zancudo Project;   |
| <b>Zancuo PEA Report</b>          | means the report entitled “Technical Report and Preliminary Economic Assessment for the Zancudo Gold-Silver Mineral Deposit, Municipality of Titiribí, Department of Antioquia, Republic of Colombia” prepared by Resource Development Associates with an effective date of October 24, 2023”; |
| <b>Zancudo Project</b>            | means the 1,052 hectare mining concession area located in the Titiribí mining district in Antioquia, Colombia roughly 27km southwest of Medellín;  |
| <b>Zenk</b>                       | has the meaning set forth in <i>General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2021 – Acquisition of the Lomero Project</i> ; and   |
| <b>Zn Eq (PbAg)</b>               | means Zn equivalent cut-off grade (including Pb and Ag credits).   |

## 1.2 General Matters

Unless the context otherwise requires, any references in this AIF to the “Corporation”, “Denarius”, “us”, “we” or “our” refers to Denarius Metals Corp. and its subsidiaries.

### **1.3 Effective Date of Information**

All information contained in this AIF is as of April 25, 2024 unless otherwise stated.

### **1.4 Forward-Looking Information**

Except for statements of historical fact, this AIF contains certain “forward-looking information” within the meaning of applicable Canadian securities legislation. Forward-looking information is frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate” and other similar terms, or statements that certain events or conditions “might”, “may”, “could” or “will” occur. Forward-looking information includes all matters that are not historical facts. In particular, forward-looking information in this AIF includes, but is not limited to, statements with respect to the future outlook and future events of Denarius, proposed exploration and development activities, timing and method for funding thereof, results of exploration and development activities, characterization of mineralization, geological modelling, data integration and interpretation, the estimation and accuracy of mineral resources, magnitude or quality of mineral deposits, anticipated advancement of mineral properties and programs, future exploration prospects, expectations regarding the ability to raise capital and ability to obtain and maintain all applicable licenses and permits for proposed activities, expectations, treatment under governmental regulatory regimes, the status of assets, future growth and performance and is subject to certain risks, uncertainties and assumptions. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-looking information is necessarily based upon a number of factors and assumptions that, if untrue, could cause actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such statements. Forward-looking information is based upon a number of estimates and assumptions that, while considered reasonable by the Corporation at this time, are inherently subject to significant business, economic and competitive uncertainties and contingencies that may cause the Corporation’s actual financial results, performance, or achievements to be materially different from those expressed or implied herein. Some of the material factors or assumptions used to develop forward-looking statements include, without limitation, general economic conditions in Canada and globally, the future price of precious and base metals, anticipated costs and the Corporation’s ability to obtain additional financing on satisfactory terms to fund its programs, the Corporation’s ability to carry on exploration and development activities, the timing and results of drilling programs, the discovery of mineral resources on the Corporation’s mineral properties, the timely receipt of required approvals and permits, including those approvals and permits required for successful project permitting, construction and operation of projects, governmental regulation of the mining industry, including environmental regulation, the costs of exploration and development expenditures, the Corporation’s ability to operate in a safe, efficient and effective manner, the potential impact of natural disasters and the Corporation’s ability to obtain financing as and when required and on reasonable terms.

Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements.

Known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements, or other future events, to differ materially from those projected in the forward-looking

statements. Such factors include, but are not limited to: the Corporation's limited operating history with no history of earnings or profitability; the fact that the Corporation has negative operating cash flow and dependence on third-party financing; the Corporation's ability to obtain additional financing on satisfactory terms or at all; changes in the competitive conditions of the markets in which the Corporation operates; undetected defects in title, the possibility of cost overruns or unanticipated expenses; the potential for various land payments, royalties or work commitments to arise in respect of the Corporation's project properties; the potential of unpredictable market forces impacting demand for certain materials, which in turn may impact the Corporation's ability to obtain financing to fund exploration and development; potential conflicts of interest arising for Board members; environmental and other regulatory requirements which may impact the Corporation's business, including the potential for environmental regulators to require financial assurances for decommissioning and reclaiming costs for each project site; risks related to the cyclical nature of the resource exploration business; potential climate change impacts on the Corporation's business; exploration and development activities which may not be completed as planned; the results of exploration and additional development activities which may not be as anticipated; fluctuations in the currency markets; changes in interest rates; disruption to the credit markets and delays in obtaining financing; inflationary pressures; price and volume volatility and fluctuating value of the Corporation's securities; risks arising from holding derivative instruments (such as credit risk, market liquidity risk and mark-to-market risk); changes in the availability of the Corporation to obtain adequate insurance; changes in national and local government legislation, taxation, controls, regulations and political or economic developments in Spain, Canada and Colombia, or other countries in which the Corporation may carry on business; business opportunities that may be presented to, or pursued by the Corporation; the Corporation's relationship with the local communities; the Corporation's ability to successfully integrate acquisitions; operating or technical difficulties in connection with business activities; inaccurate geological and metallurgical assumptions (including with respect to the size, grade and recoverability of mineral reserves and mineral resources); employee relations; risks of undetected corruption and bribery in the course of business in various countries; the risks of failing to obtain and renew necessary licenses and permits; diminishing quantities or grades of reserves; adverse changes in the Corporation's credit rating; the occurrence of natural disasters, possible litigation or other proceedings in local or international jurisdictions, risks of community conflicts, hostilities, acts of war or terrorism; risk of financial losses associated with the exchange of the Canadian dollar to foreign currencies; risk of volatility in the Corporation's share price; sales of a significant number of common shares could depress share price, liquidity related risks; risk of increase in the sale of equity-related securities in the public markets that could depress the share price; risks associated with evolving corporate governance and public disclosure regulations; lack of any known mineral reserves other than the 2023 Lomero Report, Zancudo PEA Report and the Aguablanca PFS Announcement; uninsured or uninsurable risks; risk of global outbreaks and contagious diseases; risk of shareholder activism creating uncertainty in Corporation's future direction, resulting in future loss of business; risk of corporate governance obligations impacting Corporation's business; risk of departure of key personnel which the Corporation is currently reliant on as critical to its success; risks specific to operating in Colombia, such as: economic risks associated with Colombia as an emerging market; economic and political developments in Colombia which could affect the Corporation's Zancudo Project; Colombia's decline in economic growth in 2009 and 2015 and other adverse economic and financial effects as a result of global economic crisis; potential for seizure by the Colombian government of the Corporation's assets due to Article 58 of the Colombian Constitution; the uncertainty of whether Colombian officials will enforce the Corporation's rights protected under the Colombian Constitution if need be; uncertainty in the Colombian legal and regulatory systems; risks associated with Colombia being a less developed country; risks associated with corruption; risks associated with ongoing guerilla and criminal activity in Colombia; risks associated with money laundering and other illegal and improper activities; delays in obtaining environmental and other licenses; risks specific to Spain such as the extensive regulatory and legal frameworks therein which make it difficult to operate in; environmental and endangered species laws and regulations; community relations; and geopolitical conflicts including the Russia-Ukraine conflict and the Israel-Palestine conflict. The factors identified above are not intended to represent a complete list of the factors that could affect the Corporation. Additional factors are noted in this AIF under the heading "*Risk Factors*" as well as in our public filings on SEDAR+ available at [sedarplus.ca](http://sedarplus.ca). Readers are cautioned that this list of risk factors should not be construed as exhaustive.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results, performance or achievements may vary materially from those expressed or implied by the forward-looking information contained in this AIF. These factors should be carefully considered, and readers are cautioned not to place undue reliance on forward-looking information, which speaks only as of the date of this AIF. All subsequent forward-looking information attributable to the Corporation herein is expressly qualified in its entirety by the cautionary statements contained in or referred to herein. The Corporation does not undertake any obligation to release publicly any revisions to this forward-looking information to reflect events or circumstances that occur after the date of this AIF or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

#### *Certain Other Information*

Certain information in this AIF is obtained from third party sources, including public sources, and there can be no assurance as to the accuracy or completeness of such information. Although believed to be reliable, management of the Corporation has not independently verified any of the data from third party sources unless otherwise stated.

#### *Scientific and Technical Information*

Unless otherwise indicated, the scientific and technical information contained in this AIF relating to the Corporation's mineral properties has been reviewed and approved, in the context of the Zancudo Project and Lomero Project, by Resource Development Associates.

### **1.5 Financial Statements**

The Corporation's financial statements for the fiscal year ended December 31, 2023 were prepared in accordance with International Financial Reporting Standards ("IFRS").

This AIF should be read in conjunction with the Corporation's audited annual financial statements and notes thereto, as well as with the management's discussion and analysis for the period ended December 31, 2023. The financial statements and management's discussion and analysis are available at Denarius' website at [www.denariusmetals.com](http://www.denariusmetals.com) and under Denarius' profile on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).

### **1.6 Currency**

All sums of money which are referred to in this AIF are expressed in lawful money of Canada, unless otherwise specified. References to "US\$" are to United States Dollars. References to "€" are to the Euro.

### **1.7 Incorporation by Reference**

The 2023 Lomero Report (as defined below), relating to the operations in the Lomero Project, and the Zancudo PEA Report, relating to the operations in the Zancudo Project, which have been prepared and filed in accordance with NI 43-101, are incorporated by reference into and form part of this AIF. These documents may be accessed under the Corporation's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

## **ITEM 2. CORPORATE STRUCTURE**

### **2.1 Name, Address and Incorporation**

Denarius Metals Corp. was originally incorporated through the amalgamation of Aanderaa Instruments Ltd. and G.S. Gabel & Associates Ltd. on March 31, 1992, pursuant to the provisions of the *Business Corporations Act* (British Columbia) ("BCBCA") under the name "G.S. Gabel & Associates Ltd."

Effective July 30, 1993, the Corporation changed its name to "G.S. Gabel Corporation"; on December 16,

1996, the Corporation changed its name to “E.S.I. Environmental Sensors Inc.”; and on August 27, 2020 the Corporation changed its name to “ESV Resources Ltd.”

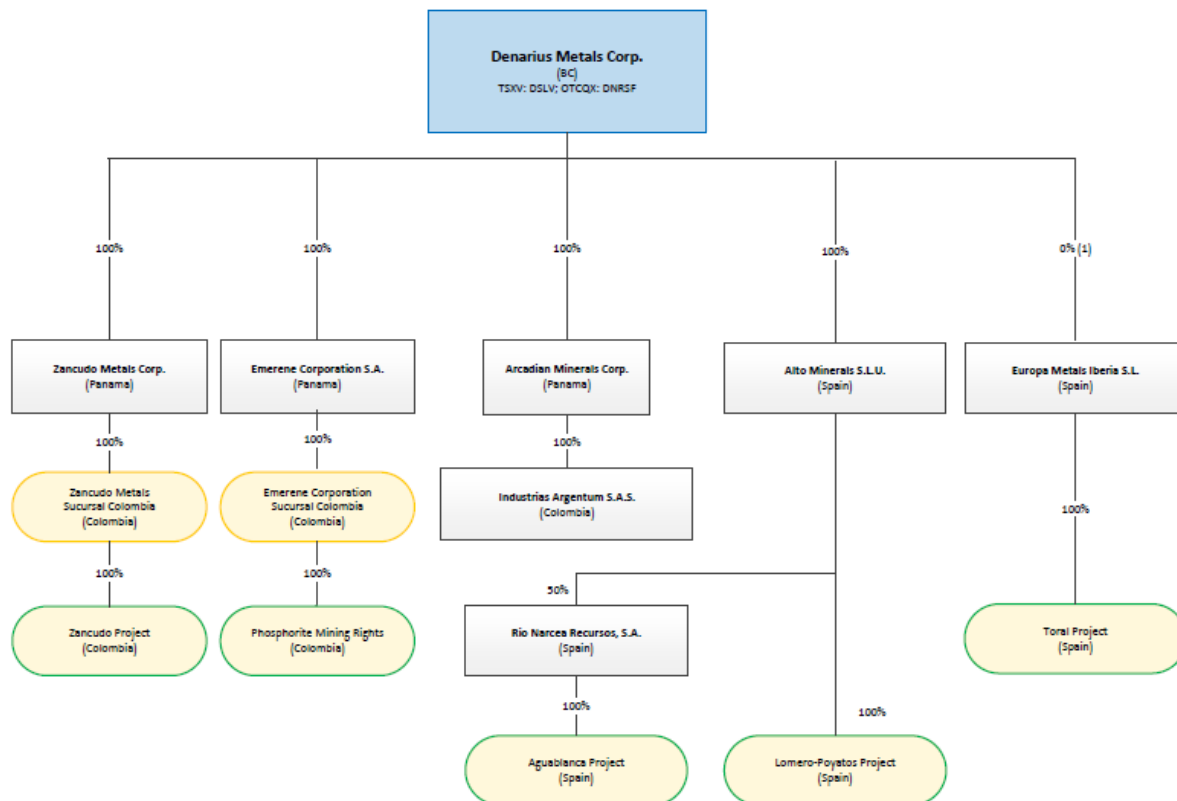
On February 19, 2021, the Corporation completed the Amalgamation. Following completion of the Amalgamation, SubCo became a wholly-owned subsidiary of the Corporation. The Corporation then acquired Zancudo Metals (then Gran Colombia Titiribi Corp.) pursuant to the Share Purchase Transaction. Following the completion of the Share Purchase Transaction, Zancudo Metals became a wholly owned subsidiary of the Corporation, and the Corporation changed its name to “Denarius Silver Corp.” The completion of the Amalgamation and Share Purchase Transaction constituted the Reverse Takeover Transaction under the policies of the TSXV. Effective February 1, 2022, the Corporation changed its name to “Denarius Metals Corp.” Effective March 3, 2023, the Corporation completed an internal reorganization whereby Alto Minerals S.L.U. (“**Alto**” or “**Alto Minerals**”) became a wholly-owned subsidiary of the Corporation. Effective November 23, 2022, the Corporation executed the Toral Definitive Agreement, pursuant to which Europa Metals Ltd. (“**Europa**”) granted two options to Denarius to acquire up to an 80% ownership interest in Europa Metals Iberia S.L. (“**EMI**”). On July 5, 2023, the Corporation acquired 100% of the issued and outstanding shares of Emerene, pursuant to a share purchase agreement dated July 5, 2023 among Emerene, Diagonal Overseas Corporation and Denarius. Effective November 30, 2023, the Corporation acquired a 50% interest in RNR.

The Corporation’s head office is located at 401 Bay Street, Suite 2400, Toronto, Ontario, Canada M5H 2Y4.

The registered and records office of the Corporation is c/o 25<sup>th</sup> Floor – 700 W Georgia Street, Vancouver, British Columbia, Canada V7Y 1B3.

The Corporation is a reporting issuer in the provinces of British Columbia and Alberta. The Common Shares are listed on Cboe Canada under the symbol “DMET” and on the OTCQX under the symbol “DNRSF”.

## 2.2 Intercorporate Relationships



(1) Pursuant to the Toral Definitive Agreement, Denarius can acquire up to an 80% equity interest in EMI in two stages as set forth in *Corporate Structure – Three Year History – Fiscal Year Ended December 31, 2022 – Option and Joint Venture Arrangement with Europa Metals – Toral Project*.

## ITEM 3. GENERAL DEVELOPMENT OF THE BUSINESS

Denarius is a Canadian junior company engaged in the acquisition, exploration, development and eventual operation of polymetallic mining projects in high-grade districts. The Corporation owns a 100% interest in the Lomero Project, a polymetallic deposit located on the Spanish side of the prolific copper rich Iberian Pyrite Belt, one of the largest districts of pyrite-rich massive sulfide deposits in the world. The Corporation recently acquired a 50% interest in RNR which has the rights to exploit the historic producing Aguablanca nickel-copper mine and a 5,000 tpd processing plant (the “**RNR Plant**”), located in Monesterio, Extremadura, Spain, approximately 88 km northwest from the Corporation’s Lomero Project. The Corporation is also carrying out an exploration campaign on the Toral Project located in the Leon Province, Northern Spain pursuant to a definitive agreement signed in 2022 for an option and joint-venture arrangement with Europa pursuant to which Europa has granted Denarius two options to acquire up to an 80% ownership interest in EMI, a wholly-owned Spanish subsidiary of Europa which holds the Toral Project. The Corporation is carrying out construction activities at its 100%-owned Zancudo Project in Colombia, which includes the historic producing Independencia mine, providing an opportunity to develop near-term production and cash flow commencing in 2024 through local contract mining and long-term growth through continued exploration of the Zancudo deposit which remains open in all directions.

### 3.1 Three Year History

The following three-year history is based on the Corporation's three most recently completed fiscal years for which audited financial statements are currently available, being the fiscal years ended December 31, 2021, 2022 and 2023. In addition, the following describes how the Corporation has developed over the period and includes only events, such as acquisitions or dispositions, or conditions that have influenced the development of the business.

#### ***Fiscal Year Ended December 31, 2021***

##### *Acquisition of the Guia Antigua Project and Zancudo Project and Subsequent Name Change*

On February 19, 2021, the Corporation announced the closing of the Transaction. The completion of the Transaction constituted the Reverse Takeover Transaction under the policies of the TSXV. Upon completion of the Reverse Takeover Transaction, the Corporation changed its name to "Denarius Silver Corp."

On March 8, 2021, the Corporation commenced trading on the TSXV under the symbol "DSL.V".

##### *Acquisition of the Lomero Project*

On February 25, 2021, the Corporation announced that it had entered into a binding letter agreement, effective February 22, 2021, with Quartz Capital Partners Inc. (ultimately assigned to Zenk Capital Partners Inc. ("**Zenk**") as assignor and the shareholders of Transcontinental Gold Mines Pty Ltd. ("**TGM**") for the purchase of 100% of the issued and outstanding shares of TGM (the "**Lomero Acquisition**"). TGM in turn owned 100% of the issued and outstanding shares of Alto, which held a 100% interest in the Lomero Project.

Under the terms of the binding letter agreement, in exchange for 100% of the issued and outstanding shares of TGM, the Corporation agreed to pay to TGM's shareholders (the "**Vendors**") the following: (i) €6,500,000 over a one year term; (ii) reimburse the Vendors' transaction costs and related expenses up to €1,850,000; (iii) issue to the Vendors 5,600,000 Common Shares; and (iv) grant to the Vendors a 0.5% net smelter returns royalty.

Additionally, in consideration for the assignment of the rights of Zenk to purchase the 100% interest in the Lomero Project, the Corporation agreed to (i) issue at the direction of Zenk 29,400,000 Common Shares and (ii) grant to Zenk or as it directed a 1.5% net smelter returns royalty. The Corporation also agreed to issue to Fiore 700,000 Common Shares as an administration success fee.

On April 29, 2021, the Corporation announced the closing of the Lomero Acquisition and the acquisition of a 100% interest in the Lomero Project.

##### *March 2021 Financing*

On March 17, 2021, the Corporation announced the closing of a non-brokered private placement of 75,000,000 subscription receipts at a price of \$0.45 per subscription receipt, for aggregate gross proceeds of \$33,750,000 (the "**March 2021 Financing**"). The March 2021 Financing was a condition of completing the Lomero Acquisition.

The proceeds of the March 2021 Financing were held in escrow pending the Corporation's receipt of all applicable regulatory approvals and the completion of the Lomero Acquisition. Upon the satisfaction of the escrow conditions, each subscription receipt converted into one unit of the Corporation for no additional consideration. Each unit comprised one Common Share and one Common Share purchase warrant, exercisable by the holder thereof for one Common Share of the Corporation at a price of \$0.80 per warrant until March 17, 2026.



The Corporation paid a finder's fee of 6% to certain arms-length parties who introduced subscribers to the March 2021 Financing, totaling approximately \$409,035, of which \$361,665 was paid in units.

The proceeds of the March 2021 Financing were used to make the payments associated with the closing of the Lomero Acquisition, as well as to undertake an exploration and development program on the Lomero Project and for general and administrative expenses.

#### *2021 Lomero Report*

On July 26, 2021, the Corporation announced the results of the 2021 Lomero Report, which has since been superseded by the 2022 Lomero Report and the 2023 Lomero Report. For more information concerning the 2023 Lomero Report, see "*Material Properties – Lomero Project*".

#### *2021 Drilling Program in the Guia Antigua Project*

On August 4, 2021, the Corporation announced that the 2021 in-fill and exploration drilling program on the Guia Antigua Project commenced in early July with one rig targeting extensions of mineralization surrounding the historic Guia Antigua mine located near Segovia, Antioquia, Colombia, which would test conceptual targets outlined by field mapping and sampling, soil geochemistry and a UAV magnetics survey.

The drilling program consisted of 17 drillholes totaling 3,460 metres. At the time of the announcement, two in-fill drillholes had been completed, which confirmed at least two main zones of mineralization.

#### *Drilling Program in the Lomero Project*

On August 4, 2021, the Corporation announced it had received approval from the Mining Department in Huelva, Spain, for its exploration program of the Lomero Project and that the diamond drill contract had been awarded to Explomin Perforaciones UE.

The drill program was designed to validate selected historical holes drilled within the existing mine and subsequently conduct a 50x50 metre in-fill drilling in the lower levels of the same mine. The program will include the completion of approximately 81 drill holes for a total approximately 23,500 metres of drilling (the "**Lomero Drilling Program**").

On October 20, 2021, the Corporation announced it had commenced the Lomero Drilling Program.

#### ***Fiscal Year Ended December 31, 2022***

##### *Name Change to Denarius Metals Corp.*

On February 1, 2022, the Corporation announced that it had changed its name to "Denarius Metals Corp." to reflect the broadening of the Corporation's focus to include a wider range of metals.

##### *OTCQB Market Listing*

On February 16, 2022, the Corporation announced that the Common Shares would commence trading on the OTCBQ Market in the United States on February 17, 2022 under the symbol "DNRSF".

##### *Completion of Drilling Campaign at Guia Antigua Project*

In June 2022, Denarius announced it had completed the drilling campaign with a total of 6,699 metres of drilling in 37 drillholes over the past year. The results demonstrated that the Guia Antigua vein system is similar in geology, structure, vein style and mineralogy to the neighboring Vera vein of Aris' Segovia operations.

### *Termination of IAMGOLD Option Agreement*

On July 19, 2022, Zancudo Metals, a wholly owned subsidiary of the Corporation, entered into a letter of agreement with IAMGOLD Sucursal Colombia, a wholly owned subsidiary of IAMGOLD (the “**Option Termination Agreement**”) to terminate the option agreement dated as of February 27, 2017 between IAMGOLD and Zancudo Metals (the “**Option Agreement**”) pursuant to which IAMGOLD Sucursal Colombia held an option to purchase 70% the Zancudo Project. Pursuant to the Option Termination Agreement, Zancudo Metals has agreed to grant a 1% net smelter returns royalty on future production of the Zancudo Project, payable in cash, to IAMGOLD. The termination of the Option Agreement has allowed the Corporation the opportunity to proceed with its own exploration campaign of the Zancudo Project, leveraging work completed by IAMGOLD over the last five years, and retaining a 100% interest in the Zancudo Project. Since 2011, a total of approximately 40,000 metres of drilling has been completed on the Zancudo Project, including approximately 26,000 metres of drilling completed by IAMGOLD over the last five years.

On August 29, 2022, Denarius announced by press release that their evaluation of the exploration results from the work completed by IAMGOLD over the last five years indicates that the project is potentially a polymetallic deposit including gold, silver, zinc, and lead. Since that announcement, Denarius has been establishing its project team to carry out its exploration campaign at the Zancudo Project.

### *Drilling Results from Ongoing Drilling Program in the Lomero Project*

On January 19, 2022, the Corporation announced it had received complete assays for the first four drill holes from the Lomero Drilling Program. The Corporation had completed approximately 5,650 metres of drilling in 18 holes. The tested area was 1000 metres along strike and 190 metres deep and would continue to expand as drilling progressed. The first infill drill hole was successful in confirming mineralization at a depth corresponding to the eastern end of Level 5 of the historical mine.

On February 23, 2022, the Corporation announced that it received complete assays from four additional drill holes, totaling 1,289 metres, from the Lomero Drilling Program. Drill holes LM21013 and LM21015 were successful in confirming gold mineralization at the westernmost end of the historical mine.

On March 23, 2022, the Corporation announced that it received complete assays for nine additional infill drill holes, totaling 2,788 metres, from the Lomero Drilling Program. The Corporation, at this point, had completed approximately 12,500 metres of drilling, which represented 53% of the Lomero Drilling Program.

Drill hole LM21010, along with drill holes LM21007, LM21009 and LM21014 were successful in confirming and delineating gold and polymetallic mineralization over 200 metres of strike length close to the bottom of the historical mine at the eastern portion of the deposit, which demonstrates that mineralization is continuous and open at depth.

On April 6, 2022, the Corporation announced that it received complete assays from nine additional validation and infill drill holes, totaling 2,461 metres, from the ongoing drilling project in the Lomero Project. To that date, the Corporation had completed approximately 14,250 metres of drilling, representing 60% of the Lomero Drilling Program.

Drill hole LM22025, similar to the drill holes reported on in the March 23, 2022 press release, was successful in confirming gold and polymetallic mineralization over 250 metres of strike length below Level 5 of the historical mine in the central and eastern portions of the deposit.

On June 20, 2022, Denarius announced it had completed approximately 22,543 metres of drilling in 75 drill holes, including twinning of historical drill holes. Validation and in-fill drill holes, totaling 66 holes and representing 81% of the initial program, have been completed and have generally confirmed the grades and widths of intersections from previous drilling campaigns.

On August 29, 2022, Denarius announced that preliminary results from the integrated interpretation of the recently completed geophysical surveys (NRG Europe's high resolution Xcite™ TEM/MAG and gravimetry acquired by IGT of Madrid), combined with legacy gravimetric data, have identified significant new targets and demonstrate that conductors associated with the known deposit persist to depths well below the bottom of the historic mine. The geophysical results are robust enough to allow the planning of an exploration drill campaign aimed at testing the combined transient electromagnetics and gravity anomalies that occur along strike and down-dip of the main shear-zone hosting the Lomero-Poyatos deposit.

The technical information from the January 19, 2021, February 23, 2021, March 23, 2022, April 6, 2022, June 20, 2022 and August 26, 2022 press releases were prepared or reviewed by Dr. Redwood, which included a review of the quality assurance and quality control samples, and a review of the applicable assay databases and assay certificates. The samples from the Lomero Project were prepared and assayed by AGQ Labs at their lab in Burguillos, Seville, Spain.

#### *Lomero MRE Announcement & 2022 Lomero Report*

On September 19, 2022, Denarius issued an MRE announcement for the Lomero Project, the full text of which can be accessed through the Corporation's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

Subsequent to the announcement, Denarius prepared and filed on November 2, 2022, an updated "NI 43-101 Technical Report, Mineral Resource Estimate for Lomero Poyatos, Andalucía, Spain", for the Lomero Project, with an effective date of July 19, 2022 (the "**2022 Lomero Report**"). The 2022 Lomero Report documents all supporting work, methods used and results relevant to the reported mineral resources, and fulfills the reporting requirements of NI 43-101. For more information concerning the 2022 Lomero Report, please see the 2022 Lomero Report filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

#### *Option and Joint Venture Arrangement with Europa Metals – Toral Project*

On November 23, 2022, the Corporation announced that it signed a definitive option agreement (the "**Toral Definitive Agreement**") with Europa, pursuant to which Europa has granted two options to Denarius to acquire up to an 80% ownership interest in EMI, a wholly owned Spanish subsidiary of Europa which holds the Toral Project, Leon Province, Northern Spain.

The Toral Project is located approximately 400 km or 4 hours' drive northwest of Madrid in the province of León, within the autonomous region of Castilla-Leon. The Toral Project area is situated within the administrative subdivision of El Bierzo, the capital of which is the city of Ponferrada, approximately 30 km east of the project area by road. The Toral Project exploration license 15.199, referred to as a Permiso de Investigacion, covers an area of 20.29 km². The Toral Project is located next to a main highway and is very well connected to several industrial ports in northern Spain as well as a major zinc smelter in the Asturias region. The Toral Project is a carbonate hosted, Mississippi Valley Type Zn-Pb-Ag deposit situated along the contact between middle Cambrian aged slates in the footwall and upper Cambrian aged limestone and dolomite host rocks in the hanging wall. The mineralization is continuous along the contact and has been tested by drilling over at least 1.7 km strike length. It remains open along strike and down dip.

Europa published an updated JORC 2012 compliant Mineral Resource Estimate for the Toral Project in November 2022, prepared by Addison Mining Services Ltd ("**Addison**"), with an effective date of November 5, 2022, comprising:

- An Indicated Mineral Resource of approximately 7Mt @ 8.1% Zn Equivalent (including Pb credits), 5% Zn, 3.7% Pb and 29g/t Ag, containing:
  - 349,000 tonnes of zinc, 260,000 tonnes of lead and 6.6 million ounces of silver.
- An Inferred Mineral Resource of approximately 13Mt @ 6% Zn Equivalent (including Pb credits), 4.1% Zn, 2.3% Pb and 19 g/t Ag, containing:
  - 540,000 tonnes of zinc, 300,000 tonnes of lead and 8 million ounces of silver.
- A total of 61,545m of drilling is now included in the drillhole database for the Toral Project. This includes environmental monitoring drillholes, 174 diamond drillholes (including wedges) and 4 reverse circulation (RC) drillholes.

Scientific and technical information about the Toral Project is summarized, derived or extracted from the press release of Europa dated November 30, 2022, prepared by Addison for Europa with an effective date of November 5, 2022. The updated Mineral Resource Estimate was prepared to the standards of the 2012 JORC code by Mr R.J. Siddle, MSc., MAIG, Principal Geologist for Addison, an independent Competent Person within the meaning of the JORC (2012) code. The JORC code is an acceptable foreign code as defined by NI 43-101.

Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. Mineral resources for the Toral Project are reported at a 3.5% Zn equivalent cut-off grade (including Pb and Ag credits) ("**Zn Eq (PbAg)**"). Zn equivalent calculations were based on 3-year trailing average price statistics obtained from the London Metal Exchange and London Bullion Market Association, giving an average Zn price of US\$2,865/t, Pb price of US\$2,053/t and Ag price of US\$22.17/oz. Recovery and selling factors were incorporated into the calculation of Zn equivalent values. It is the opinion of Addison that all the metals included in the metal equivalents calculation (zinc, lead and silver) have a reasonable potential to be recovered and sold. According to the JORC code, Zn Eq (PbAg)% is the calculated Zn equivalent incorporating silver credits as well as lead and is the parameter used to define the cut-off grade used for reporting resources ( $\text{Zn Eq (PbAg)\%} = \text{Zn} + \text{Pb} \times 0.842 + \text{Ag} \times 0.026$ ). Zn Eq is the calculated Zn equivalent using lead credits and does not include silver credits ( $\text{Zn Eq} = \text{Zn} + \text{Pb} \times 0.842$ ).

Pursuant to the Toral Definitive Agreement, Denarius has been granted a first option (the "**First Option**"), exercisable until November 22, 2025 (subject to a 90-day extension in certain circumstances), to subscribe for a 51% equity interest in EMI by (i) spending, as operator, a total of US\$4,000,000 on the Toral Project over the three-year period, (ii) completing a preliminary economic assessment and (iii) completing and submitting a mining license application in respect of the Toral Project to the local mining authority by July 31, 2023. The transaction received approval from Europa's shareholders on December 30, 2022. Denarius subsequently completed the required initial payment of US\$100,000 to EMI and a second aggregate sum of US\$550,000 in early 2023. The Corporation's expenditure commitment under the First Option is subject to a minimum of \$1,000,000 in each of the first two years of the First Option period.

In addition, the Toral Definitive Agreement provides the Corporation with a second option (the "**Second Option**") to acquire an additional 29% equity interest in EMI by delivering a prefeasibility study and making a cash payment of \$2,000,000 to Europa within the 12-month period following the closing of the First Option. On exercise of the Second Option, the parties will enter into a joint venture and a shareholders' agreement that will govern the development and eventual operation of the Toral Project.

The Corporation agreed to pay a finder's fee of US\$215,000 (the "**Finder's Fee**") to Querlec Gestion S.L. ("**Querlec Gestion**") with regards to services provided in connection with the acquisition by the Corporation of an interest in the Toral Project. Querlec Gestion is arm's length to the Corporation. The Finder's Fee is being satisfied by the issuance of 457,163 common shares by Denarius (the "**Finder's Fee Shares**") at an issue price of \$0.63 per share, being the closing price of the Common Shares on the TSXV on November 22, 2022. The Finder's Fee Shares are subject to a four-month-and-one-day statutory hold period in accordance with applicable securities laws and will be issued as certain milestones are reached by the Corporation during the First Option and the Second Option periods. Denarius has also granted Querlec Gestion a 1% net smelter return ("**NSR**") on any future production of minerals from the Toral Project.

The technical information in this section of this AIF related to the Toral Project has been reviewed and approved by Mr. Benjamin Parsons, MAusIMM (CP#222568), Principal Consultant (Resource Geology) with SRK, who is a “Qualified Person” as defined under NI 43-101.

#### *2022 Share Consolidation*

On November 17, 2022, the Corporation announced that it had received approval from the TSXV to consolidate its issued and outstanding common shares on a one-for-ten basis, which consolidation was completed and commenced trading on a post-consolidated basis on the TSXV and OTCQB at market open on November 21, 2022 (the “**2022 Consolidation**”). After giving effect to the 2022 Consolidation, the Corporation had approximately 20,762,188 Common Shares outstanding.

#### *Fiscal Year Ended December 31, 2023*

##### *Spring 2023 Zancudo MRE Announcement & Spring 2023 Zancudo Report*

On March 1, 2023, Denarius issued an MRE announcement on the Zancudo Project, the full text of which can be accessed through the Corporation’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

Subsequent to the announcement, Denarius prepared and filed an updated “NI 43-101 Technical Report, El Zancudo Mineral Resource Estimate, Colombia”, for the Zancudo Project, with an effective date of December 31, 2022 (the “**2023 Spring Zancudo Report**”) on April 14, 2023.

##### *Guia Antigua Project License Termination*

In conjunction with the Reverse Takeover Transaction in February 2021, Denarius had acquired a license giving the Corporation the right for exploration, mining and processing operations and the commercialization of mineral products from the Guia Antigua Project, a 386-hectare area located northeast of Medellin within the Segovia mining title owned by Aris in the Department of Antioquia, Colombia. In 2021 and 2022, the Corporation carried out an exploration campaign at the Guia Antigua Project, including approximately 6,700 m of drilling in 37 holes. Although the Guia Antigua Project continued to look promising, the Corporation concluded its potential would be enhanced if it is developed in conjunction with the neighboring mines in Aris’s Segovia mining title. Based on this conclusion, the Corporation and Aris agreed to terminate the license agreement effective February 22, 2023. Aris reimbursed the Corporation for exploration expenditures incurred by Denarius in the amount of COP 10,692,000,000 (equivalent to approximately US\$2.2 million) in cash.

##### *Rights Offering*

On March 2, 2023, the Corporation completed a rights offering (the “**Rights Offering**”), issuing an aggregate of 20,762,188 units to holders of rights and certain persons (the “**Standby Guarantors**”) who provided a standby commitment to acquire units available as a result of unexercised rights under the Rights Offering. The units were issued at a subscription price of \$0.40 per unit for total gross cash proceeds of \$8,304,875. Each unit consisted of one Common Share and one transferrable common share purchase warrant (a “**Rights Offering Warrant**”). Each Rights Offering Warrant entitles the holder to purchase one Common Share at a price of \$0.60 per Common Share until March 2, 2026. In addition, the Corporation issued a total of 3,158,728 non-transferable bonus Rights Offering Warrants to the Standby Guarantors.

##### *Private Placement*

On April 4, 2023, the Corporation completed a private placement (the “**Private Placement**”), issuing an aggregate of 18,432,500 units of the Corporation for total gross proceeds of \$7,373,000. Each unit consisted of one Common Share and one transferrable common share purchase warrant (a “**Private Placement Warrant**”). Each Private Placement Warrant entitles the holder to purchase one Common Share

at a price of \$0.60 per share until April 4, 2026. In conjunction with the Private Placement, Denarius paid a total of \$173,430 of fees in cash to certain arm's length agents and brokers who acted as finders. The Corporation also issued 266,625 units to an arm's length agent in satisfaction of their finder's fee.

#### *OTCQX Market Upgrade*

On May 11, 2023, Denarius announced that it had qualified to upgrade from the OTCQB® Venture Market to the OTCQX® Best Market, the highest tier of OTC Markets which operates markets on which 12,000 U.S. and international securities trade.

#### *Drill Results from Phase 2 In-Fill Drilling at the Lomero Project*

On May 29, 2023, the Corporation announced that it had received the final assays for 42 drill holes, mainly in-fill holes, totaling approximately 13,225 metres, from the Phase 2 surface validation and in-fill drilling program on its polymetallic Lomero Project in southern Spain. At that date, Denarius had completed approximately 41,850 metres of drilling in 128 drill holes, including twinning of historical drill holes. The in-fill phase, totaling 23,920 metres and representing 57% of the total drilling program, was completed. A final 4,000 metres validation drilling campaign, designed to finish verifying the high-grade underground drill holes drilled in the 1980s by Indumetal/Billiton, was in progress at the time.

The Phase 2 surface validation and in-fill drilling program commenced in October 2022 and was completed in February 2023. It was designed to validate some selected historical in-fill holes drilled by Corporacion de Recursos Iberia (CRI) in 2013 within the central sector of the existing mine and then conduct 50x50 m in-fill drilling to confirm the continuity of widths and grades within the massive sulphide and semi-massive sulphide lenses to upgrade the Inferred MRE to the Indicated category. Extension drilling was also carried out in 3 holes totaling 1,815 metres aimed at testing the combined TEM and gravity anomalies that occur down-dip of the main shear-zone hosting the Lomero-Poyatos deposit.

#### *Acquisition of Phosphorite Mining Rights in Colombia*

On July 5, 2023, the Corporation announced that it had acquired 100% of the issued and outstanding shares of Emerene, a Panamanian company which owns several phosphorite mining rights in Boyacá, Colombia. The acquisition of Emerene was completed pursuant to a share purchase agreement dated July 5, 2023 among Emerene, Diagonal Overseas Corporation and Denarius. In connection with the acquisition, the Corporation issued a total of 2,700,000 Common Shares at a deemed price of \$0.55 per Common Share for total consideration of approximately US\$1.1 million.

#### *Drill Results from Phase 3 Validation Drill and Metallurgical Testing at the Lomero Project*

On August 16, 2023, the Corporation announced that it had received the final assays for 20 drill holes totaling approximately 4,760 metres from the Phase 3 surface validation drilling program at its polymetallic Lomero Project in Southern Spain. The Phase 3 surface validation drilling program commenced in April and was completed in July. At that date, Denarius had completed approximately 47,200 metres of drilling in 149 drill holes, including twinning of historical drill holes. Phase 3 drilling was designed to complete the verification of selected high-grade underground holes drilled in the 1980s by Indumetal/Billiton.

#### *Update on Results and the Mining License Application at the Toral Project*

On August 22, 2023, the Corporation announced the latest assay results from the ongoing validation and infill diamond drilling program being conducted at the Toral Project. This drilling program forms part of the 2023 exploration campaign agreed to between the Corporation and Europa pursuant to the Toral Definitive Agreement. The 2023 drilling campaign comprised up to 7,000 m of validation and infill drilling within the project's known Indicated Mineral Resource area.

In addition, the Corporation also announced that the mining license application process for the Toral Project

has been progressing well with 95% of the requisite reports completed and submitted to the Regional Mining Authority.

#### *Zancudo MRE Announcement & Zancudo Report*

On September 5, 2023, Denarius issued the Zancudo MRE Announcement, the full text of which can be accessed through the Corporation's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

Subsequent to the Zancudo MRE Announcement, Denarius prepared and filed an updated "NI 43-101 Technical Report, El Zancudo Mineral Resource Estimate, Colombia", for the Zancudo Project, with an effective date of July 31, 2023 (the "**Zancudo Report**") on October 20, 2023.

#### *Lomero MRE Announcement & Lomero Report*

On September 18, 2023, Denarius announced the Lomero MRE Announcement, the full text of which can be accessed through the Corporation's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

Subsequent to the Lomero MRE Announcement, Denarius prepared and filed an updated "NI 43-101 Technical Report Mineral Resource Estimate for Lomero Poyatos Andalucía, Spain", for the Lomero Project, with an effective date of July 31, 2023 (the "**2023 Lomero Report**") on November 2, 2023. The 2023 Lomero Report is the most current source for the exploration status of the Lomero Project as of the date of this AIF. For more information concerning the 2023 Lomero Report please see "*Material Properties – Lomero Project*" below and the 2023 Lomero Report filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

#### *Convertible Debentures Offering*

On October 19, 2023, the Corporation closed the first tranche of its private placement (the "**Convertible Debentures Offering**") of senior unsecured convertible debentures (the "**Debentures**") for gross proceeds of \$6,494,000. On November 1, 2023, the Corporation announced the closing of the second and final tranche of the Convertible Debentures Offering for additional gross proceeds of \$14,138,000. In total, the Corporation issued 20,632,000 Debentures at a price of \$1.00 per Debenture for aggregate gross proceeds of \$20,632,000 (the "**Offering**"). The Debentures, which expire on October 19, 2028, bear interest at a rate of 12% per annum which will be paid monthly. Denarius has set aside a total of \$2,475,780 in escrow from the gross proceeds of the Convertible Debentures Offering to fund the interest payments during the first year of the term of the Debentures. In conjunction with the Convertible Debentures Offering, the Corporation paid a total of \$510,000 of fees in cash to certain arm's length agents and brokers who acted as finders.

The Debentures are non-callable and mature and become payable in full on October 19, 2028 ("**Maturity**"), unless otherwise converted, prepaid or accelerated in accordance with their terms. Commencing in the second year of the term of the Debentures, the Corporation will pay a gold premium (the "**Gold Premium**") on the principal amount of the Debentures in cash. The Gold Premium will be paid at the end of each quarter starting January 31, 2025. The Gold Premium will be calculated as a percentage equal to 25% of (i) the amount, if any, by which the London P.M. Fix on the quarterly measurement date exceeds US\$1,800 per ounce of gold (the "**Floor Price**") divided by (ii) the Floor Price. At any time prior to Maturity, the Debentures will be convertible at a holder's option into Common Shares at a conversion price of \$0.45 per Common Share.

The Debentures began trading on Cboe Canada on March 4, 2024 following the expiry of the statutory four-month hold period.

#### *Filing of Mining License Application at the Toral Project*

On October 23, 2023, the Corporation announced that the formal application for a mining license for the Toral Project had been completed and submitted by EMI, to the Junta of Castilla and Leon, the local mining



authority. This application forms part of the 2023 exploration campaign agreed to between the Corporation and Europa in conjunction with the Toral Definitive Agreement.

#### *Zancudo PEA Announcement & Zancudo Report*

On October 30, 2023, Denarius announced the Zancudo PEA Announcement, the full text of which can be accessed through the Corporation's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

Subsequent to the Zancudo PEA Announcement, Denarius prepared and filed the "Technical Report and Preliminary Economic Assessment for the Zancudo Gold-Silver Mineral Deposit, Municipality of Titiribí, Department of Antioquia, Republic of Colombia", for the Zancudo Project, with an effective date of October 24, 2023 (the "**Zancudo PEA Report**") on December 14, 2023. The Zancudo PEA Report is the most current source for the exploration status of the Zancudo Project as of the date of this AIF. For more information concerning the Zancudo PEA Report please see "*Material Properties – Zancudo Project*" below and the Zancudo Report filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

#### *Definitive Agreement with RNR – Aguablanca Project*

On December 5, 2023, the Corporation announced that it had entered into a definitive agreement (the "**RNR Agreement**") with the shareholders of Rio Narcea Recursos, S.L. ("**RNR**") (collectively, the "**RNR Shareholder Group**") to acquire a 50% interest in RNR, which has the rights to exploit the historic producing Aguablanca nickel-copper mine located in Monesterio, Extremadura, Spain, approximately 88 km from the Lomero Project.

Under the RNR Agreement, Alto, has acquired 50% of all of the issued and outstanding shares of RNR in an arm's length transaction with the RNR Shareholder Group for cash consideration totaling €25 million (equivalent to approximately US\$27 million), of which €2.5 million was paid on signing of the RNR Agreement and the balance to be paid in instalments of €5.0 million on March 31, 2024 and approximately €5.8 million at the end of each of June, September and December 2024. The Corporation used a portion of the net proceeds from the Convertible Debentures Offering to fund the initial payment. No finder's fees are being paid in connection with the acquisition.

In addition, the Corporation, through Alto, and the RNR Shareholder Group entered into a joint venture agreement, as amended (the "**RNR JV Agreement**"), pursuant to which Alto appointed three members of the RNR board of directors and the RNR Shareholder Group appointed the remaining three members. Pursuant to the RNR JV Agreement, Alto will be the operator of the Aguablanca Project and the RNR Shareholder Group will provide a line of credit to RNR to fund the resumption and start-up of operations at the Aguablanca Project. On December 22, 2023, the RNR JV Agreement was amended to correct a typographical error.

On March 25, 2024, the Corporation announced that it had entered into an agreement with the RNR Shareholder Group to extend the due diligence period from March 31, 2024 to May 24, 2024 and to revise the next installment of €5.0 million related to the purchase consideration due on March 31, 2024 to now be paid in two equal installments of €2.5 million on each of March 31, 2024 and May 24, 2024 (the "**RNR Amendment Agreement**").

#### *Update on Toral Project Expenditures and Finder's Fee Shares Issued*

The Corporation advanced an aggregate sum of approximately \$2.7 million in 2023 to EMI as part of its commitment under the First Option to fund the expenditures at the Toral Project, including VAT receivable that is expected to be recovered by EMI in 2024.

In 2023, the Corporation issued a total of 244,529 Finder's Fee Shares in connection with the first three



milestones achieved during the First Option period. The remaining 212,634 Finder's Fee Shares will be issued on the Second Option closing date.

### ***Subsequent Developments***

#### *Graduation to Cboe Canada and Symbol Changes*

On March 25, 2024, the Corporation announced that as of March 27, 2024, the Common Shares and certain Warrants would commence trading on Cboe Canada. On April 3, 2024, the trading symbols of the Common Shares, the listed Warrants and the Debentures were changed from "DSL.V" to "DMET", "DSL.V.WT" to "DMET.WT" and "DSL.V.DB" to "DMET.DB", respectively.

#### *Aguablanca Project PFS Results*

On April 11, 2024, the Corporation announced the results of a Pre-Feasibility Study (the "**PFS**") that supports the restart of the Aguablanca Project. The Corporation owns 50% of the Aguablanca Project through its wholly-owned Spanish subsidiary, Alto. The PFS was prepared in accordance with the NI 43-101 with an effective date of March 24, 2024.

Highlights of the Aguablanca Project PFS include the following:

- Activities to be carried out at the Aguablanca Project in 2024 to restart the existing 5,000 tpd processing plant and de-water the open pit mine and underground mine development will culminate in the first production of nickel-copper concentrates in early 2025.
- Only 50% of the processing plant's capacity is deployed for the Aguablanca Project, preserving the opportunity to use the remaining capacity for the planned development of the Corporation's nearby Lomero Project.
- The PFS includes an updated MRE for the underground mine, with an effective date of March 24, 2024, comprising 5.3 million tonnes in the Measured & Indicated category grading 0.65% nickel (Ni) and 0.58% copper (Cu) containing a total of 76.8 million pounds of nickel and 68.0 million pounds of copper. The MRE also includes smaller quantities of gold, platinum, palladium and cobalt.
- The Aguablanca Project PFS is based on Mineral Reserves representing approximately 89% of the tonnes in the Measured & Indicated resources category. Proven & Probable Mineral Reserves, also with an effective date of March 24, 2024, total 4.7 million tonnes grading 0.67% Ni and 0.59% Cu containing a total of 69.6 million pounds of nickel, 61.7 million pounds of copper and smaller quantities of gold, platinum, palladium and cobalt.
- Over the projected 6-year life of the mine ("**LOM**"), production from the mining and processing of approximately 4.8 million tonnes of material is expected to recover 43.2 million pounds of payable nickel and 34.6 million pounds of payable copper through the sale of approximately 406,359 tonnes of nickel-copper concentrates.
- LOM all-in sustaining costs ("**AISC**") are expected to average US\$4.04 per pound of payable nickel on a by-product credit basis.
- The Project incorporates local contract mining and is expected to stimulate the local economy, benefitting Extremadura and surrounding communities through direct and indirect employment at the Project, local sourcing of services and supplies and community programs funded by the Corporation.
- At long-term nickel and copper prices of US\$7.30 per pound and US\$3.50 per pound, respectively, total LOM undiscounted after-tax Project cash flow from mining operations amounts to US\$105.7 million. At a 5% discount rate, the net present value ("**NPV**") of the total LOM after-tax Project cash flow amounts to US\$83.1 million. The Project has an after-tax internal rate of return ("**IRR**") of 213% and payback by the end of 2025.

**Table 1: Key Economic Parameters of the PFS**

| Assumption / Results  | 100% Basis (*)                  |
|---|---------------------------------|
| Total tonnes processed from underground mining over the LOM         | 4,807,000                       |
| Average LOM process rate  | 2,403 tpd                       |
| Projected mine life   | 6 years                         |
| Average Nickel Grade / Recovery                                     | 0.66%   82.8%                   |
| Average Copper Grade / Recovery                                     | 0.58%   93.6%                   |
| Average Gold Grade / Recovery                                       | 0.16g/t   75.0%                 |
| Average Platinum Grade / Recovery                                   | 0.33g/t   75.0%                 |
| Average Palladium Grade / Recovery                                  | 0.28g/t   75.0%                 |
| Total Payable Production  |                                 |
| Nickel  | 43,204 Klbs   19,597 t          |
| Copper  | 34,612 Klbs   15,700 t          |
| Gold  | 7,205 ozs                       |
| Platinum  | 15,092 ozs                      |
| Palladium   | 13,144 ozs                      |
| Expected long-term nickel/ copper prices (\$/lb)                    | US\$7.30   US\$3.50             |
| Expected long-term gold/ platinum/ palladium prices (\$/oz)         | US\$2,000   US\$900   US\$1,200 |
| LOM net revenue, after refining and treatment charges (\$ millions) | US\$480.3                       |
| LOM capital costs, including contingency (\$ millions)              | US\$36.2                        |
| LOM operating costs, including contingency (\$ millions) (Table 2)  | US\$303.2                       |
| LOM cash cost per lb of nickel (Table 2)                            | US\$3.20                        |
| LOM AISC per lb of nickel (Table 2)                                 | US\$4.04                        |
| After-tax undiscounted LOM Project Cash Flow (\$ millions)          | US\$105.7                       |
| After-Tax NPV (5% discount) (\$ millions)                           | US\$83.1                        |
| After-Tax IRR   | 213%                            |
| Payback Period  | 1.2 Years                       |

(\*) The Corporation has a 50% equity interest in the Aguablanca Project.

### Project Description

The Aguablanca Project is located in southwestern Spain, approximately a 45 minute drive north of Seville. Aguablanca is one of the only deposits in Spain able to produce nickel and copper. The mine operated for 11 years from 2005 through 2015, much of that time by Lundin Mining Corporation (“**Lundin Mining**”), milling over 14 million tonnes of ore. The mine and its associated 5,000 tpd processing plant have remained idle since 2015 but have been well maintained. Underground mining has been approved by the state mining authority and the Environmental Impact Study approved in 2017 is still in force.

## Capital Costs

Capital costs over the LOM are projected to total US\$36.2 million, including a 10% contingency.

The Aguablanca Project is currently in a position to quickly restart mining and processing operations. The 5,000 tpd processing plant has been maintained in good condition over the years since it was last operated by Lundin Mining. Total capital expenditures in 2024 of US\$6.1 million include approximately US\$2.7 million to restart the processing plant, US\$1.3 million for surface mobile equipment and underground infrastructure and US\$1.6 million to dewater the existing open pit to gain access to the underground mine workings. Dewatering is expected to commence in the second quarter of 2024 following receipt of the permit for the Water Use Concession. Capital expenditures in 2024 also include approximately US\$0.5 million associated with the commencement of underground mine development.

From the start of production in 2025 through 2030, capital expenditures are projected to total US\$30.1 million, of which the majority represents an ongoing mine development program amounting to US\$22.5 million and an ongoing exploration and delineation drilling program totaling US\$4.2 million. The remaining US\$3.4 million of capital expenditures over this period include a cemented rock fill plant, tailing facility lift, surface mobile equipment and underground infrastructure.

## Mining

Development and exploitation activities in the underground mine will be carried out by a local mine contractor, alleviating the need for a significant upfront investment in underground mining equipment. The approximately 2,403 tpd production profile is sourced from up-hole sublevel extraction and traditional long-hole open stoping employing cement rock fill. The top half of the mineralization is scheduled to be extracted on 25-meter lifts day-lighting to the bottom of the pit. When four horizons have been exhausted, surface backfill will be hauled from the existing waste dump to backfill the pit to the 181-meter elevation.

## Processing

The processing plant will produce a nickel-copper concentrate from the material sourced from the Aguablanca underground mine and will operate four days per week at an average feed rate of 199 tph. This schedule will result in the processing of 877,200 tonnes per year, approximately 50% of the plant's total capacity. The remaining plant capacity is expected to be used in the future for material to be sourced from the Corporation's Lomero Project. The total process department workforce, including operations, maintenance and lab services, will include 63 employees. While operating with this schedule, annual electrical power consumption will be in the 39,650 MW-hours range.

Ore crushing will include primary and secondary stages in an open circuit (no screening). Ore will be ground in two stages. A semi-autogenous grinding ("**SAG**") mill will be the primary grind stage with over size discharge product going to pebble crushers, then returning to the SAG mill. SAG mill undersize product reports to the cyclone bank. Cyclone underflow will flow to the second grind stage ball mill which will run in closed circuit with cyclones. Cyclone overflow product will be conditioned with reagents prior to copper flotation. Cleaned copper concentrate will report to the concentrate thickener. Copper flotation tailing will again be conditioned with reagents before reporting to the nickel flotation circuit. Cleaned nickel concentrate will report to the same concentrate thickener as the copper concentrate. Final nickel flotation tailing will be pumped to the tailing thickener with the underflow product being pumped to the tailing storage facility.

Concentrate thickener underflow will be dewatered with filter presses. The dewatered concentrate will be stored in a concentrate shipping area prior to being shipped to the smelter.

Concentrate production over the LOM at the Aguablanca Project is estimated to total 406,359 tonnes with average grades of 6.4% nickel, 6.4% copper, 1.42 g/t of gold, 2.89 g/t of platinum and 2.52 g/t of palladium. The Corporation is currently carrying out an international tender process to identify a long-term offtake arrangement suitable for the sale of these concentrates. The PFS assumes that the concentrates will be delivered FOB to the port of Huelva in Southern Spain. The payable quantities of nickel (75%), copper (60%), gold (40%), platinum (40%) and palladium (40%) included in the PFS are based on early indicative terms received through this process. Actual terms may vary when the long-term offtake arrangement is finalized.

**Table 2: Operating Costs, Cash Costs and AISC**

| Operating Costs  | LOM<br>(US\$M) | Per Lb Nickel<br>(US\$) |
|--|----------------|-------------------------|
| Mining   | 167.9          | 3.89                    |
| Processing   | 104.2          | 2.41                    |
| Site administration and social programs                        | 30.8           | 0.71                    |
| Transport  | 0.3            | 0.01                    |
| <b>Total operating costs</b>                                   | <b>303.2</b>   | <b>7.02</b>             |
| Less: by-product credits for copper, gold, platinum, palladium | (164.9)        | (3.82)                  |
| <b>Total cash costs (**)</b>                                   | <b>138.2</b>   | <b>3.20</b>             |
| Capital and exploration  | 36.2           | 0.84                    |
| <b>All-in sustaining costs (**)</b>                            | <b>174.3</b>   | <b>4.04</b>             |

(\*\*) Cash costs and AISC per lb of nickel are non-IFRS measures and are computed on a by-product credit basis whereby the net revenue from the sale of copper, gold, platinum and palladium are deducted from operating costs to derive the cash costs. AISC represents the sum of cash costs and capital and exploration costs. Cash costs and AISC are divided by the payable nickel produced to derive the per unit measures.

A summary of the key operating and financial metrics over the approximately 6-year mine life of the Aguablanca Project according to the PFS is set out in Table 3.

**Table 3: LOM Operating and Financial Data<sup>(1)</sup>**

| Year                | Production <sup>(3)</sup> |        | Net Revenue <sup>(4)</sup> | Operating Costs <sup>(5)</sup> | EBITDA <sup>(6)</sup> | Capex & Exploration | Income Taxes | Project Cash Flow | AISC <sup>(7)</sup> |
|---------------------|---------------------------|--------|----------------------------|--------------------------------|-----------------------|---------------------|--------------|-------------------|---------------------|
|                     | Nickel                    | Copper |                            |                                |                       |                     |              |                   |                     |
|                     | Klbs                      |        | \$ Millions (US\$)         |                                |                       |                     |              |                   | \$/lb Ni            |
| 2024 <sup>(2)</sup> | -                         | -      | -                          | -                              | -                     | 6.1                 | -            | (6.1)             | -                   |
| 2025                | 5,857                     | 4,256  | 61.8                       | 36.5                           | 25.3                  | 9.1                 | 5.8          | 10.4              | 4.54                |
| 2026                | 7,932                     | 6,035  | 86.6                       | 55.0                           | 31.6                  | 6.5                 | 6.9          | 18.2              | 4.14                |
| 2027                | 7,931                     | 5,924  | 86.5                       | 56.2                           | 30.3                  | 5.4                 | 6.1          | 18.8              | 4.15                |
| 2028                | 7,842                     | 6,724  | 89.7                       | 56.1                           | 33.6                  | 5.0                 | 6.6          | 22.0              | 3.64                |
| 2029                | 7,858                     | 6,913  | 90.5                       | 55.5                           | 35.0                  | 3.1                 | 6.4          | 25.5              | 3.24                |
| 2030                | 5,784                     | 4,760  | 65.2                       | 43.9                           | 21.3                  | 1.0                 | 3.4          | 16.9              | 3.79                |
| Total               | 43,204                    | 34,612 | 480.3                      | 303.2                          | 177.1                 | 36.2                | 35.2         | 105.7             | 4.04                |

Notes:

1. All figures are rounded to reflect the relative accuracy of the estimate.

- Activities and spending in 2024 focus on the restart of the processing plant and de-watering of the open pit to gain access to the underground mine workings. Development commences in the underground mine in late 2024.
- Production represents payable quantities of nickel and copper from the sale of concentrates. Production (not shown in Table 3) will also include payable quantities of gold, platinum and palladium.
- Net revenue is based on expected long-term prices of US\$7.30/lb for Ni, US\$3.50/lb for Cu, US\$2,000/oz for Au, US\$900/oz for platinum and US\$1,200/oz for palladium, and is shown net of refining and treatment charges.
- Refer to Table 2.
- EBITDA is a non-IFRS measure and is calculated as net revenue minus operating costs.
- Refer to Table 2.
- AISC is a non-IFRS measure and is calculated on a by-product credit basis by deducting revenue from copper, gold, platinum and palladium from the sum of operating costs and capex and exploration, divided by the number of nickel pounds produced. Refer also to Table 2.

### *Mineral Resources and Mineral Reserves*

In conjunction with the PFS, the Corporation announced an MRE for the Aguablanca underground mine with an effective date of March 24, 2024. Mineral resources in this news release were estimated in accordance with the CIM Definition Standards for Mineral Resources and Reserves, prepared by the CIM Standing Committee on Reserve Definitions and adopted by the CIM Council on May 14, 2014.

The MRE is based on 496 diamond drillholes containing 25,025 assay intervals. Drilling included two exploration holes which were recently drilled in 2023. Outlier grades were capped prior to compositing to 24,250 two-meter intervals. Nickel, copper and cobalt mineralization was estimated using ordinary kriging techniques based on detailed variography analysis of the mineral deposit. Gold, platinum and palladium mineralization was interpolated using inverse distance estimation techniques. Three-dimensional geology models were constructed to identify the mineralized domains of the mineral deposit. Mineralization is constrained geologically to the mineralized domains to accurately reflect the in situ mineralization. The mineral resource estimate was completed using Vulcan scientific software in a 3D block model, with blocks ranging from 4x4x4 metres down to 2x2x2 metres which is a size reflective of the selective mining unit envisioned for underground mining of the deposit.

**Table 4: Aguablanca Project Mineral Resource Estimate Effective Date March 24, 2024**

| Resource Category           | Cutoff (Ni%) | Tonnage (K tonnes) | Grade       |             |             |             |             |             |             | Contained Metal |               |              |               |               |               |                |
|-----------------------------|--------------|--------------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-----------------|---------------|--------------|---------------|---------------|---------------|----------------|
|                             |              |                    | Ni (%)      | Cu (%)      | Co (%)      | Pd (ppm)    | Pt (ppm)    | Au (ppm)    | NiEq (%)    | Ni (Klbs)       | Cu (Klbs)     | Co (Klbs)    | Pd (Oz)       | Pt (Oz)       | Au (Oz)       | NiEq (Klb)     |
| Measured                    | 0.35%        | 4,048              | 0.66        | 0.60        | 0.02        | 0.29        | 0.34        | 0.17        | 0.95        | 58,836          | 53,512        | 1,473        | 38,033        | 43,919        | 21,954        | 84,493         |
| Indicated                   | 0.35%        | 1,273              | 0.64        | 0.52        | 0.02        | 0.27        | 0.31        | 0.14        | 0.89        | 17,986          | 14,462        | 503          | 11,060        | 12,492        | 5,760         | 24,919         |
| <b>Measured + Indicated</b> |              | <b>5,321</b>       | <b>0.65</b> | <b>0.58</b> | <b>0.02</b> | <b>0.29</b> | <b>0.33</b> | <b>0.16</b> | <b>0.93</b> | <b>76,822</b>   | <b>67,974</b> | <b>1,976</b> | <b>49,094</b> | <b>56,411</b> | <b>27,715</b> | <b>109,412</b> |
| Inferred                    | 0.35%        | 4                  | 0.67        | 0.61        | 0.02        | 0.31        | 0.37        | 0.17        | 0.96        | 66              | 60            | 2            | 45            | 54            | 24            | 95             |

**Notes:**

- Scott Wilson, CPG, President of RDA is responsible for this mineral resource estimate and is a "qualified person" who is considered "independent" as such term is defined by NI 43-101.
- Reasonable prospects of eventual economic extraction were assessed by enclosing the mineralized material in the block model estimate in a 3D wireframe shape that was constructed based upon geological interpretations as well as adherence to a minimum mining unit with geometry appropriate for underground mining.
- The cutoff grade of 0.35% Ni considered mining costs of:
  - Metal selling prices Ni at US\$7.30/lb and Cu selling prices of US\$3.50/lb,
  - Recoveries of Ni 82.8% and Cu 93.6%, and
  - Costs including mining, processing, general and administrative (G&A), and off-site realization (TCRC).
- Nickel Equivalent is estimated as  $((3.50/7.30) * \text{Cu grade}) + \text{Ni Grade}$ .
- Mineral resources are not mineral reserves and do not have demonstrated economic viability.
- Mineral resources are inclusive of mineral reserves.
- Figures may not add up due to rounding.

The mine plan in the PFS is based on Mineral Reserves, as summarized in Table 5, which have been estimated for a combination of sub-level extraction and long-hole open stoping underground mining methods. The MRE reflected in Table 4 above is inclusive of the Mineral Reserves estimate, which represents approximately 89% of the tonnes in the Measured and Indicated category of the MRE.

Table 5: Aguablanca Project Mineral Reserve Estimate Effective Date March 24, 2024

| Reserve Category         | Cutoff (Ni%) | Tonnage (K tonnes) | Grade       |             |             |             |             |             |             | Contained Metal |               |              |               |               |               |               |
|--------------------------|--------------|--------------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-----------------|---------------|--------------|---------------|---------------|---------------|---------------|
|                          |              |                    | Ni (%)      | Cu (%)      | Co (%)      | Pd (ppm)    | Pt (ppm)    | Au (ppm)    | NiEq (%)    | Ni (Klbs)       | Cu (Klbs)     | Co (Klbs)    | Pd (Oz)       | Pt (Oz)       | Au (Oz)       | NiEq (Klb)    |
| Proven                   | 0.35%        | 3,650              | 0.67        | 0.61        | 0.02        | 0.29        | 0.34        | 0.17        | 0.97        | 54,051          | 49,281        | 1,343        | 34,454        | 39,798        | 19,835        | 77,678        |
| Probable                 | 0.35%        | 1,062              | 0.67        | 0.53        | 0.02        | 0.28        | 0.31        | 0.14        | 0.92        | 15,582          | 12,452        | 429          | 9,419         | 10,578        | 4,875         | 21,553        |
| <b>Proven + Probable</b> |              | <b>4,713</b>       | <b>0.67</b> | <b>0.59</b> | <b>0.02</b> | <b>0.29</b> | <b>0.33</b> | <b>0.16</b> | <b>0.96</b> | <b>69,633</b>   | <b>61,733</b> | <b>1,772</b> | <b>43,874</b> | <b>50,375</b> | <b>24,709</b> | <b>99,231</b> |

Notes:

1. CIM Definition Standards were followed for Mineral Reserves.
2. Mineral reserves are not additive to mineral resources.
3. Mineral reserves are based on the March 24, 2024 mineral resource estimate.
4. Totals may not add up due to rounding.
5. Mineral reserves are reported using US\$7.30/lb Ni, US\$3.50/lb Cu, US\$12/lb Co, US\$2,000/oz Au, US\$900/oz Pt and US\$1,200/oz Pd
6. The cutoff grade of 0.35% Ni considered mining costs of:
  - a. Metal selling prices Ni at US\$7.30/lb and Cu selling prices of US\$3.50/lb,
  - b. Recoveries of Ni 82.8% and Cu 93.6%, and
  - c. Costs including mining, processing, general and administrative (G&A), and off-site realization (TCRC).
7. Mineral reserves are constrained within a mine design.
8. Units are metric tonnes, metric grams, troy ounces and imperial pounds. Contained metal are estimates of in situ material and do not account for dilution of processing losses.

### *Offtake Agreement and NSR Announcement at the Zancudo Project*

On April 17, 2024, the Corporation announced that it had agreed to commercial terms with Trafigura Pte. Ltd. (“**Trafigura**”), a leading global commodities group, for the sale at market prices of 100% of the high-grade gold-silver concentrates to be produced at the Zancudo Project over the next eight years. The Corporation is also arranging a secured prepayment financing of up to US\$10 million with Trafigura that will be funded as Denarius reaches prescribed milestones during the completion of its construction activities at the Zancudo Project in 2024. The prepayment financing will be repaid from production during the 26 months following start-up of the processing plant and is subject to finalization of definitive documents and regulatory approvals, as applicable.

Denarius also announced that it had received US\$5 million in cash from the recent sale of a 3% NSR royalty on future production from its Zancudo Project to a syndicate of third-party private investors. The NSR sale transaction followed an extensive process with a large number of interested third parties with respect to the sale of a royalty or stream on the Zancudo Project. Red Cloud Securities Inc. acted as financial advisor to the Corporation on the NSR transaction.

## **3.2 Significant Acquisitions or Dispositions**

The Corporation has not completed any significant acquisitions during the financial year ended December 31, 2023 for which disclosure is required under Part 8 of NI 51-102 – *Continuous Disclosure Obligations*.

### **3.3 Outlook**

The year ahead is shaping up to be a catalyst driven year for Denarius in the execution of its strategy to bring its first two projects into operation within the next 12 months.

Construction activities have progressed at the Zancudo Project through the first few months of 2024 as the Corporation awaits the approval of the Environmental Impact Study that will enable its mine contractor to commence mining operations. Preparation of the processing plant site will begin shortly as the plant equipment has started shipping from China and will be fully mobilized at the project site to facilitate installation and commissioning over the summer to be ready to start operations in the fourth quarter this year. The Corporation recently announced that it has agreed to commercial terms with Trafigura, a leading global commodities group, for the sale at market prices of 100% of the high-grade gold-silver concentrates to be produced at the Zancudo Project over the next eight years. The Company has taken steps in 2024 through two international tender processes to enhance its liquidity while it completes the construction and carries out a 10,000 meters infill drilling program at the Zancudo Project. The Corporation received US\$5.0 million in cash from the recent sale of a 3% NSR royalty on the Zancudo Project's future production to a syndicate of third-party private investors. In addition, the Corporation is currently also arranging a secured prepayment financing of up to US\$10.0 million with Trafigura that will be funded as the Corporation reaches prescribed milestones during the completion of its construction activities at the Zancudo Project in 2024. The prepayment financing will be repaid from production during the 26 months following start-up of the processing plant and is subject to finalization of definitive documents and regulatory approvals, as applicable.

In Spain, priority is being given to the activities required over the balance of 2024 to re-start the RNR Plant and to de-water and commence development of the Aguablanca Project's underground mine through a local contract miner to commence production in early 2025. Discussions are also underway with the RNR Shareholder Group regarding the potential integration of the Aguablanca Project and Lomero Project that could streamline the development of the larger combined operation while reducing the amount payable in 2024 by the Corporation for the acquisition of its 50% interest in RNR. To fund its share of the capital investment and working capital at the Aguablanca Project, along with the acquisition related instalments of €2.5 million each in March and May, the Corporation is evaluating its financing options, including discussions with offtakers interested in arranging a long-term commercial agreement for the nickel-copper concentrates to be produced from the Aguablanca mine. In April 2024, the Corporation announced the results of the Aguablanca PFS. In the second quarter the Corporation expects to finalize a PEA for the Lomero Project and in the second half of 2024, a PEA for the Toral Project. Greenfield drilling is also planned to commence at the Lomero Project in the second half of 2024.

## **ITEM 4. DESCRIPTION OF THE BUSINESS**

### **4.1 General**

The Corporation is a Canadian-based mineral exploration and development company that seeks to create sustainable shareholder value through the identification, acquisition, exploration, development and eventual operation of polymetallic deposits in high-grade districts.

The Corporation's focus is currently the exploration and development of its 100% interest in the Lomero Project and its 50% interest in the Aguablanca Project, both in Spain, and its 100% interest in the Zancudo Project in Colombia.

For more information concerning the Lomero Project and the Zancudo Project please see "*Material Properties*" below.

## **4.2 Exploration**

At the present time, the Corporation's principal business is in mineral exploration and development. The Corporation has an interest in Spain through the Lomero Project and in Colombia through the Zancudo Project. Both projects were acquired by the Corporation in the first half of 2021. The Corporation has a 50% interest in the Aguablanca Project in Spain which interest was acquired in the fourth quarter of 2023. For more information concerning the RNR Agreement please see "*General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2023 – Definitive Agreement with RNR – Aguablanca Project*" above.

The Corporation is also funding exploration at the Toral Project in Spain pursuant to the terms of the Toral Definitive Agreement. For more information concerning the Toral Definitive Agreement please see "*General Development of the Business – Three Year History – Fiscal Year Ended December 31, 2022 – Option and Joint Venture Arrangement with Europa Metals – Toral Project*" above.

On November 2, 2023, the Corporation filed the 2023 Lomero Report pursuant to NI 43-101. For more information concerning the 2023 Lomero Report please see "*Material Properties – Lomero Project*" below and the 2023 Lomero Report filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

On December 14, 2023, the Corporation filed the Zancudo PEA Report pursuant to NI 43-101. For more information concerning the Zancudo PEA Report please see "*Material Properties – Zancudo Project*" below and the Zancudo PEA Report filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). On April 11, 2024, the Corporation announced the results of PFS for the Aguablanca Project pursuant to NI 43-101. For more information concerning the Aguablanca PFS results, please see "*General Development of the Business – Three Year History – Subsequent Developments – Aguablanca Project PFS Results*" above.

## **4.3 Employees**

As at December 31, 2023, the Corporation and its subsidiaries had 41 full time employees employed in respect of executive management, technical and administrative support, eight (8) of which are employees of RNR.

## **4.4 Social or Environmental Policies**

The Corporation maintains a written Code of Business Conduct and Ethics (the "Code"), compliance with which is mandatory for all directors, officers, employees and consultants of the Corporation, and the full text of which may be viewed on the Corporation's website. Included within the Code are, among other things, requirements that all such Corporation personnel conduct Denarius' business and affairs honestly and with integrity, using high ethical standards; comply with the laws of each jurisdiction in which the Corporation does business; not tolerate discrimination, intimidation or harassment on the basis of race, colour, age, gender, sexual orientation, marital status, physical or mental disability, national or ethnic origin or religious beliefs; ensure a work environment which is respectful of their dignity, rights, needs and individual differences; as well as conduct the Corporation's operations using environmental best practices with a goal to protecting human health, minimizing impact on the ecosystem and returning exploration and mining sites to a high environmental standard.

## **4.5 Business Cycles**

Mining is a cyclical industry and commodity prices fluctuate according to global economic trends and conditions. For more information concerning the cyclical nature of the Corporation's business please see "*Risk Factors – Risks Related to the Cyclical Nature of the Resource Exploration Business*" below.

## **4.6 Specialized Skill and Knowledge**

Successful exploration, development and operation of the Corporation's properties will require access to



personnel in a wide variety of disciplines, including geologists, geophysicists, engineers, drillers, managers, project managers, accounting, financial and administrative staff, and others. Since the Corporation's property locations are in jurisdictions (Spain and Colombia) familiar with resource extraction, management believes that the Corporation's access to the skills and experience needed for success is sufficient. For more information concerning the specialized skill and knowledge required by the Corporation see "*Risk Factors – Reliance Upon Key Personnel*" below.

#### **4.7 Competitive Conditions**

The Corporation's activities are directed towards the exploration, evaluation and development of mineral deposits. There is no certainty that the expenditures to be made by the Corporation will result in discoveries of commercial quantities of mineral deposits. There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Corporation will compete with other interests, many of which have greater financial resources than it will have, for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts, and the Corporation may not be able to successfully raise funds required for any such capital investment. For more information concerning the competitive conditions faced by the Corporation please see "*Risk Factors – Competitive Conditions*" below.

#### **4.8 Foreign Operations**

Mineral exploration and mining activities in Spain and Colombia may be affected in varying degrees by government regulations related to the mining industry. Any changes in regulations or shifts in political conditions may adversely affect the Corporation's business. Operations may be affected in varying degrees by government regulations with respect to restrictions on permitting, production, price controls, income taxes, expropriation of property, environmental legislation and mine safety. For more information concerning the Corporation's foreign operations see "*Risk Factors – Colombia Specific Risks*" below.

### **ITEM 5. RISK FACTORS**

The business and operations of the Corporation are speculative due to the high-risk nature of its business. The risks listed below are not the only risks and uncertainties that the Corporation faces. Additional risks and uncertainties not presently known to the Corporation or that the Corporation currently considers immaterial may also materially impair its business. These risk factors could materially affect the Corporation's business, financial condition and future operating results and could cause actual events to differ materially from those described in "*Forward-Looking Information*" section of this AIF.

If any of the following risks occur, the Corporation's business, financial condition and operating results could be materially adversely affected.

#### **5.1 General Risks**

##### ***Limited Operating History***

The Corporation has no history of earnings or profitability. The likelihood of success of the Corporation must be considered in light of the problems, expenses, difficulties, complication, and delays frequently encountered in connection with the establishment of any business. The Corporation will have limited financial resources and there is no assurance that additional funding will be available to it for further operations or to fulfill its obligations under applicable agreements. There is no assurance that the Corporation will be able to generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

##### ***Negative Operating Cash Flow and Dependence on Third-Party Financing***

The Corporation does not have a source of operating cash flow and there can be no assurance that the

Corporation will ever achieve profitability. Accordingly, it is dependent on third-party financing to continue exploration activities, maintain capacity, and satisfy contractual obligations. The Corporation has negative cash flow from operating activities in its most recently completed financial year and proceeds from any financings will be used to fund anticipated negative cash flow from operating activities in both current and future periods. The amount and timing of expenditures will depend on several factors, including in material part the progress of ongoing exploration, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the entering into of any strategic partnerships, and the acquisition of additional property interests. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Corporation's properties or require it to sell one or more of its properties.

### ***Uncertainty of Additional Funding***

As stated above, the Corporation will be dependent on third-party financing, whether through debt, equity or other means. There is no assurance that it will be successful in obtaining required financing in the future or that such financing will be available on terms acceptable to the Corporation. Volatile resource markets, a claim against the Corporation, a significant event disrupting the Corporation's business or other factors may make it difficult or impossible to obtain financing through debt, equity or other means on favourable terms, or at all. In addition, any future financing may also be dilutive to existing shareholders of the Corporation.

### ***Competitive Conditions***

The Corporation will actively compete for resource acquisitions, exploration leases, licenses, and concessions, and skilled industry personnel with a substantial number of other mining companies, many of which have significantly greater financial resources than the Corporation. The Corporation's competitors will include major integrated mining companies and numerous other independent mining companies and individual producers and operators. Significant competition exists for mining opportunities. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Corporation, the Corporation may be unable to acquire additional attractive mining properties on terms it considers acceptable.

### ***Title to Properties***

The Corporation will diligently investigate all title matters concerning the ownership of all mining claims and plans to do so for all new claims and rights to be acquired. The Corporation's options to acquire mining properties may be affected by undetected defects in title, such as the reduction in size of the mining titles and other third-party claims affecting the Corporation's interests. Maintenance of such interests is subject to ongoing compliance with the terms governing such mining titles. Mining properties sometimes contain claims or transfer histories that examiners cannot verify. Upon the exercise of its option, a successful claim that the Corporation does not have title to any of its mining properties could cause the Corporation to lose any rights to explore, develop and extract any ore on that property, without compensation for its prior expenditures relating to such property.

### ***Property Commitments***

The Corporation's mining properties may be subject to various land payments, royalties or work commitments. Failure by the Corporation to meet its payment obligations or otherwise fulfill its commitments under these agreements could result in the loss of related property interests.

### ***Risks Related to the Cyclical Nature of the Resource Exploration Business***

The mining business and the marketability of the products that are produced are affected by worldwide economic cycles. Over the past few years, there has been a significant demand for precious metals and other commodities in many countries that drove increased prices, but that has abated more recently. As a

result, it is difficult to assess how long any increase, or decrease, in prices may continue. Fluctuations in supply and demand in various regions throughout the world are common.

As the Corporation's mining and exploration business is in the exploration stage and as the Corporation does not carry on production activities, its ability to fund ongoing exploration is affected by the availability of financing which is, in turn, affected by the strength of the economy and other general economic factors.

### ***Conflicts of Interest***

Members of the Board may or may not become directors of other reporting companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Corporation may participate, the Board may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The Corporation and its Board will attempt to minimize such conflicts. In the event that such a conflict of interest arises at a meeting of the Board, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In appropriate cases, the Corporation will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict. Conflicts, if any, will be managed through the application of the Code and will be subject to the procedures and remedies as provided under the BCBCA. The provisions of the BCBCA require a director or officer of a corporation who has a material interest in a contract or transaction of the corporation, or a director or officer of a corporation who is a director or officer of or has a material interest in a person who has a material interest in a contract or transaction with the corporation, to disclose their interest and, in the case of directors, to refrain from voting on any matter in respect of such contract unless permitted under the BCBCA, as the case may be. Other than as indicated, the Corporation has no other procedures or mechanisms to deal with conflicts of interest.

### ***Permits and Licenses***

The operations of the Corporation will require licenses and permits from various governmental and non-governmental authorities. The Corporation will obtain all necessary licenses and permits required to carry on with activities which it proposes to conduct under applicable laws and regulations. However, such licenses and permits are subject to changes in regulations and in various operating circumstances. There can be no assurance that the Corporation will be able to obtain all necessary licenses and permits required to carry out exploration, development and extraction operations on its mining properties.

### ***Environmental and other Regulatory Requirements***

Environmental and other regulatory requirements will affect the future operations of the Corporation, including exploration and development activities and commencement of production on the Corporation's mining properties. Such projects will require permits from various federal and local governmental authorities and such operations are and will be governed by laws and regulations governing exploration, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. The Corporation believes it is in substantial compliance with all material laws and regulations which currently apply to its activities. Companies engaged in the development and operation of mines and related facilities often experience increased costs, and delays in production and other schedules, as a result of the need to comply with applicable laws, regulations and permits.

Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to operation of the Corporation's mining properties, and there can be no assurance that the Corporation will be able to obtain or maintain all necessary permits that may be required to commence construction, development or operation of ore extraction facilities at the Corporation's mining properties on terms which enable operations to be conducted at economically justifiable costs.

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. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining exploration activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and environmental laws.

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

### ***Decommissioning and Reclamation***

Environmental regulators are increasingly requiring financial assurances to ensure that the cost of decommissioning and reclaiming sites is borne by the parties involved, and not by the local or national governments in the country in which the site is located. It is not possible to predict what level of decommissioning and reclamation (and financial assurances relating thereto) may be required in the future by regulators. The Corporation's ability to advance its projects could be adversely affected by any inability on its part to obtain or maintain the required financial assurances.

### ***Climate Change Risks***

The Corporation acknowledges climate change as an international and community concern and it supports and endorses various initiatives for voluntary actions consistent with international initiatives on climate change. However, in addition to voluntary actions, governments are moving to introduce climate change legislation and treaties at the international, national, departmental, state/provincial and local levels. Where legislation already exists, regulation relating to emission levels and energy efficiency is becoming more stringent. Some of the costs associated with reducing emissions can be offset by increased energy efficiency and technological innovation. However, if the current regulatory trend continues, the Corporation expects that this could result in increased costs at its operations in the future.

### ***Legal and Litigation***

In the ordinary course of the Corporation's business, it may become party to litigation or other proceedings in local or international jurisdictions in respect of any aspect of its business, whether under contract, criminal law or otherwise. The causes of potential litigation cannot be known and may arise from, among other things, business activities, employment matters, including compensation issues, environmental, health and safety laws and regulations, tax matters, volatility in the Corporation's stock price, failure to comply with disclosure obligations or labour disruptions at its project sites. Regulatory and government agencies may initiate investigations relating to the enforcement of applicable laws or regulations and the Corporation may incur expenses in defending them and be subject to fines or penalties in case of any violation and could face damage to its reputation. The Corporation may attempt to resolve disputes involving foreign contractors/suppliers through arbitration in another country and such arbitration proceedings may be costly and protracted, which may have an adverse effect on the Corporation's financial condition. Litigation may be costly and time-consuming and can divert the attention of management and key personnel from the Corporation's operations and, if adjudged adversely to the Corporation, may have a material and adverse effect on the Corporation's cash flows, results of operations and financial condition.

### ***Foreign Currency Risk***

The Corporation and its subsidiaries will likely incur significant expenditures denominated in currencies other than the Canadian dollar, and are subject to foreign currency risk (and exchange rate fluctuation) on assets and liabilities denominated in currencies other than the Canadian dollar.

### ***Taxation***

The Corporation is affected by the tax regimes of various local, regional and national authorities. Revenues, expenditures, income, investments, land use, intercompany transactions and all other business conditions can be taxed. Tax regulations, interpretations and enforcement policies may differ from the Corporation's applied methods and may change over time due to circumstances beyond the Corporation's control. The effect of such events could have material adverse effects on the Corporation's anticipated tax consequences. There is no assurance regarding the nature or rate of taxation, assessments and penalties that may be imposed.

Previous operations may have caused environmental damage at certain of the Corporation's properties. It may be difficult or impossible to assess the extent to which such damage was caused by the Corporation or by the activities of previous operators, in which case, any indemnities and exemptions from liability may be ineffective, and the Corporation may be responsible for the costs of reclamation.

### ***Uninsured or Uninsurable Risks***

The Corporation may become subject to liability for pollution or hazards against which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Corporation's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for business activities.

### ***Volatility of Share Price***

The securities of publicly traded companies, particularly mineral exploration and development companies can experience a high level of price and volume volatility and the value of the Corporation's securities can be expected to fluctuate depending on various factors, not all of which are directly related to the success of the Corporation and its operating performance, underlying asset values or prospects. These include the risks described elsewhere in this AIF. The trading price of the Common Shares has been and may continue to be subject to large fluctuations, which may result in losses to investors. The trading price of the Common Shares may increase or decrease in response to a number of events and factors, including:

- a) issuances of Common Shares or debt securities by the Corporation;
- b) the Corporation's operating performance and the performance of competitors and other similar companies;
- c) the addition or departure of key management and other personnel;
- d) significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Corporation or its competitors;
- e) the public's reaction to the Corporation's press releases, other public announcements and the Corporation's filings with the various securities regulatory authorities;
- f) changes in recommendations by research analysts who track the Common Shares or the shares of other companies in the resource sector; and
- g) the number of the Common Shares to be publicly traded after an offering.

In addition, the market price of the Common Shares is affected by many variables not directly related to the Corporation's success and therefore not within the Corporation's control. Factors which may influence the price of the Corporation's securities, include, but are not limited to: worldwide economic conditions; changes in government policies; investor perceptions; movements in global interest rates and global stock markets;

variations in operating costs; the cost of capital that the Corporation may require in the future; the market price of base and precious metals; the price of commodities necessary for the Corporation's operations; recommendations by securities research analysts; the share price performance of the Corporation's competitors; news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related industry and market issues affecting the mining sector; publicity about the Corporation, the Corporation's personnel or others operating in the industry; loss of a major funding source; and all market conditions that are specific to the mining industry, including other developments that affect the market for all resource sector shares, the breadth of the public market for the Common Shares, and the attractiveness of alternative investments. The effect of these and other factors on the market price of Common Shares on Cboe Canada or any other exchange on which the Corporation may trade has historically made the Corporation's share price volatile and suggests that the Corporation's share price will continue to be volatile in the future.

As a result of any of these factors, the market price of the Common Shares at any given point in time may not accurately reflect the long-term value of the Corporation. Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Corporation 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.

### ***Sales of a Significant Number of Common Shares Could Depress Share Price***

Sales of a substantial number of Common Shares or other equity-related securities in the public markets by the Corporation or its significant shareholders could depress the market price of the Common Shares and impair our ability to raise capital through the sale of additional equity securities. The Corporation cannot predict the effect that future sales of Common Shares or other equity-related securities would have on the market price of the Common Shares. The price of the Common Shares could be affected by possible sales of the Common Shares by hedging or arbitrage trading activity. If the Corporation raises additional funding by issuing additional equity securities, such financing may substantially dilute the interests of shareholders of the Corporation and reduce the value of their investment.

### ***Liquidity***

The Corporation cannot predict at what prices the Common Shares will trade on Cboe Canada, and there can be no assurance that an active trading market in the Common Shares will develop or be sustained. There is a significant liquidity risk associated with an investment in the Common Shares.

### ***No Known Mineral Reserves or Mineral Resources***

Other than the MRE contained in the 2023 Lomero Report, the Zancudo PEA Report and the Aguablanca PFS Announcement, and as reported by Europa at the Toral Project, there are no known bodies of commercial minerals on the Corporation's mineral properties. The exploration programs undertaken and proposed constitute an exploratory search for mineral resources and mineral reserves or programs to qualify identified mineralization as mineral reserves. There is no assurance that the Corporation will be successful in its search for mineral resources and mineral reserves.

### ***Exploration Risks***

The Corporation's mineral properties are in early exploration stages and are without a known body of commercially exploitable resources. Exploration for mineral resources involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The risks and uncertainties inherent in exploration activities include but are not limited to: general economic, market and business conditions, regulatory processes and actions, failure to obtain necessary permits and approvals, technical issues, new legislation, competitive and general economic factors and conditions, the uncertainties resulting from potential delays or changes in plans, the occurrence of unexpected events and management's capacity to execute and implement its future plans. The discovery of mineral deposits is

dependent upon several factors, not the least of which are the technical skills of the exploration personnel involved and the capital required for the programs. The cost of conducting exploration programs may be substantial and the likelihood of success is difficult to assess. There is no assurance that the Corporation's mineral exploration activities will result in any discoveries of new bodies of commercial ore. There is also no assurance that even if commercial quantities of ore are discovered that a new ore body will be developed and brought into commercial production. The commercial viability of a mineral deposit once discovered is also dependent upon several factors, most of which factors are beyond the control of the Corporation and may result in the Corporation not receiving adequate return on investment capital.

### ***Corruption and Bribery Laws***

The Corporation's operations are governed by, and involve interactions with, many levels of government in other countries. The Corporation is required to comply with anti-corruption and anti-bribery laws, including the *Criminal Code*, the *Corruption of Foreign Public Officials Act* (Canada), as well as similar laws in the countries in which the Corporation conducts its business. In recent years, there has been a general increase in both the frequency of enforcement and the severity of penalties under such laws, resulting in greater scrutiny and punishment to companies convicted of violating anti-corruption and anti-bribery laws. Measures that the Corporation has adopted to mitigate these risks are not always effective in ensuring that the Corporation, its employees or third-party agents will comply strictly with such laws. Furthermore, a corporation may be found liable for violations by not only its employees, but also by its contractors and third-party agents. If the Corporation finds itself subject to an enforcement action or is found to be in violation of such laws, this may result in significant penalties, fines or sanctions imposed on the Corporation resulting in a material adverse effect on the Corporation's reputation and the results of its operations.

### ***Shareholder Activism***

In recent years, publicly-traded companies have been increasingly subject to demands from activist shareholders advocating for changes to corporate governance practices, such as executive compensation practices, social issues, or for certain corporate actions or reorganizations. There can be no assurances that activist shareholders will not publicly advocate for the Corporation to make certain corporate governance changes or engage in certain corporate actions. Responding to challenges from activist shareholders, such as proxy contests, media campaigns or other activities, could be costly and time consuming and could have an adverse effect on the Corporation's reputation and divert the attention and resources of the Corporation's management and the Corporation's Board, which could have an adverse effect on the Corporation's business and results of operations. Even if the Corporation does undertake such corporate governance changes or corporate actions, activist shareholders may continue to promote or attempt to effect further changes, and may attempt to acquire control of the Corporation to implement such changes.

If shareholder activists seeking to increase short-term shareholder value are elected to the Corporation's Board, this could adversely affect its business and future operations. Additionally, shareholder activism could create uncertainty about the Corporation's future strategic direction, resulting in loss of future business opportunities, which could adversely affect the Corporation's business, future operations, profitability and ability to attract and retain qualified personnel.

### ***Public Corporation Obligations***

The Corporation's business is subject to evolving corporate governance and public disclosure regulations that have increased both the Corporation's compliance costs and the risk of non-compliance, which could have a material adverse impact on the Corporation's share price.

The Corporation is subject to changing rules and regulations promulgated by a number of governmental and self-regulated organizations, including the Canadian Securities Administrators, Cboe Canada and the International Accounting Standards Board. These rules and regulations continue to evolve in scope and complexity creating many new requirements. The Corporation's efforts to comply with rules and obligations

could result in increased general and administration expenses and a diversion of management time and attention from revenue-generating activities.

If any of the Corporation's properties move to a development stage, the Corporation would be subject to additional risks respecting any development and production activities.

### ***Community Relations***

The Corporation's relationships with the communities in which it operates, and other stakeholders are critical to ensure the future success of its existing operations and the construction and development of its projects. There is an increasing level of public concern relating to the perceived effect of exploration activities on the environment and on communities impacted by such activities. Publicity adverse to the Corporation, its operations or extractive industries generally could have an adverse effect on the Corporation and may impact relationships with the communities in which the Corporation operates. While the Corporation is committed to operating in a socially responsible manner, there can be no assurance that its efforts in this respect will mitigate this potential risk. Further, damage to the Corporation's reputation can be the result of the perceived or actual occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web-based tools to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easy for individuals and groups to communicate and share opinions and views regarding the Corporation and its activities, whether true or not. While the Corporation strives to uphold and maintain a positive image and reputation, the Corporation does not ultimately have control over how it is perceived by others. Reputation loss may lead to increased challenges in developing, maintaining community relations and advancing its projects and decreased investor confidence, all of which may have a material adverse impact on the financial performance of the Corporation.

### ***Reliance Upon Key Personnel***

The Corporation's management team are critical to its success. In the event of the departure of a member of the management team, the Corporation believes that it will be successful in attracting and retaining qualified successors, but there can be no assurance of such success. Recruiting qualified personnel as the Corporation grows is critical to its success. The number of persons skilled in the acquisition, exploration, and development of mining properties is limited, and competition for such persons is intense. As the Corporation's business activity grows, it will require additional key financial, administrative, engineering, geological and other personnel. If the Corporation is not successful in attracting and training qualified personnel, the efficiency of its operations could be affected, which could have an adverse impact on future cash flows, earnings, results of operations and the financial condition of the Corporation. The Corporation is particularly at risk at this state of its development as it relies on a small management team, the loss of any member of which could cause severe adverse consequences.

## **5.2 Colombia Specific Risks**

### ***Emerging Market Country***

There are certain economic risks that are inherent in any investment in an emerging market country such as Colombia. Economic instability in Colombia and in other Latin American and emerging market countries has been caused by many different factors, including the following:

- high interest rates;
- changes in currency values;
- high levels of inflation;
- exchange controls;
- wage and price controls;
- changes in economic or tax policies;
- the imposition of trade barriers; and



- internal security issues.

Any of these factors could have an adverse impact on the Corporation's financial condition and results of operations.

### ***Economic and Political Developments***

The Zancudo Project is located in Colombia; consequently, it is to some extent dependent upon Colombia's economic and political developments, including the 2022 Presidential elections, in which Gustavo Petro, a senator and former Mayor of Bogotá, defeated Rodolfo Hernández Suárez. Petro's victory made him the first left-wing candidate to be elected president of Colombia. As a result, the Corporation's business, financial position and results of operations may be affected by the general conditions of the Colombian economy, price instabilities, currency fluctuations, inflation, interest rates, regulation, taxation, social instabilities, political unrest and other developments in or affecting Colombia over which the Corporation has no control. In addition, the Corporation's exploration activities may be affected in varying degrees by political stability and government regulations relating to the industry.

In the past, Colombia has experienced periods of weak economic activity and deterioration in economic conditions. The Corporation cannot assure that such conditions will not return or that such conditions will not have a material adverse effect on the Corporation's business, financial condition or results of operations.

The Corporation's financial condition and results of operations may also be affected by changes in the political climate in Colombia to the extent that such changes affect the nation's economic policies, growth, stability or regulatory environment. Exploration may be affected in varying degrees by government regulations with respect to restrictions on future exploitation and production, price controls, export controls, foreign exchange controls, income taxes, wealth taxes, expropriation of property, environmental legislation and site safety. There can be no assurance that the Colombian government will continue to pursue business-friendly and open-market economic policies or policies that stimulate economic growth and social stability. Any changes in the Colombian economy or the Colombian government's economic policies, in particular as they relate to the mining industry, may have a negative impact on the Corporation's business, financial condition and results of operations.

Although Colombia has a long-standing tradition respecting the rule of law, which has been bolstered in recent years by the present and former government's policies and programs, no assurances can be given that the Corporation's plans and operations will not be adversely affected by current and future economic and political developments in Colombia. The Corporation's property interests and proposed exploration activities in Colombia are subject to political, economic and other uncertainties, including the risk of expropriation, nationalization, renegotiation or nullification of existing contracts, mining licenses and permits or other agreements, changes in laws or taxation policies, currency exchange restrictions, changing political conditions, and international monetary fluctuations. Future government actions concerning the economy, taxation, or the operation and regulation of nationally important facilities, such as mines, could have a significant effect on the Corporation.

The Colombian government has historically exercised substantial influence over the economy, and its policies are likely to continue to have a significant effect on Colombian companies operating in Colombia, including the Corporation. The president of Colombia, Gustavo Petro, has considerable power to determine governmental policies and actions relating to the economy and may adopt policies that may negatively affect the Corporation's operations. Any changes in regulations or shifts in political attitudes are beyond the Corporation's control and may adversely affect the Corporation's business. Exploration may be affected in varying degrees by government regulations with respect to restrictions on future exploitation and production, price controls, export controls, foreign exchange controls, income or mining taxes, expropriation of property, environmental legislation and permitting and mine and site safety.

### ***Decline in Economic Growth***

Colombia experienced a slowdown in its economic growth in 2009 and 2015 and other adverse economic and financial effects as a result of the global economic crisis and is experiencing another slowdown as a result of the COVID-19 pandemic. Emerging-market investment generally poses a greater degree of risk than investment in more mature market economies because the economies in the developing world are more susceptible to destabilization resulting from domestic and international developments.

A significant decline in the economic growth of any of Colombia's major trading partners, such as the United States, could have a material adverse impact on Colombia's balance of trade and adversely affect Colombia's economic growth. The United States is Colombia's largest export market. A decline in United States demand for imports could have a material adverse effect on Colombian exports and Colombia's economic growth. In addition, because international investors' reactions to the events occurring in one emerging market country sometimes appear to demonstrate a "contagion" effect, in which an entire region or class of investment losses favour with international investors, Colombia could be adversely affected by negative economic or financial developments in other emerging market countries. Colombia has been adversely affected by such contagion effects on a number of occasions, including following the 1997 Asian financial crisis, the 1998 Russian financial crisis, the 1999 devaluation of the Brazilian *real*, the 2001 Argentine financial crisis and the collapse of energy prices in 2015-2016. Similar developments can be expected to affect the Colombian economy in the future.

There can be no assurance that any crises such as those described above or similar events will not negatively affect investor confidence in emerging markets or the economies of the principal countries in Latin America, including Colombia. In addition, there can be no assurance that these events will not adversely affect Colombia's economy and its industries.

### ***Extensive Controls & Changes in Laws or Regulations***

The Corporation is subject to laws and regulations enacted by national, regional and local governments. In particular, the Corporation will be required to comply with certain securities regulatory and other legal requirements. Various levels of governments impose extensive controls and regulations on mining operations. In Colombia, the mining industry regulatory body is the Agencia Nacional de Minería (National Mining Agency or "**ANM**") and for environmental permitting a separate body, the Agencia Nacional de Licencias Ambientales (National Agency of Environmental Licenses or "**ANLA**"). In addition mining activities are subject to the regulations of the Ministerio de Minas y Energía (Ministry of Mines and Energy).

Compliance with, and monitoring of, applicable laws and regulations may be difficult, time consuming and costly. Those laws and regulations and their interpretation and application may also change from time to time and those changes could have a material adverse effect on our business, investments and results of operations. A failure to comply with applicable laws or regulations, as interpreted and applied, could have a material adverse effect on the Corporation's business, results of operations, the Corporation's ability to grow or could ultimately require the Corporation to abandon or delay the development of mining properties.

### ***Corruption***

The Corporation is subject to laws that prohibit bribery and other forms of corruption in Canada, Spain and Colombia, and may be subject to similar laws in other jurisdictions where it may operate in the future. In conducting its operations in Colombia and carrying out its social investment and environmental compensation requirements, the Corporation may be at risk of corruption. The Corporation may face, directly or indirectly, corrupt demands by federal or local officials, tribal or insurgent organizations, international organizations, contractors looking for work with the Corporation, or other private entities. As a result, the Corporation faces the risk of unauthorized payments or offers of payments by employees, contractors, agents and partners of its subsidiaries or affiliates, given that these parties are not always subject to the Corporation's control or direction. It is the Corporation's policy to prohibit these practices.

Despite these policies and procedures, the Corporation cannot be certain that such measures will prevent fraud and ensure compliance with anti-bribery or other forms of corruption as a result of the unauthorized actions of its employees or contractors. If the Corporation is found guilty of such a violation, which could include a failure to take effective steps to prevent or address corruption by its employees or contractors, the Corporation could be subject to onerous criminal or civil sanctions or other penalties, as well as reputational damage. A mere investigation in itself could lead to significant corporate disruption, high legal costs and forced settlements (such as the imposition of an internal monitor). In addition, such allegations or convictions could impair the Corporation's ability to work with governments or non-governmental organizations, including the formal exclusion of the Corporation from a country or area, national or international lawsuits, government sanctions or fines, project suspension or delays, reduced market capitalization and increased investor concern.

### ***Money Laundering and Other Illegal and Improper Activities***

Given the large number of contracts that the Corporation is a party to in Colombia, with local and foreign suppliers and contractors, and the great variety of actors that Corporation interacts with over the course of its business, the Corporation is subject to the risk that its employees, suppliers, contractors or any other person with whom Corporation has a relationship may misappropriate the Corporation's assets, manipulate the Corporation's assets or information, make improper payments or engage in money laundering or the financing of terrorism, for such person's personal or business advantage.

The Corporation is required to comply with applicable anti-money laundering laws, anti-terrorism and other regulations in Canada, Spain and Colombia.

Nevertheless, such policies and procedures may not completely eliminate instances of money laundering and other illegal or improper activities. If the Corporation fails to fully comply with such applicable laws and regulations, the relevant government authorities of Colombia, Spain or Canada, as applicable, have the power and authority to impose fines and other penalties. In addition, any such acts may result in material financial losses or reputational harm to the Corporation, which could, in turn, have an adverse effect on the Corporation's business, financial condition and results of operations.

### ***Delays in Obtaining Environmental and Other Licenses***

Mining activities are subject to numerous licensing and permit requirements, relating mainly to the environment. In the recent past, mining in Colombia has experienced significant delays by Colombian authorities with respect to the issuance of such licenses. Unanticipated licensing and permitting delays can result in significant delays and cost overruns in the development of mining properties and could affect the Corporation's financial condition and results of operations and can also significantly impact the Corporation's ability to execute its business plan. There is no assurance that these delays will not continue or worsen in the future.

### ***Seizure or Expropriation of Assets***

Pursuant to Article 58 of the Colombian Constitution, the Colombian government can exercise its eminent domain powers in respect of the Corporation's assets in the event such action is required in order to protect public interests. According to Law 388 of 1997, eminent domain powers may be exercised through: (i) an ordinary expropriation proceeding (*expropiacion ordinaria*), (ii) an administrative expropriation (*expropiacion administrativa*) or (iii) an expropriation for war reasons (*expropiacion en caso de guerra*). In all cases, the Corporation would be entitled to a fair indemnification for the expropriated assets. However, indemnification may be paid in some cases years after the asset is effectively expropriated. Furthermore, the indemnification may be lower than the price for which the expropriated asset could be sold in a free market sale or the value of the asset as part of an ongoing business.

### ***Protection of Mining Rights***

The Corporation's mineral rights in Colombia are guaranteed by the Constitution and applicable laws. The Constitution and legislation include several legal recourses for the Corporation for the exercise of its rights to seek protection against third parties, which include, among others, illegal miners and squatters and includes the forcible removal of such third parties from the areas of the Corporation's mineral rights. However, the effective protection of the Corporation's mineral rights and the capability or willingness of Colombian authorities to enforce the Corporation's rights cannot be assured.

### ***Local Legal and Regulatory Systems***

The jurisdictions in which the Corporation operates its exploration, development and production activities may have different or less developed legal systems than Canada, which may result in risks such as:

- effective legal redress in the courts of such jurisdictions, whether in respect of a breach of law or regulation;
- it being more difficult to obtain or retain title in an ownership dispute;
- a higher degree of discretion on the part of governmental authorities;
- the lack of judicial or administrative guidance on interpreting applicable rules and regulations;
- inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; and
- relative inexperience of the judiciary and courts in such matters.

In certain jurisdictions the commitment of local businesspeople, government officials and agencies and the judicial systems to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to licenses and agreements for the Corporation's business. These licenses and agreements may be susceptible to revision or cancellation and legal redress may be uncertain or delayed.

### ***Colombia is a Less Developed Country***

The Corporation's foreign operations involve substantial costs and are subject to certain risks because the mining industries in the countries in which the Corporation operates are less developed. The mining industry in Colombia is not as efficient or developed as the mining industry in Canada. As a result, the Corporation's exploration and operating activities may take longer to complete and may be more expensive than similar operations in Canada. The availability of technical expertise, specific equipment and supplies may be more limited than in Canada. The Corporation expects that such factors will subject the Corporation's operations in Colombia to economic and operating risks that may not be experienced in Canada.

### ***Guerilla and other Criminal Activity***

A 50-year armed conflict between government forces and anti-government insurgent groups and illegal paramilitary groups, both thought to be funded by the drug trade, continues in Colombia. Insurgents continue to attack civilians and violent guerrilla activity continues in certain parts of the country, despite the Colombian government's efforts and security policies. Regions that border Venezuela and Ecuador have historically been areas of high security risk and there continues to be guerrilla activity. Any possible escalation of the violence associated with these activities may have a negative impact on the Colombian economy and the Corporation's operations.

Colombia has experienced, and continues to experience, internal security issues, primarily due to the activities of guerrilla groups such as non-demobilized groups within the Revolutionary Armed Forces of Colombia (*Fuerzas Armadas Revolucionarias de Colombia*), or "FARC," the National Liberation Army (*Ejército de Liberación Nacional*), or "ELN," paramilitary groups, drug cartels, such as El Clan del Golfo and criminal gangs (*Bacrim*). In remote regions of the country with minimal governmental presence, these

groups have exerted influence over the local population and funded their activities by protecting and rendering services to drug traffickers and participating in drug trafficking activities.

In November 2012, the Colombian government and FARC, the largest guerrilla group in Colombia, initiated peace talks in an attempt to end their armed conflict. In August 2016, the Colombian government and FARC reached a final agreement, which was executed in September 2016. However, the peace agreement was rejected by a plebiscite that took place in October 2016, and then President Juan Manuel Santos reopened negotiations with FARC and the plebiscite opposition in order to revise the peace agreement. On November 24, 2016, President Santos and the leader of FARC, Rodrigo Londoño Echeverri, signed a revised peace agreement, which was subsequently approved by Colombia's Congress on November 30, 2016. In December 2016, Colombia's constitutional court validated an abbreviated legislative process to implement legislation related to the peace agreement. During December 2016 and early 2017, relevant steps were taken toward the implementation of the peace agreement, including FARC disarmament and the approval of FARC amnesty law, among others. In June 2017, FARC formally completed its disarmament process under United Nations oversight. During negotiations and after completion of the peace agreement with FARC, several factions of said guerrilla group have abandoned the peace process, have refused to demobilize or have re-taken arms against the government. Such groups continue to be a threat to security, especially in certain areas of the country.

The implementation of the peace agreement with the FARC will continue to require the enactment of new laws and regulations, which may impact the Corporation's activities in ways we cannot anticipate. Recently, legislation was enacted in connection with the implementation of the Rural Reform (*Reforma Rural Integral*) as provided under the peace agreement. Such legislation included the creation of a Land Fund for the Rural Reform (*Fondo de Tierras para la Reforma Rural Integral*), which set forth the parameters of land grants to certain targeted populations and which properties are subject to distribution thereunder. The impact of such new legislation is still unknown, and further regulations may be required for such legislation to be implemented. New laws or regulations enacted in connection with the implementation of the peace agreement may impact our activity and may have a negative effect on the Corporation's financial condition and results of operations.

On March 31, 2016, the second largest guerrilla group in Colombia, the ELN, together with the Colombian government of then President Juan Manuel Santos, made official the commencement of a public phase of dialogue and negotiation between such parties and, on January 14, 2017, the delegations of the Colombian government and ELN convened in Ecuador to discuss the sequence of events for peace negotiations and the Colombian Government and ELN agreed to a temporary suspension of armed hostilities from October 1, 2017 up to January 12, 2018. In February 2018, ELN resumed armed hostilities and, consequently, the Colombian government suspended the peace negotiations. During 2019, ELN perpetrated different terrorist attacks in Colombia, including a car bomb in a police academy in Bogota, which resulted in 21 people dead and many other injured. As a result of these attacks, then President Iván Duque Márquez suspended the peace talks between the Government of Colombia and the ELN.

Even though the Colombian government reached a peace agreement with FARC, and even though the Colombian government's programs and policies have reduced guerrilla and criminal activity, particularly in the form of terrorist attacks, homicides, kidnappings and extortion, such criminal activity persists in Colombia. Possible escalation of such activity and the effects associated with it may have a negative effect on the Colombian economy and on the Corporation, its employees, financial condition and results of operations.

In addition, the peace agreement reached with FARC may be modified by future governments, including the current president. If there are deviations from the peace agreement, there can be no assurance that criminal actions will not escalate in Colombia. Although the Colombian Congress has approved certain regulations to implement to the final peace agreement such as, the law governing the Special Peace Justice System (*Jurisdicción Especial para la Paz*), laws enacted by Congress in this regard may differ from the provisions of the peace agreement. New laws or regulations enacted in connection with the implementation of the peace agreement may have an adverse effect on the Corporation's financial condition and results of

operations.

Since 2020, the ELN and the FARC dissidents, together with other splinter criminal groups, have continued to operate in Colombia and while the security situation has improved dramatically in recent years, there can be no guarantee that the situation will not again deteriorate. Any increase in kidnapping or terrorist activity in Colombia or in the areas of the Corporation's projects generally may disrupt supply chains and discourage qualified individuals from being involved with the Corporation's operations.

Notwithstanding the suspension of the negotiations with the ELN, as a result of the 2019 attacks, after the 2022 election, President Gustavo Petro gave new life to the peace talks and on October, 26, 2022 the Colombian Congress approved a bill submitted by the government of President Gustavo Petro with the purpose of achieving "Total Peace". The bill provides the legal framework to initiate multi-front cease-fire, peace negotiations and submission to justice with the ELN, illegal armed groups (including FARC non-demobilized or rearmed factions) and other high impact criminal organizations engaged in illegal drug trafficking and was passed in October 2022. It is expected that with the passing of the law for "Total Peace", peace negotiations with the ELN would resume in the near future. However, to date, little or no progress has been made, the start or success of any eventual negotiations with the ELN or other illegal armed groups remains uncertain and any escalation in the violence associated with the terrorist attacks remains possible. These activities may have a negative impact on the Colombian economy and our financial condition and results of operation.

Additionally, the perception that matters have not improved in Colombia may hinder the Corporation's ability to access capital in a timely or cost-effective manner. There can be no assurance that continuing attempts to reduce or prevent guerilla, drug trafficking or criminal activity will be successful or that guerilla, drug trafficking or criminal activity will not disrupt the Corporation's operations in the future.

### **5.3 Spain Specific Risks**

#### ***Government Regulations***

Exploration and development activities in Spain are subject to extensive laws and regulations concerning environmental protection, management and use of toxic substance and explosive, management of natural resources, management of tailings and other wastes, exports, price controls, taxation and mining royalties, labour standards and occupational health and safety and historic and cultural preservation. Failure to comply with applicable laws and regulations may result in civil or criminal fines or penalties or enforcement actions, including orders issued by regulatory or judicial authorities, enjoining or curtailing operations, or requiring corrective measures, installation of additional equipment, or remedial actions, any of which could result in the Corporation incurring significant expenditures. Denarius may also be required to compensate private parties suffering loss or damage by reason of a breach of such laws, regulations, or permitting requirements. It is also possible that future laws and regulations, or a more stringent enforcement of current laws and regulations by governmental authorities, could cause additional expenses, capital expenditures, restrictions on or suspensions of Denarius' operations, if any, and delays in the development of the Lomero Project or Aguablanca Project.

#### ***Environmental and Endangered Species Laws and Regulations***

All phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of government laws and regulations, including laws and regulations relating to the protection of endangered and threatened species. Compliance with such laws and regulations can require significant expenditures and a breach may result in the imposition of fines and penalties, which may be material. In addition, such laws and regulations can constrain or prohibit the exploration and development of new projects or the development or expansion of existing projects. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, increases in land use restrictions, larger fines and liability and potentially increased capital expenditures and operating costs. Any breach of environmental legislation by owners or operators of the property

underlying the Corporation's asset portfolio could have a material impact on the viability of the relevant property and impair the revenue derived from the owned property or applicable interest, which could have a material adverse effect on the Corporation's operations, financial condition and the trading price of its securities.

### ***Geopolitical Conflicts***

Recent conflicts between countries have impacted general economic conditions worldwide and especially in Europe and the Middle East, including migration flows, increased energy cost, volatility in regulated markets and inflation pressure.

It is unclear whether the Corporation's future operations may be affected by the Russian invasion of Ukraine, the variety of sanctions implemented by the international community on Russia or the resulting withdrawal of products and services from Russia. Similarly, conflict and political uncertainty continues to progress in the Middle East, including the ongoing military conflict in Israel, the West Bank and Gaza Strip, the potential escalation of conflict between Israel and Iran, as well as conflicts in other countries in the Middle East. While the Corporation's operations have not been materially and directly impacted by the current conflicts in Europe and the Middle East, the international responses to them have, and may continue to have, potential wide-ranging consequences for global market volatility and economic conditions. The short-medium and long-term implications of the conflicts in Europe and the Middle East are difficult to predict with any certainty at this time, and there remains uncertainty relating to the potential direct or indirect impact of the conflicts on the Corporation's operations.

## **ITEM 6. MATERIAL PROPERTIES**

### **6.1 Lomero Project**

This section contains the summary section, in its entirety of the 2023 Lomero Report on the Lomero Project prepared by SRK on behalf of the Corporation. The 2023 Lomero Report is available in its entirety on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and the Corporation's website at [www.denariusmetals.com](http://www.denariusmetals.com). Readers should review it in its entirety for a full description of the Lomero Project.

Definitions contained in this section shall have the meanings ascribed to such definitions in the 2023 Lomero Report and may not match definitions used elsewhere in this AIF.

### ***Property Description and Ownership***

The Project is a polymetallic deposit located on the Spanish side of the prolific copper rich Iberian Pyrite Belt (IPB) (one of the largest districts of pyrite-rich massive sulfide deposits in the world). The Project is located at 37°48'24"N/6°55'43"W in the Huelva Province of the Autonomous Community of Andalucía in Southern Spain, about 400 kilometres (km) southwest (SW) of Madrid, 90 km west northwest (WNW) of Seville and 60 km north-east (NE) of the port of Huelva. It's also about 10 km west of the operating Aguas Teñidas mine, owned by Minas de Aguas Teñidas (MATSA), and 3.3 km east of the abandoned San Telmo mine.

The Project is held by Denarius through its subsidiary Alto Minerals S.L.U. (Alto or Alto Minerals) which is registered in Spain. Denarius completed the acquisition of the Lomero Project on April 29, 2021 through the acquisition of Transcontinental Gold Mines Pty Ltd (TGM) and its Spanish subsidiary Alto Minerals S.L.U. (Alto), which holds the rights to the Project.

The Project is located within the Investigation permit called "Rubia" (Nº 14977), covering mineral concessions of 4.5 square kilometres (km<sup>2</sup>), which includes most of the old Operating Concessions of Lomero Poyatos mine.

## ***Geology and Mineralization***

The Lomero deposit is in the north-east part of the Spanish/Portuguese IPB which occupies a strip approximately 230 km long and 40 to 60 km wide, extending from the province of Seville to the western coast of Portugal and constituting one of the most important metallogenic provinces worldwide, with reserves amounting to around 750 Mt of Sulfides.

The deposit is located on the northern limb of the San Telmo anticline, which is an E-W trending fold structure adjacent to a major thrust fault. Two VMS lenses striking E-W and dipping to the north are seen at surface as gossanous outcrops worked in the two open pits (Lomero and Poyatos) occurring in the west of the permit. The VMS lenses dip moderately to shallowly to the north and combine at depth to form one deposit over 1 km in strike length. The average thickness of MS, based on drillhole intersections, is about 7.5 m, although the maximum thickness of MS exceeds 20 m. The deposit remains open along strike and at depth and further exploration is planned to test for extensions.

SRK (Canada) conducted multiple sites visit to the Lomero-Poyatos Project, Spain between 2021 and 2023 (September and October 2021, February 2022, January 2023, February 2023 and March 2023). Information of these site visits and an updated 3D structural model were presented to the Company in May 2023. Based on the findings of the site visit SRK (Canada), produced an updated fault network for the Project.

To construct the lithological model SRK has maintained the lithological framework used in the 2022 model using the simplified stratigraphic sequence for the Project, which leverages off the CMR logging codes and can be broken down into:

- PQ Upper Hanging Wall Unit
- Hanging Wall Dacitic Volcanic Unit
- Deformed Volcaniclastic Unit
- Footwall Dacitic Unit

SRK reviewed the geological information provided in Leapfrog® and has updated the geological model as appropriate using the drilling up to the end of Phase 3. In updating the model, the following process was undertaken to complete the mineralization models:

- Reviewed the geological database and checked the standard validation processes (such as absent values, overlapping intervals, extreme values etc.) have been completed appropriately. Any erroneous data was reported to Alto for review.
- SRK adopted the brittle fault model completed by SRK (Canada), for the lithological model with the controls on the shear zone being used to define the primary orientation for the mineralization within each fault block.
- Undertaken the geological model interpretation as defined above, which has focused the basis for the Estimation Domain Analysis (EDA) within the shear zone (Shear) unit.
- SRK has compared the interpreted timing and interaction of faults to generate fault blocks in which mineralization models were defined. Given the large number of fault blocks, it is SRK's interpretation that the model fits appropriately to the brittle fault model using the modeled combined dataset and therefore SRK has not activated the individual fault blocks during the final modeling process.
- Creation of the four sub-domains within the shear zone based on a combination of the mineralization styles and interpreted styles using sulfur values as a guideline.

The contacts between the main stratigraphical units, i.e., Upper HW (PQ), HW Dacites and the mineralized, deformed volcaniclastics appear to be major structures (north dipping thrusts). The deformed sequence in



particular shows evidence for multiple zones of shearing and thrusting along with a well-developed foliation. Massive Sulfide mineralization is dominated by pyrite, but chalcopyrite, sphalerite and galena are observed in some sections. The deposit is highlighted by the relatively higher Au contents compared to the other operations in the region, but with Au typically associated with pyrite there is potential for it to be refractory, as usual throughout the IPB, so further metallurgical test work is in progress to test the potential for recovery, either within the base metal concentrates or alternative methods. Although pyrite is the predominant sulfide, the sulfide mineralization is significantly enriched in Au, with some copper-enrichment in the central and eastern part of the deposit, and some zinc-lead (Zn-Pb) enrichment towards the eastern and western margins of the deposit. The plan for the Project is to investigate the potential development of a polymetallic and gold products at the Project.

### ***Status of Exploration, Development, and Operations***

Historically, a total of 98 surface holes and 61 underground holes have been completed on the Project by the previous owners (159 holes total) for a subtotal of 22,384.8 m. This includes 6 holes for 1,913 m drilled by Alto under the previous owner. The historical drilling was completed post mining and primarily was focused on the upper portion from surface to a drill spacing of approximately 50 by 50 m, which has resulted in a number of shallow holes intersecting the historical mining voids.

Between 2021 and July 31, 2023 Alto has completed a series of diamond drillholes using a phased exploration model. The Phase exploration has focused on three main objectives:

- Phase 1: Verification of historical drillholes focusing on CMR holes, and to confirm the geological model.
- Phase 2: Infill drilling on the lower portion of the eastern edge of the project following interpreted high-grade intersections, infill drilling on the western portion of the deposit, plus extensional drilling below the base of the historical drilling to test for possible down-dip extensions.
- Phase 3: Focus on potential validation of higher-grade intersections shown in historical underground drilling programs (Indumetal/Billiton), through a combination of directional drilling in an attempt to achieve as shallow an angle as possible to match the historical horizontal orientation, plus targeted inclined drilling for key areas of the geological model.

All drilling has been completed using diamond hole drilling methods which are drilled from north to south at varying dips, which were designed to intersect the shear zone at favorable intersection angles.

Drilling has been conducted to target approximately 50 m spacing targeting mineralization with the first 350 m below surface. The program initially confirmed the presence of mineralization over the entire strike length of approximately 1 km and vertical extension of 400 m, with the deepest intersection at 408 m below surface. All holes have been completed using diamond drilling. The database has increased by 62 holes for a total of 17,891.4 m when compared to the previous estimate, which is an increase in the total length of approximately 37%.

All drilling has been completed using DD methods which are drilled from north to south at varying dips, which were designed to intersect the shear zone at favorable intersection angles. SRK ES, has undertaken regular QA/QC site inspections monthly to review the quality of the logging and verify the protocols defined are being followed. While a few minor issues were noted throughout the process, overall SRK considers the drilling and sampling protocols to be generally in line with industry best practice.

As part of its internal QA/QC procedures, Denarius sent 331 pulps and coarse rejects, at the end of Phase 2 of drilling, to ALS Labs (“**ALS**”) for umpire analysis to confirm the results from its primary laboratory at the time, AGQ. Results indicated a strong correlation existed for all elements from the Phase 1 drilling programs. However, in comparison the Phase 2 results demonstrated some deviations between the original

and re-assayed values, particularly for gold fire assays and lead assays. Denarius and SRK undertook a detailed review of internal laboratory QA/QC procedures, and confirmation assays received from a third laboratory (SGS in Huelva, Spain), which confirmed potential issues within the Phase 2 program related to the mineralized domains. Based on these findings Denarius decided to send 100% of sample pulps from the massive and semi massive zones from Phase 2 drilling – plus additional samples (approx. 50%) from the stockwork zones, and from Phase 1– to ALS for check assays. In total, 514 additional samples were sent for check assays.

The data received confirmed that Phase 1 results, as reported by the Company and used in the previous mineral resource estimate, were confirmed as reliable. Review of the Phase 2 results for the larger sample batch confirmed the issues noted from the initial umpire check program in the biases detected. Based on a review by SRK and Denarius the decision has been taken to use the results from ALS within the database for all Phase 2 samples. The selection of samples for Phase 2 selected all samples within the massive and semi-massive sulfides domains and covers approximately 50% of the stockwork samples selected for check assay. SRK note the bias in the stockwork was considered low and therefore the selection of 50% of the program was considered reasonable, and that any AGQ assays would not have a material impact on the current mineral resources as the majority of this domain is below cut-off grades. SRK understands that Denarius plans to complete the check assays on stockwork mineralization at ALS for completeness, but given the low-grade nature of the mineralization, it is not anticipated the results will demonstrate any material differences.

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

Initial mineralogical work has shown that the deposit contains at least three different mineralization types. Pyrite is the predominant sulfide, but the sulfide minerals of greatest economic importance are sphalerite, chalcopyrite, tetrahedrite and galena. The MS and SMS zones at Lomero are significantly enriched in gold (Au), with some additional low-grade mineralization noted in stockwork style mineralization typically in the footwall of the MS / SMS.

Approximately 99 kg of material from exploration rejects were used to create two composite samples for flotation test work and sent to Grinding Solutions in the UK to conduct the metallurgical testing. The samples were selected by mineralization style with material split into massive sulfides (MS) and semi-massive sulfides (SMS), with grades targeted based on the 2022 mineral resource estimates for the material types.

The key objective of the test work program was for base metal optimization on the two composite samples, MS and SMS, with evaluation of gold recovery throughout the process. The test program included mineralogical assessment on each composite to assess mineral associations and liberation characteristics, bond work index (BWI) tests, sequential flotation of Cu/Pb, Zn and Pyrite for rougher flotation, cleaner flotation and locked cycle tests (LCT), and mineralogy on selected concentrate and tailings products.

SRK's QP has reviewed the available information based on the 2023 testwork which has been used along with previously used benchmarked recoveries from other deposits in the region to determine assumed recoveries for the current estimates.

In conclusion, the two composites tested were representative of most of the ore body and can give an estimate of grade and recovery values in the flotation circuit. The weighted average results of the two Alto composites show a Cu/Pb concentrate at a saleable value can be produced but at the sacrifice of recovery. The zinc flotation circuit performed well in terms of recovery with the potential for increased grade in the cleaner circuit. Based on the review SRK considers minor changes are needed to the previously used (benchmarked) recoveries from the 2022 model. SRK determined the most adequate metallurgical process would be a differential flotation methodology to obtain Cu (70 % recovery), Pb (50 % recovery) and Zn (77 % recovery) concentrates, with 35 % for Au and 55 % for Ag. There remains upside for increasing the recovery through further testwork. SRK has not considered this upside for the current estimate and

recommends these assumed recoveries are reviewed once additional metallurgical testwork has been completed in the future.

### ***Mineral Resource Estimate***

SRK considers the exploration data accumulated by Alto to be reliable and suitable for use in generating this updated Mineral Resource Statement. QA/QC protocols used by Alto identified an issue of low grades in the Phase 2 drilling during the Umpire laboratory check, which required re-assay of a significant portion of that phase within the identified mineralization. The results of the reanalysis were reviewed by SRK and deemed acceptable to update the database.

Since the initial Mineral Resource estimate on the Project in July 2022, Alto has completed the remaining drilling and sampling on Phase 2 infill and Phase 3 validation programs, with the effective cut-off date for the Mineral Resources on July 31, 2023. To date Alto has completed a total of 146 holes (44,228 m) which have been integrated into the current geological model and estimates.

All drilling has been completed using diamond hole drilling methods which are drilled from north to south at varying inclination, which were designed to intersect the shear zone at favorable intersection angles. SRK has undertaken a number of site inspections to the Project and considers the level of geological knowledge of the deposit to be sound. SRK considers the drilling and sampling protocols to be generally in line with industry best practice.

SRK has used the information to complete the following key tasks:

- Definition of a Brittle Fault Model, following multiple site visits to conduct field mapping and geological logging of key core intersections.
- Creation of simplified lithological model to reflect the brittle fault model.
- Undertaken an estimation domain analysis EDA, to identify any key changes in data by sampling, or geological criteria. Based on this review SRK has taken the decision to exclude the PDH, Outokumpu and PTQ datasets from the estimation process, but has used the logging information where possible to guide the geological and mineralization models.
- Definition of a mineralization model covering the following sub-domains:
  - MS
  - SMS
  - Stockwork
- Created grade estimates for Au, Ag, Cu, Pb, Zn, Fe and S values.
- Conducted sufficient validation testwork to provide confidence in the grade estimates for each element.
- Defined a simple Metal Equivalent (CuEq %) calculation to form the basis for reporting of the Mineral Resource using assumed recovery factors for each element.
- Classified the Mineral Resources for reporting under CIM standards, including an assessment of Reasonable Prospects for Economic Extraction.

A review of the grade estimates shows continuous domains of mineralization but suggest some possible zonation of the grade distributions between gold and copper which warrant further investigation.

Grade estimation has been based on block dimensions of 10 m by 10 m by 5 m, for the 2023 model. The block size reflects potential size variations for any underground or open-pit smallest mining units (SMU). SRK has utilized sub-blocking to accurately reflect the defined mineralization and lithological models, with a sub-block size of 2.5 m by 2.5 m by 1.25 m used to reflect the wireframes.

Based on the validated database it is the QP's opinion that the data quality, drillhole spacing and the interpreted continuity of grades controlled within the massive and semi-massive sulfides allowed SRK to classify portions of the Project into the Indicated and Inferred Mineral Resources categories. SRK has based the current classification on a review of the variograms, statistical support to the confidence of the estimates (Estimation Variance and Slope of Regression), number of composites and number of holes used to define each estimate.

**Indicated Mineral Resources:** Limited to drilling coverage within a 50 by 50 m grid completed by Alto, with slope of regression > 0.75, and influenced by greater than 5 holes.

**Inferred Mineral Resources:** All other material within the key modeled domains (MS, SMS, Stockwork), which have already been limited in their extent from the end of the drilling information, so considered reasonable as a limit to which the geological continuity could be inferred.

The Mineral Resource for Lomero Poyatos with an effective date of July 31, 2023 is shown in Table 1-1. The mineral resource evaluation work was completed by Mr. Benjamin Parsons, MAusIMM (CP#222568), Principal Consultant (Resource Geology) with SRK, who is an independent QP of Denarius. In order to meet the "reasonable prospects for eventual economic extraction" (RPEEE) requirement, Lomero has been deemed amenable to both open pit and underground mining (for the remaining material which has displayed continuity above the defined CoGs), with CoGs established for each scenario using benchmarked costs taken from similar deposits within the IPB and results and assumed recoveries. The Mineral Resources have been reported based on CuEq with the key assumptions included in Table 1-1.

**Table 1-1: SRK CIM Compliant Mineral Resource Statement Effective July 31, 2023 for the Lomero Poyatos Project, Spain, Reported Based on Copper Equivalent CuEq <sup>(2)(6)</sup>**

| RESCAT    | Mining Type       | Estimation Domains <sup>(5)</sup> | Mass (Mt)   | Density (g/cm <sup>3</sup> ) | Average Value |           |             |             |             | Material Content |              |               |               |               | Metal       |                |
|-----------|-------------------|-----------------------------------|-------------|------------------------------|---------------|-----------|-------------|-------------|-------------|------------------|--------------|---------------|---------------|---------------|-------------|----------------|
|           |                   |                                   |             |                              | Au (g/t)      | Ag (g/t)  | Cu (%)      | Pb (%)      | Zn (%)      | Au (koz)         | Ag (koz)     | Cu (t)        | Pb (t)        | Zn (t)        | CuEq (%)    | CuEq (t)       |
| INDICATED | OP <sup>(3)</sup> | MS <sup>(5)</sup>                 | 3.45        | 4.43                         | 3.10          | 31        | 1.00        | 0.61        | 1.37        | 344              | 3,473        | 34,650        | 20,875        | 47,163        | 2.67        | 92,092         |
|           |                   | SMS <sup>(5)</sup>                | 2.38        | 3.68                         | 1.00          | 13        | 0.38        | 0.23        | 0.54        | 77               | 980          | 9,140         | 5,393         | 12,794        | 0.97        | 23,216         |
|           |                   | Stockwork                         | 0.08        | 3.16                         | 0.32          | 6         | 0.10        | 0.28        | 0.62        | 1                | 15           | 77            | 224           | 497           | 0.49        | 395            |
|           |                   | <b>Total</b>                      | <b>5.92</b> | <b>4.07</b>                  | <b>2.22</b>   | <b>23</b> | <b>0.74</b> | <b>0.45</b> | <b>1.02</b> | <b>422</b>       | <b>4,468</b> | <b>43,867</b> | <b>26,492</b> | <b>60,454</b> | <b>1.96</b> | <b>115,702</b> |
|           | UG <sup>(4)</sup> | MS <sup>(5)</sup>                 | 1.36        | 4.31                         | 2.93          | 34        | 0.46        | 0.60        | 1.27        | 128              | 1,460        | 6,253         | 8,093         | 17,206        | 2.05        | 27,842         |
|           |                   | SMS <sup>(5)</sup>                | 0.45        | 3.71                         | 1.05          | 11        | 0.25        | 0.20        | 0.48        | 15               | 165          | 1,113         | 916           | 2,157         | 0.82        | 3,692          |
|           |                   | Stockwork                         | 0.01        | 3.33                         | 0.26          | 6         | 0.25        | 0.19        | 0.74        | 0                | 2            | 25            | 20            | 76            | 0.65        | 67             |
|           |                   | <b>Total</b>                      | <b>1.82</b> | <b>4.14</b>                  | <b>2.45</b>   | <b>28</b> | <b>0.41</b> | <b>0.50</b> | <b>1.07</b> | <b>143</b>       | <b>1,627</b> | <b>7,392</b>  | <b>9,029</b>  | <b>19,439</b> | <b>1.74</b> | <b>31,600</b>  |
|           | <b>Total</b>      | <b>MS<sup>(5)</sup></b>           | <b>4.81</b> | <b>4.39</b>                  | <b>3.05</b>   | <b>32</b> | <b>0.85</b> | <b>0.60</b> | <b>1.34</b> | <b>472</b>       | <b>4,932</b> | <b>40,903</b> | <b>28,969</b> | <b>64,368</b> | <b>2.50</b> | <b>119,934</b> |
|           |                   | <b>SMS<sup>(5)</sup></b>          | <b>2.84</b> | <b>3.69</b>                  | <b>1.01</b>   | <b>13</b> | <b>0.36</b> | <b>0.22</b> | <b>0.53</b> | <b>92</b>        | <b>1,145</b> | <b>10,253</b> | <b>6,309</b>  | <b>14,951</b> | <b>0.95</b> | <b>26,907</b>  |
|           |                   | <b>Stockwork</b>                  | <b>0.09</b> | <b>3.18</b>                  | <b>0.32</b>   | <b>6</b>  | <b>0.11</b> | <b>0.27</b> | <b>0.63</b> | <b>1</b>         | <b>18</b>    | <b>103</b>    | <b>244</b>    | <b>574</b>    | <b>0.51</b> | <b>461</b>     |
|           |                   | <b>Total</b>                      | <b>7.73</b> | <b>4.09</b>                  | <b>2.27</b>   | <b>25</b> | <b>0.66</b> | <b>0.46</b> | <b>1.03</b> | <b>565</b>       | <b>6,095</b> | <b>51,259</b> | <b>35,521</b> | <b>79,893</b> | <b>1.91</b> | <b>147,302</b> |
| INFERRED  | OP <sup>(3)</sup> | MS <sup>(5)</sup>                 | 0.46        | 4.36                         | 3.99          | 42        | 0.53        | 1.31        | 2.77        | 59               | 627          | 2,440         | 6,078         | 12,821        | 3.14        | 14,493         |
|           |                   | SMS <sup>(5)</sup>                | 1.43        | 3.33                         | 1.11          | 18        | 0.20        | 0.38        | 0.74        | 51               | 841          | 2,884         | 5,397         | 10,644        | 0.95        | 13,673         |
|           |                   | Stockwork                         | 0.03        | 3.00                         | 0.53          | 7         | 0.05        | 0.26        | 0.46        | 1                | 8            | 16            | 88            | 153           | 0.45        | 151            |
|           |                   | <b>Total</b>                      | <b>1.93</b> | <b>3.52</b>                  | <b>1.79</b>   | <b>24</b> | <b>0.28</b> | <b>0.60</b> | <b>1.22</b> | <b>111</b>       | <b>1,475</b> | <b>5,340</b>  | <b>11,562</b> | <b>23,618</b> | <b>1.47</b> | <b>28,317</b>  |
|           | UG <sup>(4)</sup> | MS <sup>(5)</sup>                 | 0.81        | 4.08                         | 3.16          | 30        | 0.45        | 0.51        | 1.18        | 83               | 782          | 3,678         | 4,150         | 9,610         | 2.04        | 16,649         |
|           |                   | SMS <sup>(5)</sup>                | 0.63        | 3.29                         | 0.56          | 11        | 0.13        | 0.36        | 1.05        | 11               | 212          | 842           | 2,251         | 6,539         | 0.78        | 4,902          |
|           |                   | Stockwork                         | 0.08        | 2.97                         | 0.24          | 4         | 0.03        | 0.60        | 1.17        | 1                | 9            | 24            | 459           | 897           | 0.64        | 492            |
|           |                   | <b>Total</b>                      | <b>1.52</b> | <b>3.65</b>                  | <b>1.94</b>   | <b>21</b> | <b>0.30</b> | <b>0.45</b> | <b>1.12</b> | <b>95</b>        | <b>1,003</b> | <b>4,544</b>  | <b>6,860</b>  | <b>17,045</b> | <b>1.45</b> | <b>22,043</b>  |
|           | <b>Total</b>      | <b>MS<sup>(5)</sup></b>           | <b>1.28</b> | <b>4.18</b>                  | <b>3.46</b>   | <b>34</b> | <b>0.48</b> | <b>0.80</b> | <b>1.76</b> | <b>142</b>       | <b>1,409</b> | <b>6,118</b>  | <b>10,228</b> | <b>22,431</b> | <b>2.44</b> | <b>31,142</b>  |
|           |                   | <b>SMS<sup>(5)</sup></b>          | <b>2.06</b> | <b>3.32</b>                  | <b>0.94</b>   | <b>16</b> | <b>0.18</b> | <b>0.37</b> | <b>0.83</b> | <b>62</b>        | <b>1,053</b> | <b>3,726</b>  | <b>7,648</b>  | <b>17,182</b> | <b>0.90</b> | <b>18,575</b>  |
|           |                   | <b>Stockwork</b>                  | <b>0.11</b> | <b>2.98</b>                  | <b>0.32</b>   | <b>5</b>  | <b>0.04</b> | <b>0.50</b> | <b>0.95</b> | <b>1</b>         | <b>17</b>    | <b>41</b>     | <b>547</b>    | <b>1,049</b>  | <b>0.58</b> | <b>643</b>     |
|           |                   | <b>Total</b>                      | <b>3.45</b> | <b>3.58</b>                  | <b>1.86</b>   | <b>22</b> | <b>0.29</b> | <b>0.53</b> | <b>1.18</b> | <b>206</b>       | <b>2,478</b> | <b>9,884</b>  | <b>18,422</b> | <b>40,662</b> | <b>1.46</b> | <b>50,359</b>  |

Notes:(1). Mineral resources are not Mineral reserves and do not have demonstrated economic viability. All figures rounded to reflect the relative accuracy of the estimates. Gold, silver, copper, lead, and zinc assays were capped where appropriate. It is assumed

based on regional benchmarking all the elements included in the Copper Equivalent (CuEq) calculation have a reasonable potential to be recovered and sold.

(2) The Copper Equivalent calculation has been defined using the following formula: 
$$\text{CuEq} = \frac{(\text{Au} \times 21.38) + (\text{Ag} \times 0.42) + (\text{Cu} \times 69.45) + (\text{Pb} \times 12.68) + (\text{Zn} \times 25.46)}{99.21} / \text{Cu Recovery}.$$

(3) Mineral resources are reported using an assumed CuEq cut-off grades based on metal price assumptions\*, variable metallurgical recovery assumptions\*\*, mining costs, processing costs, general and administrative (G&A) costs, and variable NSR factors\*\*\*. Mining, processing, and G&A costs total US\$31/t for Open Pit Mining and US\$45/t for Underground Mining which includes assumptions for prices, recoveries, and payabilities. The CuEq cut-off grade 0.4% CuEq (OP) and 0.6% CuEq (UG) is calculated by dividing the costs by the Cu Factor and recoveries.

(\*) Metal price assumptions considered for the calculation of Metal Equivalent grades are: Gold (US\$/oz 1,900.00), Silver (US\$/oz 24.00), Copper (US\$/lb 4.50), Lead (US\$/lb 1.15) and Zinc (US\$/lb 1.50).

(\*\*) Cut-off grade calculations assume variable metallurgical recoveries as a function of grade and relative metal distribution. Average metallurgical recoveries are: Gold (35%), Silver (55%), Copper (70%), Lead (50%) and Zinc (77%).

(\*\*\*) Cut-off grade calculations and metal equivalencies assume variable CuEq factors as a function of smelting, transportation costs and royalties (3%).

(3) Open pit mineral resources are constrained within NPV optimized pits, which SRK based on assumed mining costs defined.

(4) Underground Mining resources represent all material below the proposed limiting pit shell which have been confirmed visually to form contiguous units with a minimum width of 2.5 x 2.5 x 1.25m.

(5) The resources were estimated by Benjamin Parsons, BSc, MSc Geology, MAusIMM (CP) #222568 of SRK, a Qualified Person.

### ***Environmental Studies and Permitting***

In accordance with Spanish regulations and within the European regulatory framework, the exploration activity, including drilling, doesn't need any environmental study. Exploration is not included on the "Appendix I" of the "Ley 7/2007, de 9 de julio, de Gestión Integrada de la Calidad Ambiental", which refers to activities that require a specific environmental study.

In Spain, the mining activity is transferred to the regional government. The Lomero Poyatos project, falls under the jurisdiction of the "Junta de Andalucía", which is the administrative institution that authorizes the exploration and drilling program activities.

All exploration activity needs a formal submission of the program to the administration prior to being completed, for which Alto is in compliance. The program designs are required to include a restoration plan, including what to do with the drilling platforms once drilling is completed. To date Alto has all the permits required by the mining administration to proceed with the exploration activities completed.

To date the activities completed by Alto have had a limited social impact. There are currently no regulations directly related to social impacts that limit exploration activities. Alto has been proactive and implemented a set of activities in order to promote local employment and social benefit in the area of influence of the project. The Company has a direct relationship with the municipalities in the area, the "Huelva Diputación" (which encompasses all the municipalities in the province) and the regional representatives of the province of Huelva.

It is the QP's opinion that the Company is continuing to consider Social, Environmental and Governance to an adequate level to support the current study, and by having systems in place which involve direct engagement with community and administration, definition of the required studies for future development can be completed with additional work. Denarius held the required permits to commence exploration activities in 2021, and SRK does not consider there to be any limitations to acquire further permits for future exploration activities. SRK considers that all other required permits will be addressed as part of the proposed project development.

### ***Conclusions and Recommendations***

Mr. Benjamin Parsons from SRK, is the author of this updated MRE for Lomero Poyatos. SRK considers the exploration data accumulated by Alto to be reliable and suitable for use in generating this updated Mineral Resource Statement. QA/QC protocols used by Alto identified an issue of low grades in the Phase 2 drilling during the Umpire laboratory check, which required re-assay of a significant portion of that phase within the identified mineralization. The results of the reanalysis were reviewed by SRK and deemed acceptable to update the database.

Since the initial Mineral Resource estimate on the Project in July 2022, Alto has completed the remaining drilling and sampling on Phase 2 infill and Phase 3 validation programs, with the effective cut-off date for the Mineral Resources on July 31, 2023. To date Alto has completed a total of 146 holes (44,228 m) which have been integrated into the current geological model and estimates.

All drilling has been completed using diamond hole drilling methods which are drilled from north to south at varying inclination, which were designed to intersect the shear zone at favorable intersection angles. SRK has undertaken a number of site inspections to the Project and considers the level of geological knowledge of the deposit to be sound. SRK considers the drilling and sampling protocols to be generally in line with industry best practice.

During the work program, SRK and the QP have used the available drilling information to complete the following key tasks:

- Imported and validated the drilling database from the Company's drilling programs, which have been integrated with the databases from historical explorers, for analysis;
- SRK has undertaken a number of site visits to establish an initial structural framework for the Lomero Poyatos Project using information from geological mapping and boreholes;
- Revised the Brittle Fault Model, using Seequent Leapfrog Geo by SRK with interpretation and observations from the Company's geological team;
- SRK developed a refined geological model using a simplified lithological model which reflects the new fault model;
- Undertaken an estimation domain analysis ("Exploration Data Analysis"), which identified key changes in data by sampling, or geological criteria. Based on this review, SRK has taken the decision to exclude selected holes from the historical drilling datasets from the estimation process, due to a lack of supporting information, but has used the logging information where possible to guide the geological and mineralization models;
- Definition of a mineralization model covering the following sub-domains:
  - Massive Sulfides
  - Semi Massive Sulfides
  - Stockwork
- The original samples have been coded assuming hard contacts between the three mineralization styles, which have been capped and composited appropriately following statistical analysis;
- The spatial continuity of the Au grades was examined with a variographic study;
- Created grade estimates for Au, Ag, Cu, Pb, Zn, Fe and S values using Seequent Leapfrog Edge, using both Inverse Distance (ID) and ordinary kriging (OK), with a nearest neighbor (NN) assessment completed for validation purposes;
- A two-pass estimation approach was used with the first pass having a search ellipsoid oriented to the variable shape of the center line of the estimation domain;
- A density review, which included the definition of three density values in the block model (average assigned values, regressed values, and estimated values) to test the sensitivity to the overall model with the final model being values being assigned via the regression method.

SRK, used the above process to define the updated Mineral Resource estimate with an effective date of July 31, 2023. Highlights of the updated MRE include:

- Indicated Mineral Resources comprise 7.73 Mt at 0.66% Cu, 1.03% Zn, 0.46% Pb, 25 g/t Ag and 2.27 g/t Au (1.91% CuEq) containing an estimated 51 kt Cu, 80 kt Zn, 36 kt Pb, 6.1 Moz Ag and 0.6 Moz Au.
- Inferred Mineral Resources comprise 3.45 Mt at 0.29% Cu, 1.18% Zn, 0.53% Pb, 22 g/t Ag and 1.86 g/t Au (1.46% CuEq) containing an estimated 10 kt Cu, 41 kt Zn, 18 kt Pb, 2.5 Moz Ag and 0.2 Moz Au.

SRK completed a comparison of the updated model to the previous NI43-101 reported Mineral Resource (July 2022). The most significant change in the updated MRE compared to the initial MRE prepared effective July 19, 2022 (after completion of the Phase 1 drilling campaign) has been an increase in the confidence in the geological model to include Indicated Mineral Resources. The Phase 2 and Phase 3 drilling campaigns have successfully converted approximately 73% of the initial inferred MRE to the Indicated Mineral Resources category. There have also been gains in both tonnage and grades for all metals reported since the initial MRE.

SRK attributes the differences primarily to a result of the infill drilling and improvements in the definition of the Massive Sulfide and Semi-Massive Sulfide units.

The differences resulting from changes in the pricing and recoveries is considered minimal as it resulted in a same cut-off grade being used in the 2023 model as the previous model. SRK notes there are minor changes to the parameters used in the metal equivalent calculations, but these are not deemed to be material.

Overall, the potential Mineral Resources using the limited Alto and CMR datasets are considered reasonable and could be considered in SRK opinion the basis for declaration for Mineral Resources following CIM guidelines. In terms of the current Mineral Resources and potential extensions, and the work completed to date, SRK would recommend Alto should consider the following:

- Assessment of potential different sulfides mineralization types should be completed. It is noted through visual inspection that the populations of copper and gold present different distributions within the MS. This might have potential impacts on metallurgical recoveries and should be investigated further.
- There is sufficient knowledge in the Project to advance to a preliminary economic assessment for the Project.
- The knowledge of the current deposit is considered reasonable but the potential for additional Exploration within the Properties and efforts should be made to test a number of identified potential targets along strike to the East and at depth below the current Mineral Resources.
- To date, the exploration focus has been on the known mineralization within the historical Lomero-Poyatos deposit. Exploration through field mapping and geophysics has indicated potential for additional exploration targets within the existing license and the recently acquired Palomarejo License to the west, which lies along strike and is a potential host for further mineralization. SRK recommends that while the focus switches to engineering level studies on the current mineral resources, that a wider exploration plan, including drilling of potential targets, is completed by Alto. Alto has budgeted approximately 6,000 m for exploration within the license with the main targets focused on Las Merina and Alianza areas of the permit, with the aim of increasing potential tonnages in future updates.
- Additional targets remain open at depth based on the geophysical studies completed to date; and The Palomarejo with the exploration permit granted for a period of 3 years, which is located along strike of the current mineralization and Mineral Resource.

## **6.2 Zancudo Project**

The following is the summary section, in its entirety, from the Zancudo PEA Report on the Zancudo Project prepared by Research Development Associates on behalf of the Corporation. Definitions contained in this section shall have the meanings ascribed to such definitions in the Zancudo PEA Report and may not match definitions used elsewhere in this AIF.

The Zancudo Report is available in its entirety on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and the Corporation's

website at [www.denariusmetals.com](http://www.denariusmetals.com). Readers should review it in its entirety for a full description of the Zancudo Project. For updates on the Zancudo Project, see “General Development of the Business – Three Year History.”

### **Mineral Resource Estimates**

Geostatistics and estimates of mineralization have an effective date of October 24, 2023. Industry accepted grade estimation techniques were used to develop global mineralization block models for the mineral deposit at Zancudo. The Mineral Resource estimate considers underground mining as the basis for the reasonable prospects of eventual economic extraction. The total Mineral Resource estimate for the Project is listed in Table 1-1 at a cutoff grade of 4.0 grams per tonnes of gold equivalent (4 g/t AuEq).

**Table 1-1 Zancudo Mineral Resource Estimate (“MRE”) Effective date October 24, 2023. QP Scott Wilson C.P.G**

| Inferred Mineral Resources                                     | Tonnes<br>(x1,000) | Au<br>g/t | Ag<br>g/t | AuEq<br>g/t | Au<br>Ounces<br>(x1,000) | Ag<br>Ounces<br>(x1,000) | AuEq<br>Ounces<br>(x1,000) |
|--|--------------------|-----------|-----------|-------------|--------------------------|--------------------------|----------------------------|
| <b>Au and Ag Mineral Resources<br/>Cutoff Grade 4 g/t AuEq</b> | 4,100              | 6.53      | 107       | 8.10        | 860                      | 14,090                   | 1,060                      |

1. Mineral Resources are classified as Inferred Mineral Resources, and are based on the 2014 CIM Definition Standards.
2. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. There is no certainty that all or any part of the mineral resources estimated will be converted into mineral reserves.
3. Mineral Resources are estimated using a gold selling price of US\$1,850/ounce and a silver selling price of US\$23/ounce.
4. Cutoff grade of 4 g/t AuEq is based on underground mining costs (US\$105/tonne), mill processing and concentrating (US\$42/tonne), G&A (US\$21/t) and royalties of 3.2%.
5. Numbers may not add up due to rounding.
6. The effective date of this Mineral Resource estimate is October 24, 2023.
7. The quantity and grade classified as Inferred Mineral Resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred Mineral Resources as Indicated or Measured Mineral Resources.
8. Gold Equivalent is calculated with the formula  $AuEq = (Au * Au\ Recovery\ (75\%) * AuPrice + Ag * Ag\ Recovery\ (80\%) * AgPrice) / (Au\ Recovery\ (75\%) * Au\ Price)$ .
9. The qualified person knows of no environmental, permitting, legal, title, taxation, socio-economic, marketing, political or other relevant factors that may materially affect the Mineral Resource estimates in the Zancudo PEA Report.

### **Preliminary Economic Assessment**

The summary of the current projected financial performance of Zancudo is listed in Table 1-2.

The Zancudo Project PEA is based on the above stated MRE. Over the approximately 10.3-year mine life, production from the mining and processing of approximately 3.5 million tonnes of material containing 899,000 gold equivalent ounces is expected to recover 683,000 payable gold equivalent ounces through the sale of approximately 636,000 tonnes of high-grade gold-silver concentrates. Recoveries to concentrates are expected to be 85% for gold and 87% from a 3-stage crushing circuit. Initial CAPEX costs are estimated at US\$14.8 million including a US\$2.0 million contingency. All-in sustaining costs are forecast to be US\$1,059 per ounce of payable gold on a by-product credit basis.

The Project incorporates local contract mining and is expected to stimulate the local economy, benefitting the Municipality of Titiribí and surrounding communities through direct and indirect employment at the Project.

At long-term gold and silver prices of US\$1,800 per ounce and US\$22 per ounce, respectively, total LOM undiscounted after-tax Project cash flow from mining operations amounts to US\$266.4 million. At a 5% discount rate, the net present value of the total LOM after-tax Project cash flow amounts to US\$206.3 million. The Project has an after-tax internal rate of return of 287% and payback in 2025.



**Table 1-2 Key Economic Results of the PEA**

| <b>Assumption / Results</b>   | <b>2023 PEA</b>   |
|---|-------------------|
| Total tonnes processed over the LOM                                   | <b>3,463,000</b>  |
| Total waste mined over the LOM  | <b>346,000</b>    |
| Gold grade mined – LOM average (g/t)                                  | <b>6.77</b>       |
| Silver grade mined – LOM average (g/t)                                | <b>106.13</b>     |
| Gold recovery – LOM average   | <b>85%</b>        |
| Silver recovery – LOM average   | <b>87%</b>        |
| Expected long-term gold price (US\$/oz)                               | <b>\$1,800</b>    |
| Expected long-term silver price (US\$/oz)                             | <b>\$22</b>       |
| Total gold production (payable ounces)                                | <b>575,514</b>    |
| Total silver production (payable ounces)                              | <b>8,809,108</b>  |
| LOM net revenue, after refining and treatment charges (US\$ millions) | <b>\$1,021.3</b>  |
| Initial capital costs (US\$ millions) (Table 1-3)                     | <b>\$14.8</b>     |
| Sustaining capital costs (US\$ millions)                              | <b>\$5.2</b>      |
| LOM operating costs and royalties (US\$ millions) (Table 1-4)         | <b>\$589.7</b>    |
| LOM cash cost per ounce of gold (US\$) (Table 1-4)                    | <b>\$1,050</b>    |
| LOM AISC per ounce of gold (US\$) (Table 1-4)                         | <b>\$1,059</b>    |
| Mine Life   | <b>10.3 Years</b> |
| Average LOM process rate (tpd)  | <b>925</b>        |
| After-tax undiscounted LOM Project Cash Flow (US\$ millions)          | <b>\$266.4</b>    |
| After-Tax NPV (5% discount) (US\$ millions)                           | <b>\$206.3</b>    |
| After-Tax IRR   | <b>287%</b>       |
| Payback Period  | <b>1.2 Years</b>  |

**This preliminary economic assessment is preliminary in nature, and there is no certainty that the reported results will be realized. The Mineral Resource estimate used for the PEA includes Inferred Mineral Resources which are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves, and there is no certainty that the projected economic performance will be realized. The basis of the PEA is to demonstrate the economic viability of the Zancudo Mine, and the results are only intended as an initial, first-pass review of the Project economics based on preliminary information. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. There is no certainty that all or any part of the mineral resources estimated will be converted into mineral reserves.**

### ***Capital Costs and Operating Costs***

Capital costs are summarized in Table 1-3 and operating costs are summarized in Table 1-4. The estimated capital costs to bring the Project into operation in 2024 are based on an underground mining operation utilizing local contract mining. The local mine contractor is responsible for capital and operating development within the underground mine and will be compensated for such work through its mine operating contract with the Company. After an initial ramp up period, mineralized material will be processed at a rate of 365,000 tonnes per year in a conventional three-stage crushing and milling plant which will produce a saleable gold-silver concentrate.

The initial capital expenditure for the construction period (which commenced in mid-2023) is estimated at US\$14.8 million, which includes US\$2.0 million in contingency costs. An additional US\$4.2 million is

estimated for sustaining capital, principally associated with the crushing and milling facilities, over the LOM. The Company has also included US\$1.0 million of expenditures in the first year of the LOM for a 10,000 metre exploration drilling campaign split between infill drilling and step-out drilling aimed to extend the current mineralization in the northern and central areas of the deposit.

Capital cost estimates are based on industry standards and were developed using quotes provided by mining contractors and specialists experienced in mining development in Colombia.

**Table 1-3 Capital Cost Estimates for the Project**

| <b>Initial Capital Costs</b>   | <b>Costs (US\$)</b> |
|--|---------------------|
| Mine access rehabilitation (initial work excluded from mine contractor responsibility) | 29,000              |
| Access road  | 2,492,000           |
| Crushing plant   | 752,000             |
| Crushing plant electrical  | 806,000             |
| Civil works  | 325,000             |
| Processing plant   | 5,284,000           |
| Tailings storage facility  | 1,000,000           |
| Permitting   | 408,000             |
| Indirect costs   | 1,200,000           |
| Owner's costs, including lab and other site infrastructure                             | 500,000             |
| <b>Total initial capital costs before contingency</b>                                  | <b>12,796,000</b>   |
| Contingency  | 2,000,000           |
| <b>Total initial capital costs</b>   | <b>14,796,000</b>   |

**Table 1-4 PEA Operating Costs**

| <b>Operating Costs</b>                     | <b>LOM (US\$M)</b> | <b>Per Oz Au (US\$)</b> |
|--|--------------------|-------------------------|
| Mining                                     | 435.1              | 756                     |
| Processing                                 | 57.6               | 100                     |
| Site administration and social programs    | 16.1               | 28                      |
| Shipping and port handling                 | 31.4               | 55                      |
| Royalties                                  | 49.6               | 86                      |
| <b>Total operating costs and royalties</b> | <b>589.7</b>       | <b>1,025</b>            |
| Refining and treatment charges             | 208.4              | 362                     |
| Less: silver by-product credits            | (193.8)            | (337)                   |
| <b>Total cash costs</b>                    | <b>604.3</b>       | <b>1,050</b>            |
| Sustaining capital and exploration         | 5.2                | 9                       |
| <b>All-in sustaining costs</b>             | <b>609.5</b>       | <b>1,059</b>            |

## LOM Operating and Financial Data

A summary of the operating and financial metrics over the mine life of the Project is summarized in Table 1-5 below.

**Table 1-5: Operating and Financial Metrics**

| Year                | Production <sup>(3)</sup> |        | Net Revenue <sup>(4)</sup> | Operating Costs & Royalties | Operating Cash Flow <sup>(5)</sup> | Sustaining Capex | Initial Capex | Project Cash Flow | AISC <sup>(6)</sup> |
|---------------------|---------------------------|--------|----------------------------|-----------------------------|------------------------------------|------------------|---------------|-------------------|---------------------|
|                     | Gold                      | Silver |                            |                             |                                    |                  |               |                   |                     |
|                     | Kozs                      |        | US\$ Millions              |                             |                                    |                  |               |                   | Per Oz              |
| 2023                | -                         | -      | -                          | -                           | -                                  | -                | 6.2           | (6.2)             | N/A                 |
| 2024 <sup>(2)</sup> | 34                        | 167    | 61.2                       | 33.8                        | 12.5                               | 0.2              | 8.6           | 3.7               | 1,007               |
| 2025                | 76                        | 1,118  | 132.3                      | 75.5                        | 37.3                               | 1.4              | -             | 35.9              | 1,067               |
| 2026                | 75                        | 1,104  | 130.5                      | 74.6                        | 37.7                               | 0.5              | -             | 37.2              | 1,058               |
| 2027                | 66                        | 990    | 116.3                      | 67.3                        | 32.5                               | 0.5              | -             | 32.0              | 1,070               |
| 2028                | 62                        | 932    | 109.3                      | 63.7                        | 30.4                               | 0.5              | -             | 29.9              | 1,078               |
| 2029                | 60                        | 956    | 105.7                      | 61.3                        | 29.7                               | 0.5              | -             | 29.2              | 1,062               |
| 2030                | 57                        | 977    | 102.7                      | 59.2                        | 29.0                               | 0.5              | -             | 28.5              | 1,047               |
| 2031                | 54                        | 948    | 97.5                       | 56.3                        | 28.2                               | 0.5              | -             | 27.7              | 1,046               |
| 2032                | 45                        | 797    | 81.7                       | 48.5                        | 22.4                               | 0.5              | -             | 21.9              | 1,076               |
| 2033                | 45                        | 795    | 81.5                       | 48.0                        | 22.3                               | 0.1              | -             | 22.2              | 1,059               |
| 2034 <sup>(7)</sup> | 2                         | 25     | 2.6                        | 1.5                         | 4.4                                | -                | -             | 4.4               | 1,027               |
| Total               | 576                       | 8,809  | 1,021.3                    | 589.7                       | 286.4                              | 5.2              | 14.8          | 266.4             | 1,059               |

Notes:

1. All figures are rounded to reflect the relative accuracy of the estimate.
2. Includes production and cash flow from early-stage mining operations and sale of run-of-mine ("ROM") material during the construction period. Processing plant operations and sale of gold-silver concentrates expected to commence November 1, 2024.
3. Production represents payable gold and silver from the sale of ROM material and concentrates.
4. Net revenue is based on spot gold and silver prices of US\$1,800 and US\$22 per ounce, respectively, and is shown net of refining and treatment charges. Refer to Table 1-4.
5. Operating cash flow is shown after working capital adjustments and income taxes. Refer to Table 1-5.
6. All-In Sustaining Cost ("AISC") is a non-IFRS measure and is calculated on a by-product credit basis by deducting revenue from silver production from the sum of operating costs and royalties, refining and treatment charges and sustaining capex, divided by the number of gold ounces produced. Ending January 31, 2034.
7. Please see "Cautionary Statement on PEA and Use of Inferred Resources" below for the limitations, explanations and cautionary language on the use of the PEA.

## Property Descriptions and Ownership

The Zancudo Project is a gold and silver deposit located in the Municipality of Titiribí, Department of Antioquia, Republic of Colombia. Zancudo is approximately 30 kilometres (km) southwest of the city of Medellin, the capital of the Department of Antioquia. Zancudo is wholly owned by Denarius.

The Project has a long mining history, but the most recent underground mining activity has not occurred since 1993. Between 1993 and 2010, Consorcio de Inversionistas, C.D.I., S.A. (CDI), built a small pilot plant (120 tonnes per day (t/d)) to process historical waste dumps at Sitio Viejo in 1994, and rehabilitated the historical Independencia, La Matilde and El Castaño mines. In the 2000's, Proyecto Sabaletas S.A.S. (Mineros S.A.) who took ownership of the operation re-processed 70,000 tonnes (t) of scoria dumps at Sabaletas to produce gold (Au) and silver (Ag), and between 2009 and 2013 reportedly re-processed 135,407 t of dumps at Sitio Viejo to produce Au and Ag.

In 2010, Gran Colombia Gold Corp (Gran Colombia), took ownership from CDI of the Project and began systematic exploration. Between 2011 and 2012, a series of drilling programs were completed to confirm the mineralization around the existing mining areas. In 2017 through 2020, IAMGOLD Corporation ("IAMGOLD") optioned the Project from Gran Colombia with the First Option for six years for 65% and a Second Option for three more years for 70%. Under the option agreement dated 27 February 2017, the

property was explored by IAMGOLD Sucursal Colombia (IAMGOLD Colombia), a branch of IAMGOLD, a company registered in Ontario. The agreement allowed IAMGOLD Colombia to earn an initial 65% interest (the First Option) in the Zancudo Project by making exploration expenditures of US\$10 million (M) over six years, subject to meeting specified annual work commitments during this period. The start of the option and Anniversary Date for the annual work commitments was August 3, 2017, the date that the drilling permits were obtained. In addition, the First Option required that IAMGOLD Colombia define total NI 43-101 measured, indicated and inferred mineral resources of at least 500,000 ounces (oz) of Gold Equivalent (AuEq) (defined as the amount of gold plus the amount of silver multiplied by the projected silver recovery to gold recovery divided by 60) and complete a NI 43-101 Preliminary Economic Assessment (PEA) between years five and six. IAMGOLD Colombia completed approximately 26,000 m of drilling under the First Option but exited the agreement in 2022 due to factors unrelated to the Project.

On February 19, 2021, pursuant to a November 2020 definitive Share Purchase Agreement (“SPA”) with Gran Colombia, ESV Resources Ltd. (ESV) acquired the Zancudo Project by issuing 27,000,000 common shares to Gran Colombia. Concurrently, in February 2021, upon completion of an RTO transaction, ESV was renamed Denarius Silver Corp. (TSXV: DSLV) and then on February 1, 2022, Denarius Silver changed its name to Denarius Metals.

### ***Geology and Mineralization***

The Zancudo Project is located on the western side of the Central Cordillera of the Colombian Andes, which is separated from the Western Cordillera to the west by the Cauca River. The Zancudo deposit lies within the Romeral terrane, an oceanic terrane comprising metamorphosed mafic to ultramafic complexes, ophiolite sequences and oceanic sediments of probable Late Jurassic to Early Cretaceous age. The Romeral terrane is partially covered by continental sediments of the Oligocene to Lower Miocene age called the Amagá Formation, comprising conglomerates, sandstones, shales, and coal seams. The Titiribí porphyry of Late Miocene age intrudes the Arquía Complex schists and Amagá Formation sedimentary rocks. Gold mineralization is related to the emplacement of porphyry stocks.

The host rocks to gold mineralization are schists of the Arquía Complex, sedimentary rocks of the Amagá Formation, and the Late Miocene andesite porphyry intrusions. The sediments have been folded into several synclines cut by high angle reverse faults with a strike of N10-20°W and a steep dip of 50° to 70° east.

Mineralization at Zancudo occurs in multiple stacked mantos and steeper structures exploited over a strike length of 3,500 metres (m). The known vertical extent of mineralization is approximately 400 m.

Structure formation is related to WNW to NW-SE oriented compression that reactivated earlier fault and probable thrust imbricate structures as sinistral transpressional shear zones. Low angle stacked mantos formed as reverse faults in the footwall of the Santa Catalina structure.

The structures have early-stage base metal sulfides (pyrite, sphalerite, galena, arsenopyrite) infilled by quartz or quartz-carbonate gangue, with banded textures that are typical of epithermal veins. The structure minerals, in order of decreasing abundance, are pyrite, galena, arsenopyrite, sphalerite, silver-sulfosalts, bournonite, boulangerite and jamesonite, with minor chalcopyrite, pyrrhotite, native gold or electrum, and native silver. The gangue minerals are quartz, calcite and clay minerals. The clay minerals identified are kaolinite, muscovite and sericite. Wall rock alteration is sericite, carbonate and disseminated sulfides.

### ***QAQC Procedures***

Quality assurance and quality control (QAQC) procedures are established for the drilling campaigns at Zancudo. Procedures include submission of standards, blanks, duplicates, and second laboratory checks. In general, the results of the QA/QC controls inserted during the different campaigns are acceptable and the failures have been managed with the laboratories, including the re-assaying of samples of batches with failures in standards, review of contamination with laboratories and communication with the laboratories. Sample preparation and storage is deemed to be up to industry standards and within expectations. Sample preparation and handling is considered good with the vast majority of QA/QC data submitted performs

within tolerance limits.

In the opinion of the QP, the methods employed for sampling preparation, security, analytical procedures, and QA/QC protocols are in line with the industry's best practices and are satisfactory.

### **Data Verification**

The professionals responsible for the validation of the mineral resource estimate (SRK, 2023) completed a phased approach to the data validation on the digital sample database supplied by the Company, which included but was not limited to the following:

- Complete a meeting with a senior geologist in charge of the database to review the processes used to log, store and extract data from the central Access database during the site inspection.
- Search for sample overlaps or significant gaps in the interval tables, duplicate or absent samples, errors in the length field, anomalous assays and survey results. The Company's geological team was notified of any issues that required correction or further investigation. No material issues were noted in the final sample database.
- Currently, there is not a three-dimensional (3D) volume to accurately reflect the previous mining activity which still remains a risk. The QP has accounted for this by generating a buffer around the digitized polylines reflecting the underground developed as known. Grade estimates are sterilized within 5m of all digitized underground.
- Undertook a review of assay certificates to extracts supplied from the Access database.

There was no limitation placed on the qualified person for data verification. It is the opinion of the QP responsible for the preparation of the Zancudo PEA Report that the data used to support the conclusions presented here are adequate for the purposes of defining the current geological model and associated mineral resource estimates.

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

The Zancudo deposit has undergone limited metallurgical test work in the past. In 2012-13, Terra Mineralogical Services, using 22 core samples, conducted a predictive metallurgical study using scanning electron microscope SEM-EDS scans of polished thin sections to help determine gold deportment and metallurgical response. Initial results of the study indicated gravity extraction followed by regrind and whole ore cyanidation may be an efficient and economic extractive method for Zancudo gold-silver mineralization types. After additional metallurgical test work it was determined that the initial assessment was invalid for the global Zancudo deposit, and a simpler gravity and flotation flow sheet was selected.

Zancudo hired SGS Laboratories in Lima, Peru, to test three composite samples from different mineralogical structures (Santa Catalina, Manto Antiguo, and La Miel) and evaluate the metallurgical performance of the deposit. The tests included mineralogy, grinding kinetics, gravity, rougher/cleaner flotation, and diagnostic leaching to estimate the gold and silver recoveries.

The test samples received by SGS were graded and quantified as shown in Table 1-6. The gold content of each sample varied from 0.44 g/t to 22.36 g/t, while the silver content of each sample varied from 1.4 g/t to 788 g/t. A notable observation is that the arsenic content ranged from 153 ppm to 53,421 ppm.

**Table 1-6 Metallurgical Test Composites**

| Structure      | Metallurgical Sample | Number of Samples | Weight (kilograms (kg)) | Assayed Au (g/t) | Assayed Ag (ppm) | Assayed As (ppm) |
|----------------|----------------------|-------------------|-------------------------|------------------|------------------|------------------|
| Santa Catalina | ZM-01M               | 16.00             | 35.2                    | 2.23             | 58.67            | 3,855            |
| Manto Antiguo  | ZM-02M               | 26.00             | 53.0                    | 6.15             | 166.60           | 14,299           |
| La Miel        | ZM-03M               | 16.00             | 43.9                    | 2.15             | 21.12            | 6,173            |

Source: Denarius 2023

## Gravity

A two-stage gravity concentration test using a centrifugal Falcon concentrator was used to conduct tests on a 10 kg sample of each composite. The sample was ground to P80 of 212µm and fed to the concentrator. The concentrate was collected, and the tailings from the first stage were reprocessed in the concentrator. The concentrate from both stages was assayed and used to estimate the total gravity recovery. The recovery results for gold and silver are shown in Table 1-7.

**Table 1-7 Gravity Test Results**

| Structure      | Metallurgical Sample | Gravity Recovery (%) Au | Gravity Grade (g/t) Au | Gravity Recovery (%) Ag | Gravity Grade (g/t) Ag |
|----------------|----------------------|-------------------------|------------------------|-------------------------|------------------------|
| Santa Catalina | ZM-01M               | 19.0                    | 15.1                   | 7.99                    | 155                    |
| Manto Antiguo  | ZM-02M               | 23.2                    | 60.3                   | 4.6                     | 281                    |
| La Miel        | ZM-03M               | 19.6                    | 15.4                   | 9.4                     | 76.7                   |

Source: Denarius 2023

## Flotation

To optimize the flotation response and achieve the highest precious metal recovery, while minimizing mass pull, a series of tests were performed on three different composites.

**Table 1-8 Initial Metallurgical Rougher Flotation Test Composite Recovery Results**

| Structure      | Metallurgical Sample | Au Recovery (%) | Conc Grade Au(g/t) | Program Test Number | Ag Recovery (%) | Conc Grade Ag(g/t) | Program Test Number |
|----------------|----------------------|-----------------|--------------------|---------------------|-----------------|--------------------|---------------------|
| Santa Catalina | ZM-01M               | 75.8            | 7.7                | 15B                 | 88.1            | 240                | 15B                 |
| Manto Antiguo  | ZM-02M               | 82.5            | 28.5               | 24B                 | 86.8            | 681                | 24B                 |
| La Miel        | ZM-03M               | 85.0            | 13                 | 20                  | 88.4            | 135                | 13F                 |

Source: Denarius 2023

Table 1-9 summarizes the gravity and flotation results for ZM-02M, which had 86.6% gold recovery and 87.4% silver recovery.

**Table 1-9: Gravity and flotation results for ZM-02M, which had 86.6% gold recovery and 87.4% silver recovery**

|             | Gravity Recovery (%) | Gravity Grade (g/t) | Flotation Recovery (%) | Flotation Grade (g/t) | Overall Recovery (%) | Overall Grade (g/t) |
|-------------|----------------------|---------------------|------------------------|-----------------------|----------------------|---------------------|
| Gold (Au)   | 23.2                 | 60.3                | 82.5                   | 28.5                  | 86.6                 | 32.8                |
| Silver (Ag) | 4.6                  | 281.2               | 86.8                   | 680.9                 | 87.4                 | 626.5               |

Source: Denarius 2023

## Mining Method

Mineralization at Zancudo occurs in several near vertical veins and flat lying structures under mountainous terrain. The identified mineralization contains five steeply dipping veins and four flat lying structures (mantos). The mine plan anticipates vein extraction by utilizing a modified overhand sublevel rescue method; whereas the mantos will be exploited in a horizontal room and pillar rescue method. Both methods are applicable to the mineralization orientation resulting in high selectivity to reduce dilution. All development is designed and scheduled to achieve a 1,000 tonne per day production profile prioritizing higher grade mineralized zones.

## Recovery Methods

The envisioned process method for Zancudo consists of crushing, grinding, gravity separation, froth flotation and liquid solid separation via thickening and filtration to produce a precious metal rich bulk sulfide

concentrate. Major design goals of the process are a daily production rate of 1,000 tpd at a nominal feed grade of 6.15 ppm Au and 166.6 ppm Ag. Precious metal recoveries are expected to be 85 % and 87 % for gold and silver respectively using gravity concentration followed by flotation.

### ***Environmental Studies and Permitting***

Denarius holds the required permits to continue exploration activities on the Project. To date, the exploration activities completed by Denarius and the previous owners have had a limited social impact. There are currently no regulations directly related to social impacts that limit exploration activities. Denarius has been proactive and has implemented a set of activities in order to promote local employment and social benefit in the area of influence of the project.

There are no known historical environmental liabilities for the Project.

### ***Current Exploration and Development***

Gran Colombia and IAMGOLD carried out systematic exploration of the Zancudo Project from 2011 through 2022, mainly by mapping and geochemistry on surface and underground in old mine workings. As of the effective date of the Zancudo PEA Report, the latest exploration was completed by IAMGOLD, mainly focused on drilling. Previous exploration included deposit scale mapping, geochemical (soil and stream sediment) sampling, rock chip sampling, and mapping and channel sampling of select locations from historical mined areas.

All drilling completed on the Project to date has been completed by CDI, Gran Colombia and IAMGOLD. A total of 40,099.70 m of diamond drilling (DD) in 149 holes has been carried out at the Zancudo Project, including 33 underground holes drilled in the Independencia Mine. Denarius has not carried out any drilling on the Zancudo Project since completion of the IAMGOLD drilling program. The results of the drilling are sufficient to interpret the key structural controls on the deposit, including a number of mineralized domains which can be connected both along strike and down dip in the case of the vein material.

The Company's most recent exploration work has focused on re-establishing access to the historical underground operations and further validation of geological model. This recent validation work resulted in a better interpretation of the geological model. The interpretation consists of an upper unit of steeply dipping structures interpreted as veins and stacked mantos style mineralization over a known strike length of approximately 2.5 km with a vertical extent of over 650 m from surface. Drilling intersections are considered reasonable to provide confidence to the modeled domains, with further validation including review of core photography, used to validate the revised model. The main structures that have been identified during geological logging and in conjunction with the assay information are:

- Manto Antiguo
- Manto Antiguo Upper
- Manto Antiguo Lower
- Manto Inferior
- Miel Vein
- Santa Catalina Vein
- Porvenir Vein
- Panal Vein
- Ortiz A Vein
- Ortiz B Vein

It is the opinion of the QP responsible for the preparation of the Zancudo PEA Report that the data used to support the conclusions presented here are adequate for the purposes of the mineral resource estimates.

## Conclusions

Estimated Mineral Resources were assumed to be conventionally mined and processed with a conventional process facility to produce a gold and silver concentrate that would be shipped to an external refinery. The Zancudo Project is expected to yield an after-tax undiscounted LOM net cash flow of US\$266.4 million, and an NPV of US\$206.3 million, US\$179.2 million and US\$163.9 million at a discount rate of 5%, 8% and 10% per year respectively.

Based on the assumptions of this PEA, the report suggests that the Project could be put into production and return capital investments within 1.2 years of startup.

In terms of the current Mineral Resources and potential extensions, and the work completed to date, the QP is recommending the following work program:

- The current drill spacing does not statistically support Indicated Mineral Resource in terms of understanding of the shorter scale grade variability, so a series of infill drilling is recommended to increase the confidence in the estimates.
- Additional underground sampling of mineralized faces is also recommended using protocols which ensure sample representativity via pre-cut channels at the equivalent sample support as drilling.
- It is estimated that the next drilling campaign will be in the order of 10,500 m split between infill drilling and attempts to extend the current mineralization in the northern areas of the Project (Figure 26-1).
- Investigate options for improved confidence in the underground mine surveys once access is available.
- On-going validation of the density studies should be completed and with additional routine sampling further analysis of estimates versus regressed assignment of density in future models will need to be completed.

Recommend work program costs are summarized in Table 1-10.

**Table 1-10 Recommended work program for Zancudo mineral resource development**

| Type of Work         | Description   | Cost                 |
|----------------------|---|----------------------|
| Exploration Drilling | In-fill drilling to convert some of the Inferred Resources to Indicated within Area A and to confirm grade continuity within Area B (Figure 26-1), aimed to improve the geological confidence to a sufficient level to define Mineral Resources outside the estimated blocks. | US\$1,200,000        |
| Study                | Complete and update Mineral Resource Estimate   | US\$75,000           |
| <b>Subtotal</b>      |   | <b>US\$1,275,000</b> |
| Contingency          | Monte Carlo Simulation suggests there is a 55% probability the program will exceed \$1,275,000. A contingency of 14% has been added to the work program budget.   | <b>US\$177,000</b>   |
| <b>Total</b>         |   | <b>US\$1,452,000</b> |

The QP has not recommended successive phases.

## ITEM 7. DIVIDENDS AND DISTRIBUTIONS

As at the date of this AIF, the Corporation has neither declared nor paid any dividends or distributions on its outstanding shares. The Corporation intends to retain any future earnings to finance the exploration and development of its properties, and accordingly, does not anticipate paying any dividends in the foreseeable future. Any decision to pay dividends on any outstanding shares in the future will be made by the Board on the basis of earnings, financial requirements and other conditions existing at such time. The Corporation currently has no dividend or distribution policy.



## **ITEM 8. DESCRIPTION OF CAPITAL STRUCTURE**

The authorized share capital of the Corporation consists of an unlimited number of Common Shares without par value and 10,000,000 preferred shares with a par value of \$1.00 (the "**Preferred Shares**"). As at the date of this AIF, the Corporation has issued and outstanding: (i) 63,391,752 Common Shares; (ii) nil Preferred Shares; (iii) 6,197,500 incentive stock options (the "**Stock Options**", each a "**Stock Option**"), with each such Stock Option exercisable for one Common Share; (iv) 75,000,000 listed Common Share purchase warrants (the "**Warrants**"), with ten such Warrants exercisable for one Common Share; (v) 803,700 unlisted Warrants, with ten such Warrants exercisable for one Common Share (vi) 23,919,416 Rights Offering Warrants; (vii) 18,699,125 Private Placement Warrants; and (viii) 20,532,000 Debentures .

To the Corporation's knowledge, none of the Corporation's securities, are subject to a contractual restriction on transfer.

The following is a summary of the material provisions attaching to the Common Shares, Preferred Shares, Stock Options, Warrants, Rights Offering Warrants, Private Placement Warrants and Debentures.

### ***Common Shares***

Holders of Common Shares are entitled to receive notice of any meeting of shareholders of the Corporation, to attend and to cast one vote per share at such meetings. Holders of Common Shares are also entitled to receive on a pro-rata basis such dividends, if any, as and when declared by the Board at its discretion from funds legally available therefor and upon the liquidation, dissolution, or winding up of the Corporation are entitled to receive on a pro-rata basis, the net assets of the Corporation after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions, and conditions attaching to any other series or class of shares ranking senior in priority. Common Shares do not carry any pre-emptive, subscription, redemption, or conversion rights.

### ***Preferred Shares***

Holders of Preferred Shares shall be entitled, on the distribution of assets of the Corporation on the liquidation, dissolution or winding-up of the Corporation, whether voluntary or non-voluntary, or on any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, to receive, before any distribution shall be made to holders of Common Shares the amount paid up with respect to each Preferred Share held by each holder, together with the fixed premium, if any, thereon, all accrued and unpaid dividends, if any and all declared and unpaid non-cumulative dividends, if any. After such payments are made to holders of Preferred Shares they shall not be entitled to share in any further distribution of the property or assets of the Corporation except as specifically provided. Except for such rights relating to the election of directors on a default in payment of dividends, as may be attached to any series of Preferred Shares by the directors required or as provided by the BCBCA, holders of Preferred Shares shall not be entitled to receive notice of, or attend or vote at, any general meeting of the shareholders of the Corporation.

Currently, the Corporation has no issued and outstanding Preferred Shares or plans to issue any such shares.

### ***Stock Options***

The Corporation has a stock option plan (the "**Plan**") pursuant to which the Board may grant Stock Options to directors, officers, employees and consultants of the Corporation and its subsidiaries exercisable for of up to a maximum of 10% of the issued and outstanding Common Shares, on a rolling basis, at the time of grant. Every Stock Option granted has an expiry date not exceeding 10 years from the date of grant.

As of the date of this AIF, the Corporation had the following Stock Options outstanding:

| <b>Grant Date</b> | <b>Expiry Date</b> | <b>Exercise Price</b> | <b>Number of Stock Options Outstanding</b> |
|-------------------|--------------------|-----------------------|--|
| August 27, 2020   | August 27, 2030    | \$1.00                | 127,500                                    |
| February 19, 2021 | June 7, 2024       | \$4.50                | 90,000                                     |
| February 19, 2021 | February 19, 2031  | \$4.50                | 490,000                                    |
| June 30, 2021     | June 7, 2024       | \$4.45                | 115,000                                    |
| June 30, 2021     | June 30, 2026      | \$4.45                | 515,000                                    |
| November 22, 2021 | November 22, 2026  | \$6.50                | 260,000                                    |
| May 3, 2023       | December 28, 2024  | \$0.52                | 200,000                                    |
| May 3, 2023       | May 3, 2028        | \$0.52                | 4,000,000                                  |
| July 25, 2023     | July 25, 2026      | \$0.55                | 200,000                                    |
| February 8, 2024  | February 8, 2029   | \$0.59                | 200,000                                    |
|                   |                    | <b>Total</b>          | <b>6,197,500</b>                           |

### ***Warrants***

In connection with the March 2021 Financing, a total of 75,803,700 Warrants were issued and remain outstanding. Following the 2022 Consolidation, the Warrants are exercisable into a total of 7,580,370 Common Shares. Following the 2022 Consolidation, ten Warrants are exercisable into one Common Share at an equivalent price of \$8.00 per Common Share until March 17, 2026. The Warrants were listed for trading on the TSXV and commenced trading under the symbol “DSL.V.WT” on July 23, 2021. The Warrants were de-listed from the TSXV on March 26, 2024 and began trading on Cboe Canada under the symbol “DSL.V.WT” on March 27, 2024. The Warrants began trading on Cboe Canada under the symbol “DMET.WT” on April 3, 2024. The Warrants are subject to, and the Warrant certificates contain provisions for, adjustment to the exercise price and the number of Common Shares issuable upon the exercise of the Warrants, including the amount and kind of securities or other property issuable upon exercise, upon the occurrence of certain stated events, including any subdivision or consolidation of the Common Shares, certain distributions of the Common Shares or securities exchangeable for or convertible into Common Shares, certain offerings of rights, options or warrants and certain capital reorganizations. The adjustments provided for in the Warrant certificates are cumulative and shall be made successively whenever an event that triggers such adjustments occurs, subject to certain conditions.

### ***Rights Offering Warrants***

In connection with the Rights Offering, a total of 23,920,916 Rights Offering Warrants were issued and there are 23,919,416 Rights Offering Warrants outstanding. Each Rights Offering Warrant is exercisable into one Common Share at a price of \$0.60 per share until March 2, 2026. The Rights Offering Warrants are subject to, and the Rights Offering Warrant certificates contain provisions for, adjustment to the exercise price and number of Common Shares issuable upon the exercise of the Rights Offering Warrants, including the amount and kind of securities or other property issuable upon exercise, upon the occurrence of certain stated events, including any subdivision or consolidation of the Common Shares, certain distributions of the Common Shares or securities exchangeable for or convertible into Common Shares, certain offerings of rights, options or warrants and certain capital reorganizations. The adjustments provided for in the Warrant certificates are cumulative and shall be made successively whenever an event that triggers such adjustments occurs, subject to certain conditions.

### ***Private Placement Warrants***

In connection with the Private Placement, a total of 18,699,125 Private Placement Warrants were issued and are outstanding. Each Private Placement Warrant is exercisable into one Common Share at a price of \$0.60 per share until April 4, 2026. The Private Placement Warrants are subject to, and the Private Placement Warrant certificates contain provisions for, adjustment to the exercise price and number of Common Shares issuable upon the exercise of the Private Placement Warrants, including the amount and

kind of securities or other property issuable upon exercise, upon the occurrence of certain stated events, including any subdivision or consolidation of the Common Shares, certain distributions of the Common Shares or securities exchangeable for or convertible into Common Shares, certain offerings of rights, options or warrants and certain capital reorganizations. The adjustments provided for in the Warrant certificates are cumulative and shall be made successively whenever an event that triggers such adjustments occurs, subject to certain conditions.

## ***Debentures***

In connection with the Convertible Debentures Offering, a total of 20,632,000 Debentures were issued and 20,532,000 are outstanding. The key terms of the Debentures include: (i) the Debentures are issuable at a price of \$1.00 per Debenture (the “**Principal Amount**”); (ii) the Debentures are non-callable and mature and become payable in full on October 19, 2028, unless otherwise converted, prepaid or accelerated in accordance with their terms; (iii) the Debentures bear interest at 12% per annum, paid monthly in equal installments in cash; (iv) the Corporation will pay interest only during the first year of the term of the Debentures while the Zancudo Project construction is being completed. A portion of the gross proceeds has been set aside in escrow to fund the monthly interest payments during the first 12 months; (v) commencing in the second year of the term of the Debentures, the Corporation will pay a Gold Premium on the Principal Amount of the Debentures in cash. The Gold Premium will be paid at the end of each quarter starting January 31, 2025. The Gold Premium will be calculated as a percentage equal to 25% of (a) the amount, if any, by which the London P.M. Fix on the quarterly measurement date exceeds US\$1,800 per ounce of gold (the “**Floor Price**”) divided by (b) the Floor Price; (vi) at any time prior to Maturity, the Debentures will be convertible at a holder’s option into Common Shares at a conversion price of \$0.45 per share; and (vii) the Debentures represent senior unsecured obligations of the Corporation, ranking pari passu in right of payment with all other current and future unsecured debt of the Corporation and subordinated in right of payment, to all current and future secured debt and other liabilities of the Corporation, and senior in right of payment to any future debt and other liabilities of the Corporation that are expressly subordinated to the Debentures.

The Debentures were listed for trading on Cboe Canada on March 4, 2024 under the symbol “DSL.V.DB.” The Debentures began trading on Cboe Canada under the symbol “DMET.DB” on April 3, 2024.

## **ITEM 9. MARKET FOR SECURITIES**

### **9.1 Trading Price and Volume**

#### ***Common Shares***

The Corporation’s Common Shares are currently listed for trading on Cboe Canada under the symbol “DMET” and on the OTC Markets Group Pink Open Market under the symbol “DNRSF”.

The following table sets forth the high and low prices and the total monthly volume of the Common Shares on the TSXV and Cboe Canada for the period indicated during the Corporation most recently completed fiscal year (December 31, 2023) and from January 1, 2024 through April 24, 2024.

| Month              | Price Range |        | Monthly Trading Volume |
|--------------------|-------------|--------|------------------------|
|                    | High \$     | Low \$ |                        |
| April 1 – 17, 2024 | 0.82        | 0.52   | 591,783                |
| March 2024         | 0.83        | 0.58   | 837,313                |
| February 2024      | 0.62        | 0.50   | 131,610                |
| January 2024       | 0.63        | 0.53   | 344,397                |
| December 2023      | 0.57        | 0.345  | 819,420                |
| November 2023      | 0.45        | 0.305  | 355,035                |
| October 2023       | 0.40        | 0.33   | 200,978                |
| September 2023     | 0.51        | 0.36   | 439,990                |
| August 2023        | 0.53        | 0.40   | 1,718,206              |
| July 2023          | 0.56        | 0.465  | 98,299                 |
| June 2023          | 0.59        | 0.475  | 381,075                |
| May 2023           | 0.54        | 0.425  | 507,981                |
| April 2023         | 0.58        | 0.40   | 1,540,268              |
| March 2023         | 0.53        | 0.38   | 1,009,856              |
| February 2023      | 0.45        | 0.39   | 385,915                |
| January 2023       | 0.56        | 0.44   | 261,648                |

Source: Yahoo Finance

## Warrants

The Corporation's Warrants are currently listed for trading on Cboe Canada under the symbol "DMET.WT".

The following table sets forth the high and low prices and the total monthly volume of the Warrants on the TSXV and Cboe Canada for the period indicated during the Corporation's most recently completed fiscal year (December 31, 2023) and from January 1, 2024 through April 24, 2024.

| Month              | Price Range |        | Monthly Trading Volume |
|--------------------|-------------|--------|------------------------|
|                    | High \$     | Low \$ |                        |
| April 1 – 24, 2024 | 0.03        | 0.03   | 14,700                 |
| March 2024         | 0.035       | 0.005  | 37,630                 |
| February 2024      | 0.01        | 0.01   | 12,000                 |
| January 2024       | 0.035       | 0.01   | 357,000                |
| December 2023      | 0.025       | 0.015  | 125,000                |
| November 2023      | 0.02        | 0.02   | 10,000                 |
| October 2023       | 0.02        | 0.02   | 0                      |
| September 2023     | 0.02        | 0.02   | 20,000                 |
| August 2023        | 0.02        | 0.01   | 155,000                |
| July 2023          | 0.03        | 0.01   | 582,000                |
| June 2023          | 0.03        | 0.03   | 0                      |
| May 2023           | 0.03        | 0.03   | 100,000                |
| April 2023         | 0.055       | 0.025  | 377,000                |
| March 2023         | 0.03        | 0.03   | 33,000                 |
| February 2023      | 0.02        | 0.02   | 370,500                |
| January 2023       | 0.06        | 0.01   | 355,000                |

Notes:

- (1) As a result of the 2022 Consolidation, as of November 21, 2022, ten Warrants are exercisable for one Common Share.
- (2) Source: Yahoo Finance

## Debentures

The Corporation's Debentures are currently listed for trading on Cboe Canada under the symbol "DMET.DB".

The following table sets forth the high and low prices and the total monthly volume of the Debentures on the Cboe Canada for the period indicated from March 4, 2024 through April 24, 2024.

| Month              | Price Range |        | Monthly Trading Volume |
|--------------------|-------------|--------|------------------------|
|                    | High \$     | Low \$ |                        |
| April 1 - 24, 2024 | 110         | 110    | 0                      |
| March 4 – 31, 2024 | 150         | 100    | 54,000                 |

Source: Yahoo Finance

## 9.2 Prior Sales

During the Corporation's most recently completed fiscal year (ending December 31, 2023) and from December 31, 2023 to the date of this AIF, the Corporation issued the securities as listed in the below table:

| Securities Issued            | Price at which Securities were Issued | Number of Securities | Date Securities were Issued |
|------------------------------|---------------------------------------|----------------------|-----------------------------|
| Common Shares <sup>(1)</sup> | \$0.63                                | 21,263               | January 31, 2023            |
| Units <sup>(2)</sup>         | \$0.40                                | 20,762,188           | March 2, 2023               |
| Units <sup>(3)</sup>         | \$0.40                                | 18,432,500           | April 4, 2023               |
| Units <sup>(4)</sup>         | \$0.40                                | 266,265              | April 11, 2023              |
| Common Shares <sup>(5)</sup> | \$0.63                                | 98,343               | May 24, 2023                |
| Common Shares <sup>(6)</sup> | \$0.55                                | 2,700,000            | July 5, 2023                |
| Common Shares <sup>(7)</sup> | \$0.63                                | 124,923              | August 14, 2023             |
| Common Shares <sup>(8)</sup> | \$0.60                                | 1,500                | March 7, 2024               |
| Common Shares <sup>(9)</sup> | \$0.45                                | 222,222              | March 15, 2024              |

Notes:

- (1) Issued as Finder's Shares in connection with the Corporation's initial payment to EMI regarding the Toral Project.
- (2) Each unit is comprised of one Common Share and one Rights Offering Warrant issued in connection with the Rights Offering, with each Rights Offering Warrant exercisable into one Common Share at a price of \$0.60 until March 2, 2026.
- (3) Each unit is comprised of one Common Share and one Private Placement Warrant issued in connection with the Private Placement, with each Private Placement Warrant exercisable into one Common Share at a price of \$0.60 until April 4, 2026.
- (4) Each unit is comprised of one Common Share and one common share purchase warrant issued to a finder in connection with the Private Placement, with each warrant exercisable into one Common Share at a price of \$0.60 until April 11, 2026.
- (5) Issued as Finder's Shares in connection with the Corporation's second payment to EMI regarding the Toral Project.
- (6) Issued pursuant to the acquisition of Emerene.
- (7) Issued as Finder's Shares in connection with the Corporation's third payment to EMI regarding the Toral Project.
- (8) Issued upon exercise of Rights Offering Warrants.
- (9) Issued upon a conversion of Debentures.

## ITEM 10. ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

As at the date of this AIF, there are no securities of the Corporation held in escrow or subject to a contractual restriction on transfer.

## ITEM 11. DIRECTORS AND OFFICERS

The following are the names, municipality and country of residence of the directors and executive officers of the Corporation as at the date of this AIF, the positions and offices they hold, or held as at the date of this AIF, with the Corporation and their principal occupations during the five preceding years.

The term of office for each director of the Corporation expires at the next annual general meeting of shareholders of the Corporation.

The members of each Board committee are appointed by the Board as soon as possible following each annual general meeting of shareholders of the Corporation. For more information relating to the Audit Committee of the Corporation, please see the Corporation's Audit Committee Charter attached hereto as Schedule "A".

The officers of the Corporation are appointed by the Board and hold office for such period and on such terms as the Board may determine.

| Name, Province and Country of Residence, and Position with the Corporation      | Principal Occupation within the five preceding years   | Period of Service as a Director or Officer <sup>(1)</sup> | Number and Percentage of Common Shares and Warrants Beneficially Owned, or Controlled or Directed, Directly or Indirectly <sup>(2)(7)</sup>  |
|---|--|---|--|
| Serafino Iacono<br>Panama City, Panama<br>Executive Chairman,<br>CEO & Director | Mr. Iacono is Executive Chairman and CEO of the Corporation. He was formerly Executive Chairman of GCM Mining Corp. from March 27, 2019 to September 26, 2022 and served as Executive Co-Chairman of such board from August 20, 2010 to March 27, 2019. Mr. Iacono served as Interim CEO of Aris Gold Corporation from February 25, 2020 to February 4, 2021. Mr. Iacono was formerly the Chief Executive Officer of NG Energy International Corp. June 3, 2019 to February 8, 2024 and has served as the Co-Chair of NG Energy International Corp. since February 8, 2024. Mr. Iacono was also the Executive Co-Chairman of the board of Pacific Exploration & Production Corporation from January 23, 2008 to November 2, 2016. Mr. Iacono has been a director of Aris Mining Corporation since February 28, 2020 and was the Executive Chairman of Western Atlas Resources Inc. from June 15, 2018 to January 17, 2023. | November 4, 2020 to Present                               | 6,404,028 Common Shares (10.1%)<br>900,000 Stock Options (14.5%)<br>Nil Warrants<br>319,014 Rights Offering Warrants (1.26%)<br>2,500,000 Private Placement Warrants (13.4%)<br>2,850,000 Debentures (13.9%) |
| Michael Davies<br>Burlington, Ontario, Canada<br>Chief Financial Officer        | Mr. Davies is Chief Financial Officer of the Corporation. He formerly served as Chief Financial Officer of GCM Mining Corp. from August 20, 2010 to September 26, 2022, and as the Chief Financial Officer of Aris Gold Corporation from February 25, 2020 to February 4, 2021. Mr. Davies has been a director of Orvana Minerals Corp. since February 2023. Mr. Davies is a Chartered Accountant (Ontario) and has a Bachelor of Commerce degree from the University of Toronto.  | February 19, 2021 to Present                              | 273,411 Common Shares (<1%)<br>610,000 Stock Options (9.8%)<br>100,000 Warrants (<1%)<br>249,263 Rights Offering Warrants (1.0%)<br>50,000 Private Placement Warrants (<1%)<br>45,000 Debentures (<1%)       |

| Name, Province and Country of Residence, and Position with the Corporation            | Principal Occupation within the five preceding years   | Period of Service as a Director or Officer <sup>(1)</sup> | Number and Percentage of Common Shares and Warrants Beneficially Owned, or Controlled or Directed, Directly or Indirectly <sup>(2)(7)</sup>  |
|---|--|---|--|
| Amanda Fullerton<br>Toronto, Ontario, Canada<br>General Counsel & Corporate Secretary | Ms. Fullerton is General Counsel & Corporate Secretary of the Corporation and was formerly General Counsel & Corporate Secretary for GCM Mining Corp. from March 25, 2019 to September 26, 2022. Ms. Fullerton served as the Vice President, Legal & Corporate Secretary of Aris Gold Corporation from February 25, 2020 to February 4, 2021 and was Vice President, Legal at Macquarie Capital Markets Canada Ltd. from March 2014 to March 2019. Ms. Fullerton has been a director of MacDonald Mines Exploration Ltd. since June 2021 and McFarlane Lake Mining Limited since January 2022. | February 19, 2021 to Present                              | 60,500 Common Shares (<1%)<br>350,000 Stock Options (5.7%)<br>33,333 Warrants (<1%)<br>49,000 Rights Offering Warrants (<1%)<br>Nil Private Placement Warrants<br>15,000 Debentures (<1%)            |
| Paul Sparkes <sup>(3)</sup><br>Toronto, Ontario, Canada<br>Director                   | Mr. Sparkes is Corporate Director and President of Otterbury Holdings Inc. and has been the Chief Executive Officer and a director of Vortex Energy Corp. since March 20, 2023. He has also been a director of SolarBank Corporation since March 2023 and Antler Gold Inc. since November 2016. Mr. Sparkes also served as Executive Vice President, Corporate Affairs for CTVglobemedia (now Bellmedia).  | October 6, 2020 to Present                                | 31,110 Common Shares (<1%)<br>290,000 Stock Options (4.7%)<br>Nil Warrants<br>15,555 Rights Offering Warrants (<1%)<br>Nil Private Placement Warrants<br>Nil Debentures                              |
| Francisco Sole <sup>(4)</sup><br>Bogotá, Colombia<br>Director                         | Mr. Sole has been the Managing Director of Andina Media De Inversiones, S.A.S. since February 2008 and the General Director of RASMA, S.A.S. since December 2010. He has been the Chairman of Grupo Planeta Colombia since January 1999, a director of Mapfre Seguros Generales de Colombia, S.A. since January 2013, a director of Mapfre Colombia Vida Seguros, S.A. since January 2013 and a director of the Chamber of Commerce in Spain in Colombia since April 2001.   | November 4, 2021 to Present                               | Nil Common Shares<br>290,000 Stock Options (4.7%)<br>Nil Warrants<br>Nil Rights Offering Warrants<br>Nil Private Placement Warrants<br>Nil Debentures  |
| Federico Restrepo-Solano <sup>(5)</sup><br>Bogotá, Colombia<br>Director               | Mr. Restrepo-Solano is a partner and Corporate Director of Quartz Capital Partners and is a director of NG Energy International Corp. Mr. Restrepo-Solano was formerly Senior Vice-President of Corporate Affairs with Frontera Energy and its predecessor, Pacific Exploration and Production Corp, from 2008 to 2016.  | October 20, 2022 to Present                               | 2,935,951 Common Shares (4.6%)<br>235,000 Stock Options (3.4%)<br>Nil Warrants<br>2,493,176 Rights Offering Warrants (10.4%)<br>437,500 Private Placement Warrants (2.3%)<br>34,000 Debentures (<1%) |



| Name, Province and Country of Residence, and Position with the Corporation | Principal Occupation within the five preceding years  | Period of Service as a Director or Officer <sup>(1)</sup> | Number and Percentage of Common Shares and Warrants Beneficially Owned, or Controlled or Directed, Directly or Indirectly <sup>(2)(7)</sup>     |
|--|---|---|---|
| Mateo Restrepo Villegas <sup>(6)</sup><br>Medellin, Colombia<br>Director   | Mr. Restrepo has been the Managing Partner of Impact Capital since 2018. Mr. Restrepo was formerly the President of Continental Gold Inc. from August 2015 to December 2018. He holds a Masters in Public Administration from Harvard University and a Bachelor of Business Administration from Berkeley College. | January 9, 2024 to Present                                | Nil Common Shares<br>200,000 Options (3.2%)<br>Nil Warrants<br>Nil Rights Offering Warrants<br>Nil Private Placement Warrants<br>Nil Debentures |

Notes:

- (1) The term of office of each director will expire upon resignation or at the occurrence of the next annual general meeting of the shareholders of the Corporation, whichever occurs earlier.
- (2) Percentages shown are based on 63,391,752 Common Shares outstanding as of the date of this AIF.
- (3) Mr. Sparkes is currently the Lead Independent Director of the Board, the Chair of the Corporation's audit committee and is also a member of the Corporate Governance and Nominating Committee (the "CCGNC").
- (4) Mr. Sole is currently a member of the Corporation's audit committee and is also a member of the CCGNC.
- (5) Mr. Restrepo-Solano is currently a member of the CCGNC.
- (6) Mr. Restrepo Villegas is currently a member of the Corporation's audit committee.
- (7) In the aggregate, the directors and executive officers of the Company own 15.31% of the issued and outstanding Common Shares, 46.39% of the issued and outstanding Stock Options, 0.18% of the issued and outstanding Warrants, 13.07% of the issued and outstanding Rights Offering Warrants, 15.98% of the issued and outstanding Private Placement Warrants and 14.34% of the issued and outstanding Debentures.

## 11.1 Cease Trade Orders, Bankruptcies, Penalties or Sanctions

### ***Cease Trade Orders and Corporate Bankruptcies***

Except as described below, no proposed director of the Corporation is, or within 10 years before the date hereof, has been: (a) a director, chief executive officer or chief financial officer of any company (including the Corporation) that, (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or (b) a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement. For the purposes of this paragraph, "order" means 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, in each case that was in effect for a period of more than 30 consecutive days.

Messrs. Iacono and Sole were directors, and Mr. Restrepo-Solano was an executive officer, of Pacific Exploration & Production Corp. ("**Pacific**"), which undertook a comprehensive recapitalization and financing transaction that was implemented pursuant to a proceeding under the *Companies Creditors' Arrangement Act*, together with appropriate proceedings in Colombia under Ley 1116 of 2006 and in the United States under chapter 15 of title 11 of the United States Code, ultimately implemented by way of a plan of arrangement and compromise on November 2, 2016. Effective November 2, 2016, Messrs. Iacono, and Sole resigned from the board of directors, and Mr. Restrepo-Solano resigned as an executive officer of Pacific and effective December 5, 2016, Mr. Iacono retired from his position as Executive Co-Chairman of Pacific.

Mr. Iacono was a director of US Oil Sands Inc. (“**US Oil Sands**”) from October 2013 until his resignation in June 2017. On September 14, 2017, the Court of Queen’s Bench, Alberta granted the application of the primary creditor of US Oil Sands to appoint a receiver and manager over all the assets, undertakings and property of US Oil Sands. Such appointment continues as of the date hereof.

Mr. Iacono served as a director of Pacific Coal Resources Ltd. (now Caribbean Resources Corporation) since January of 2011, in which he was subject to a management cease trade order (“**MCTO**”) due to that company’s delay in filing its annual financial statements and management’s discussion and analysis, and certifications, for the period ending December 31, 2014, which were due to be filed on April 30, 2015, as required under NI 51-102. Such documents were subsequently filed with the applicable securities regulators on June 15, 2015. With the approval of the Ontario Securities Commission, Caribbean Resources Corporation ceased to be a reporting issuer on April 14, 2016.

Mr. Iacono is a director of NG Energy International Corp. (“**NG Energy**”). On May 4, 2021, NG Energy was granted a MCTO pursuant to *National Policy 12-203 – Cease Trade Orders for Continuous Disclosure Defaults*, which precluded Mr. Iacono from trading common shares in NG Energy until such time as the MCTO was no longer in effect. The MCTO was sought by NG Energy as it would not be filing certain financial statements, related management discussion and analysis and applicable officer certifications by the required deadline. On July 2, 2021, the MCTO was lifted after NG Energy filed the required materials.

In May 2023, NG Energy received a cease trade order (“**CTO**”) pursuant to Multilateral Instrument 11-103 – *Failure-to-File Cease Trade Orders in Multiple Jurisdictions* (“**MI 11-103**”) from the British Columbia Securities Commission (“**BCSC**”) for its failure to file its audited annual financial statements, corresponding management’s discussion and analysis and certification of annual filings for the year ended December 31, 2022 (the “**Financial Materials**”) by the prescribed deadline. NG Energy filed the Financial Materials on June 30, 2023, and the BCSC subsequently lifted the CTO and trading of NG Energy’s securities resumed on July 10, 2023.

### ***Penalties or Sanctions***

No director proposed for election has been subject to any: (a) penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or (b) other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

### ***Personal Bankruptcies***

No director proposed for election has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director.

## **11.2 Conflicts of Interest**

The directors of the Corporation are required by law to act honestly and in good faith with a view to the best interests of the Corporation and to disclose any interests which they may have in any project or opportunity of the Corporation. The directors and officers of the Corporation are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest and the Corporation will rely upon such laws in respect of any directors’ and officers’ conflicts of interest or in respect of any breaches of duty by any of its directors or officers. In accordance with the BCBCA, if a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Corporation will participate in any project or opportunity, that director will primarily consider the degree of risk to which the Corporation may be exposed and its financial position at that time.

To the best of the Corporation's knowledge, there are no known existing or potential conflicts of interest among the Corporation, its directors or officers as a result of their outside business interests, except that certain of the directors and officers serve as directors or officers, promoters and members of management of other public companies, and therefore it is possible that a conflict may arise.

The directors and officers of the Corporation are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest and the Corporation will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers. In accordance with the BCBCA, such directors or officers will disclose all such conflicts and they will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

## **ITEM 12. AUDIT COMMITTEE DISCLOSURE**

### **12.1 The Audit Committee's Charter**

The full text of the Corporation's Audit Committee Charter is appended hereto as Schedule "A".

### **12.2 Composition of the Audit Committee and Relevant Education and Experience**

The Audit Committee is currently comprised of three directors of the Corporation, Paul Sparkes (Chair), Mateo Restrepo Villegas and Francisco Sole. All of the members of the audit committee are independent and financially literate for purposes of NI 52-110. Each has numerous years' business experience and each has held or currently holds executive positions that require oversight and understanding of the accounting principles underlying the preparation and assessment of the Corporation's financial statements, as well as an understanding of the internal controls and other procedures necessary for financial control and reporting.

#### *Paul Sparkes (Chair)*

Paul Sparkes is an accomplished business leader with over 25 years of experience in media, public affairs, finance, capital markets and Canada's political arena. He is currently President of Otterbury Holdings Inc., a corporation advising growth entities in private and public markets, and the Chief Executive Officer and a director of Vortex Energy Corp. He has been a director of SolarBank Corporation since March 2023 and Antler Gold Inc. since November 2016. Previously, Mr. Sparkes was Executive Vice President, Corporate Affairs for CTVglobemedia (now Bell Media Inc.). Prior to joining Bell Globemedia in 2001 as Group Vice-President, Public Affairs, Mr. Sparkes held senior positions in the public service, including with the Government of Canada and the Government of Newfoundland and Labrador. From 1996 to 2001, he served in the Office of the Prime Minister of Canada as Director of Operations, and Special Assistant for Atlantic Canada. Mr. Sparkes also served as Executive Assistant to two Premiers of Newfoundland and Labrador. Mr. Sparkes sits on several public and private boards, including The Good Flour Co., and he is Chairman of the Board and Founder of the Smiling Land Foundation (private). Educated in Quebec and Newfoundland, Mr. Sparkes holds a Bachelor of Arts in Political Science from Memorial University.

#### *Francisco Sole*

Francisco Sole has been the Managing Director of Andina Media De Inversiones, S.A.S. since February 2008 and the General Director of RASMA, S.A.S. since December 2010. He has been the Chairman of Grupo Planeta Colombia since January 1999, a director of Mapfre Seguros Generales de Colombia, S.A. since January 2013, a director of Mapfre Colombia Vida Seguros, S.A. since January 2013 and a director of the Chamber of Commerce in Spain in Colombia since April 2001.

#### *Mateo Restrepo Villegas*

Mateo Restrepo Villegas has been the Managing Partner of Impact Capital, a Colombian-based strategic

investment and advisory firm since 2018, where he has extensive experience in mining, infrastructure, banking and government relations. Mr. Restrepo previously served as President of Continental Gold Inc. from 2015 to 2018, and holds a Masters in Public Administration from Harvard University and a Bachelor of Business Administration from Berkeley College.

### **12.3 Reliance on Certain Exemptions**

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on exemptions in relation to section 2.4 of NI 52-110 (De Minimis Non-Audit Services), section 3.2 of NI 52-110 (Initial Public Offerings), section 3.4 of NI 52-110 (Events Outside Control of Member), section 3.5 of NI 52-110 (Death, Disability or Resignation of Audit Committee Member), section 3.3(2) of NI 52-110 (Controlled Companies), section 3.6 of NI 52-110 (Temporary Exemption for Limited and Exceptional Services), section 3.8 of NI 52-110 (Acquisition of Financial Literacy) or any exemption provided by Part 8 of NI 52-110 (Exemptions).

### **12.4 Audit Committee Oversight**

The Audit Committee is mandated to monitor audit functions, the preparation of financial statements, review press releases on financial results, review other regulatory documents as required, and meet with outside auditors independently of management.

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

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

The Corporation has adopted policies and procedures with respect to the pre-approval of audit and permitted non-audit services by KPMG LLP. The Audit Committee has established a budget for the provision of a specified list of audit and permitted non-audit services that the Audit Committee believes to be typical, recurring or otherwise likely to be provided by KPMG LLP. The budget generally covers the period between the adoption of the budget and the next meeting of the Audit Committee, but at the option of the Audit Committee it may cover a longer or shorter period. The list of services is sufficiently detailed as to the particular services to be provided to ensure that: (i) the Audit Committee knows precisely what services it is being asked to pre-approve; and (ii) it is not necessary for any member of management to make a judgment as to whether a proposed service fits within the pre-approved services.

Subject to the next paragraph, the Audit Committee has delegated authority to the Chair of the Audit Committee (or if the Chair is unavailable, any other member of the Audit Committee) to pre-approve the provision of permitted services by KPMG LLP which have not otherwise been pre-approved by the Audit Committee, including the fees and terms of the proposed services. All pre-approvals granted pursuant to such delegated authority must be presented by the member(s) who granted the pre-approvals to the full Audit Committee at its next meeting.

All proposed services, or the fees payable in connection with such services, that have not already been pre-approved must be pre-approved by either the Audit Committee or pursuant to the applicable delegated authority. Prohibited services may not be pre-approved by the Audit Committee or pursuant to a delegated authority.

## 12.6 External Auditor Service Fees (By Category)

The following are the aggregate fees incurred by the Corporation for services provided by its external auditors during fiscal 2023 and 2022:

|                              | 2023             | 2022             |
|------------------------------|------------------|------------------|
| 1. Audit Fees <sup>(1)</sup> | \$381,658        | \$296,462        |
| 2. Audit Related Fees        | \$-              | \$-              |
| 3. Tax Fees                  | \$-              | \$-              |
| 4. All Other Fees            | \$-              | \$-              |
| <b>Total</b>                 | <b>\$381,658</b> | <b>\$296,462</b> |

Note:

(1) KPMG LLP were appointed as the Corporation's auditor for the financial years ended December 31, 2023 and 2022. Audit fees include the aggregate fees for professional services rendered by the external auditors for the audits of the annual financial statements, reviews of interim financial statements, and services provided in connection with statutory and regulatory filings, including filing statements, for the Corporation and its subsidiaries.

## ITEM 13. LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Corporation is not a party to any material legal proceedings and is not aware of any such proceedings pending or contemplated. There have been no penalties or sanctions imposed against the Corporation by a court relating to securities legislation or by a securities regulatory authority during the last financial year or by a court or regulatory authority that would likely be considered important to a reasonable investor in making an investment decision. The Corporation did not enter into any settlement agreement with a court relating to securities legislation or with a securities regulatory authority during the last financial year.

## ITEM 14. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, "**Informed Person**" means: (a) a director or executive officer of the Corporation; (b) a director or executive officer of a person or Corporation that is itself an Informed Person or a subsidiary of the Corporation; (c) any person or Corporation who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Corporation or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, other than the voting securities held by the person or Corporation as underwriter in the course of a distribution; and (d) the Corporation itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as further described below, no Informed Person of the Corporation or any associate or affiliate of any Informed Person has or had a material interest, direct or indirect, in any transaction since the beginning of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

The Corporation may, on occasion, enter into transactions with other entities within the same group or with parties that have overlapping shareholders, directors or other related parties. Related party transactions may provide the Corporation with benefits or better terms than those that are available from arms' length parties. However, it is also possible that these transactions may benefit the related party while providing little or no benefit to the Corporation. In some cases, the Corporation's controlling shareholders, if any, may have certain interests that do not fully align with its minority shareholders and which may harm non-related investors. Also, as an issuer operating in an emerging market, the Corporation could be subject to increased risk with regard to such related party transactions due to business practices, cultural norms and legal requirements in Colombia and Spain that differ from Canadian standards, which may impact the Corporation's operations and financial results. As such, the Board is responsible for managing any increased risk from operations which disproportionately advances the interests of the controlling shareholders at the expense of minority shareholders. Management and the Board are responsible for the identification and monitoring of any related party transactions to prevent potential risk and protect investors

and have implemented policies and procedures, and will continue to refine such policies and procedures in order to continue to provide such prevention and protection.

#### **ITEM 15. TRANSFER AGENTS AND REGISTRARS**

The Corporation's transfer agent and registrar is TSX Trust Company, 301 – 100 Adelaide Street West, Toronto Ontario, M5H 4H1 and the registrar for the purpose of facilitating the Debenture Indenture. Computershare, 510 Burrard Street, 2nd Floor, Vancouver, British Columbia, V6C 3B9, is the Corporation's registrar for the purpose of facilitating the Warrant Indenture.

#### **ITEM 16. MATERIAL CONTRACTS**

The has entered into the following material contracts during the most recently completed financial year:

- The Rights Offering Warrant Indenture;
- The Debenture Indenture;
- The RNR Agreement;
- The RNR Amendment Agreement.

The following material contracts were entered into by the Corporation prior to the most recently completed financial year, and are still in effect:

- The Warrant Indenture.

#### **ITEM 17. INTEREST OF EXPERTS**

Information relating to the Lomero Project has been prepared by SRK and certified by Research Development Associates and information relating to the Zancudo Project has been prepared and certified by Research Development Associates. Research Development Associates does not beneficially own, directly or indirectly, any securities, nor does it have any interest in the property of the Corporation or any of its subsidiaries.

To the best of the Corporation's knowledge, neither Research Development Associates referenced above, nor any director, officer, employee or partner of such qualified persons, has received or will receive a direct or indirect interest in the property of Denarius or of any associate or affiliate of the Corporation. As at the date hereof, the aforementioned persons, and the directors, officers, employees and partners, as applicable, of the aforementioned company beneficially own, directly or indirectly, in the aggregate, less than 1% of the securities of the Corporation.

The auditor for the Corporation is KMPG LLP, Chartered Professional Accountants of Toronto, Ontario. KPMG LLP report that they are independent of the Corporation in accordance with the Chartered Professional Accountants of Ontario Code of Professional Conduct.

No other person has prepared or certified a report, statement or opinion described or included in a filing, or referred to in a filing, made under NI 51-102 by the Corporation during, or relating to, the Corporation's most recently completed financial year, and whose profession or business gives authority to such report, statement or opinion.

#### **ITEM 18. ADDITIONAL INFORMATION**

Additional information relating to the Corporation may be found on the Corporation's website [www.denariusmetals.com](http://www.denariusmetals.com) or under Denarius' profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

Additional information, including directors' and officers' remuneration and indebtedness, principal holders

of Corporation's securities and securities authorized for issuance under equity compensation plans, is contained in the Corporation's information circular for its most recent annual general meeting of securityholders held on June 7, 2023. Additional financial information in relation to the Corporation is provided in the Corporation's consolidated financial statements and management's discussion and analysis under the Corporation's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

## SCHEDULE “A” – AUDIT COMMITTEE CHARTER

### AUDIT COMMITTEE CHARTER

*(Initially adopted by the Board of Directors on September 29, 2021)*

#### DENARIUS METALS CORP. (the “Corporation”)

---

#### A. PURPOSE

The overall purpose of the Audit Committee (the “**Committee**”) is to ensure that the Corporation’s management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements of the Corporation and related financial information, and to review the Corporation’s compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. In performing its duties, the committee will maintain effective working relationships with the board of directors of the Corporation (the “**Board**”), management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each Committee member will obtain an understanding of the responsibilities of committee membership as well as the Corporation’s business, operations and risks.

#### B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board, each of which shall be an independent director<sup>1</sup>.
2. All of the members of the Committee shall be “financially literate”<sup>2</sup>.
3. At least one member of the Committee shall have accounting or related financial management experience.
4. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee on ceasing to be a director. The Board may fill vacancies on the Committee by election from among its number. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains in office. Subject to the above, each member of the Committee shall hold office as such until the next annual general meeting of the shareholders after his/her election.
5. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
6. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to and to hear each other. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present.

---

<sup>1</sup> “Independent” member of an audit committee means a member who has no direct or indirect material relationship with the Corporation. A “material relationship” means a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member’s independent judgement.

<sup>2</sup> “Financially literate” individual is an individual who 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 Corporation’s financial statements.



7. The Committee shall have full and unrestricted access to such officers, employees and personnel of the Corporation and to the Corporation's external and internal auditors (if the Corporation has appointed internal auditors), and to such information, books, records and facilities of the Corporation, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
8. The Committee shall have the authority to:
  - a) engage independent counsel and other advisors as it determines necessary to carry out its duties and to request any officer or employee of the Corporation or the Corporation's external counsel or auditors to attend a meeting of the Committee;
  - b) set and pay the compensation for any advisors employed by the Committee; and
  - c) designate members of the Committee the authority to grant appropriate pre-approvals required in respect of non-audit services performed by the auditors and the decisions of any member to whom authority is delegated to pre-approve an activity shall be presented to the Committee at its first scheduled meeting following such pre-approval.
9. Meetings of the Committee shall be conducted as follows:
  - a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
  - b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee;
  - c) the Committee has the right to determine who shall and shall not be present at any time during a meeting. Management representatives may be invited to attend meetings, provided that the Committee shall hold separate, regularly scheduled meetings at which members of management are not present; and
  - d) the proceedings of all meetings shall be minuted.
10. Each member of the Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Corporation from whom he or she receives information, and the accuracy of the information provided to the Corporation by such other persons or organizations.
11. The internal auditors (if the Corporation has appointed internal auditors) and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Corporation as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.
12. The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

## **C. ROLES AND RESPONSIBILITIES**

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

- a) assist the Board in discharging its responsibilities relating to the Corporation's accounting principles, reporting practices and internal controls and its approval of the Corporation's annual and quarterly consolidated financial statements and related financial disclosure;
  - b) establish and maintain a direct line of communication with the Corporation's internal (if the Corporation has appointed internal auditors) and external auditors and assess their performance;
  - c) ensure that the management of the Corporation has designed, implemented and is maintaining an effective system of internal financial controls; and
  - d) report its deliberations and discussions regularly to the Board, including reporting on the fulfilment of its duties and responsibilities.
2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
- a) review the independence and performance of the external auditors and annually recommend to the Board a firm of external auditors to be nominated for the purpose of preparing or issuing an auditors' report or performing other audit, review or attest services for the Corporation;
  - b) review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
  - c) review the audit plan of the external auditors prior to the commencement of the audit;
  - d) approve in advance provision by the external auditors of services other than auditing to the Corporation or any of its subsidiaries;
  - e) annually review and discuss all significant relationships the external auditors have with the Corporation that could impair the external auditors' independence;
  - f) review with the external auditors, upon completion of their audit:
    - (i) contents of their report;
    - (ii) scope and quality of the audit work performed;
    - (iii) adequacy of the Corporation's financial and auditing personnel;
    - (iv) co-operation received from the Corporation's personnel during the audit;
    - (v) internal resources used;
    - (vi) significant transactions outside of the normal business of the Corporation;
    - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and;
    - (viii) the non-audit services provided by the external auditors.
  - g) discuss with the external auditors the quality and the acceptability of the Corporation's accounting principles;
  - h) implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management; and
  - i) oversee the work of the external auditors, including the resolution of disagreements between management and the external auditor regarding financial reporting.

3. The duties and responsibilities of the Committee as they relate to the Corporation's internal auditors, if the Corporation has appointed internal auditors, are to:
  - a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;
  - b) review and discuss with the Chief Corporate Auditor (the "**CCA**") the CCA's annual risk assessment of the adequacy and effectiveness of the Corporation's internal control process, the CCA's report to the Committee on the results of the annual audit plan and the status of the audit issues, and the CCA's recommendations regarding improvements to the Corporation's controls and processes;
  - c) review and approve the internal audit plan;
  - d) review significant internal audit findings and recommendations, and management's response thereto; and
  - e) annually review with the Corporation's legal counsel any legal matters that could have a significant impact on the Corporation's financial statements, the Corporation's compliance with applicable laws and regulations, and inquiries received from regulators or governmental agencies.
4. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Corporation are to:
  - a) review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
  - b) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Corporation; and
  - c) periodically review the Corporation's financial and auditing procedures and the extent to which recommendations made by the internal audit staff (if internal auditors were appointed) or by the external auditors have been implemented.
5. The Committee is also charged with the responsibility to:
  - a) review the Corporation's quarterly financial statements and related financial information, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto before such information is publicly disclosed;
  - b) review and approve the financial sections of:
    - i) the annual report to shareholders;
    - ii) the annual information form, if required;
    - iii) annual and interim management's discussion and analysis;
    - iv) prospectuses;
    - v) news releases discussing financial results of the Corporation; and

- vi) other public reports of a financial nature requiring approval by the Board, and report to the Board with respect thereto before such information is publicly disclosed;
- c) ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the public disclosure referred to in item 5(b) above, and periodically assess the adequacy of such procedures;
- d) review regulatory filings and decisions as they relate to the Corporation's consolidated financial statements;
- e) review the appropriateness of the policies and procedures used in the preparation of the Corporation's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
- f) review and report on the integrity of the Corporation's consolidated financial statements;
- g) establish procedures for:
  - i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
  - ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;
- h) review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation;
- i) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Corporation and the manner in which such matters have been disclosed in the consolidated financial statements;
- j) review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information;
- k) review annually and recommend updates to this Charter of the Committee and receive approval of changes from the Board;
- l) review the minutes of any audit committee of subsidiary companies of the Corporation;
- m) perform other functions consistent with this Charter, the Corporation's articles and governing law, as the Committee or the Board deems necessary or appropriate; and
- n) discuss guidelines and policies with respect to risk assessment and risk management, including the processes management uses to assess and manage the Corporation's risk, receive reports from management with respect to risk assessment, risk management and major financial risk exposures and discuss any major financial risk exposures with management to determine the steps management has taken to monitor and manage such exposures.

6. 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 Corporation's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles and applicable rules and regulations, each of which is the responsibility of management and the Corporation's external auditors.

**D. CURRENCY OF CHARTER**

This charter was last revised and approved by the Board on June 8, 2023.