

NEVADA COPPER

Annual Information Form

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ANNUAL INFORMATION FORM

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INTRODUCTION

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

DATE OF INFORMATION

Unless otherwise indicated, all information contained in this AIF of the Company is stated as at May 15, 2020.

FINANCIAL INFORMATION

All financial information in this AIF of the Company is prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

FORWARD-LOOKING STATEMENTS

Certain of the statements made and information contained herein contain forward-looking information within the meaning of applicable Canadian and United States securities laws. Such forward-looking statements and forward-looking information specifically include, but are not limited to statements that relate to: Nevada Copper’s plans at the Project (as defined below); the impacts of the COVID-19 pandemic on the global economy and the Company, including the duration of the temporary suspension of copper production at the Underground Project (as defined below) and cost reduction measures; construction and ramp-up of production at the Underground Project and the expected timing and costs thereof; the ongoing exploration activities and the objectives and results thereof; the ongoing litigation with Nevada Copper’s prior contractor and its engineering, procurement and construction (“EPC”) contractor; the other plans of Nevada Copper with respect to the exploration, development, construction and commercial production at the Project; ongoing engineering work on an open pit development, and the objectives and results thereof; the estimation of mineral resources and reserves; the realization of mineral resources and reserve estimates; the timing and amount of estimated future production, capital costs, costs of production and capital expenditures; the success of mining operations; environmental risks; and other mining related matters.

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

Forward-looking statements and information are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements or information, including, without limitation, risks and uncertainties relating to: the state of financial markets; the impact of COVID-19 on the business and operations of the Company; history of losses; requirements for additional capital; dilution; adverse events relating to construction, development and ramp-up, including the ability of the Company to address underground development and process plant issues; ground conditions; cost overruns relating to development, completion and ramp-up of the Underground Project; loss of material properties; interest rates increase; global economy; no history of production; future metals price fluctuations and the continuation of the current low copper price environment; speculative nature of exploration activities; periodic interruptions to exploration, development and mining activities; environmental hazards and liability; industrial accidents; failure of processing and mining equipment to perform as expected; labour disputes; supply problems; uncertainty of production and cost estimates;

the interpretation of drill results and the estimation of mineral resources and reserves; changes in project parameters as plans continue to be refined; possible variations in ore reserves, grade of mineralization or recovery rates may differ from what is indicated and the difference may be material; legal and regulatory proceedings and community actions; the outcome of the litigation with Nevada Copper's prior contractor and EPC contractor; accidents; title matters; regulatory restrictions; increased costs and physical risks relating to climate change, including extreme weather events, and new or revised regulations relating to climate change; permitting and licensing; volatility of the market price of the Company's common shares; insurance; competition; hedging activities; currency fluctuations; loss of key employees; other risks of the mining industry, as well as those risks discussed in the Company's Management's Discussion and Analysis in respect of the year ended December 31, 2019 and in the section entitled "Risk Factors" in this AIF. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or information. The forward-information and statements are stated as of the date hereof. Nevada Copper disclaims any intent or obligation to update forward-looking statements or information except as required by law. Readers are referred to the additional information regarding Nevada Copper's business contained in Nevada Copper's reports filed with the securities regulatory authorities in Canada. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on Nevada Copper and the risks and challenges of its business, investors should review Nevada Copper's filings that are available at www.sedar.com.

Nevada Copper provides no assurance that forward-looking statements or information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements or information.

NOTE REGARDING DIFFERENCES IN UNITED STATES AND CANADIAN MINERAL REPORTING PRACTICES

Resource and Reserve Estimates

Certain terms contained in this AIF have been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of United States securities laws in effect for the periods covered in this AIF. The terms "mineral reserve", "proven mineral reserve" and "probable mineral reserve" are mining terms as defined in accordance with Canadian National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* ("NI 43-101") and the Canadian Institute of Mining, Metallurgy and Petroleum (the "CIM") - CIM Definition Standards on Mineral Resources and Mineral Reserves, adopted by the CIM Council, as amended. These definitions differ from the definitions in the U.S. Securities and Exchange Commission's (the "SEC") Industry Guide 7 ("SEC Industry Guide 7") under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), which was in effect for the periods covered in this AIF. Under SEC Industry Guide 7 standards, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. Among other things, all necessary permits would be required to be in hand or issuance imminent in order to classify mineralized material as reserves under the SEC standards. Under SEC Industry Guide 7 standards, a "final" or "bankable" feasibility study is required to report reserves, the three-year historical average commodity price is used in any reserve or cash flow analysis to designate reserves and the primary environmental analysis or report must be filed with the appropriate governmental authority.

In addition, the terms "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource" are defined in and required to be disclosed by NI 43-101; however, these terms are not defined terms under SEC Industry Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC. Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves. "Inferred mineral resources" have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in certain restricted cases. Investors are cautioned not to assume that all or any part of an inferred mineral resource exists or is economically or legally mineable. Disclosure of "contained ounces" in a resource is permitted disclosure under Canadian regulations; however, the SEC has normally only permitted issuers to report mineralization that does not constitute "reserves" by SEC Industry Guide 7 standards as in place tonnage and grade without reference to unit measures.

Accordingly, for historical periods covered in this AIF, information contained in this AIF and the documents referred to herein contain descriptions of our mineral deposits that may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

The SEC has adopted final rules, effective February 25, 2019, to replace SEC Industry Guide 7 with new mining disclosure rules under Regulation S-K of the U.S. Securities Act (the “SEC Modernization Rules”). The new rules replace the historical property disclosure requirements included in SEC Industry Guide 7. As a result of the adoption of the SEC Modernization Rules, the SEC now recognizes estimates of “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources”. In addition, the SEC has amended its definitions of “proven mineral reserves” and “probable mineral reserves” to be substantially similar to international standards. The SEC Modernization Rules will become mandatory for U.S. reporting companies beginning with the first fiscal year commencing on or after January 1, 2021.

DEFINITIONS

<p>Reserves:</p>	<p>Mineral Reserve: The economically mineable part of a Measured or Indicated Mineral Resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A Mineral Reserve includes diluting materials and allowances for losses that may occur when the material is mined.</p> <p>Proven Mineral Reserve: The economically mineable part of a Measured Mineral Resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction is justified.</p> <p>Probable Mineral Reserve: The economically mineable part of an Indicated, and in some circumstances a Measured Mineral Resource, demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified.</p>
<p>Resources:</p>	<p>Resource: A concentration or occurrence of natural material of intrinsic economic interest in or on the Earth’s crust in such form and quantity and 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.</p> <p>Measured Mineral Resource: That part of a mineral Resource for which quantity, grade or quality, densities, shape, and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity.</p> <p>Indicated Mineral Resource: 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 for geological and grade continuity to be reasonably assumed.</p>

	<p>Inferred Mineral Resource: 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.</p>
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Units & Conversion Table

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

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

CORPORATE STRUCTURE

Name, Address and Incorporation

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

The Company’s registered office is located at Suite 598, 999 Canada Place, Vancouver, British Columbia, V6C 3E1, telephone number 604-683-8992. The Company’s corporate office is located at Suite 765, 100 W Liberty St, Reno, Nevada, 89501.

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

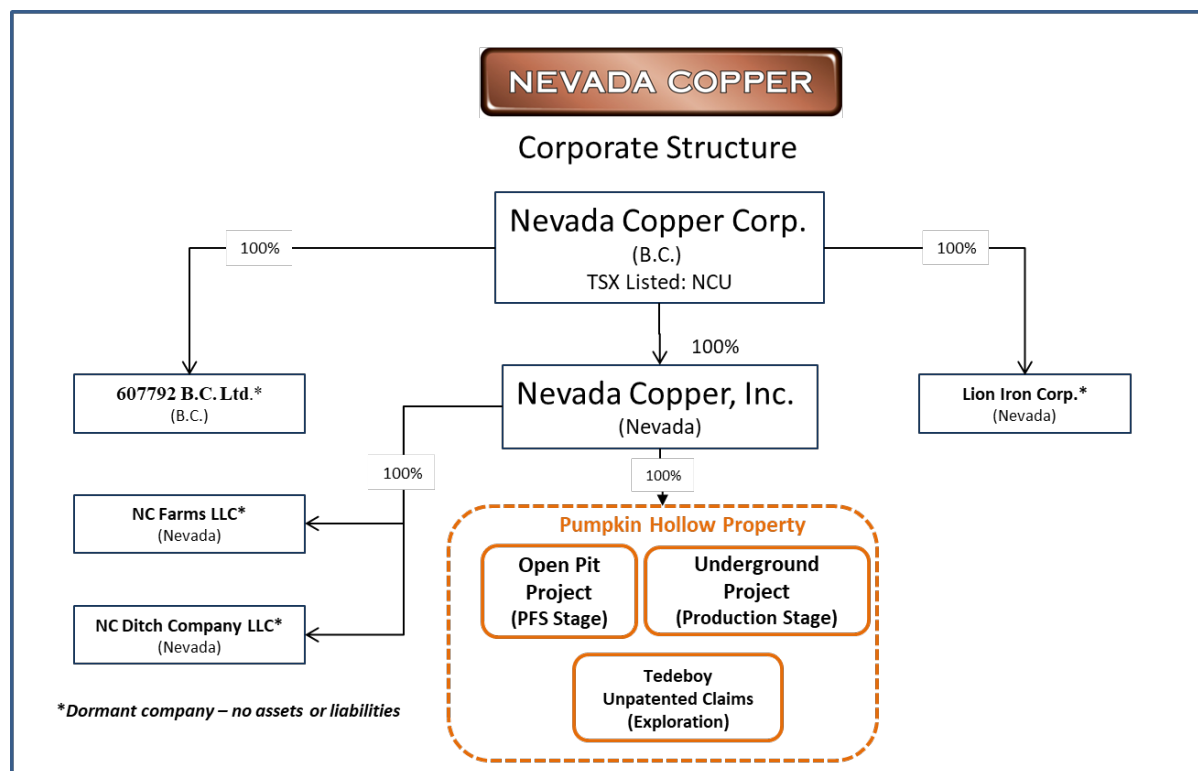
Intercorporate Relationships

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

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

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

Corporate Structure



GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

Nevada Copper owns 100% of the Pumpkin Hollow Project located in Nevada, United States. The Pumpkin Hollow Project is a large advanced-stage copper property with Mineral Reserves and Mineral Resources including copper, gold, silver, as well as an iron magnetite resource. As described below, the Project consists of the underground project (the “Underground Project”), which is now materially complete and in the ramp-up stage and undergoing commissioning, and an open pit development project (the “Open Pit Project”), which is currently in the PFS stage (see “*Mineral Properties*”). The Company also controls Federal unpatented mining claims in the area surrounding the Project some of which are contiguous to NCI-controlled private lands and leased patented claims, and some of which are non-contiguous (see “*Description of Business – General Description – Mineral Rights & Land Holdings*”).

The Company’s activities during 2017, 2018 and 2019, as well as certain highlights from earlier periods, have included:

2017 Developments

2017 Technical Report

- On November 30, 2017, the Company filed a technical report titled “*Nevada Copper Pumpkin Hollow Project NI 43-101 Technical Report: Pumpkin Hollow Development Options – Pre-feasibility Study 5,000 tons/day Underground Project; Feasibility Study for a 70,000 tons/day Open Pit/Underground Project*”, effective as of September 15, 2017, as amended on January 3, 2018 (the “2017 Technical Report”). The 2017 Technical Report presented as “Case A” a pre-feasibility level study in respect of the independent development of an underground mine on the Project, with a mill throughput of 5,000 tons per day, and presented as “Case B” a feasibility level study in respect of the integrated development of underground and

open pit mines on the Project, with a mill throughput of 70,000 tons per day. Note that the 2017 Technical Report has been superseded by the subsequent April 2019 Technical Report.

2017 Restructuring

- On December 21, 2017, the Company entered into arrangements for a construction financing and recapitalization package (the “Restructuring”) designed to provide the Company with a comprehensive funding solution and clear pathway towards first production in late 2019 from the Underground Project. The Restructuring was comprised of the following:
 - Aggregate gross proceeds of C\$128,205,128 raised pursuant to the Special Warrant Offering (as described below) from various investors, including Pala Investments Limited (“Pala”) and investment funds managed by Castlelake, L.P. (“Castlelake”);
 - \$70 million precious metals stream from Triple Flag Mining Finance Bermuda Ltd. (“Triple Flag”), in relation to precious metal production from the Underground Project (the “Stream Agreement”) (which was subsequently amended on May 31, 2019 in connection with the KfW IPEX-Bank Facility and on March 27, 2020 in connection with the Refinancing Transactions, as described below) (see “*Financing and Offtake Arrangements*”);
 - \$80 million amended senior secured loan facility (the “Red Kite Loan Facility”) from Red Kite Mine Finance (“Red Kite”) (which facility was subsequently repaid in connection with the entry into of the KfW IPEX-Bank Facility, as described below);
 - \$53 million debt to equity conversion by Red Kite and Pala;
 - \$25 million working capital facility which Concord Resources Ltd. (“Concord”) was mandated to arrange for the Company (the Company has since entered into the Working Capital Facility with Concord, as described below) (see “*Financing and Offtake Arrangements*”); and
 - up to a \$60 million equity backstop from Pala (which was satisfied upon the completion of the July 2018 Offering, as described below).
- The Company and Pala entered into an investor rights agreement dated December 21, 2017, pursuant to which Pala was granted the continuation of certain rights it held pursuant to a prior loan facility, including the right to nominate up to three members of the Board, subject to Pala maintaining certain share ownership thresholds, and the right, so long as it holds at least 15% of the outstanding Common Shares, to participate in future equity offerings of the Company on a pro rata basis.

2018 Developments

Special Warrant Offering

- On January 19, 2018, the Company completed a private placement offering of 256,410,256 special warrants each exercisable for one Common Share (the “Special Warrants”) at a price of C\$0.50 for aggregate gross proceeds of C\$128,205,128 (the “Special Warrant Offering”).
- An aggregate of 98,450,896 Special Warrants were issued to Pala for total subscription proceeds of \$49,225,448. The Company paid Pala a backstop fee of \$600,000 in respect of a backstop arrangement under which Pala agreed to backstop up to \$30,000,000 in respect of the Special Warrant Offering, which backstop arrangement was not exercised by the Company.
- An aggregate of 88,200,000 Special Warrants were issued to Castlelake for total subscription proceeds of \$44,100,000. As a result, upon the automatic exercise of the Special Warrants into Common Shares on March 7, 2018, Castlelake held approximately 19.8% of the then-outstanding Common Shares. The Company also entered into an investor rights agreement with Castlelake dated January 19, 2018, which provides Castlelake with certain rights, including the right to nominate one member of the Board and the right to participate in further equity offerings of the Company, in each case subject to Castlelake maintaining certain minimum percentage share ownership thresholds.
- Triple Flag also subscribed for \$10 million of Special Warrants in the Special Warrant Offering pursuant to its commitment upon entering into the Stream Agreement.

- The Company filed a final short form prospectus dated March 1, 2018 to qualify the issuance of 256,410,256 Common Shares upon the automatic exercise of the Special Warrants. The Common Shares were issued on March 7, 2018.
- Concurrently with the Special Warrant Offering, the Company entered into certain equity backstop agreements providing for Pala to purchase Common Shares (or securities convertible into Common Shares) for an aggregate amount of up to \$60 million (provided that, as a result of the Special Warrant Offering, the aggregate amount of such backstop was reduced to approximately \$50 million). Pala was paid a backstop fee equal to 2% of their commitment amount in cash, totaling approximately \$1.2 million, in respect of the equity backstop arrangements.

Changes to Management and to the Board of Directors and the Establishment of Advisory Board

- On February 13, 2018, the Company announced the retirement of Giulio Bonifacio as the President and Chief Executive Officer (“CEO”) of the Company effective as of February 15, 2018. Mr. Abraham (Braam) Jonker was appointed as interim President and CEO. Mr. Jonker is currently the chief financial officer (“CFO”) of the Company.
- On February 22, 2018, the Company announced the formation of an advisory board (the “Advisory Board”) to assist the Company with corporate, technical, operational and financing strategies to further the Company’s key objective of advancing the Pumpkin Hollow Project. Messrs. Tom Albanese and G. Ernest Nutter were appointed to the Advisory Board. On March 1, 2018, John Nagulendran joined the Advisory Board, Mr. Nagulendran is Managing Partner and General Counsel of Pala.
- On March 1, 2018, Stephen Gill, a non-executive director of the Company, assumed the role of Chairman of the Company, with Evgenij Iorich, the former Chairman, continuing to serve as a non-executive director of the Company.
- On March 26, 2018 the Company announced the appointment of Mr. David Swisher as Vice President of Operations and Mr. Timothy Dake as General Manager, Surface Construction.
- On May 1, 2018, Matthew Gili was appointed as President and CEO of the Company. Mr. Gili has over 20 years of experience in the mining industry, having served in a variety of senior executive roles at Barrick Gold Corporation and Rio Tinto. During his 15-year career with Rio Tinto, his appointments included Chief Operating Officer and Vice President of Resource Strategy for the Oyu Tolgoi project in Mongolia, Managing Director of Palabora Mining Company in South Africa, and Mine Manager at Greens Creek, Alaska.
- On May 4, 2018, Tom Albanese, Ernie Nutter and Justin Cochrane were elected to the Board at the Company’s Annual and Special Meeting. Messrs. Albanese and Nutter stepped off the Advisory Board on this date. On May 17, 2018, Mr. Gili was appointed to the Board.
- On August 13, 2018, Mr. Albanese, an independent director, was appointed Lead Director to facilitate the independent functioning of the Board.
- On October 1, 2018, Abraham Jonker was appointed as CFO of the Company. Mr. Jonker had been a member of the Board since May 2017 and served as interim CEO between February 15, 2018 and May 1, 2018. Mr. Jonker stepped down from his position as Non-Executive Director of the Company on October 1, 2018. Mr. Bob McKnight concurrently transitioned from CFO to a new role as Executive Vice President.
- On October 1, 2018, Mark Wall was appointed as Chief Commercial Officer of the Company.
- On December 12, 2018, Anthony Cina joined the Advisory Board. Mr. Cina is a Board Advisor, Corporate Director and serves as a Consultant at Emergent Technologies Holdings, LP. Mr. Cina has served in various senior executive roles at publicly traded mining companies, most recently as Senior Vice President at Yamana Gold Inc.

July 2018 Equity Offering

- In July 2018, the Company completed a public offering (the “July 2018 Offering”) for gross proceeds of approximately \$82.75 million through the issuance of 180,771,021 Common Shares at a price of C\$0.60 per Common Share. An aggregate of 3,600,000 Common Shares and 30,500,000 Common Shares were issued to Pala and Castllake, respectively, in the July 2018 Offering. Upon completion of the July 2018

Offering, Pala held approximately 38% of the then-outstanding Common Shares and Castlelake held approximately 19% of the then-outstanding Common Shares.

Construction Decision

- On August 28, 2018, the Company announced the construction decision for the Underground Project (the “Construction Decision”) and awarded an underground mining contract for shaft sinking and underground mine development to Cementation, USA, Inc. (“Cementation”) and an engineering, procurement and construction contract for the surface plant and infrastructure at the Project to Sedgman USA Inc. (“Sedgman”), a member of CIMIC Group, for a fixed price of \$118 million.
- In connection with the Construction Decision, the Company received a commitment from Pala to make available to the Company, at the Company’s election, a standby subordinated loan facility of up to \$25 million. This standby facility was terminated upon the funding of the KfW IPEX-Bank Facility and the establishment of the COF, as described below.
- Shortly after the announcement of the Construction Decision, the Company received the \$70 million precious metals stream deposit from Triple Flag on September 6, 2018.
- During 2018, the Company conducted a drilling program in relation to the Open Pit Project with the objective of further defining the Mineral Resource. Results of that program are included in the April 2019 Technical Report.

2019 Developments

Newly-Staked Land

- The Company announced on February 22, 2019 that regional survey work led to new prospects being identified and the Company staked approximately 5,700 acres of unpatented claims, expanding the Pumpkin Hollow property to the east. The staked claims appear to have porphyry-style alteration and copper mineralization at surface. The Company is currently mapping and sampling the newly acquired claims area, in addition to following-up on additional areas of high-grade surface skarn mineralization on its property. A regional aeromagnetic survey of the Property was completed in 2019.

The April 2019 Technical Report

- On April 16, 2019, the Company announced the filing of a new technical report on the Pumpkin Hollow Project. This technical report entitled “NI 43-101 Technical Report: Nevada Copper Corp., Pumpkin Hollow Project, Open Pit and Underground Mine Prefeasibility Study (PFS)” (“the April 2019 Technical Report”), has an effective date of January 21, 2019 and supersedes all previously filed technical reports for the Property. The April 2019 Technical Report describes the Pumpkin Hollow Property and its advancement based on a phased development approach of the underground and open pit deposits as stand-alone projects. The April 2019 Technical Report includes a pre-feasibility study for the stand-alone Underground Project initially completed in 2017, and a newly-completed pre-feasibility study for the Open Pit Project (see “*Mineral Properties*”).

The 2019 KfW IPEX-Bank Facility, Related Facilities and Offtake Arrangements

- On May 7, 2019, the Company announced that NCI entered into a \$115 million credit agreement with KfW IPEX-Bank to provide a long-term, project finance senior debt facility supported by a loan guarantee issued by the Federal Republic of Germany through Euler Hermes (the “KfW IPEX-Bank Facility”) for the Underground Project (which was subsequently amended on March 27, 2020 in connection with the Refinancing Transactions, as described below) (see “*Financing and Offtake Arrangements*”).
- Concurrently, NCI entered into complementary financing and offtake arrangements in connection with the Underground Project, including (i) a \$35 million working capital facility (the “Working Capital Facility”) with Concord, and (ii) offtake agreements with Aurubis AG and Aurubis Bulgaria AD (collectively, “Aurubis”) and Concord. In addition, NCI entered into a \$26.4 million cost overrun facility (“COF”) provided by the Company to NCI. The COF was partially funded by proceeds from the equity offerings referred to below, with the remainder covered by a third-party guarantee and backstopped by an equity standby facility (the “Equity Standby Facility”). Upon the funding of the 2019 Credit Facility (as defined below), the Equity Standby Facility was terminated. The agreements referred to in this paragraph, together

with the KfW IPEX-Bank Facility, are collectively referred to in this AIF as the “Financing Arrangements”. (See “*Financing and Offtake Arrangements*”).

- In connection with the Financing Arrangements, the Company completed a public offering on May 16, 2019 of 61,950,000 Common Shares on an underwritten basis at a price of C\$0.40 per Common Share for aggregate gross proceeds of approximately C\$24.8 million (the “Public Offering”). The Company also sold 38,052,313 Common Shares by way of concurrent private placements for aggregate gross proceeds of approximately C\$15.2 million (the “Concurrent Private Placements”). The gross proceeds of the Public Offering and the Concurrent Private Placements (together, the “Equity Offering”) were approximately C\$40 million. The net proceeds of the Equity Offering were used to (i) partially fund the COF, satisfy the KfW IPEX-Bank Facility’s minimum equity to debt funding requirement and cover a portion of the costs associated with the Financing Arrangements, construction and ramp-up of the Underground Project and general corporate requirements, and (ii) facilitate the acceleration of the Company’s 2019 exploration program at its Open Pit Project. On May 6, 2019, Red Kite and Pala entered into a share purchase agreement whereby Pala agreed to purchase all of the 31,435,345 Common Shares held, directly or indirectly, by Red Kite (the “Red Kite Shares”) at a price of C\$0.40 per Common Share. The sale of the Red Kite Shares to Pala was completed by May 9, 2019. In connection with this transaction, Red Kite paid the Company a placement fee in the aggregate amount of C\$628,700 from the proceeds of the sale.
- On May 31, 2019, the Company closed the KfW-IPEX Bank Facility and the Red Kite Loan Facility was repaid.
- On May 31, 2019, in connection with the KfW IPEX-Bank Facility, certain amendments were made to the Stream Agreement (see “*Financing and Offtake Arrangements*”).

Management Updates

- On March 28, 2019, Phil Day was appointed to the Board and resigned as Chief Operating Officer. Mr. David Swisher, who was the Company’s Vice President, Operations, became the Company’s Senior Vice President, Operations with responsibility for the management and oversight of all construction and technical activities at the Project.
- On May 1, 2019, Cassandra Joseph joined the Company as General Counsel. Ms. Joseph has more than 20 years of legal experience with a focus on mining and metals, environmental and corporate law.

2019 Credit Facility

- On November 29, 2019 the Company entered into a credit agreement for a \$30 million credit facility (the “2019 Credit Facility”) with Pala, which was subsequently replaced by the Convertible Loan (see “*Financing and Offtake Arrangements*”).

2020 Financing Developments

Subsequent to December 31, 2019, the Company entered into a comprehensive financing package to strengthen its balance sheet, which was comprised of the following components that all closed on March 27, 2020 (collectively, the “Refinancing Transactions”):

- Amendments to the KfW IPEX-Bank Facility, providing for an aggregate of \$12.2 million in payment deferrals through the re-sculpting of certain amortization and debt service reserve account payments (see “*Financing and Offtake Arrangements*”).
- An amendment to the Stream Agreement that provides for an additional \$15 million in payments to NCI, comprised of a \$10 million payment that was made on May 1, 2020 and an additional \$5 million to be paid through the reinvestment of 50% of the value of metal deliveries received by Triple Flag under the Stream Agreement (in consideration for which the amount of gold and silver deliverable to Triple Flag shall be increased from 90% to 97.5% and the ongoing payment by Triple Flag shall be reduced from 10% to 5% of the then current spot price) (see “*Financing and Offtake Arrangements*”).
- New net smelter return royalty agreements with Triple Flag USA Royalties Ltd. (“Triple Flag US”), an affiliate of Triple Flag Precious Metals Corp. (“TFPM”), over the Open Pit Project and the Company’s Tedeboy exploration property (the “Tedeboy Project”). The Company received an aggregate of \$20 million as the purchase price for these royalties on March 27, 2020 (see “*Financing and Offtake Arrangements*”).

- TFPM was issued an aggregate of 15 million Common Share purchase warrants of the Company at an exercise price of C\$0.225 (see “*Financing and Offtake Arrangements*”).
- A new convertible loan facility (the “Convertible Loan”) with Pala in the principal amount of \$30 million, which extended and replaced the 2019 Credit Facility (see “*Financing and Offtake Arrangements*”).
- A backstop agreement among Pala, the Company and Triple Flag (the “Backstop”), providing for up to \$20 million which is available for the Company to call on if required until December 31, 2021 if it is unable to raise capital from other sources (see “*Financing and Offtake Arrangements*”).

2020 Developments

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

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

Due to the restrictions imposed by government-mandated measures and other impacts of the COVID-19 pandemic, on April 6, 2020, the Company announced that it had become necessary to temporarily suspend copper production at the Project (the “Suspension”). As in many parts of the United States, Nevada has imposed stringent travel and workplace restrictions the nature of which are continuing to evolve. These restrictions have resulted in significant operational delays and work constraints affecting the Company. Their continued impact without mitigation measures, especially during ramp-up of the Underground Project, have temporarily prevented the Company from continuing effective operations. General concern regarding the risks to the health of the Company’s workforce, contractors and suppliers, the consequences of the working restrictions now in effect, and disruptions to the Company’s supply chains, made it necessary for the Company to implement the Suspension.

The Suspension, which was originally anticipated to last six weeks or more, is subject to revision in response to any further government-mandated measures related to the COVID-19 pandemic, including directives from the Governor of Nevada’s Office. During the Suspension, essential mine services are continuing on site, including reduced underground mine development and other activities necessary to maintain the operation in a ready condition for the ramp back-up of activities as COVID-19 related impacts are ameliorated. The Company has implemented various cost reduction initiatives to preserve liquidity and protect the Company during the Suspension, including reducing the number of employees (on both a permanent and temporary basis).

Change in Contractor

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

Management Updates

- On March 31, 2020, Mr. David Swisher’s employment with the Company as Senior Vice President, Operations was terminated.
- On May 8, 2020, the Company announced the departure of Matthew Gili as the President and Chief Executive Officer (“CEO”) of the Company effective as of May 8, 2020. Mr. Evan Spencer was appointed as interim President and CEO.

DESCRIPTION OF BUSINESS

General Description

The Company is a copper producer and is engaged in the identification, acquisition, exploration and development of copper and other mineral properties. The Company’s primary focus is the development of the Project, and in particular the ramp-up of the Underground Project, which is located in western Nevada, approximately ninety kilometers straight line distance southeast of Reno, near the town of Yerington. Once the Suspension is lifted,

copper will be sold under the offtake contracts described above and the pre-existing offtake contract covering 25.5% of the copper concentrate produced from the Underground Project.

Employees

As at May 15, 2020, the Company had four full time employees based in Vancouver, British Columbia, five full-time employees, including the CEO, based in Reno, Nevada, and 84 full-time employees in Yerington, Nevada (includes 41 furloughed employees). As of December 31, 2019, the Company had ten full time employees based in Vancouver, British Columbia, four full-time employees, including the CEO, based in Reno, Nevada, and 81 full-time employees in Yerington, Nevada.

Mineral Rights & Land Holdings

The property comprising the Project is located within a contiguous 36 square mile land package held by the Company comprising:

1. Fee land, including surface and mineral rights, owned directly by the Company (14.5 square miles);
2. Fee Land and Patented Claims, including surface and mineral rights, under lease with RGGGS pursuant to the Lease Agreement (2.4 square miles); and
3. Unpatented claims owned by the Company (19.6 square miles) outside the deeded lands.

The Company's surface and mineral rights holdings as of May 15, 2020 are summarized below:

Nevada Copper (NCI) Land Description	Mineral Rights held by NCI			Surface Rights held/controlled by NCI		
	acres	sq. miles	sq. km	acres	sq. miles	sq. km
NCI Land in Lyon County acquired from Federal Government (Includes ~ 80 acres of land where common materials - sand and gravel - held by NDOT) (1)	9,040.1	14.1	36.6	9,040.1	14.1	36.6
NCI Land acquired from Federal Government in Mineral County (surface & mineral)	105.3	0.2	0.4	105.3	0.2	0.4
NCI Patented land acquired from private party: Lyon County 2019 (non-contiguous surface & mineral)	134.1	0.2	0.5	134.1	0.2	0.5
Total Deeded to NCI	9,279.5	14.5	37.6	9,279.5	14.5	37.6
Private land currently held (RGGGS Patented & Fee land)	1,537.8	2.4	6.2	1,537.8	2.4	6.2
NCI unpatented Federal mining claims outside conveyance area	6,830.0	10.7	27.6			
NCI unpatented Federal mining claims outside conveyance area staked in 2019	5,700.0	8.9	23.1			
Total NCI Controlled Lands	23,347.3	36.5	94.5	10,817.3	16.9	43.8

Note:

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

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

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

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

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

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

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

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

The Company’s Unpatented Claims that are within one mile of the Fee Land and Patented Claims (the “Area of Influence”) subject to the Lease Agreement will be subject to a 1% net smelter return overriding royalty on non-ferrous materials and \$0.10 per long ton of crude overriding royalty on the ferrous materials to RGGGS’s account. On January 9, 2017, an agreement with RGGGS was reached which deferred payments in 2017. In consideration for this deferral, RGGGS royalty rates, for areas lying outside the Fee Land and Patented Claims but within the Area of Influence, increased from 1% to 2% for non-ferrous metals and the royalty rate for ferrous metals increased from \$0.10 per ton to \$0.20 per ton. Advance royalty payments resumed in 2018 and the Company is current with all these payments. As of December 31, 2019, the ARP available for credit against future royalties payable to RGGGS are \$5.1 million.

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

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

Yerington Land Conveyance

In December 2014, Congressional legislation directing the sale of 10,059 acres of Federal land (the “Yerington Land Conveyance”) was signed into law by the President of the United States. In August 2015, the Yerington Land Conveyance was completed by the Bureau of Land Management (“BLM”), resulting in the transfer by deed of surface and mineral rights covering 10,059 acres by the BLM to the City of Yerington (the “City”). In October 2015,

the City conveyed, by deed, surface and mineral rights for 9,040 acres of those conveyed lands to NCI. The combined existing and conveyed private lands owned or controlled by the Company total 11,597 acres. As a result, the entire project described in a 2017 Technical Report (as defined below but now superseded) is now located on private land and can be constructed and operated under Nevada State permits. Subsequent to the completion of the Yerington Land Conveyance, there remains approximately 6,830 acres of additional U.S. unpatented mineral claims located on BLM administered Federal lands that are controlled by Nevada Copper (in addition to the 5,700 acres of newly-acquired claims referred to above).

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

Rail Loading Facility

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

Majuba Royalty

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

FINANCING, OFFTAKE AND RE-FINANCING ARRANGEMENTS

KfW IPEX-Bank Facility

On May 6, 2019, NCI entered into the KfW IPEX-Bank Facility with KfW IPEX-Bank, a German bank, pursuant to which KfW IPEX-Bank made available to NCI a senior secured project financing facility in the aggregate amount of \$115 million supported by a loan guarantee (the “UFK Guarantee”) issued by the Federal Republic of Germany through Euler Hermes, for which NCI pays a fee. The KfW IPEX-Bank Facility closed on May 31, 2019 and NCI drew down the entire amount of the facility. Amounts drawn under the KfW IPEX-Bank Facility are to be used to fund construction and operating costs in respect of the Underground Project. The KfW IPEX-Bank Facility has a nine year term (maturing in 2028) with scheduled semi-annual repayments (structured in a back-weighted manner) throughout the term commencing January 31, 2021. The KfW IPEX-Bank Facility contains mandatory prepayment provisions, including a requirement to make a repayment upon completion of construction of the Underground Project in the amount of \$15 million less the amount of cost over-runs incurred in such construction.

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

The KfW IPEX-Bank Facility contains representations, warranties, covenants and events of default customary for a transaction of this nature, including, without limitation, negative covenants limiting mergers, acquisitions, consolidations and investments, additional indebtedness, granting liens, disposing of assets or subsidiaries, granting royalties or entering into streaming transactions, sale and leaseback transactions and hedging, making restricted payments, entering, amending or terminating material contracts, or amending the mine plan, construction budget or construction schedule for the Underground Project, which negative covenants are subject to certain customary exceptions.

The KfW IPEX-Bank Facility also contains a number of positive covenants customary for a transaction of this nature, including, without limitation, paying obligations, maintaining properties, obtaining and maintaining

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

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

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

Cost Over-Run Facility and Equity Standby Facility

NCI was required, pursuant to the terms of the KfW IPEX-Bank Facility, to establish the COF in the aggregate amount of \$26.4 million (the "COF Amount") for purposes of covering cost over-runs incurred by NCI in respect of the Underground Project. Amounts under the COF may be drawn by NCI only once all other existing sources of funding have been utilized, and in the event that construction or operating costs at the Underground Project have exceeded the original estimate. The COF was entered into and was made available from the date of funding under the KfW IPEX-Bank Facility and will be available until the completion of construction of the Underground Project.

A portion of the COF Amount was funded through using \$15 million of the net proceeds from the Public Offering. The remaining portion of the COF Amount was funded by an equity standby facility that was provided by Pala. Upon the entering into of the 2019 Credit Facility, this standby facility was terminated, and funds drawn under the 2019 Credit Facility were used to cover the remaining portion of the COF Amount.

Offtake Agreements

The KfW IPEX-Bank Facility also requires the Company to maintain offtake agreements for the sale of copper concentrates from the Underground Project in the aggregate of not less than (i) 40,000 dry metric tons of copper concentrates; and (ii) when considered together with contracted volumes under the Aurubis Offtake Agreement (as defined below), 75% of the total production of copper concentrates from the Underground Project; provided, that each offtake agreement must have a term that equals or exceeds the lesser of (x) three years and (y) the final

maturity date of the KfW IPEX-Bank Facility. This condition was satisfied through (i) NCI's existing offtake contract covering 25.5% of the copper concentrates from the Underground Project; (ii) the Aurubis Offtake Agreement; and (iii) the Additional Volumes Offtake Agreement (as defined below). A prior offtake agreement with MF Investments exists for 25.5% of the copper concentrates production derived from the Eastern Area deposits that are from underground mining. This contract is now owned by Transamine, a metals trader. The offtake agreement includes concentrate pricing based on market terms.

Aurubis Offtake Agreement

On May 6, 2019, NCI entered into a copper concentrates sales agreement (the "Aurubis Offtake Agreement") with Aurubis. The Aurubis Offtake Agreement provides that Aurubis will purchase from NCI 40,000 dry metric tonnes (+/- 5% at NCI's option) of copper concentrates from the Underground Project in each contractual year, for a period of eight contractual years from the commencement of commercial production at the Underground Project, unless terminated earlier in accordance with its terms. In view of logistical challenges of making deliveries from the Underground Project to Aurubis' smelters in Germany and Bulgaria, NCI may elect to deliver alternative clean copper concentrates ("Substitute Concentrates") acceptable to Aurubis, pursuant to a related agreement between NCI, Concord and Aurubis (the "Aurubis Side Letter"). If NCI wishes to deliver Substitute Concentrates in a contractual year, Concord shall deliver the copper concentrates previously intended to be delivered to Aurubis to other parties and replace the corresponding quantity with the supply of Substitute Concentrates to Aurubis pursuant to the Aurubis Side Letter. Upon delivery by Concord of Substitute Concentrates to Aurubis, NCI's obligations to Aurubis in respect of such copper concentrates from the Underground Project shall be deemed to have been satisfied and discharged. At Aurubis' option, NCI shall deliver each parcel (approximately 10,000 dry metric tonnes) at approximately even intervals throughout the contractual year to DAP Brunsbuettel, Germany or Bourgas, Bulgaria, in bulk. The allocation of copper concentrates between each Aurubis entity is determined by way of mutual agreement between Aurubis and NCI annually.

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

Concord Offtake Agreements

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

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

NCI and Concord may mutually agree to fix the price of payable copper to be delivered under the Concord Swap Offtake Agreement for an agreed period of time based on the market price on the London Metal Exchange for grade A Copper prevailing at the time NCI and Concord agree to fix the price. In addition, the Concord Swap Offtake Agreement includes a freight credit sharing adjustment to incentivize reduced freight costs to both parties.

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

Working Capital Facility

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

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

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

Triple Flag Stream Agreement

The Company, NCI and Triple Flag entered into the Stream Agreement on December 21, 2017 whereby Triple Flag committed to fund a deposit of \$70 million (the “Stream Deposit”) against future sale and delivery by NCI of an amount of gold and silver referenced to 90% of the gold and silver production from the Underground Project,

calculated based on a fixed ratio of 162.5 ounces of gold for each 1 million pounds of copper in concentrate produced and 3,131 ounces of silver for each 1 million pounds of copper in concentrate produced. NCI will receive an ongoing payment of 10% of the spot price for each ounce of gold and silver delivered to Triple Flag. Nevada Copper and its subsidiaries have provided security (which is subordinated to the security granted under the KfW IPEX-Bank Facility, as defined below) for the performance of the obligations under the Stream Agreement over all of their respective assets. Upon the occurrence of an event of default that is continuing under the Stream Agreement, Triple Flag will have the right, upon written notice, to take any or all of the following actions: (a) demand all amounts and deliveries owing by NCI, (b) terminate the Stream Agreement and demand all losses suffered or incurred as a result of the occurrence of such event of default and termination in an amount equal to the greater of a target return amount and the value of the gold and silver that would have been delivered by NCI for the term of the Stream Agreement, or (c) enforce the security. NCI agreed to the restriction of certain business activities, including not carrying on any business other than the exploration, construction, development, operation and expansion of the Project and the Company agreed to restrict the declaration of any dividends, prior to commencement of initial production from the Underground Project. Shortly after the Company announced the Construction Decision at the Underground Project in September 2018, Triple Flag advanced the Stream Deposit.

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

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

Triple Flag Royalty Agreements and Warrants

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

In connection with the Second Stream Amendment and the Royalty Agreements, on March 27, 2020, TFPM was issued an aggregate of 15 million Common Share purchase warrants of the Company at an exercise price of C\$0.225 that are exercisable for a period of five years from the date of issuance (the "Triple Flag Warrants").

Convertible Loan

As part of the Refinancing Transactions, on March 27, 2020, the Company entered into the Convertible Loan with Pala in the principal amount of \$30 million, which extended and replaced the 2019 Credit Facility. The Convertible Loan has a four-year term (to be repaid by March 27, 2024). Pala may, at any time, and from time to time, convert all or a portion of the Convertible Loan, including any accrued interest thereon, into Common Shares at a conversion price of C\$0.1575, the current market price at the time that the Convertible Loan was entered into (the "Conversion Price"). The Convertible Loan bears interest at the rate of 14% per annum, quarterly in arrears. The Company has the option to pay such interest in cash if permitted by the Company's senior credit facilities. In the event the Company elects not to pay such interest in cash, Pala has the option to either: (i) receive the amount of such interest payment through the issuance of Common Shares based on the market price (as defined in the policies of the TSX)

of the Common Shares at the time of such interest payment; or (ii) add the amount of such interest payment to the then outstanding principal amount of the Convertible Loan (which shall thereafter accrue interest at the interest rate under the Convertible Loan), in which case such interest will either be repaid on maturity of the Convertible Loan or converted into Common Shares at the Conversion Price. The Convertible Loan is also repayable subject to a make whole amount, whereby Pala will receive the balance of all remaining interest amounts to the end of the full term of the Convertible Loan, upon certain change of control events.

The Convertible Loan may be prepaid by the Company in full at any time, subject to payment of a premium of 15% in year 1, 10% in year 2, 8% in year 3 and 5% in year 4. Pala is entitled to a restructuring and extension fee of 8% of the principal amount of the Convertible Loan which was added to the principal amount of the Convertible Loan.

The 2019 Credit Facility was repaid in full through the proceeds from the Convertible Loan. The Company had drawn the full \$15 million available under the 2019 Credit Facility prior to it being replaced. As discussed above, \$11.4 million of the initial draw under the 2019 Credit Facility was used to satisfy the remaining portion of the COF Amount after Pala's standby facility was terminated. All fees, interest and other expenses that accrued, were outstanding or became due as a result of the repayment of the 2019 Credit Facility in the aggregate amount of \$3.4 million were satisfied through the issuance of an aggregate of 31,400,000 Common Shares to Pala, reflecting a price per Common Share equal to C\$0.1575, the current market price at the time.

The Company and Pala intend to seek additional investors (which may include insiders of the Company) to which Pala may syndicate a portion of the Convertible Loan up to a maximum amount of \$12 million.

The Convertible Loan contains restrictions on the Company and its subsidiaries with respect to granting liens, fundamental changes to the business and corporate structure, sale of assets, joint venture arrangements, distributions, investments, indebtedness and entering into new royalty, streaming or similar arrangements, in each case subject to certain exceptions and/or lender consent. The Convertible Loan also contains customary events of default, including, without limitation, change of control, certain cross-defaults and certain material adverse effects.

Backstop Agreement

As part of the Refinancing Transactions, on March 27, 2020, Pala, the Company and Triple Flag entered into the Backstop providing for up to \$20 million which is available, subject to certain conditions, for the Company to call on capital from Pala when required until December 31, 2021 if it is unable to raise capital from other sources.

If funds are called by the Company under the Backstop, the obligations of the Company under the Backstop will be satisfied through the issuance of Common Shares, which Common Shares will be issued at a price to be agreed by the Company and Pala within the applicable pricing rules of the TSX, but if a price cannot be agreed will be based on the market price (as defined in the policies of the TSX) of the Common Shares at the relevant time less a discount of 20%.

If the Backstop is called after December 31, 2020, and the obligations under any such call would require disinterested shareholder approval (which will exclude Pala and any other insiders that may participate in the Backstop) under the policies of the TSX, the Company must obtain such approval as a condition to completion of the call under the Backstop. The Company may also seek to obtain, at any time, approval of disinterested shareholders to issue Common Shares pursuant to the Backstop after December 31, 2020. In the event such disinterested shareholder approval is not obtained, any amounts called under the Backstop for which such approval was sought will be in the form of subordinated unsecured debt which will have substantially the same terms as the 2019 Credit Facility. For certainty, any calls made by the Company under the Backstop prior to December 31, 2020 will not be subject the shareholder approval requirements of the TSX.

Notwithstanding the foregoing, Pala may elect to fund its obligations under the Backstop through the issuance by the Company of convertible debt, which convertible debt will have a three year term to maturity, a conversion price of a 5% premium to the market price (as defined by the policies of the TSX) of the Common Shares at the time of issuance, no fees payable other than an interest rate of 12% and shall be prepayable by the Company at any time.

A fee was payable to Pala upon entering into the Backstop in an aggregate amount of \$800,000, which was paid through the issuance of an aggregate of 7,500,000 Common Shares, reflecting a price per Common Share equal to C\$0.1575, the current market price at the time.

Lease Facilities

The Company has two equipment facilities in place from Caterpillar Financial Service Corporation and Epiroc Financial Solutions USA LLC, respectively, providing availability to support equipment lease purchases. The amounts outstanding under each of these facilities are \$11.2 million and \$7.8 million, respectively. Lease liabilities are repayable in monthly instalments and are secured by equipment with a carrying value of approximately \$25 million. The capital lease obligations bear fixed interest rates ranging from 6% to 8% and have maturity dates ranging from 2022 to 2048.

Bonding Arrangements

On January 24, 2020, the Company entered, together with Pala, into indemnity agreements with a surety in connection with the issuance of a lien bond in an amount up to \$21 million, to the extent required in order to remove any liens that may be recorded on the Property by the Company's previous contractor. On February 11, 2020, the Company entered, together with Pala, into indemnity agreements with a surety in connection with the issuance of a bond up to a maximum of \$10 million to secure payment terms of the Company's new contractor. In connection with those agreements, Pala undertook to guarantee the Company's obligations under the bonds. The Company entered into agreements with Pala pursuant to which the Company will indemnify Pala for any liabilities it suffers in connection with the bonding arrangements and pay to Pala an annual fee equal to 10% of the total amounts of the bonds for guaranteeing each of the bond obligations. In connection with the provision by Pala of the foregoing indemnities, Pala was owed an aggregate of \$2.1 million at the time that the Refinancing Transactions were entered into. Such fee was satisfied through the issuance of an aggregate of 18,900,000 Common Shares to Pala, reflecting a price per Common Share equal to C\$0.1575, the current market price at the time.

RISK FACTORS

In addition to the other information presented in this AIF, the following should be considered carefully in evaluating the Company and its business. This AIF contains forward-looking statements that involve risks and uncertainties. The Company's actual results may differ materially from the results discussed in the forward-looking statements. Factors that might cause such a difference include those discussed below and elsewhere in this AIF.

Impacts of the COVID-19 pandemic

While the impact of COVID-19 and the Suspension are expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on the Company's business operations, including the timing, duration and extent of the impact on the Company's ramp-up process at the Underground Project and future production, cannot be reasonably estimated at this time. It is not known what measures will be implemented by governmental authorities in the future and how long these measures, or the measures currently in effect, will be in place. The COVID-19 pandemic has had a significant impact on the global economy and financial and commodity markets in general, including a significantly negative impact on copper prices. The full extent of the impact of the pandemic on the economy and commodity prices, including copper prices, is not known at this time. The impacts of the COVID-19 pandemic may adversely affect the Company's ability to comply with its covenants under its contracts, including the KfW IPEX-Bank Facility, the Working Capital Facility and the Convertible Loan. It is expected that the COVID-19 pandemic will have a material adverse impact on the Company's business, results of operations, financial position and cash flows in 2020. See "*Impact of COVID-19 (Coronavirus) and Temporary Suspension of Copper Production*" above for more details on the impacts of COVID-19 on the Company.

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

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

Any of the following events, among others, could affect the profitability or economic feasibility of a project: unanticipated changes in grade and tons of ore to be mined and processed, unanticipated adverse geological conditions, unanticipated metallurgical recovery problems, incorrect data on which engineering assumptions are made, availability and costs of labor, costs of processing and refining facilities, availability of economic sources of power, adequacy of water supply, availability of surface on which to locate processing and refining facilities, adequate access to the site, unanticipated transportation costs, government regulations (including regulations with respect to prices, royalties, duties, taxes, permitting, restrictions on production, quotas on exportation of minerals, environmental), fluctuations in metals prices and the continuation of the current low copper price environment, accidents, labor actions, the availability and delivery of critical equipment, successful commissioning and start-up of operations, including the achievement of designed mill recovery rates and force-majeure events.

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

currently estimated, our business, results of operations, financial condition and liquidity could be materially adversely affected.

There may be delays in the ramp-up of the Underground Project

Once the Suspension is lifted, there is no assurance that the ramp-up of the Underground Project will proceed without delays. It is common for projects in the ramp-up phase to experience unanticipated problems and for there to be unexpected costs associated with these delays. Delays in ramp-up, including because of the Suspension, will likely impact the Company's revenue and cash flow. The Suspension was originally anticipated to last six weeks or more, however this is subject to revision in response to any new government-mandated measures related to the COVID-19 pandemic. There are a number of risks and challenges associated with ramp-up, including unforeseen geological formations, the implementation of new mining and recovery processes and the underlying characteristics and quality of mineralogy of deposits. In addition, any delay in performance by the Company's contractor will delay the completion of ramp-up at the Underground Project and may result in additional costs being incurred by the Company beyond those already incurred and budgeted.

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

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

Market prices can be affected by numerous factors beyond the Company's control, including levels of supply and demand for a broad range of industrial products, economic growth rates of various international economies, expectations with respect to the rate of inflation, the relative strength of various currencies, interest rates, speculative activities, global or regional political or economic circumstances and sales or purchases of copper or other metals by holders in response to such factors. The Chinese market is a significant source of global demand for commodities, including copper. Chinese demand has been a major driver in global commodities markets for a number of years and recent uncertainties regarding the level of Chinese demand, including those resulting from the ongoing COVID-19 pandemic, have adversely affected prices for copper. A further slowing in China's economic growth could result in even lower prices and could negatively impact the value of the Company's securities. Prolonged decreases in the price of copper or other metals could adversely impact the ability of the Company to proceed with the development of the Project. In particular, the prolonged low copper price that is continuing as at the date hereof has impacted the amount of funds that are available to the Company under the Working Capital Facility since these amounts are tied to the value of future expected copper deliveries. If the current low copper price continues throughout the ramp-up of the Underground Project then the Company may need to obtain additional financing to complete the ramp-up. Even after the Suspension is lifted, the Company may need to curtail or suspend some or all of its other proposed mining activities on the Project in the future in response to lower copper or other metals prices.

Risks associated with secured debt and the Stream Agreement.

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

Current global financial conditions are difficult for mining companies.

Current global financial conditions for mining companies have been affected by a prolonged decline in commodities prices and the impacts of the COVID-19 pandemic. Access to public financing has been negatively impacted by the prolonged decline in commodities prices, and the resulting decrease in the values of the securities of many mining companies. These factors may impact the ability of the Company to obtain equity or debt financing in the future on terms favourable to the Company, or at all. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. If such decreased levels of commodity prices continue, the Company's operations could be adversely impacted, and the trading price of the Common Shares may be adversely affected.

Risks associated with the financing of the Project.

The Company may require further funding to complete the ramp-up of the Underground Project as a result of cost overruns or other reasons. The Company will also need to secure financing to develop the Open Pit Project. There is no assurance that the Company will be able to obtain such financing, when required, on favourable terms or at all. Any failure by the Company to raise sufficient funding to complete the ramp-up of the Underground Project and achieve commercial production will have a materially adverse impact on the Company and the value of its securities. Separately, technical work remains ongoing with respect to the development of the Open Pit Project and there can be no assurance regarding the outcome of the technical work or whether the Company will proceed with further development of the Open Pit Project.

The Company has only recently begun operations and therefore has a limited history of earnings.

The Company has only recently begun operations and therefore has a limited history of earnings. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through concentrate sales and the sale of its equity shares or by way of debt, royalty or streaming financing. While the Company may generate additional funds through the operation, development, sale or possible syndication of its properties, there is no assurance that any such funds will be generated.

Risks associated with Litigation

Companies in all industries, including the mining industry, may be subject to legal claims from time to time. The Company is currently involved in litigation commenced by its previous Underground Project contractor, as well as litigation commenced by its EPC contractor (see "*Legal Proceedings and Regulatory Actions*") and may become involved in other legal disputes in the future. The Company has filed counterclaims against its previous contractor relating to breach of contract and declaratory relief. There can be no assurance that the Company will ultimately be successful in its defence of this litigation, its counterclaims or the litigation with its EPC contractor. Neither the results of these disputes nor the costs associated with the litigation can be predicted with certainty at this time. Defence and settlement costs relating to litigation can be substantial even when claims lack merit. Due to the inherent uncertainty associated with litigation, legal proceedings may have a material adverse effect on the Company.

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

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

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

There is no certainty that the expenditures made or to be made by the Company in the exploration of its properties will result in discoveries of further mineralized material in commercially viable quantities. Most exploration projects do not result in the discovery of commercially mineable ore deposits. Mining operations generally involve a high degree of risk which even with a combination of experience, knowledge and careful evaluation may not be able to overcome. The business of mining is subject to a variety of risks such as industrial accidents, flooding, environmental hazards such as fires, technical failures, labor disputes and accidents at the mine facilities. Such occurrences, against which the Company cannot or may elect not to insure, may delay the ramp-up of the Underground Project, increase production costs or result in liability. The incurrence of such liabilities may have a material adverse effect on the Company's financial position.

Estimates of Mineral Reserves and Resources may not be realized.

The Mineral Reserves and Resources estimates described in this AIF are only estimates and no assurance can be given that any particular level of recovery of minerals will be realized or that an identified Resource will ever qualify as a commercially mineable (or viable) deposit which can be legally and economically exploited. The Company relies on laboratory-based recovery models to project estimated ultimate recoveries by mineral type. There can be no assurance that mineral recovery in small scale laboratory tests will be duplicated in large scale tests under on-site conditions or in production scale operations. Actual recoveries may exceed or fall short of projected

laboratory test results. In addition, the grade of mineralization ultimately mined may differ from the one indicated by the drilling results and the difference may be material. Production can be affected by such factors as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations, inaccurate or incorrect geologic, metallurgical or engineering work, and work interruptions, among other things. Short term factors, such as the need for an orderly development of deposits or the processing of new or different grades, may have an adverse effect on mining operations or the results of those operations. Material changes in proven and probable Reserves or Resources, grades, waste -to-ore ratios or recovery rates may affect the economic viability of projects. The estimated proven and probable Reserves and Resources described herein should not be interpreted as assurances of mine life or of the profitability of future operations.

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

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

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

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

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

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

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

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

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

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

Mineral exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral

deposits which, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of mining facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, any of which could result in the Company not receiving an adequate return on invested capital.

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

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

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

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

Title Matters.

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

Shareholder Dilution.

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

Share Price Risk.

The market price of a publicly traded stock is affected by many variables not directly related to the success of the Company, including the market for all resource sector shares, the breadth of the public market for the stock, fluctuations in metals prices, the need for certain funds to sell shares for external reasons other than those relevant to the Company and the attractiveness of alternative investments. The effect of these and other factors on the market price of the Common Shares on the exchanges on which the Common Shares are listed suggests that the share price will be volatile. In the previous eight quarters, between January 1, 2018 and December 31, 2019, the Common Shares traded in a range between C\$0.185 and C\$0.80 per Common Share.

Insurance Risks and Uninsured Risks.

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

Tax Risks.

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

Currency Risk.

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

MINERAL PROPERTIES

This section of the AIF contains information taken from the April 2019 Technical Report. The April 2019 Technical Report describes the stand-alone Underground Project based on a pre-feasibility study ("PFS") completed in 2017 and it also describes the stand-alone Open Pit Project, based on a PFS completed in 2019 by Golder Associates Ltd. ("Golder") and Sedgman Canada Limited.

General

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

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The technical information set out in this AIF does not purport to be a complete summary of all information regarding the Project and is subject to all the assumptions, qualifications and procedures that are set out in the April 2019 Technical Report, and is qualified in its entirety with reference to the full text of the April 2019 Technical Report.

Introduction

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

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

The stand-alone Underground Project is based on a PFS completed in 2017 and is designed for a production rate of 5,000 tons per day ore feed to a process plant from the mine. The results of the 2017 study for the Underground Project, remain unchanged and are described in the April 2019 Technical Report, with the current effective date of January 21, 2019. Nevada Copper decided on August 28, 2018, to commence construction of the stand-alone Underground Project, and construction commenced shortly thereafter. The construction is continuing and initial metal production began in Q4 2019.

The stand-alone Open Pit Project is based on a PFS completed in 2019 (the “Open Pit PFS”) and is designed for a 37,000 tons per day ore feed to the process plant initially, before expanding to 70,000 tons per day during the life of mine. The Open Pit PFS has an effective date of January 21, 2019. Nevada Copper intends to advance the evaluation of the stand-alone Open Pit Project with further engineering and study at this time.

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

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

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

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

- Patented claims and fee land held under lease from RGGS

- Private surface and mineral rights acquired from the federal government in 2015
- Federal unpatented mining claims

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

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

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

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

History

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

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

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

Geological Setting, Mineralization and Deposit Types

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

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

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

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

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

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

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

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

Exploration

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

Drilling

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

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

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

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

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

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

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

Sampling, Analysis and Data Verification

Core samples were marked by Nevada Copper geologists prior to delivery to the analytical laboratory. The sawed core splits were placed into sample bags for drying and processing. For the previous drilling the core samples were marked and split on site. The bagged core and reverse circulation samples were delivered to the analytical lab. The core intervals sampled by Nevada Copper varied from one to six ft runs and one to ten foot runs for previous operators were based on geology. The reverse circulation and rotary samples were either five or ten foot intervals. The following is a summary of the sample preparation procedures:

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

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

The AAL sample procedures are as follows:

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

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

A subset of samples (about 4.5%) were sent for re-assay at AAL while a subset of these (about 2% to 5%) were periodically sent to a second laboratory, Inspectorate was used for the 2006 to 2012 campaigns. Golder reviewed the check assays from the 2006 to 2012 drilling campaign using the Half Absolute Relative Difference ("HARD") method. HARD is a parameter used to determine the precision of a population. It is produced by dividing half the absolute difference between two values by the means of the two values. In general, if 90% of the population had a

less than 10% HARD, it is considered acceptable. For copper, the checked assays show an acceptable precision, where 90% of the samples had a HARD below 15% and no bias. For gold only 60 pairs were analyzed and 90% of the samples had a HARD value below 50%. The silver checks assays had 90% of the samples with a HARD value below 40%.

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

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

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

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

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

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

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

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

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

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

A second pass quality control is a duplicate run of samples called controls (8 per 43 assays). The reproducibility of the controls is specific. The third pass quality control repeats any unusual results. This includes low results in high value areas or high results in low value areas.

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

Tetra Tech reviewed the protocols for the insertion of standards, blanks and duplicates. Nevada Copper protocol calls for insertion of field standards and blanks randomly inserted for every 100th sample. The blanks are composed of barren quartz sand purchased from Shea Clarke Smith of Nevada and CDN Laboratories of Canada. The standards are prepared at Inspectorate America Labs using ore sourced from the Property. No inconsistencies were found in the blanks, standards or duplicates.

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

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

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

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

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

Mineral Processing and Metallurgical Testing

Several metallurgical testwork programs have been completed on the Eastern (underground) and Western (open pit) deposits between 2007 and 2019. These included Hazen Research, Inc. from 2007 to 2012, G&T Metallurgical

Services Ltd. (“G&T”) in 2010, and Dawson Metallurgical Laboratories (“Dawson”) in 2015. These programs yielded substantial information regarding the physical properties of ore grade mineralization in the Eastern and Western deposits and their response to comminution, rougher and cleaner flotation, thickening and filtration. Results from these programs were used to develop process design criteria for the copper concentrators, to beneficiate ore for the stand-alone Underground Project and the stand-alone Open Pit Project.

Testwork results indicated that ores from the Western and Eastern deposits generally responded favorably to flotation. For both underground and open pit ores, trade-off studies were completed between rougher flotation recovery and grind size in laboratory test programs. The grind-recovery results for the underground ore indicate that the rougher flotation recovery generally increased with decreasing grind size with diminishing improvements below P80 100 um grind size. This resulted in the selection of this grind size target. For the North and South open pit deposits, a similar relationship between recovery and grind size was observed, but due to the lower head grade and cost vs. revenue trade-offs, the target primary grind was determined at P80 150 um.

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

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

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

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

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

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

Mineral Resource and Mineral Reserve Estimates

Mineral Resource Estimates

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

Mineral Resource Estimate - Underground Eastern Area

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

Notes:

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

Nevada Copper is unaware of any known environmental, permitting, legal, title, taxation, mining, metallurgical, infrastructure, socio-economic, marketing and political factors other than those discussed in the April 2019 Technical Report that could materially affect the Underground Mineral Resource. The Underground Project is fully located on privately owned or leased lands and there are no known legal or title issues affecting the Property. The Underground Project has all material permits and Nevada Copper is not aware of any known socio-economic factors that could impact the Underground Project.

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

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

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

Mineral Resource Estimate - Open Pit Western Area

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

Notes:

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

In relation to the Open Pit Mineral Resources, Nevada Copper is unaware of any material effects to the Mineral Resource that may be potentially caused by known environmental, permitting, legal, title, taxation, mining, metallurgical, infrastructure, socio-economic, marketing and political factors. The Open Pit Project is fully located on privately owned or leased lands and there are no known legal or title issues affecting the Property.

The Open Pit Project has all material permits and Nevada Copper is not aware of any known socio-economic factors that could impact the Open Pit Project or the Open Pit Mineral Resource. Increases in items such as mining cost, processing cost and selling cost or a decrease in the copper price would result in decrease to the Open Pit Mineral Resources. An increase in the copper price, or decreases in items such as mining cost, processing cost and selling cost would result in an increase to the Open Pit Mineral Resources.

Mineral Reserve Estimates

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

Mineral Reserve Estimate - Underground Eastern Area

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

Notes:

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

The underground mineral reserve work did not identify any other mining, metallurgical, infrastructure, permitting or other relevant factors that may materially affect the estimates of the Mineral Reserves or potential production. The

Underground Project is fully located on privately owned or leased lands and there are no known legal or title issues affecting the Property. The Underground Project has all material permits and Nevada Copper is not aware of any known socio-economic factors that could impact the Underground Project.

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

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

Mineral Reserve Estimate Open Pit Western Area

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

Notes:

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

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

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

Mining Operations

Underground Project

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

Access to the underground mine will be via a vertical shaft. Mining will be performed using the productive mechanized methods, with CPF in the primary and some secondary stopes, and low cement paste fill or unconsolidated rock fill of remaining secondary stopes. While waste rock can be hoisted to the surface and disposed

of on the waste rock stockpile, this is only planned during initial development, until the surface paste fill plant is commissioned. Once at steady-state production, all waste rock is planned to remain underground to be used as backfill for secondary stopes.

One production/service shaft and three ventilation/emergency egress shafts are included in the mine design. Stopes will be approximately 100 ft high by 50 ft wide for the East South and East 2 (“E2”) mining zones, and 75 ft high by 50 ft wide for the East North mining zone.

Mining will be carried out using long-hole drilling and blasting, with ore and waste material mucked using load-haul-dumps, direct to ore passes or to re-muck bays situated for optimum materials handling. Ore material will be transported via haul trucks and/or ore passes to the coarse ore bins (“COBs”) for storage before being hoisted out of the mine. Haul trucks will be used to transport ore material from the re-muck bays to the COBs, or to transport waste to the backfill levels. Primary crushing is located on the surface.

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

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

Open Pit Project

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

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

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

Processing and Recovery Operations

Underground Project

The stand-alone Underground Project process plant has been designed to process 5,000 tons per day of copper ore and to produce a marketable concentrate targeted at 26.0% Cu, or greater. The plant will consist of a coarse ore storage facility, a SAG mill, a semi-autogenous ball mill crusher comminution circuit, rougher flotation, regrind circuit and cleaner flotation, to liberate, recover and upgrade copper from underground ore. Flotation concentrate will be thickened, filtered and sent to a concentrate load-out stockpile for subsequent transport/shipping.

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

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

Open Pit Project

The stand-alone Open Pit Project process plant is designed in two phases: Phase I and Phase II. Phase I is designed as a 37,000 tons per day throughput concentrator, from run of mine (“ROM”) crushing through to filtered concentrate and tailings. Phase II expands the capacity to 70,000 tons per day, which involves the addition of a coarse ore stockpile and process circuit of milling and flotation through to unfiltered concentrate and filtered

tailings. The additional throughput of concentrate will be filtered using Phase I's concentrate thickening and filtration equipment. The single process facility and the unit operations therein are designed to produce a marketable concentrate targeted at 25.5% Cu or greater.

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

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

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

Infrastructure, Permitting and Compliance Activities

Infrastructure

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

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

Underground Project

The Underground Project support facilities include:

- Administration complex
- Parking areas
- Process plant workshop and store
- Process plant dry
- Concentrate storage shed
- Truck scales
- Sewage treatment plant treating a gravity-only sewerage reticulation system
- Potable water treatment plant
- Fuel facility
- Truck wash

Fresh water supply is sourced from dewatering wells. Potable water will be sourced from wells after treatment through a reverse osmosis treatment plant. A sewage treatment plant, meeting the City of Yerington standards, will dispose of treated effluent into the tailings thickener.

Several diversion channels have been proposed to divert surface water run-on to minimize non-contact and potential contact water volumes to be managed. There are currently existing pipelines with three destinations for disposal of non-contact mine dewatering water, all terminating in water reuse, rapid infiltration basins or irrigation to pasture.

New basins, lined sedimentation ponds and other water ponds will be used to manage water on site. Two mine stormwater management basins adjacent to the processing facilities and the mine waste rock stockpile, respectively. Two potential contact water ponds or secondary containment ponds will be required; one pond will be located next to the processing facilities, the other adjacent to the DST pad.

The 120-kV transmission line runs from a service point on the NV Energy system to the proposed 120-kV switchyard. The Nevada Energy meter will be installed at the 120-kV switchyard. The main substation will have an

incoming 120 kV source serving a 30 MVA power transformer. The voltage will be stepped down to a utilization voltage for distribution at 4.16 kV. This voltage will be fed into substations to supply the various electrical demands for surface and underground.

Concentrate will be trucked approximately 62 miles to a transload facility at the TRIC site for transfer to rail and thence to a West Coast port (the ports of Vancouver, Oakland or Stockton were considered) for shipping to Asia, Europe, or direct by rail to North American markets.

A range of underground infrastructure will be built during the construction of the Underground Project including shafts, workshops, dewatering, power, compressed air, escape/egress routes and other items as described in the April 2019 Technical Report.

Open Pit Project

The Open Pit Project support facilities include:

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

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

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

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

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

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

Social or Community Impacts

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

Approvals, Permits & Licenses

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

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

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

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

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

Mine Closure

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

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

Capital and Operating Costs

Underground

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

Underground Initial Capital Costs Summary

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

As of the date of this AIF, the underground initial capital costs summarized above have been expended during construction of the Underground Project during 2019.

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

Underground Sustaining Capital Expenditures

Area	\$, millions
Underground Mine Development	67.7
Process Plant, Infrastructure and Tailings	32.3
Deferred Capital	3.5
Contingency	7.1
Total Sustaining Capital	110.6

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

Underground Life of Mine Unit Operating Cost Summary

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

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

Metal Prices

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

Note:

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

Underground Project Economic Analysis Summary

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

Note:

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

Open Pit

The open pit capital cost estimate consists of initial capital costs for Nevada Copper’s open pit process facility, DST facility, mining equipment, capitalized stripping and infrastructure. A summary of the initial capital costs is provided below in the table below. The capital cost estimate is at a prefeasibility level with an accuracy of ±25/-5%.

Open Pit Initial Capital Cost Summary

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

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

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

Open Pit Expansion and Sustaining Capital Summary

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

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

Open Pit Operating Cost Summary

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

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

Open Pit Economic Analysis Summary

Item	Units	LOM	Avg/Year¹
Net Smelter Return (net of royalties)	\$, millions	8,986	473
Operating Cost	\$, millions	4,440	193
EBITDA	\$, millions	4,546	239
C1 Cash Costs	\$/lb-pay	1.73	-
AISC	\$/lb-pay	2.03	-
		Pre-tax	Post-tax
NPV 5%	\$, millions	1,482	1,203
NPV 7.5%	\$, millions	1,042	829
IRR	%	23	21
Payback	years	4.5	8.1

Note:

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

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

Whole of Property

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

For the purpose of this combined scenario, the timeline for the Underground Project is set with production commencing at the end 2019 (the Underground Project is now in the construction stage) and the Open Pit Project timeline assumes that construction starts in 2021 with production ramping up in 2023.

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

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

Whole of Property Economic Analysis Summary

Parameter	Units	U/G PFS	O/P PFS	Combined: O/P & U/G	Avg/ Year
Production Summary					
Waste Mined	Mtons	0	1,175	1,175	-
Tons Processed	Mtons	23.9	385.7	409.6	18.6
Production Years	Years	14	20	-	-
Cu Grade	%	1.56%	0.47%	0.53%	-
Cu-Equiv Grade	%	1.73%	0.65%	0.71%	-
Payable Cu Production	Mlbs	671	3,098	3,768	164
Payable Cu Production	Ktonnes	304	1,405	1,709	74
Financial & Economic Indicators					
NSR (net of royalties)	\$, millions	2,060	8,986	11,046	480
Operating Cost	\$, millions	1,183	4,440	5,623	244
EBITDA	\$, millions	877	4,546	5,423	246
C1 Cash Costs	\$/lb-pay	1.81	1.73	1.75	-
AISC	\$/lb-pay	2.26	2.03	2.07	-
Pre-tax					
NPV 5% ¹	\$, millions	357	1,482	1,839	-
NPV 7.5% ¹	\$, millions	278	1,042	1,320	-
IRR	%	27	23	24	-
Post-tax					
NPV 5% ¹	\$, millions	301	1,203	1,504	-
NPV 7.5% ¹	\$, millions	233	829	1,062	-
IRR	%	25	21	22	-

Note:

(1) Based on the PFS LOM annual plan.

Exploration, Development, and Production

Underground Project Development

Underground works consisting of the production shaft and shaft stations, a ventilation shaft, and lateral development are being built. Some of this work is completed and other work is still in progress. The underground work to date allows for hoisting of some ore and this will increase towards the nominal full production rate of 5,000 tons per day as the main shaft is converted to ore hoisting. The main shaft conversion is expected to resume following the lifting of the Suspension. Surface works construction consisting of the processing plant, dry stack storage and all other surface facilities were materially complete and in the process of being commissioned prior to the Suspension.

Environmental & Community Assessment Update

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

DIVIDENDS

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

DESCRIPTION OF CAPITAL STRUCTURE

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

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

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

There are no restrictions on the repurchase or redemption of Common Shares while there is any arrearage in the payment of dividends or sinking fund installments.

MARKET FOR SECURITIES

The Common Shares trade on the TSX, under the stock symbol "NCU".

Trading Price and Volume

The following table lists the monthly volume of trading and high and low prices, in Canadian dollars, for the Common Shares, which are listed for trading on the TSX, for the most recently completed financial year ending December 31, 2019.

**Monthly High and Low Share Prices and Volume
for the Financial Year Ended December 31, 2019**

2019	High	Low	Volume
	C\$	C\$	
Jan	0.53	0.38	3,161,900
Feb	0.50	0.43	3,374,000
Mar	0.49	0.38	2,938,700
Apr	0.45	0.395	3,284,300
May	0.425	0.36	2,523,800
Jun	0.385	0.30	5,445,300
Jul	0.38	0.32	3,706,800
Aug	0.37	0.285	9,852,133
Sep	0.30	0.23	15,474,744
Oct	0.235	0.185	27,531,349
Nov	0.305	0.19	25,519,760
Dec	0.375	0.27	28,176,014

Prior Sales

The following table provides a list of outstanding Common Share purchase warrants that were outstanding but not listed or quoted on a marketplace as at December 31, 2019:

Number of Warrants	Exercise Price C\$	Grant Date	Expiry Date
2,500,000	\$0.97	March 7, 2017	March 7, 2020

Subsequent to December 31, 2019, in connection with the Refinancing Transactions, the Triple Flag Warrants were issued.

Common Share Stock Options

The following table provides a list of outstanding Common Share purchase incentive stock options that were outstanding but not listed or quoted on a marketplace as at December 31, 2019:

Number of Options	Exercise Price C\$	Grant Date	Expiry Date
885,000	0.69	August 10, 2016	August 10, 2021
2,998,500	0.69	November 9, 2016	November 9, 2021
1,120,000	0.80	February 13, 2018	February 13, 2021
16,753,000	0.67	May 16, 2018	May 16, 2023
1,081,000	0.67	December 12, 2018	December 12, 2023
14,486,334	0.44	February 26, 2019	February 26, 2024
37,323,834			

ESCROWED SECURITIES

No securities of the Company were held in escrow during the financial year ended December 31, 2019.

DIRECTORS AND EXECUTIVE OFFICERS

Directors and Executive Officers as at May 15, 2020 are:

Name, Current Position with the Company, Province or State and Country of Residence	Principal Occupation during the Past Five Years ⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled ⁽¹⁾
Tom Albanese ⁽³⁾⁽⁴⁾⁽⁵⁾ Lead Director New Jersey, USA	Currently a Director of Franco-Nevada Corporation, a gold royalty and streaming company, since 2013; Currently an Advisory Board member of Esan Mining, an industrial mineral and metallic mineral producer, since 2019; Chief Executive Officer and a Director of Vedanta Resources plc and Vedanta Limited, a natural resource company from 2014 to 2017; Chief Executive Officer of Rio Tinto plc, a metals, and mining corporation, from 2007 to 2013.	Since May 4, 2018; Appointed Lead Director August 13, 2018	2,450,000
Michael Brown ⁽⁴⁾ Director Paarl, Western Cape, South Africa	Managing Partner for Palaris in the Africa Region, a mining consulting company, since October 1, 2017; Managing Director Technical of Pala Investments Limited, an investment company focused on the mining sector, 2015 to 2017.	Since August 8, 2013	500,000

Name, Current Position with the Company, Province or State and Country of Residence	Principal Occupation during the Past Five Years ⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled⁽¹⁾
Justin Cochrane ⁽²⁾ Director Ontario, Canada	Currently Director, President and CEO of Conic Metals Corp. (“Conic Metals”); President & COO of Cobalt 27 Capital Corp. from March 2017 to October 2019; Director Duke Royalty from Dec. 2015 to March 2020; Executive Vice President and Head of Corporate Development for Sandstorm Gold Ltd. from Jan. 2011 to Dec. 2015.	Since May 4, 2018	100,000
Ricardo De Armas ⁽⁸⁾ Director Minnesota, USA	Director, Global Special Situations of Castlelake, LP, a global private investment firm, since May 2016; Vice President of De Jong Capital, an investment company, from February 2015 to May 2016.	Since March 6, 2020	Nil ⁽⁹⁾
Raffaele (Lucio) Genovese ⁽²⁾⁽⁵⁾ Director Zug, Switzerland	Chief Executive Officer of NAGE Capital Management, an investment and advisory company specialising in the natural resources sector, since 2004.	Since May 27, 2016	Nil
Stephen Gill ⁽³⁾ Non-Executive Chairman and Director Zug, Switzerland	Managing Partner at Pala Investments Limited, an investment company focused on the mining sector, since January 2016 and Portfolio Manager from January 2009 to January 2016.	Since January 28, 2016	265,500 ⁽⁶⁾
Evgenij Iorich ⁽⁵⁾ Director Zug, Switzerland	Managing Partner and Director at Pala Investments Limited, an investment company focused on the mining sector, since January 2016 and Portfolio Manager from January 2009 to January 2016; Director of Itafos, a phosphate fertilizers and specialty products company.	Since January 28, 2016	500,000 ⁽⁶⁾
G. Ernest (Ernie) Nutter ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾ Director Ontario, Canada	Retired; Former mining analyst at Capital Group from 2004 until his retirement in 2017.	Since May 4, 2018	1,500,000
Phillip Day ⁽⁴⁾⁽⁷⁾ Director Zug, Switzerland	Chief Operating Officer of the Company from November 2017 to March 28, 2019; Currently Senior Vice President, Technical and Operations Team at Pala Investments Limited, an investment company focused on the mining sector, since May 2014.	Since March 28, 2019	Nil ⁽⁶⁾
Abraham (Braam) Jonker CFO British Columbia, Canada	Currently CFO of the Company since October 1, 2018; Interim President and CEO of the Company from February 15, 2018 to May 17, 2018; and a Corporate Director of various reporting issuers since 2011.	Officer Only	Nil
Mark Wall Chief Commercial Officer Nevada, USA	Currently Chief Commercial Officer of the Company since October 1, 2018; Senior Vice President and Operations Officer, Barrick Gold Corporation from 2016 to 2018; Vice President and Operations	Officer Only	85,000

Name, Current Position with the Company, Province or State and Country of Residence	Principal Occupation during the Past Five Years ⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled ⁽¹⁾
	Officer, Barrick Gold Corporation from 2015 to 2016.		
Cassandra Joseph Senior Vice President, General Counsel and Corporate Secretary Nevada, USA	Currently Senior Vice President, General Counsel and Corporate Secretary of the Company since May 2019; Associate General Counsel and Corporate Secretary, Tahoe Resources Inc. from 2015 to 2019.	Officer Only	100,000

Notes:

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective directors and officers.
- (2) Member of Audit Committee.
- (3) Member of Compensation Committee.
- (4) Member of Health, Safety, Environment and Technical Committee.
- (5) Member of Governance and Nomination Committee.
- (6) Pala holds 332,179,447 (41%) Common Shares in addition to the Convertible Loan described above.
- (7) Mr. Day was Chief Operating Officer of the Company until March 28, 2019.
- (8) Mr. De Armas was appointed a Director of the Company on March 6, 2020.
- (9) Castlake L.P. holds 136,632,313 Common Shares in the Corporation which represent 16.7% of the Common Shares Issued and Outstanding. Mr. De Armas is Director, Global Special Situations of Castlake L.P.

As at the date hereof, all the directors and executive officers as a group beneficially own, control or direct, directly or indirectly, an aggregate of 5,621,538 Common Shares representing less than 1% of the Company's outstanding Common Shares.

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

The Senior Management serves at the pleasure of the Board.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

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

- (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

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

- (a) is, as at the date of this AIF, or has been within the 10 years before the date of this AIF, a director or executive officer of any company (including the Company) that, while that person was acting in that

- capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Mr. Jonker was Director, President and Interim CFO of EastCoal Inc. (“EastCoal”) when EastCoal filed a Notice of Intention to Make a Proposal pursuant to the provisions of Part III of the *Bankruptcy and Insolvency Act* (Canada) on November 5, 2013. EastCoal emerged from creditor protection on May 21, 2014 following the successful implementation of a compromise agreement with creditors, in which the creditors agreed to reduce the claim amount providing for the full and final settlement of all the claims against the company.

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

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

On October 17, 2017, the SEC filed civil charges against each of Rio Tinto plc, Tom Albanese and the former CFO of Rio Tinto plc, alleging, among other things, violations of the anti-fraud, reporting, books and records and internal control provisions of U.S. federal securities laws in connection with conduct at Rio Tinto plc and certain of its subsidiaries while Mr. Albanese was the CEO of Rio Tinto plc. On March 2, 2018, the Australian Securities and Investments Commission (“ASIC”) commenced proceedings in the Federal Court of Australia against each of Rio Tinto Limited, Tom Albanese and the former CFO of Rio Tinto Limited relating to statements contained in the annual report of Rio Tinto Limited for 2011 which ASIC alleges were misleading. The Corporation is aware of the allegations and will continue to monitor the progress of the situation.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

On November 5, 2019, Cementation, which was the principal underground contractor of the Underground Project until January 30, 2020, filed a claim against NCI in the Second Judicial District of Nevada for breach of contract and other claims related to the mining development contract for the Underground Project. On January 30, 2020, after NCI terminated its contract with Cementation, NCI filed counterclaims against Cementation for breach of contract and declaratory relief. Cementation filed an amended complaint on April 10, 2020 alleging additional tort claims, which NCI answered on April 24, 2020. Cementation also filed a motion for injunctive relief on May 13, 2020 related to use of hoist software. The parties’ dispute relates to the progress and costs of construction development for the Underground Project. Damages claimed by Cementation are approximately \$17 million, while damages claimed by NCI are approximately \$88 million.

On April 6, 2020, Sedgman, the primary contractor for construction and commissioning of the plant at the Underground Project, filed a complaint against NCI in the Second Judicial Court for the State of Nevada (the “Court”). The parties have entered into a formal stipulation with the Court whereby the parties agreed to stay the litigation pending mediation proceedings. The dispute relates to Sedgman’s delay in the ramp-up of commissioning of the plant and the parties’ contractual obligations. The damages amount claimed by Sedgman is undetermined.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set forth herein and in management’s discussion and analysis in respect of the year-ended December 31, 2019 and other than transactions carried out in the ordinary course of business of the Company or any of its subsidiaries, none of the directors or executive officers of the Company, any shareholder directly or indirectly

beneficially owning, or exercising control or direction over, shares carrying more than 10% of the voting rights attached to the shares of the Company, nor an associate or affiliate (as defined in the British Columbia *Securities Act*) of any of the foregoing persons has since January 1, 2019 any material interest, direct or indirect, in any transactions that materially affected or would materially affect the Company or any of its subsidiaries.

TRANSFER AGENT AND REGISTRAR

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

MATERIAL CONTRACTS

The Company has entered into the following material contracts:

- a. Lease Agreement between 607792 BC and RGGGS for the Project, dated May 4, 2006 (see “*Description of Business – General Description – Mineral Rights & Land Holdings*”).
- b. Assignment and Assumption Agreement between 607792 BC and the Company dated January 4, 2008 – 607792 assigned all of its rights, title and interest in the Lease Agreement between 607792 and RGGGS to the Company (see “*Corporate Structure – Intercorporate Relationships*”).
- c. The first amendment dated April 10, 2008, the second amendment dated April 24, 2013, the third amendment dated May 10, 2016, the fourth amendment dated June 3, 2016, the fifth amendment dated January 10, 2017 and the sixth amendment to the Lease Agreement dated December 12, 2019 between the Company and RGGGS.
- d. Water Service Agreement between NCI and City of Yerington dated August 10, 2009 – the City of Yerington reserved 2,000 acre feet for use by NCI for 30 years.
- e. First Amendment to Water Service Agreement between NCI and City of Yerington, dated July 25, 2011 – the City of Yerington reserved an additional 1,500 acre feet of water (totaling 3,500 acre feet) for use by NCI.
- f. Stream Agreement dated December 21, 2107 between the Company, NCI and Triple Flag, as amended on May 31, 2019 and on March 27, 2020 (see “*Financing and Offtake Arrangements*”).
- g. Investor Rights Agreement dated December 21, 2017 between the Company and Pala (see “*General Development of the Business – Three Year History*”).
- h. Credit Agreement dated May 6, 2019 among UFK Agent KfW IPEX-Bank, as Administrative Agent, NCI, as Borrower, arranged by KfW IPEX-Bank, as Sole Lead Arranger and UFK Agent KfW IPEX-Bank, as Administrative Agent, as amended on March 27, 2020 (see “*Financing and Offtake Arrangements*”).
- i. Loan Agreement dated March 27, 2020 among the Company, as Borrower, the Lenders from time to time party thereto, as Lenders, and Pala, as Lead Arranger (see “*Financing and Offtake Arrangements*”).
- j. Backstop Agreement dated March 27, 2020 among the Company, Pala and Triple Flag (see “*Financing and Offtake Arrangements*”).

INTERESTS OF EXPERTS

Name of Experts

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

PricewaterhouseCoopers LLP (“PwC”), Chartered Professional Accountants, located at 250 Howe Street, Suite 1400, Vancouver, BC, V6C 3S7 provided an auditor’s report dated March 31, 2020, in respect of the Company’s consolidated financial statements for the financial year ended December 31, 2019. PwC is independent of Nevada Copper Corp. in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

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

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

AUDIT COMMITTEE

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

Composition of the Audit Committee

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

Relevant Education and Experience

Mr. Genovese has 29 years of experience in both the merchant and financial sectors of the metals and mining industry. Mr. Genovese is the CEO of Nage Capital Management in Baar, Switzerland. He is also Chairman of Firestone Diamonds plc and a member of the board of Mantos Copper S.A., Ferrous Resources Limited, and Ferrexpo AG. He was previously employed at Glencore International AG where he held several senior positions including CEO of the CIS region and manager of the Moscow office. Mr. Genovese is a Chartered Accountant and has Bachelors of Commerce and Accounting degrees from the University of Witwatersrand, Johannesburg (South Africa).

Mr. Cochrane is the President and CEO of Conic Metals Corp. (“Conic Metals”) and has 20 years of royalty and stream financing, M&A and corporate finance experience. Prior to Conic Metals, he served as President & COO of Cobalt 27 Capital Corp. and before that as Executive Vice President and Head of Corporate Development for Sandstorm Gold Ltd. Mr. Cochrane’s expertise is in the structuring, negotiation, execution and funding of royalty and stream financing contracts around the world, across dozens of projects, totaling over \$2 billion. Prior to Sandstorm, he spent nine years in investment banking and equity capital markets with National Bank Financial where he covered the resource, clean-tech and energy technology sectors. In addition, Mr. Cochrane is currently a board member of Conic Metals. Mr. Cochrane is a Chartered Financial Analyst and a registered and licensed security advisor in Canada.

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

As a result of their business experience, Messrs. Genovese, Cochrane and Nutter (i) have an understanding of the accounting principles used by the Company to prepare its financial statements, (ii) have the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves, (iii) have experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements, or experience actively supervising one or more individuals engaged in such activities, and (iv) have an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

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

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

The audit committee has reviewed the nature and amount of the non-audit services provided by its auditors to the Company to ensure auditor independence. Fees paid to PwC for audit and non-audit services in 2019 and 2018 are outlined in the following table. In April 2018, the Company's changed auditors from Smythe LLP to PwC.

Nature of Services	Fees Paid to Auditor in the Period Ended December 31, 2019	Fees Paid to Auditor in the Period Ended December 31, 2018
Audit Fees ⁽¹⁾	\$357,200	\$290,227
Audit-Related Fees ⁽²⁾	Nil	\$101,704
Tax Fees ⁽³⁾	\$246,602	\$83,863
All Other Fees ⁽⁴⁾	\$27,353	\$16,750
Total	\$631,155	\$492,544

Notes

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

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com. Shareholders may contact the Company at Suite 598, 999 Canada Place, Vancouver, British Columbia, V6C 3E1, telephone 604-683-8992 to request copies of the Company's financial statements and MD&A. Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year. Additional information including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans will be contained in the Company's Information Circular (which will be filed on SEDAR at www.sedar.com) in connection with its Annual Meeting of Shareholders to be held later this year.

SCHEDULE A
NEVADA COPPER CORP.
(THE “CORPORATION”)

AUDIT COMMITTEE CHARTER

A. PURPOSE

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

B. COMPOSITION, PROCEDURES AND ORGANIZATION

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

C. ROLES AND RESPONSIBILITIES

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

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