MINEROS S.A.

ANNUAL INFORMATION FORM

For the fiscal year ended December 31, 2025

March 31, 2026

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ABOUT THIS ANNUAL INFORMATION FORM

In this annual information form ("**AIF**"), unless otherwise noted or the context otherwise indicates, the "**Company**", "**Mineros**", "**we**", "**us**" and "**our**" refer to Mineros S.A. and its subsidiaries as constituted on the date of this AIF.

Financial results of the Company are prepared in accordance with the IFRS as issued by the International Accounting Standards Board and the interpretations thereof by the International Financial Reporting Interpretations Committee and the former Standing Interpretations Committee. Accordingly, financial information in this AIF is presented in accordance with IFRS.

The information in this AIF is presented as at the fiscal year ended December 31, 2025, with certain information updated to reflect changes that occurred after December 31, 2025, up to the date of this AIF. This AIF contains company names, product names, trade names, trademarks and service marks of the Company and other organizations, all of which are the property of their respective owners.

The information contained in this AIF, as well as news releases and other disclosure made by the Company, is available from the Company's website at http://mineros.com.co/en and under the Company's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR+**") at www.sedarplus.com. The Common Shares are traded on the TSX under the symbol "MSA" and on the Colombian Exchange under the symbol "MINEROS: CB".

For a glossary of certain terms used in this AIF, see Appendix 1.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This AIF, including documents incorporated by reference herein, contains "forward-looking information" within the meaning of applicable Canadian securities laws.

Forward-looking information includes statements that use forward-looking terminology such as "may", "could", "would", "will", "should", "intend", "target", "plan", "expect", "budget", "estimate", "forecast", "schedule", "anticipate", "believe", "continue", "potential", "view" or the negative or grammatical variation thereof or other variations thereof or comparable terminology.

All statements contained or incorporated by reference in this AIF that may predict, forecast, indicate or imply future plans, intentions, levels of activity, results, performance or achievements are forward-looking information. Such forward-looking information includes, without limitation, statements with respect to:

a. Financial Outlook and Macroeconomic Assumptions
   - The Company's outlook for the balance of 2026 and future periods.
   - Estimates for future prices of gold and other minerals.
   - Expectations regarding future currency exchange rates, particularly the COP/USD rate.
   - Future financial or operating performance and condition of the Company, including expectations regarding liquidity, capital structure, competitive position, and payment of dividends.

- Estimated costs and timing of mine closure, reclamation, and environmental remediation obligations.

b. Mineral Reserves and Resources
- Mineral Reserve and Mineral Resource estimates.
- The ability to add or upgrade Mineral Resources and develop new mineral deposits.
- The continuity of mineralization and the geological and metallurgical assumptions underlying the 3D block models for the Nechí Alluvial Property and Hemco Property.

c. Operational Execution and Permitting
- The Company's plans and expectations with respect to production, exploration, and development.
- The timing and successful execution of Phase 3 at the Pioneer Mine as a core component of the 2026 mine plan.
- The construction, startup, and operational efficiency of the new Llanuras Plant at the Nechí Alluvial Property is expected to enter operation in 2026.
- The timing, receipt, and maintenance of necessary approvals, licenses, and permits, including environmental permits from the ANLA for Stages 3 through 9 at the Nechí Alluvial Property.
- Expectations regarding future depreciation and amortization of charges related to these developments.
- The availability and cost of key operating consumables, energy, water, and logistics required for operations.
- The potential outcomes of judicial proceedings regarding the status of certain of the Company's non-material mining concessions in Nicaragua.

d. Strategic Growth and Acquisitions
- The anticipated exploration and development of the Company's growth projects, including:
  - Advancement of the Porvenir Project in Nicaragua;
  - The execution of the 2026 exploration strategy for the La Pepa Project in Chile;
  - The expansion of Hemco processing plant in Nicaragua; and
- Completion of the acquisition of an exploration project in Tolima Department, Colombia.
- Estimates of future capital and operating costs, and the costs and timing of future exploration and development.
- The Company's strategic plans and initiatives.

e. Corporate and Governance
- Expectations regarding the Company's social license to operate, community relations, and the outcome of local consultations.
- Plans regarding the Company's compensation policy and practices.

Forward-looking information is based upon estimates and assumptions of management in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances as of the date of this AIF including, without limitation, assumptions about: favorable equity and debt capital markets; the ability to raise any necessary additional capital on reasonable terms to advance the production, development and exploration of the Company's properties and assets; future prices of gold and other metal prices; the timing and results of exploration and drilling programs, and technical and economic studies; the

development of the Porvenir Project; the accuracy of any Mineral Reserve and Mineral Resource estimates; the geology of the Material Properties being as described in the Technical Reports; production costs; the accuracy of budgeted exploration and development costs and expenditures for the 2026 fiscal year; the price of other commodities such as fuel; future currency exchange rates and interest rates; operating conditions being favorable such that the Company is able to operate in a safe, efficient and effective manner; political and regulatory stability; the receipt of governmental, regulatory and third party approvals, licenses and permits on favorable terms; obtaining required renewals for existing approvals, requirements under applicable laws; sustained labour stability; stability in financial and capital goods markets; availability of equipment; positive relations with local groups, including artisanal mining cooperatives in Nicaragua, referred to as Bonanza Mining Partners ("**BMP**") and formalized small-scale miners in Colombia, referred to as contract mining partners ("**CMP**"), and the Company's ability to meet its obligations under its agreements with such groups; satisfying the terms and conditions of the Company's current loan arrangements. While the Company considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual actions, events, conditions, results, performance or achievements to be materially different from those projected in the forward-looking information. Many assumptions are based on factors and events that are not within the control of the Company, and there is no assurance they will prove to be correct.

Forward-looking information involves known and unknown risks, uncertainties and other factors, and does not guarantee future performance.

Risks and uncertainties that may cause actual results or developments to be materially different from those expressed in forward-looking information include, without limitation:

- gold prices are volatile and may be lower than expected;
- changes in laws and regulations, the interpretation or application of laws and regulations, regulation, or the imposition of sanctions on the governments of the countries where we operate may increase the Company's costs of doing business, restrict its operations or result in the imposition of fines, taxes, revocation of permits, termination of mineral properties, or facilities shutdowns;
- there may be material differences between the Company's estimates of Mineral Reserves and the
- mineral quantities that are actually recovered, and mineral grades may prove to be lower than expected;
- the Company may fail to obtain, renew, or maintain in effect necessary permits and licenses, or comply with the law;
- risks associated with environmental management and compliance;
- the Company may be unable to replace depleted Mineral Reserves;
- cost and timing of exploration, development, and production;
- the inaccuracy of budgeted exploration and development costs and expenditures for the 2026 fiscal year;
- the Company's geological, metallurgical, engineering, title, environmental, social, governmental, economic and financial assessments may prove materially incorrect;
- energy supply interruptions or increases in energy costs may materially and adversely affect our results of operations;
- the Company may experience failures of information systems or security breaches;

- the outbreak of any pandemics, epidemics or diseases, or any material escalation thereof;
- future acquisitions may require significant expenditures and may result in inadequate returns;
- the Company may fail to implement its business strategy;
- opposition to mining may arise;
- uncontrolled unauthorized mining may interfere with the Company's operations, deplete the Company's Mineral Reserves, cause environmental damage, and harm the Company's reputation;
- the Company may become subject to legal proceedings or tax reassessments which may be costly;
- the Company may be unable to hire, retain, and motivate highly skilled personnel as required;
- the Company may fail to maintain satisfactory health and safety conditions and labor relations, and may experience labor disruptions;
- actual production, capital and operating costs may be different than those anticipated, especially during mining cycle peaks;
- geological, hydrological and climatic events could suspend mining operations or increase costs;
- infrastructure failures;
- equipment and supply shortages;
- the Company may be subject to employee and contractor misconduct;
- the Company will incur increased costs as a result of complying with the reporting requirements, rules and regulations affecting Canadian public issuers;
- the Company may incur losses, and its insurance coverage may be inadequate to cover those losses;
- risks and uncertainties relating to economic and political conditions in Colombia and Nicaragua;
- international trade conflict may result in supply shortages, increased operating costs, changes in macroeconomic conditions, and social instability;
- potential localized and significant competition for artisanal ores that are included in future production estimates;
- the Company's properties may be disputed, terminated, nationalized or expropriated for less than their fair value;
- the Company may experience conflicts with or be impacted by government conflicts with BMP and CMP;
- risks associated with the implementation of corporate reorganizations and their potential regulatory or tax impacts.
- The risk of increased regulatory, fiscal or operational actions by governmental authorities in the jurisdictions where we operate, including actions that may not have sufficient legal basis and that could adversely affect the Company's cost structure, licensing, or export capabilities.

Although the Company has attempted to identify important factors that could cause actual actions, events, conditions, results, performance or achievements to differ materially from those described in forward-looking information, there may be other factors that cause actions, events, conditions, results, performance or achievements to differ from those anticipated, estimated or intended. See "*Risk Factors*" for a discussion of certain risk factors investors should carefully consider before deciding to invest in the Company.

The Company cautions that the foregoing lists of important assumptions and factors are not exhaustive. Other events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking information contained herein. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events

could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information.

Forward-looking information contained herein is made as of the date of this AIF and the Company disclaims any obligation to update or revise any forward-looking information, whether as a result of new information, future events or results or otherwise, except as and to the extent required by applicable securities laws.

CAUTIONARY NOTE TO U.S. INVESTORS CONCERNING ESTIMATES OF RESERVES AND MEASURED, INDICATED AND INFERRED RESOURCES

Disclosure regarding Mineral Reserve and Mineral Resource estimates included in this AIF was prepared in accordance with NI 43-101. NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. The terms “mineral reserve”, “proven mineral reserve”, “probable mineral reserve”, and “mineral resource” are Canadian mining terms as defined by the Canadian Institute of Mining, Metallurgy and Petroleum (“**CIM**”), as the CIM Definition Standards on Mineral Resources and Mineral Reserves (the “**CIM Definition Standards**”), adopted by the CIM Council, as amended.

In 2019, the SEC adopted amendments to its disclosure rules (the “**SEC Modernization Rules**”) to modernize the mineral property disclosure requirements for issuers whose securities are registered with the SEC under the U.S. Securities Exchange Act of 1934, as amended, which are codified in Regulation S-K subpart 1300. Under the SEC Modernization Rules, the historical property disclosure requirements for mining registrants included in SEC Industry Guide 7 have been replaced. As a non-reporting issuer under United States securities laws, the Company is not required to provide disclosure on its mineral properties under the SEC Modernization Rules and will continue to provide disclosure under NI 43-101 and the CIM Definition Standards.

The SEC Modernization Rules include the adoption of terms describing Mineral Reserves and Mineral Resources that are substantially similar to the corresponding terms under the CIM Definition Standards. 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 the corresponding CIM Definition Standards.

Shareholders resident in the United States are cautioned that while terms are substantially similar to CIM Definition Standards, there are differences in the definitions and standards under the SEC Modernization Rules and the CIM Definition Standards. Accordingly, there is no assurance any mineral reserves or mineral resources that the Company may report as “proven mineral reserves”, “probable mineral reserves”, “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources” under NI 43-101 will be the same as the reserve or resource estimates prepared under the standards adopted under the SEC Modernization Rules.

INDUSTRY AND MARKET DATA

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This AIF includes market, industry, and economic data which was obtained from various publicly available sources and other sources believed by the Company to be true. Although the Company believes it to be reliable, the Company has not independently verified any of the data from third party sources referred to in this AIF, or analyzed or verified the underlying reports relied upon or referred to by such sources, or ascertained the underlying economic and other assumptions relied upon by such sources.

The Company believes that its market, industry and economic data is accurate and that its estimates and assumptions are reasonable, but there can be no assurance as to the accuracy or completeness thereof. The accuracy and completeness of the market, industry, and economic data used throughout this AIF are not guaranteed, and the Company does not make any representation as to the accuracy or completeness of such information.

OTHER INFORMATION

The disclosure in this AIF is supplemented throughout the year by, and is to be read in context with, subsequent continuous disclosure filings including news releases, material change reports, financial statements, management discussion and analysis and technical reports filed under NI 43-101. This AIF contains information which the Company believes, in context and in exercising its judgement, to be material. Information which the Company, in exercising its judgement, believes, in context, is not material (or, due to the passage of time, is no longer material), has not been included in this AIF.

LIST OF ABBREVIATIONS

In this AIF, the following abbreviations have the meanings set forth below:

g/t	gram per tonne
ha	hectare
km	kilometre
km^2	square kilometre
koz	one thousand troy ounces (31,103.5 g)
kt	metric kilotonne
LOM	life of mine
mg/m^3	milligrams per cubic metre
oz	troy ounce (31.1035 g)
ppm	part per million
t	metric tonne
t/m^3	metric tonne per cubic metre
Mlb	million pounds
MW/h	Megawatt per hour

EXCHANGE RATE AND CURRENCY INFORMATION

This AIF contains references to U.S. dollars, Canadian dollars and Colombian pesos. All dollar amounts referenced in this AIF, unless otherwise indicated, are expressed in U.S. dollars or "$", unless otherwise indicated. References to Canadian dollars or "C$" refer to the legal tender of Canada. References to "Colombian pesos" or "COP$" refer to the legal tender of Colombia.

The following table sets out the average exchange rates for each period indicated according to information published by the Bank of Canada and the Central Bank of Colombia.

Year ended December 31	2025	2024	2023
One U.S. dollar in Canadian dollars	C$1.3706	C$1.3700	C$1.3497
One Canadian dollar in U.S. dollars	$0.7296	$0.7299	$0.741000
One U.S. dollar in Colombian pesos	COP$4,052.71	COP$4,071.32	COP$4,322.31
One Colombian peso in U.S. dollars	$0.000246	$0.000246	$0.000231

On March 30, 2026, being the last business day before the date of this AIF, (i) the daily exchange rate for Canadian dollars in terms of the U.S. dollar, as quoted by the Bank of Canada, was $1.00 = C$1.3929, and the exchange rate of C$ into U.S. dollars was C$1.00 = $0.7180; (ii) the market exchange rate for Colombian pesos in terms of the U.S. dollar, as quoted by the Central Bank of Colombia, was $1.00 = COP$3,668.89, and the exchange rate of COP$ into U.S. dollars was COP$1.00 = $0.000273.

NON-IFRS MEASURES

The Company has included non-IFRS financial measures and non-IFRS ratios in this AIF. Management believes that non-IFRS financial measures and non-IFRS ratios, when supplementing measures determined in accordance with IFRS, provide investors with an improved ability to evaluate the underlying performance of the Company. Non-IFRS financial measures and non-IFRS ratios do not have any standardized meaning prescribed under IFRS, and therefore they may not be comparable to similar measures employed by other companies. This data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. The following non-IFRS financial measures and non-IFRS ratios are included in this AIF:

1. Cash cost ("**Cash Cost**")
2. All-in sustaining costs ("**AISC**")
3. AISC Margin

These non-IFRS measures should be read in conjunction with the Company's financial statements and MD&A. For a discussion of the use of these non-IFRS measures and reconciliations thereof to the most directly comparable IFRS measures, see "*Section 10: Non-IFRS and Other Financial Measures*" in the Company's MD&A for the three months and year ended December 31, 2025, which is available from the Company's website at http://mineros.com.co/en and under the Company's profile on SEDAR+ at www.sedarplus.com, and is expressly incorporated herein by reference.

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CORPORATE STRUCTURE

Name, Address and Incorporation

Mineros S.A. was incorporated as a stock corporation (*sociedad anónima*) under the laws of the Republic of Colombia on November 21, 1974, under the name Mineros de Antioquia S.A. In 2004, the Company changed its name from Mineros de Antioquia S.A. to Mineros S.A.

The Company's registered and head office is located at Carrera 43A, No. 14-109, Piso 6, Edificio Nova Tempo, Medellín, Antioquia, Colombia.

The Bylaws are the Company's sole constating document. In anticipation of the Canadian IPO, on April 16, 2021, the General Shareholders Assembly adopted amendments to the Bylaws to facilitate compliance with Canadian securities laws and TSX rules, including amendments:

a. to accommodate the issue, listing, and trading of Common Shares abroad in compliance with applicable foreign laws and stock exchange policies, and permit the appointment of a foreign transfer agent;
b. to increase the Company's authorized capital from COP$200 million to COP$400 million;
c. relating to share issuances, including deletion of pre-emptive rights and shareholder approval requirements for treasury offerings of Common Shares, the empowerment of the Board to approve issuances of Common Shares up to the Company's authorized capital, and the addition of a requirement that all Common Shares be issued as fully-paid at the time of subscription;
d. deleting certain shareholder identification requirements that were inconsistent with securities laws in Canada;
e. to add provisions to facilitate proxy voting and proxy solicitation in accordance with Colombian and/or foreign laws, as applicable;
f. to decrease quorum for a meeting of the General Shareholders Assembly from a majority of the subscribed Common Shares to 40% of the subscribed Common Shares;
g. to establish as standing committees of the Board the Executive Compensation Committee, the Corporate Governance and Sustainability Committee, and the Business Opportunities and Optimization Committee;
h. to remove the concept of an alternate President and Chief Executive Officer and alternate statutory auditor;
i. to appoint the Chief Financial Officer as a permanent legal representative of the Company; and
j. to require that the Company's statutory auditor satisfy the requirements of applicable foreign laws while the Company's shares are listed outside of Colombia.

On March 27, 2026, the General Shareholders Assembly adopted amendments to the Bylaws, including:

a. to provide that shareholders who represent no less than 10% of the subscribed Common Shares may call extraordinary meetings of the General Shareholders Assembly, an increase from the previous threshold of 5%;
b. to replace references to the "Policy for the Election, Evaluation and Compensation of the Board of Directors", the amendment of which must be approved by the General Shareholders Assembly, with references to the "Policy for the Election and Evaluation of the Board of Directors";

c. to provide that the minutes of meetings of the General Shareholders Assembly shall be approved by the delegates proposed by the Chairperson of the meeting, whose appointment will be approved by a simple majority within the same meeting;
d. to reduce the number of members of the Board from nine to five members;
e. to revise the quorum requirement for a meeting of the Board from five directors to a majority of the directors;
f. to clarify and expand certain powers of the Board, including that any power that is not expressly vested by law or the Bylaws in another corporate body of the Company shall be vested in the Board;
g. to empower the Board to authorize and regulate the issuance and placement of shares, bonds, and securities of the Company without requiring delegated approval from the General Shareholders Assembly;
h. to empower the Board to instruct, rather than authorize, the President, the Chief Financial Officer, and other legal representatives on how to vote when acting on behalf of the Company in boards of directors or shareholders assemblies of any subsidiary of the Company with respect to the adoption of certain decisions set out in the Bylaws;
i. to provide that the President, Chief Financial Officer, and other legal representatives may enter into contracts having a value exceeding $10 million with Board approval, and that the President may enter into contracts having a value of up to $10 million without Board approval, in each case an increase from $1 million;
j. to increase the Board's authority to instruct the President when acting on behalf of the Company at meetings of the Board or shareholders of any subordinate company of the Company; and
k. to expand the purposes for which the Company may maintain special reserves to include meeting the financial, operational, or strategic needs of the Company, including, but not limited to, the direct or indirect acquisition of interests in other companies or businesses, the making of strategic investments, the expansion, reorganization, or restructuring of its operations, and the financing of organic or inorganic growth projects, and to confer upon such special reserves the status of statutory reserves under the Colombian Regulations.

For more information regarding the Bylaws and the rights of holders of Common Shares, see "*Description of Share Capital – General Description of Capital Structure*".

Inter-corporate Relationships

The chart below identifies our material subsidiaries as at the date hereof, including jurisdiction of formation or incorporation of the various entities and the percentage of voting securities beneficially owned, directly or indirectly, by the Company. All of the material subsidiaries are 100% beneficially owned by Mineros, except as indicated in the notes below.

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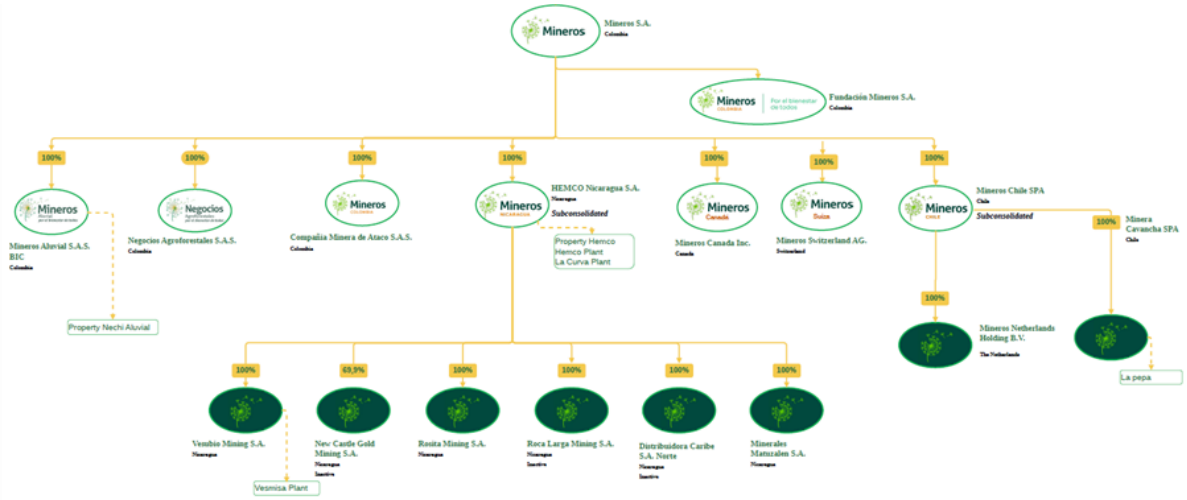

Notes:
(1) Vesubio Mining, S.A. and New Castle Gold Mining, S.A. own three non-material concessions representing less than 1% of the Hemco Property.

(2) Hemco owns a 69.9% equity interest in New Castle Gold Mining, S.A. The remaining 30.1% equity interest is owned by an arm's length shareholder (30.0%) and a manager designated by the Company (0.1%).

GENERAL DEVELOPMENT OF THE BUSINESS

Mineros is a Colombian company with over 50 years of experience in gold exploration and production, with mining operations and growth projects in Colombia, Nicaragua and Chile. Our portfolio includes: (i) two Material Properties in operation: the Nechí Alluvial Property in Colombia and the Hemco Property in Nicaragua; (ii) one development project: the Porvenir Project at the Hemco Property; (iii) and two strategic growth projects: the La Pepa Project in Chile, in which the Company consolidated a 100% ownership interest in September 2025, and the exploration project in the department of Tolima, Colombia (formerly known as La Colosa), which the Company entered into a definitive agreement on March 7, 2026, to acquire a 100% interest in from a subsidiary of AngloGold Ashanti PLC. The acquisition involves the purchase of all outstanding shares of AngloGold Ashanti Colombia S.A.S., the sole holder of the mining concession. Closing is expected to occur in the second quarter of 2026, subject to customary closing conditions.

The Nechí Alluvial Property hosts alluvial mining operations, and the Hemco Property hosts two active underground mines, the Panama Mine and Pioneer Mine. In addition, we produce gold at the Nechí Alluvial Property under third party contracts with former informal miners under formalization programs, and at the Hemco Property in collaboration with artisanal mining cooperatives from whom we purchase ore pursuant to the Bonanza Model. Through the Bonanza Model in Nicaragua and formalization programs in Colombia, we aim to promote responsible mining practices, strengthen environmental and occupational safety standards, and support inclusive local development.

A core component of our business strategy is to pursue strategic acquisitions in Tier-1 mining jurisdictions and explore new targets and develop existing deposits at or near our operating mines or on third party properties that have been optioned by us, with the objective of increasing Mineral Resources and Mineral

Reserves and advancing promising deposits towards development. Current key development and evaluation targets include the Porvenir Project and the Luna Roja Deposit, both located at the Hemco Property, and the ongoing assessment of international opportunities.

Mineros' goal is to deliver healthy returns to shareholders through efficient and responsible management, organic growth, and the acquisition of new projects. Mineros is listed on the TSX under the trading symbol "MSA" and the Colombian Exchange under the symbol "MINEROS". It also trades on the OTCQX® Best Market under the symbol MNSAF.

Three Year History and Recent Developments

Developments – Operations

Nicaragua – Hemco Property

Luna Roja Deposit

The Luna Roja Deposit is a skarn gold system, located 24 km southeast from the existing Hemco facilities.

On July 7, 2022, the Company announced an initial Mineral Resource estimate for the Luna Roja Deposit, which included Indicated Mineral Resources of 1.16 million tonnes grading 2.45 g/t Au containing approximately 92 koz Au, and Inferred Mineral Resources of 0.50 million tonnes grading 2.32 g/t Au containing approximately 37 koz Au.

In 2024, the Company conducted additional fieldwork targeting geophysical anomalies in the vicinity of the deposit and completed internal metallurgical test work. Activities during 2024 and 2025 were primarily directed toward data compilation, validation of historical drilling, refinement of the geological model, and preparation of an updated Mineral Resource estimate.

In 2025, Mineros completed the update of the deposit's mineral resources through the updated Hemco Technical Report, which included the updated Mineral Reserve and Mineral Resource estimates for the Hemco Property.

As of December 31, 2025, the updated Mineral Resource estimate for the Luna Roja Deposit includes Measured and Indicated Mineral Resources of 841 kt grading 2.77 g/t Au containing approximately 74.9 koz Au and Inferred Mineral Resources of 1,160 kt grading 2.59 g/t Au containing approximately 96.6 koz Au. The current estimate includes both open pit and underground components and reflects revised economic assumptions and updated geological interpretation.

For Mineral Resource estimates for the Luna Roja Deposit as of December 31, 2025, see "Mineral Properties – Mineral Resources and Mineral Reserves".

The Company continues to evaluate opportunities to expand Mineral Resources at Luna Roja and to assess additional targets within the surrounding Rosita District.

Pioneer Mine

Production at the Pioneer Mine began in 2021. The Pioneer Mine comprises a cluster of six veins, including Lone Star, Pioneer, Pioneer 3, Pioneer NE Extension, Santo Grial, and La Reforma. The Pioneer Mine is located approximately 5.5 km from the Panama Mine and Hemco Plant. Ore production from the Pioneer Mine is trucked to the Hemco Plant for processing.

The Pioneer Mine is developed through a system of portal access, adits, ramps, and sub-levels, providing access to all veins. To date, most vein access has been completed, with ramp development toward the recently identified La Reforma vein in progress. As mining advances, Lone Star is nearing depletion, while La Reforma is expected to initiate its first stope in 2026.

The production approach at the Pioneer Mine is consistent with the exploitation methods implemented at the Panama Mine, utilizing a combination of conventional methods (shrinkage stoping) and mechanized methods (BAF and SLOS).

Shrinkage stoping is implemented in narrow veins for production in the Pioneer, Pioneer 3, Pioneer NE Extension, Santo Grial veins, and La Reforma, representing approximately 35% of the Pioneer Mine Mineral Reserves. The mechanized BAF method will be specifically applied to the La Reforma vein, development began in the first quarter of 2025, and stope mining is scheduled to commence in the first quarter of 2026. The SLOS method accounts for 4% of the Pioneer Mine's Mineral Reserves and is used for mining remnant blocks in the Lone Star, Pioneer NE Extension, and Santo Grial veins.

The life-of-mine (LOM) plan for Mineros' underground mining operations has been developed based on production data from both the Panama Mine and Pioneer Mine. A production rate of 500 tonnes per day (tpd) is projected for 2026, increasing gradually to 1,000 tpd by 2028. The lower production rate in 2026 reflects the expected higher proportion of artisanal feed processed at the Hemco Plant, while the increase through 2028 aligns with the planned expansion of the Hemco Plant. At Pioneer, a production rate of 250 tonnes per day (tpd) is projected for 2026, increasing gradually to 500 tpd by 2028.

As of December 31, 2025, the updated Mineral Reserves estimate for the Pioneer Mine includes 75 kt of Proven Mineral Reserves averaging 5.22 g/t Au containing approximately 13 koz Au and 839 kt of Probable Mineral Reserves averaging 4.42 g/t Au containing approximately 119 koz Au.

The combined Mineral Reserves estimated at the Panama Mine and Pioneer Mine support a LOM of 6.5 years.

The Mineral Resources and Mineral Reserves at the Hemco Property are based on the updated Hemco Technical Report, effective December 31, 2025. For Mineral Resource and Mineral Reserve estimates for the Pioneer Mine as at December 31, 2025, see "Mineral Properties – Mineral Resources and Mineral Reserves".

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Porvenir Project

On March 31, 2026, the Company announced the results of the Hemco Technical Report, which included the results of an updated Pre-Feasibility Study on the Porvenir Project. Highlights of the Porvenir PFS included the following:

- LOM of approximately 9.2 years, supporting a significant increase in the long-term production profile of the Hemco Property.
- Updated metallurgical test work supports an optimized processing flowsheet that includes copper recovery through flotation, increasing payable metal output.
- Updated Mineral Reserves for the Porvenir Project as of December 31, 2025:
    - Proven Mineral Reserves: 650 kt averaging 3.50 g/t Au, 14.07 g/t Ag, 2.54% Zn and 0.50% Cu, containing 73 koz Au, 294 koz Ag, 36 Mlb Zn, and 7 Mlb Cu.
    - Probable Mineral Reserves: 5,827 kt averaging 2.79 g/t Au, 12.07 g/t Ag, 2.61% Zn and 0.35% Cu, containing 523 koz Au, 2,261 koz Ag, 336 Mlb Zn and 45 Mlb Cu.
- Base case economics include an after-tax net present value, using a 10% discount rate of approximately $291 million, an after-tax internal rate of return of approximately 37.9% and a payback period of approximately two years from the start of production in 2030.
- After-tax net present value, using a 5% discount rate of approximately $460 million, based on the same case.
- Expected average annual production approximately 54,500 oz Au, 190,000 oz Ag, 28 Mlb Zn and 3.7 Mlb Cu over years 1 to 9 (years of full production) of mine life.

For the updated Mineral Resource and Mineral Reserve estimates for the Porvenir Project as at December 31, 2025, see “Mineral Properties – Mineral Resources and Mineral Reserves”.

Guillermina Deposit

On July 24, 2025, the Company reported an initial Mineral Resource estimate for the Guillermina Deposit at the Hemco Property. In 2025, Mineros updated its Mineral Resource Estimate for the Guillermina Deposit, which is disclosed in the updated Hemco Technical Report.

As of December 31, 2025, estimated Mineral Resources for the Guillermina Deposit include: Indicated Mineral Resources of 1,763 kt grading 0.97 g/t Au, 27.33 g/t Ag, 0.21% Cu, and 6.61% Zn, containing 55 koz Au, 1,549 koz Ag, 8 Mlb Cu, and 257 Mlb Zn; and Inferred Mineral Resources of 1,118 kt grading 1.44 g/t Au, 30.15 g/t Ag, 0.17% Cu, and 5.50% Zn, containing 52 koz Au, 1,084 koz Ag, 4 Mlb Cu, and 136 Mlb Zn. The current estimate includes underground components and reflects revised economic assumptions and updated geological interpretation.

The Guillermina Deposit remains open laterally and at depth, with potential for additional mineralization as exploration continues. The Company believes the Guillermina Deposit represents a prospective source of future feed that could support development of the Porvenir Project.

For Mineral Resource estimates for the Guillermina Deposit as of December 31, 2025, see “Mineral Properties – Mineral Resources and Mineral Reserves”.

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Colombia – Nechí Alluvial Property

Amendment of Environmental Management Plan (EMP)

By ANLA Resolution 812 of April 25, 2022, ANLA approved Mineros' application to amend the EMP for the Nechí Alluvial Property, which was submitted on November 18, 2021. The ordinary course amendment to the EMP grants environmental permits sufficient to support planned operations for a four-year period. The Company's current strategic priority is the environmental feasibility and permitting process for Stages 3 through 9 of the alluvial operations. During 2025, the Company focused on addressing technical requirements from the ANLA to secure the long-term LOM for these successive stages. In December 2025, the Board of Directors approved a dedicated budget for the 2026 fiscal year to advance these regulatory processes and mitigate risks related to previous permit denials or administrative delays. Due to the mobile nature of alluvial mining operations, Mineros must periodically apply to ANLA to amend the EMP to cover planned operations in new or expanded operating areas. The Company continues to navigate an evolving regulatory and political landscape in Colombia, which may impact the timing and receipt of such amendments.

Mineral Reserve and Mineral Resource Update

On February 28, 2025, the Company announced the results of an updated Nechí Technical Report, which included updated Mineral Reserve and Mineral Resource estimates for the Nechí Alluvial Property:

- Total Proven and Probable Mineral Reserves: 524 Mm^3 of alluvial material averaging 80 mg/m^3 Au, containing 1,355 koz Au.
- Measured and Indicated Mineral Resources: 527 Mm^3 of alluvial material averaging 56 mg/m^3 Au, containing 1,005 koz Au.
- Enhanced Geological Modeling: The updated estimates reflect the transition from a 2D polygonal method to a 3D block model, improving the accuracy of geological modeling and mine planning.

For Mineral Resource and Mineral Reserve estimates for the Nechí Alluvial Property as of December 31, 2025, see "Mineral Properties – Mineral Resources and Mineral Reserves".

Debottlenecking Initiatives to Increase Production

To increase processing efficiency and optimize gold recovery across various topographies occurring at the Nechí Alluvial Property, the Company is designing, building, and implementing new combined dredging and processing methods.

In 2022, a storm with unusually heavy rains and strong winds hit the area where the Nechí Alluvial Property is located and overturned its Llanuras Plant, a floating processing plant fed material for processing via floating pipeline from a modified suction dredge. The Llanuras Plant started operation in 2021, and is used for the selective extraction of gold-bearing gravels that cannot be mined as efficiently by the Company's other dredge equipment. Following the accident, the Llanuras Plant was modified to operate with a simplified trommel processing module, which resulted in lower recovery rates.

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In 2025, the Llanuras Plant was replaced by the Aurora Plant, a new processing plant constructed over the course of 2024 and completed in the third quarter of 2025 at a cost of US$6.5 million. While the Llanuras production unit previously consisted of two components—a processing plant (Llanuras Plant) and a suction dredge (mining unit), the Aurora Plant assumed the processing role and will continue to operate in conjunction with the existing suction dredge. The Aurora Plant is a floating recovery system, measuring 61 metres long, 12 metres wide, and weight of approximately 1,000 tonnes, that includes sorting systems that separate material by size, gravimetric concentration, and dewatering processes, without use of any chemicals or reagents. The Aurora Plant uses high-precision GPS and control systems to ensure that the mobile mining system operates within centimetres of its planned mining pattern, and pressure and flow recovery systems that are continually optimized to maximize recoveries. The Aurora Plant was ramped up over July and August of 2025 and achieved full processing capacity of 10,000 tpd (5,000 m^3) in the fourth quarter of 2025.

The Aurora Plant was constructed over the course of 2024 and was completed in the third quarter of 2025 at a cost of US$6.5 million. Ramp up of the Aurora Plant has been carried out over July and August of 2025. The new equipment is a floating recovery system, measuring 61 metres long, 12 metres wide, and weight of approximately 1,000 tonnes, that includes sorting systems that separate material by size, gravimetric concentration, and dewatering processes, without use of any chemicals or reagents. The Aurora Plant uses high-precision GPS and control systems to ensure that the mobile mining system operates within centimetres of its planned mining pattern, and pressure and flow recovery systems that are continually optimized to maximize recoveries. The Aurora Plant achieved full processing capacity of 10,000 tpd (5,000 m^3) in the fourth quarter of 2025.

In addition, as part of Company's debottlenecking initiatives, the Nechí Alluvial mobile scavenger plant project is well advanced with Phase I started in the fourth quarter of 2025, and Phase II expected to start up early in the second quarter of 2026. Once both phases are complete, the mobile scavenger system is expected to increase recoveries by up to 8% for each mobile mining and recovery plant to which it is attached.

The Scavenger Plant project is an upgrade to the existing processing system to be initially implemented on Bucket Dredge No. 10, with the objective of improving the performance of the current scavenger circuit. The project involves replacing the existing mat-based recovery system with jig equipment, which is expected to enhance gold recovery efficiency from residual material. The project has been implemented in two phases to maintain continuous operation during installation. In Phase I, the new scavenger circuit is installed on one processing line while the other continues operating. In Phase II, operations are switched to the upgraded line, and the remaining line is then replaced. This phased approach minimizes production interruptions and operational risk, ensuring that gold recovery activities continue without significant downtime. Following successful implementation on Bucket Dredge No. 10, the Company will evaluate the potential rollout of the system to the remaining four bucket dredges.

Additionally, a new mobile concentration plant project is being developed as a support processing facility to treat pre-concentrated material generated by the Company's alluvial production units and is currently in the pilot testing stage. The plant is intended to be strategically deployed within operating areas to process material close to the source, reducing concentrate mass prior to transportation to the El Bagre processing facility for final treatment, thereby improving logistics efficiency.

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Argentina – Gualcamayo Property

Disposition of MASA

On September 8, 2023, Mineros announced that it had signed a share purchase and sale agreement with Eris LLC dated September 7, 2023 to sell all of the outstanding shares of Mineros' indirect subsidiary, Minas Argentinas S.A. that owned and operated the Gualcamayo Property, including without limitation the Gualcamayo Mine ("**MASA**"). MASA held a 100% interest in the Gualcamayo Property, which included the Gualcamayo Mine and the Deep Carbonates Project. The disposed business, MASA (including its main asset, the Gualcamayo Property), has been presented as a discontinued operation in the financial statements for the years ending December 31, 2024. The transaction closed on September 21, 2023.

Pursuant to the share purchase and sale agreement: (i) prior to closing, the purchaser advanced $4 million to fund ongoing operations of MASA and to secure exclusivity during negotiations, (ii) at closing, the purchaser assumed any and all obligations of MASA existing as at the closing date of the transaction, and Mineros paid $6.5 million to the purchaser to cover a portion of those obligations; and (iii) the purchaser assumed all of the obligations of Mineros and its subsidiaries with respect to a $30 million contingent payment that would become payable to Nomad should the Deep Carbonates Project ever be put into production.

Subsequent to the closing of the transaction, a dispute arose between the Company and Eris LLC regarding certain obligations and representations under the share purchase and sale agreement. As a result, the parties are currently involved in an international arbitration process. As of December 2025, the arbitration is in its final stages, and a final award is expected to be issued prior to May 2026. The Company, in consultation with its legal advisors, continues to monitor the proceedings and their potential impact on the Company's financial position.

As of the date of this AIF, the purchaser has not yet secured the formal release of Mineros from the $30 million contingent payment obligation to Nomad. While the purchaser remains contractually obligated to indemnify Mineros against any such claims under the terms of the share purchase and sale agreement, the Company continues to report this as a potential contingent liability until a formal release is executed by Nomad.

Chile – La Pepa Project

Consolidation of 100% Interest in La Pepa Project and Exploration Strategy

Mineros holds 100% ownership of the La Pepa Project. In December 2021, Mineros exercised its first option and acquired a 20% beneficial interest in the La Pepa Project, and entered into the Minera Cavancha joint venture with Yamana (subsequently acquired by Pan American in 2023).

On September 22, 2025, Mineros acquired Pan American's 80% interest in the La Pepa Project through the acquisition of all of Pan American's shares of Minera Cavancha for a cash payment of approximately $40 million. This transaction ended the joint venture and resulted in the assumption by Mineros of full operational control of the La Pepa Project.

On December 16, 2025, Mineros filed the La Pepa Technical Report, which disclosed the estimated Mineral Resources at the La Pepa Project, effective October 31, 2021:

- Measured Mineral Resources: 58,816 thousand tonnes (kt) averaging 0.61 g/t Au, containing 1,150 koz Au.
- Indicated Mineral Resources: 65,405 kt averaging 0.49 g/t, containing 1,039 koz Au.
- Inferred Mineral Resources: 25,024 kt averaging 0.46 g/t, containing 366 koz Au.

The La Pepa Technical Report does not disclose any change to the underlying Mineral Resource estimate. The only change from previous disclosure is the reporting basis, which has been updated from a 20% interest to 100% ownership. For Mineral Resource estimates for La Pepa Project as of December 31, 2025, see "*Mineral Properties – Mineral Resources and Mineral Reserves*".

As part of the 2026 exploration strategy approved by the Board of Directors in December 2025, the Company has renewed its focus on the La Pepa Project. The 2026 budget allocates funds for exploration activities at the property, aimed at evaluating the project's potential and its strategic role within the Company's growth portfolio. Mineros has planned a 7,000-metre exploration program at the La Pepa Project, scheduled to begin in 2026. The program includes environmental characterization studies to support future Declaration of Environmental Impact ("**DIA**") requirements. This initiative aligns with Mineros' long-term strategy to expand mineral resources, convert them to reserves, and unlock value from its existing portfolio.

Developments – Corporate and Financial

OFAC Sanctions Imposed on General Directorate of Mines of Nicaragua

On October 24, 2022, the U.S. Department of Treasury, Office of Foreign Assets Control ("**OFAC**") imposed economic sanctions on the Nicaraguan General Directorate of Mines (the "**DGM**") pursuant to Executive Order ("**EO**") 13851. Currently, the U.S. President issued Executive Order EO 14088 expanding OFAC's authority to impose further sanctions to various sectors of the Nicaraguan economy, including, in particular, the gold sector (together with EO 13851, the "Nicaragua Sanctions Measures"). Violations of OFAC sanctions via transactions with a U.S. jurisdictional nexus can result in substantial civil or criminal penalties. Even when no such jurisdictional nexus exists, parties that engage in targeted activities under secondary sanctions may themselves become the target of OFAC sanctions, including, among other things, the blocking of any property subject to U.S. jurisdiction in which the sanctioned party has an interest, which would include a prohibition on transactions or dealings within U.S. jurisdiction involving securities of the sanctioned party.

While the Company is not directly subject to economic sanctions restrictions imposed by OFAC with respect to its activities outside of U.S. jurisdiction, other sanctioning authorities may adopt economic sanctions similar to those previously imposed by OFAC. In addition, the Nicaragua Sanctions Measures or additional similar measures may indirectly affect the Company through its impact on third parties with whom the Company has commercial relationships. If such third parties determine that their dealings with the Company are or may be restricted as a result of economic sanctions to which they are subject, they may terminate their relationships with the Company, which could lead to increased operating costs and more challenges

in exporting the metals that we produce, which could adversely affect the Company's operations and financial results.

The Company is closely monitoring communications by the U.S. government and other sanctioning authorities regarding the designation and application of other economic or trade sanctions against Nicaragua and its gold sector. Consequently, it has designed contingency plans that may allow for minimizing adverse impacts. These plans range from the strategic to the operational level. The Company remains committed to complying with applicable legal and regulatory requirements, including economic sanctions, and is evaluating the actual and potential impacts of economic sanctions on its current and planned business and operations in coordination with its advisors. Notwithstanding the foregoing, U.S. authorities are afforded wide discretion, and there is no guarantee that the U.S. government or OFAC will not impose additional sanctions, penalties, or restrictive measures against or relating to Nicaragua, its gold sector, the Company, or its counterparties, which could adversely affect the Company's operations and financial results, including and up to the blocking of property and foreclosure of any activities within U.S. jurisdiction.

Notice of Cancellation of Mining Concessions in Nicaragua

In December 2025, the Nicaraguan Ministry of Energy and Mines ("**MEM**") delivered administrative cancellation notices in respect of 16 mining concessions forming part of the Hemco Property, including 15 non-material concessions, and one concession that the Company considers to be material to its exploration portfolio. The cancellation notices resulted from an administrative review by MEM, based on the results of which the MEM purported that the Company had not carried out activities progressing the concessions to the exploration stage within the time frame established by the Mining Law (Nicaragua) to perform exploration and exploitation activities, contrary to the Mining Law (Nicaragua).

The Company formally challenged the cancellation notices through Motions for Review (*Recursos de Revisión*) before the MEM. On January 30, 2026, the Company was notified that its administrative appeals were granted in respect of five concessions, being Monte Fresco II, Monte Carmelo I, Monte Carmelo II, Hemco-Rosita VI, and Hemco RB-II, which have been formally reinstated. These reinstatements are subject to the Company submitting updated exploration and exploitation plans within three months.

In January 2026, the Company's administrative appeals were dismissed in respect of the remaining 11 concessions, named Hemco Siuna II, Hemco Rosita I, HB V, Hemco Bonanza VI, HB VI, Hemco Bonanza IV, Hemco Bonanza V, Hemco Rosita IV, Hemco Siuna III, RB I, Hemco Bonanza III. Hemco filed administrative appeals of these dismissals before the National Attorney's Office for the Defense of the Environment and Natural Resources (*Procuraduría Nacional para la Defensa del Medio Ambiente*). Such appeals were denied on March 6, 2026, exhausting the administrative route for challenging MEM's cancellation resolutions in respect of these concessions. Hemco has the right to file contencioso-administrativo claims challenging the cancellations before the Supreme Court of Justice within 60 business days from notification of those decisions. If such judicial proceedings are not filed within that period, the cancellation resolutions for those 11 concessions would become legally final.

For any cancellation resolutions that have become legally final to come into effect, they must be published in La Gaceta, Official Journal of the Government of Nicaragua, and registered in the relevant mining and public registries. No cancellations have been published in La Gaceta. Pending such publication and

registration, all 11 concessions continue in effect in accordance with their terms, registered to Hemco, and Hemco is entitled to all of the rights and benefits that they confer.

The Company continues to evaluate the potential impact of the potential cancellation of the 11 concessions that have not been restored to the Company on its exploration plans and its Bonanza Mining Partners, and the merit of appealing some or all of the outstanding cancellation resolutions in judicial proceedings. The Company continues to engage constructively with the relevant authorities to seek the restoration of the remaining concessions. Notwithstanding the foregoing, the Company continues to hold its core concessions necessary for the current production and development plans at the Hemco Property.

Termination of Relationship with Royal Road

Effective May 29, 2023, Mineros terminated its strategic alliance and joint venture agreements with Royal Road in Nicaragua and Colombia. As a result, Mineros' subsidiary, Hemco, acquired a 100% interest in the Caribe exploration target and successfully canceled the 1.25% NSR royalty on the Luna Roja deposit. In exchange, Mineros relinquished its 50% interest in the Guintar-Niverengo-Margaritas project in Colombia to Royal Road and annulled all cooperation agreements regarding the Gualcamayo Property.

Acquisitions of Common Shares by Sun Valley

On April 19, 2024, Sun Valley acquired from Mercantil Colpatria S.A. and its affiliates an aggregate of 67,440,916 Common Shares, representing 22.5% of the issued and subscribed Common Shares, and replaced Mercantil Colpatria S.A. as the Company's largest shareholder. On May 16, 2024, Sun Valley acquired from an affiliate of Mercantil Colpatria S.A. an additional 7,463,462 Common Shares, representing an additional 2.49% of the issued and subscribed Common Shares.

On December 9, 2024, Sun Valley acquired 17,573,445 Common Shares, representing 5.7% of the issued and subscribed Common Shares, upon settlement of a public tender offer (*Oferta Pública de Adquisición*, or "**OPA**") made through the BVC between November 13, 2024 and December 3, 2024. Following the OPA settlement, Sun Valley beneficially owned or exercised control or direction over 92,477,823 Common Shares, representing approximately 30.85% of the issued and subscribed Common Shares.

On March 25, 2025, Sun Valley acquired 77,931,725 Common Shares, representing 26.0% of the issued and subscribed Common Shares upon settlement of an OPA made through the BVC, which was initiated on February 14, 2025, amended on March 4, 2025, and ended on March 17, 2025. Following the second OPA settlement, Sun Valley became the controlling shareholder of the Company, reporting that it beneficially owned or exercised control or direction over 170,409,548 Common Shares, representing approximately 56.85% of the issued and subscribed Common Shares.

As of the date of this AIF, Sun Valley continues to hold 195,974,623 Common Shares, representing approximately 66.3% of the Company's total issued and outstanding Common Shares. Since assuming control, Sun Valley has led a strategic realignment of the Company's Board of Directors and executive management, as reflected in the corporate governance updates approved during the 2025 fiscal year.

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Management Changes

Throughout the 2025 fiscal year and early 2026, the Company underwent a comprehensive restructuring of its executive leadership team.

Effective April 8, 2025, David Londoño assumed the role of President and CEO, succeeding Andrés Restrepo Isaza. On November 18, 2025, Daniel Henao succeeded Mr. Londoño as President and CEO, and resigned from the Board.

Following the resignation of Ana Isabel Gaviria as Vice President of Legal and Sustainability and Secretary of the Board effective November 30, 2025, Marcela Castillo was appointed as Vice President, Sustainability, and Manuela Botero Ghisays as Interim Vice President, Legal.

In November 2025, María Vallejo Garcia was appointed VP Strategic Growth & Technical Services, and Carlos David Ríos Restrepo assumed the position of Vice President of Exploration effective December 1, 2025. To further strengthen operational oversight, the Board approved the creation of a new Chief Operating Officer position. Effective January 2, 2026, David Splett resigned as Chief Financial Officer, and Sergio Chavarría was appointed as Interim Vice President of Finance and Administration. Regarding regional operations, Inivaldo Díaz was appointed as Interim Vice President, Nicaragua, following the departure of the previous regional Vice President. These administrative changes were accompanied by the resignation of three Board members in November 2025: Daniel Henao (in connection with his appointment as President and Chief Executive Officer), Andrés Restrepo Isaza, and Marco Izquierdo Llanos—reflecting the broader governance transition initiated during the year.

In March 2026, the Company strengthened its executive team with the appointment of Martha Socha Peñaloza as Vice President, Legal.

Share Repurchases under Share Repurchase Program

The Company repurchased $12 million worth of shares in a repurchase program designed to return capital to shareholders, conducted through the BVC and executed between September 1 and September 5, 2025. The Company repurchased 3,956,885 Common Shares at a price of $2.99 (COP$12,000) per share. The settlement date for the transaction was September 12, 2025. Following the conclusion of the repurchase program, the same 3,956,885 Common Shares were withdrawn from circulation on October 15, 2025 and remain held in treasury.

Production Cash cost, AISC and Outlook

Gold Production

In 2025, the Company produced 221,608 ounces of gold, at an aggregate cost of sales of $473 million, and an AISC per ounce of gold sold of $2,032. In 2026, the Company expects to produce 213,000 to 233,000 ounces of gold at an AISC of approximately $2,370–$2,470 per ounce.

The following table summarizes the production from each of our properties for the years ended December 31, 2025, 2024 and 2023.

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	Year Ended December 31		
	2025	2024	2023
Colombia (Nechí Alluvial Property)			
Ore Processed (m^3) (1)	48,562,025	36,316,364	34,909,230
Grade (mg/m^3)(2)	71.8	78	92.76
Recovery (%)	80%	74%	76%
Production (oz Au)	89,777	82,017	93,757
Sales (oz Au)	89,777	82,017	93,757
Nicaragua (Hemco Property)			
Ore Processed (tonnes)	712,505	737,146	678,798
Grade (g/t)	6.56	6.32	6.61
Recovery (%)	88%	88%	88%
Production (oz Au)	131,831	131,228	125,951
Sales (oz Au)	131831	131,228	125,951
Argentina (Gualcamayo Property)			
Ore Processed (tonnes)	N/A	N/A	1,380,558
Grade (g/t)	N/A	N/A	1.46
Recovery (%)	N/A	N/A	106%
Production (oz Au)	N/A	N/A	31,061
Sales (oz Au)	N/A	N/A	31,737

Notes:

1. To convert (m^3) to (tonnes) use a density factor of 2.0 t/m^3.
2. To convert (mg/m^3) to (g/t), divide by 2000.

CASH COST & AISC 2025

The objective of Cash Cost is to provide stakeholders with a key indicator that reflects as close as possible the direct cost of producing and selling an ounce of gold.

The Company reports Cash Cost per ounce of gold sold which is calculated by deducting revenue from silver sales, depreciation and amortization, environmental rehabilitation provisions and including cash used for retirement obligations and environmental and rehabilitation and sales of electric energy. This total is divided by the number of gold ounces sold. Cash Cost includes mining, milling, mine site security, royalties, and mine site administration costs, and excludes non-cash operating expenses. Cash Cost per ounce of gold sold is a non-IFRS financial measure used to monitor the performance of our gold mining operations and their ability to generate profit, and is consistent with the guidance methodology set out by the World Gold Council.

The following table provides a reconciliation of Cash Cost per ounce of gold sold on a by-product basis to cost of sales for the three months and years ended December 31, 2025, and 2024:

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	Year ended December 31,	
	2025	2024
Cost of sales	473,420	354,567
Less: Cost of sales of non-mining operations[1]	(1,154)	(827)
Less: Depreciation and amortization	(54,945)	(47,430)
Less: Sales of silver	(20,399)	(21,239)
Less: Sales of electric energy	(5,750)	(7,581)
Less: Environmental rehabilitation provision	(6,512)	(7,360)
Add: Use of environmental and rehabilitation liabilities	(1,977)	(1,539)
Add: Use of Retirement obligations	(275)	(1,672)
Cash Cost	386,912	273,341
Gold sold (oz)	221,608	213,245
Cash Cost per ounce of gold sold ($/oz)	1,746	1,281

Note:

1. Refers to cost of sales incurred in the Company's "Others" segment. See note 6 of our audited consolidated financial statements for the three months and year ended December 31, 2025 and 2024. The majority of this amount relates to the cost of sales of latex.

All-in Sustaining Costs

The objective of AISC is to provide stakeholders with a key indicator that reflects as closely as possible the full cost of producing and selling an ounce of gold. AISC per ounce of gold sold is a non-IFRS ratio that is intended to provide investors with transparency regarding the total costs of producing one ounce of gold in the relevant period.

The Company reports AISC per ounce of gold sold on a by-product basis. The methodology for calculating AISC per ounce of gold sold is set out below and is consistent with the guidance methodology set out by the World Gold Council. The World Gold Council definition of AISC seeks to extend the definition of total Cash Cost by deducting cost of sales of non-mining operations and adding administrative expenses, sustaining exploration, sustaining leases and leaseback and sustaining capital expenditures. Non-sustaining costs are primarily those related to new operations and major projects at existing operations that are expected to materially benefit the current operation. The determination of classification of sustaining versus non-sustaining requires judgment by management. AISC excludes current and deferred income tax payments, finance expenses, and other expenses. Consequently, these measures are not representative of all the Company's cash expenditures. In addition, the calculation of AISC does not include depreciation and amortization cost or expense as it does not reflect the impact of expenditures incurred in prior periods. Therefore, it is not indicative of the Company's overall profitability. Other companies may quantify these measures differently because of different underlying principles and policies applied. Differences may also occur due to different definitions of sustaining versus non-sustaining.

The following table provides a reconciliation of AISC per ounce of gold sold to cost of sales for the three months and years ended December 31, 2025, and 2024:

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	Year ended December 31,	
	2025	**2024**
Cost of sales	473,420	354,567
Less: Cost of sales of non-mining operations 1	(1,154)	(827)
Less: Depreciation and amortization	(54,945)	(47,430)
Less: Sales of silver	(20,399)	(21,239)
Less: Sales of electric energy	(5,750)	(7,581)
Less: Environmental rehabilitation provision	(6,512)	(7,360)
Add: Use of environmental and rehabilitation liabilities	1,977	1,539
Add: Use of Retirement obligations	275	1,672
Add: Administrative expenses	23,946	22,448
Less: Depreciation and amortization of administrative expenses 2	(1,151)	(1,118)
Add: Sustaining leases and leaseback 3	11,571	9,838
Add: Sustaining exploration 4	1,366	191
Add: Sustaining capital expenditures 5	27,749	26,125
AISC from operations	450,393	330,824
Gold sold (oz)	221,608	213,245
AISC per ounce of gold sold ($/oz)	2,032	1,551

Notes:

1.Cost of sales of non-mining operations is the cost of sales excluding cost incurred by non-mining operations and the majority of this cost comprises cost of sales of latex.

2.Depreciation and amortization of administrative expenses is included in the administrative expenses line on the audited consolidated financial statements and is mainly related to depreciation for corporate office spaces and local administrative buildings at the Hemco Property.

3.Represents most lease payments as reported in the audited consolidated financial statements of cash flows and is made up of the principal of such cash payments, less non-sustaining lease payments. Lease payments for new development projects and capacity projects are classified as non-sustaining.

4.Sustaining exploration: Exploration expenses and exploration and evaluation projects as reported in the audited consolidated interim financial statements, less non-sustaining exploration. Exploration expenditures are classified as either sustaining or non-sustaining based on a determination of the type and location of the exploration expenditure. Exploration expenditures within the footprint of operating mines are considered costs required to sustain current operations and so are included in sustaining costs. Exploration expenditures focused on new ore bodies near existing mines (i.e. brownfield), new exploration projects (i.e. greenfield) or other generative exploration activity not linked to existing mining operations are classified as non-sustaining.

5.Sustaining capital expenditures: Represents the capital expenditures at existing operations including, periodic capitalized stripping and underground mine development costs, ongoing replacement of mine equipment and overhaul of existing equipment, and is calculated as total additions to property, plant and equipment (as reported on the consolidated statements of cash flows), less non-sustaining capital. Non-sustaining capital represents capital expenditures for major projects, including projects at existing operations that are expected to materially benefit the operation and provide a level of growth, as well as enhancement capital for significant infrastructure improvements at existing operations. Non-sustaining capital expenditures during the three months and year ended December 31, 2025, are primarily related to major projects at the Hemco Property and the Nechí Alluvial Property. The sum of sustaining capital expenditures and non-sustaining capital expenditures is reported as the total of additions of property plant and equipment in the audited consolidated financial statements.

Cash Cost and All-in Sustaining Costs by Operating Segment

The following table provides a reconciliation of Cash Cost per ounce of gold sold and AISC per ounce of gold sold by operating segment to cost of sales, for the years ended December 31, 2025, and 2024.

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	Year ended December 31, 2025		
Nechí Property	**Alluvial Operation**	**CMP**	**Total Nechí Alluvial**
Cost of sales[1]	139,749	30,943	170,692
Less: Depreciation and amortization	(18,342)	(485)	(18,827)
Less: Sales of silver	(299)	(37)	(336)
Less: Sales of electric energy	(5,750)	-	(5,750)
Less: Intercompany royalty	(21,963)	-	(21,963)
Less: Environmental rehabilitation provision	(6.512)	-	(6.512)
Add: Use of environmental and rehabilitation liabilities	(1,977)	-	(1,977)
Cash Cost	88,860	30,421	119,281
AISC Adjustments			
Less: Depreciation and amortization of administrative expenses	(13)	-	(13)
Add: Administrative expenses	5,484	-	5,484
Add: Sustaining leases and Leaseback	3,023	-	3,023
Add: Sustaining exploration	1,366	-	1,366
Add: Sustaining capital expenditure	12,608	-	12,608
AISC	111,328	30,421	141,749
Gold sold (oz)	79,908	9,869	89,777
Cash Cost per ounce of gold sold ($/oz)	1,112	3,082	1,329
AISC per ounce of gold sold ($/oz)	1,393	3,082	1,579

Note:

1. Cost of sales of Alluvial Operation includes Intercompany Royalties of $21,963 (2024: $14,065) and other intercompany costs of $626 (2024 $878).

	Year ended December 31, 2025			
Hemco Property	**Underground operation**	**BMP**	**Total Property**	**Hemco**
Cost of sales	59,685	265,632		325,317
Less: Depreciation and amortization	(21,040)	(14,909)		(35,949)
Less: Sales of silver	(2,727)	(17,336)		(20,063)
Add: Use of Retirement obligations	55	220		275
Cash Cost	35,973	233,607		269,580
AISC Adjustments				

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Less: Depreciation and amortization of administrative expenses	(37)	(80)	(117)
Add: Administrative expenses	2,070	5,441	7,511
Add: Sustaining leases and Leaseback	7,977	571	8,548
Add: Sustaining capital expenditure	6,898	8,243	15,141
AISC	52,881	247,782	300,663
Gold sold (oz)	22,194	109,636	131,830
Cash Cost per ounce of gold sold ($/oz)	1,621	2,131	2,044
AISC per ounce of gold sold ($/oz)	2,383	2,260	2,281

Gold Production Guidance

2026 Guidance

For 2026, Mineros is providing consolidated gold production guidance of 213,000 to 233,000 ounces of gold**.** This represents an increase of 10,000 ounces relative to 2025 guidance. This increase is the result of a disciplined focus on "quick-return" ounces, prioritizing capital investment toward brownfield projects and operational efficiencies that can be brought online rapidly to maximize free cash flow in a robust commodity market.

2026 Operational & Cost Outlook

The Company's production and cost guidance reflects a commitment to maintaining healthy margins despite global inflationary pressures.

Production and Cost Guidance[1]	units	**2026**
Nechí Property (Colombia)	**oz**	**83,000 – 93,000**
AISC per ounce of gold sold (alluvial operation)	$/oz	$1,820 - $1,920
AISC per ounce of gold sold (CMP)	$/oz	$3,800 - $ 3,900
AISC per ounce (Total Nechí Property)	$/oz	$2,090 -$2,190
AISC Margin (Contract Mining Partners)	%	11 - 14
Hemco Property (Nicaragua)		**130,000 - 140,000**
AISC per ounce of gold sold (Underground operation)	$/oz	$2,000 - $2,100
AISC per ounce of gold sold (BMP)	$/oz	$2,600 - $2,700
AISC per ounce of gold sold (Total Hemco Property)	$/oz	$2,465 - $2,565
AISC Margin (Bonanza Mining Partners)	%	39 - 41
Consolidated		
Gold production	**oz**	**213,000 – 233,000**
Cash Cost per ounce of gold sold	**$/oz**	**$2,070 - $2,170**
AISC per ounce of gold sold	**$/oz**	**$2,370 - $2,470**

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Notes:
1. 2026 guidance for AISC per ounce of gold sold and Cash Cost per ounce of gold sold are forward-looking non-IFRS financial measures, and AISC Margin is a forward-looking non-IFRS ratio based on AISC per ounce of gold sold. See "Non-IFRS Measures" in this AIF.
2. 2026 guidance for Cash Cost per ounce of gold sold, AISC per ounce of gold sold and AISC Margin are based on the following macroeconomic assumptions: an average realized gold price of $4,405 per gram, an exchange rate of COP$3,800 per $1.00, and inflation projections aligned with the central bank targets in the jurisdictions where the Company operates.

For the Nechí Property (Colombia), Mineros is targeting steady gold output of 83,000–93,000 ounces in 2026. Company-owned dredges are expected to operate within an AISC range of $1,820–$1,920 per ounce, underpinned by continued operational focus and cost control. The contract mining partners are expected to deliver an AISC margin of 11% – 14%, reinforcing a consistent and dependable cash generation profile.

Capital Expenditures ("CAPEX"): Financing the Growth Horizon

The 2026 CAPEX budget is structured to balance sustaining requirements with high-impact growth initiatives.

Category	Investment ($)	Strategic Objective
Growth CAPEX	$51.7 Million	Hemco plant expansion, Porvenir (Nicaragua) and La Pepa (Chile) technical studies
Sustaining CAPEX	$44.7 Million	Operational continuity and infrastructure renewal
Exploration	$17.3 Million	Resource-to-Reserve conversion Greenfield exploration
Total CAPEX	**$113.7 Million**	

DESCRIPTION OF THE BUSINESS

Principal Products

The Company produces and sells gold as its primary product, and silver as a by-product from its Material Properties: the Nechí Alluvial Property and the Hemco Property. See "*Mineral Properties*".

Business Units and Foreign Operations

The Company's operating facilities are located in Nicaragua, Colombia and Chile. Consequently, the Company is, at the date of this AIF, dependent on its foreign operations. See "*Risk Factors – Risks Related to Our Operations in Emerging Markets*". The Company considers each country as an operating segment for financial reporting purposes.

Specialized Skill and Knowledge

The nature of the Company's business requires specialized skills, knowledge and technical expertise in the areas of geology, engineering, mine planning, mine operations, metallurgical processing, and environmental compliance. In addition to the specialized skills listed above, the Company also relies on

staff members, contractors and consultants with specialized knowledge of logistics and operations at our properties and local community relations. To date, the Company has been able to meet its staffing requirements. See "*Risk Factors – The Company depends on highly skilled personnel to grow and operate its business. If the Company is not able to hire, retain, and motivate its key personnel, its business may be adversely affected"*.

Sales and Marketing

The Company has entered into agreements for the secure transportation, refining, and sale of gold produced from its properties on customary commercial terms. Under such contracts, a refiner generally credits refined gold to the Company's account when it becomes available for sale. Refined gold production is subject to any hedging contracts that are in place, sold at spot prices or on a forward sales basis, with the proceeds from these sales credited to the Company's account upon delivery of the gold to the counterparty. The Company has stable, long-term relationships with its customers. However, there are many gold purchasers worldwide and, as a result, the Company is not dependent upon sales to any one customer.

Competitive Conditions

The mining industry is competitive, particularly in the acquisition of additional Mineral Reserves and Mineral Resources in all phases of operation, and the Company competes with many companies possessing similar or greater financial and technical resources. The Company also competes with other mining companies and other third parties over sourcing raw materials, equipment and supplies in connection with its production, development and exploration operations, as well as for skilled and experienced personnel and transportation capacity. See "*Risk Factors – Risks Related to Our Business and Industry – The mining industry is intensely competitive*".

Employees

As of December 31, 2025, the Company and its subsidiaries employed 2,490 direct employees (this amount does not include interns). Of these totals, 77 are employed by Mineros S.A., 1,032 employees are in Colombia, 1,381 in Nicaragua, and 3 are in Canada. Of our employees in Colombia, 517 are unionized, and in Nicaragua, 962 are unionized.

Mineros respects its employees' right to freedom of association, maintaining an open dialogue in a climate of trust and respect.

As of December 31, 2025, the active collective bargaining agreements in our operations encompassed 1,769 employees, or 71% of our workforce. Maintaining cordial and respectful relationships, Mineros engages in continuous dialogue with its unions to effectively manage and prevent potential labor conflicts.

Committees at both of our Material Properties have been crucial in preventing labor disputes, strengthening trust between both parties, and ensuring a stable and collaborative work environment.

In Nicaragua, Mineros operates with three union boards. The most recent collective bargaining agreement was signed on April 8, 2025. It was formally negotiated with the accompaniment of the Ministry of Labour

and is valid for two years. Approximately 70% of employees are affiliated with a union. There is a formal committee made up of union and company members that reviews labor relations issues within the company. Hemco has never experienced a legal strike throughout its history as part of Mineros.

In Colombia, Mineros operates with an industry-wide union called the “National Union of Mining, Extractive, Petrochemical, Agrofuel, and Energy Industry Workers” (*Sintraminenergética*). On May 30, 2025, Mineros signed a new collective bargaining agreement with this union, which is valid for two years. Approximately 51% of employees are affiliated. A monthly Labour Relations Committee has been instituted, which includes representatives from both the union and the Company, meeting to discuss topics of common interest, address union requests or requirements promptly, and identify and resolve potential issues. Over the past decades, the relationship with the union has evolved in a positive and constructive manner.

Suppliers

As of December 31, 2025, we had 1,371 suppliers for our operations in Colombia and Nicaragua. 1,177 suppliers come from the country of origin, and of these, 214 are from the area of influence of our operations.

We optimize our supply chain in Colombia by integrating warehousing and purchasing, ensuring the continuous flow of goods and services needed for our operations. As of December 31, 2025, we worked with 795 suppliers in Colombia, of which 764 were Colombian suppliers.

In Nicaragua, we manage our supply chain through purchasing, warehousing, and logistics. As Nicaragua imports a significant portion of its goods due to limited local manufacturing, our procurement strategy prioritizes the import of critical products necessary for our operations. As of December 31, 2025, we worked with 576 suppliers in Nicaragua, of which 413 were Nicaraguan suppliers.

Sustainability Management

Our sustainability strategy is guided by our philosophy, values, and corporate strategy. We want to make our vision of positively transforming communities and people in an inclusive, sustainable and forward-looking way a reality, through four commitments:

1. **We are a benchmark for responsible mining:** corporate sustainability management is strategic in nature and integrated into our business model. We want to demonstrate that responsible mining generates value for all our stakeholders and society in general.
2. **We innovate and manage for the long term:** from planning, we envision permanence in the territory and the legacy we leave as a central element. Therefore, our programs, risk management systems and goals are rigorous and seek to incorporate innovation into all our processes.
3. **We strengthen our trust-based relationships with stakeholders:** our management is participatory and includes all stakeholders. This relationship encompasses information, communication, consultation and interaction processes that strengthen our social license to operate.
4. **We extend our sustainability vision to the entire value chain:** we work together with customers, suppliers and artisanal and formalized miners to raise sustainability management to the highest standards in the sector, in order to contribute to its evolution.

Mineros' sustainability strategy is carried out through six lines of action: social management, environmental management, climate management, occupational health and safety, human rights and economic development.

Environmental Management

All of the Company's mining, exploration and development activities are subject to extensive local laws and specific statutory and regulatory regulations and requirements relating to the protection of the environment, including, but not limited to, water management and quality, solid and hazardous waste management and disposal, and biodiversity conservation, and mine closure. In Colombia, the legal framework mandates that the Company obtain and comply with the terms of environmental licenses, which require the submission, implementation, and periodic updating of Environmental Management Plans and Mine Closure Plans (Planes de Cierre de Minas). These plans must incorporate community participation and, where applicable, prior consultation with affected ethnic communities.

As part of its business planning, the Company identifies significant environmental risks and reviews and updates the closure costs for each property to account for additional knowledge acquired with respect to a property or for changes in applicable laws or regulations. Operations in Colombia and Nicaragua are ISO 14001:2015 and ISO 45001 certified.

Below is an overview of key areas of the Company's approach to environmental management, including mine closure, tailings and waste management, water management, climate change, and extreme weather events.

Mine Closure

All of Mineros' projects have closure plans that are tied to their environmental commitments and permits that have been granted for each operation.

In connection with its commitment, Mineros, through its operations, supports programs for local and regional environmental enhancements to watersheds, forests, and regional biospheres. Costs associated with these efforts, including the operation of supporting activities and infrastructure (e.g., nurseries), are carried as part of the annual operating costs of the individual mining operations.

Mineros employs designs and practices that meet or exceed local standards to minimize its impact on the environment during operation, at closure, and post closure, and Mineros is committed to working towards aligning with industry best practices for closure and reclamation. In connection with its commitment, Mineros, through its operations, supports programs for local and regional environmental enhancements to watersheds, forests and regional biospheres. Progressive reclamation is a core activity that Mineros carries out to mitigate existing and potential social and environmental concerns at all of its operations. Costs associated with these efforts, including the operation of supporting activities and infrastructure (e.g. nurseries, etc.) are carried as part of the annual operating costs of the individual mining operations.

Mine closure planning and activities are closely managed by each of the operations with corporate oversight. Each operation has an approved comprehensive mine closure plan that is reviewed regularly by

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an external third-party technical consultant (other than in respect of the Nechí Alluvial Property which is done internally) along with corresponding asset retirement obligations that are updated annually.

The Company's reclamation and mine closure obligations as at December 31, 2025 and 2024 were as follows:

	December 31, 2025		December 31, 2024	
	Discounted[1]	Undiscounted	Discounted[2]	Undiscounted
	($000s)			
Nechí Alluvial Property	35,405	52,744	22,918	37,159
Hemco Property	34,178	52,919	25,184	47,310
Total	**$69,583**	**$105,663**	**$48,102**	**$84,469**

Notes:

(1) At the end of December 2025, the discount rate applied for closure obligations related to the Nechí Alluvial Property was 9.47% with the expected costs being incurred between 2025 and 2040; and the discount rate applied for closure obligations related to the Hemco Property was 5.17% with the expected costs being incurred between 2026 and 2044.

(2) At the end of December 2024, the discount rate applied for closure obligations related to the Nechí Alluvial Property was 10.81% with the expected costs being incurred between 2024 and 2040; and the discount rate applied for closure obligations related to the Hemco Property was 6.45% with the expected costs being incurred between 2025 and 2044.

In Colombia, the mine closure plan is a legal requirement under the environmental license and must be developed and updated in consultation with local stakeholders and, where applicable, through prior consultation with ethnic communities. The plan must provide for ecological and landscape restoration, progressive reclamation, and the re-use of impacted lands, in accordance with Colombian law and regulatory requirements. Given the nature of the operation, Mineros has adopted a strategy of progressive reclamation, restoration, and re-use of impacted lands. In addition to the progressive reclamation efforts, off-site restoration activities are also considered as part of the planned environmental compensation conservation strategy. Mineros is not obligated to nor has it posted any environmental bonds for the Nechí Alluvial Property. The mine closure plan for the Nechí Alluvial Property is updated every year.

At the Hemco Property, closure liabilities are based on liabilities arising from artisanal mining operations and industrial mining and milling operations. The closure plan includes detailed inventory of facilities and equipment. Mineros has put in place financial provisions for future expenses related to the closing of its operations. The Hemco Property closure plan was last updated in December of 2025 by Knight Piésold Consulting. A total of $52,919 (including a 30% contingency) has been allocated to the progressive and final closure of the Hemco & La Curva ($49,497) and Vesmisa ($3,422) operations. A total of $33,391(including a 25% contingency) has been estimated for the final closure of the Porvenir Project to ensure that the site is returned to a stable and safe condition for future land use. The closure plan includes funds for environmental restoration and monitoring, while no funds are included for post-closure social

programs. The final closure liability estimate assumes that progressive reclamation of past, existing, and future pits and stockpiles and related facilities will have been completed prior to final closure. The final closure plan assumes no cost for various components such as housing and related infrastructure (sewage treatment, solid waste management facility, etc.) which are expected to remain as they are important socio-economic elements of the region. The Company is not obligated to nor has it posted any environmental bonds for the Hemco Property.

Tailings and Waste Management

The Company believes that sound environmental management also includes the responsible management of general waste, both hazardous and non-hazardous. The Company's programs focus on identification, segregation, transportation, disposal, and overall responsible management and monitoring of hazardous, non-hazardous, mineral, and tailings waste. Waste is minimized and segregated to enhance recyclability, reuse and proper disposal. If a material is considered hazardous under local legislation, it is disposed of according to the prescribed practices of such jurisdiction. Operations in Colombia and Nicaragua rely on solid waste management centers. In 2025, the solid waste management center in Colombia renewed the Zero Waste Certification, granted by the Colombian Institute of Technical Standards.

Mineros' tailings management framework governs all tailings management activities at our operations. Mineros' tailings strategy leverages this framework to ensure all of its tailings management facilities reach the highest level of safety and Mineros actively pursues strategies to mitigate risk in the unlikely event of a failure.

The Hemco Property has two active tailings storage facilities, the San Jose tailings dam ("SJTD"), which entered into operation in 2018, the Vesmisa III tailings dam, which entered into operation in 2024, and one active temporary storage area for tailings generated by the La Curva Plant pending their final disposal at SJTD, which entered into operation in 2012. The Hemco Property also has three tailings facilities that are in the process of final closure: Concha Urrutia, Aguas Claras, and Vesmisa II. These facilities have their respective environmental permits granted by the Secretariat of Natural Resources ("SERENA") and are governed by the guidelines established in the EMP for the Company's tailings dams. The operating dams have been designed by companies with extensive international experience and built in accordance with the Canadian Dam Association ("CDA") dam safety guidelines, and the standards of the Mining Association of Canada's Guide to the Management of Tailings Facilities, and quality assurance and quality control ("QA/QC") is carried out by recognized companies in the mining industry. The Company employs high-resistance geomembrane waterproofing to help ensure that tailings are safely confined. All operating and planned dams are designed with the downstream regrowth method and all materials used for construction and regrowth are sampled and sent to international laboratories, where the properties are verified in accordance with CDA guidelines.

Mineros maintains rigorous control over the stability and operation of its tailings' dams in Nicaragua through weekly monitoring and preventive maintenance protocols, progressively aligning with international tailings management standards. In 2025, Mineros strengthened its risk management through annual assessments and emergency response plans for climatic or seismic events, ensuring socio-environmental protection in compliance with current regulations. Looking ahead, the strategy focuses on the technical expansion of the SJTD, the operational transition at the Vesmisa complex, and the safe closure of legacy facilities, ensuring that all new projects incorporate high engineering and sustainability criteria.

There is no tailings facility at the Nechí Alluvial Property as tailings are proactively reclaimed during operations.

Water Management

The Company recognizes that water is a shared resource that must be managed in collaboration with its local communities and stakeholders. Due to the water-intensive nature of processing ore, the scarcity of water in some areas, the wide array of climatic environments where the Company operates and the importance of water for communities and other stakeholders, water management continues to be one of the single most important areas of focus and follow-up. Non-compliance with water management obligations can result in suspension of operations, fines, or other legal consequences under Colombian law.

The Company has adopted stringent water management plans and technologies at all of its operations with a view to reducing freshwater consumption, maximizing water reuse and recycling, and minimizing both effluent volume and risks of environmental damage associated with effluent discharge.

At the Nechí Alluvial Property, water consumption for mineral processing is small as gold recovery occurs primarily through gravity separation at the barges or dry separation. Dredging and screening operations are carried out in isolated man-made basins or ponds that are adjacent to but separate from the river, to limit the impact of operations on the adjacent river systems. Water consumption for the El Bagre site and facilities is continuously monitored and measured to ensure the quality of the water sources. Effluent waters are treated and monitored before discharge to ensure the quality of the discharge is in accordance with the approved EMP and regulatory requirements, guaranteeing the care and maintenance of the resource. In its alluvial operations, the Company employs best in class practices to minimize potential impacts on water systems in the mining region.

At the Hemco Property, conventional milling and tailings disposal in lined facilities is practiced. Water use practices include recirculation of tailings pond water to minimize fresh water needs and mitigate the environmental impacts of water use and discharge. Water recirculation from tailings dams also optimizes the use of chemicals such as cyanide in the beneficiation process, reducing chemical consumption, and enhances dam stability. Water used in underground mining operations is recirculated through a system that pumps mine water to a surface treatment system and returns it for reuse in the mine after treatment. In collaboration with local municipalities, the Company contributes to the maintenance and electricity for two water plants which supply water to the town of Bonanza.

Environment and Climate Change Strategy

Mineros relies on a corporate climate strategy, composed of climate change adaptation plans and roadmaps for reducing scope 1 and 2 greenhouse gas emissions. Mineros' actions for reducing its carbon footprint belong in two main categories: technology and nature-based solutions.

Mineros' carbon reduction strategies prioritize enhancing energy efficiency and increasing the use of renewable energy in key processes, alongside the assessment of nature-based solutions and innovations aimed at making alluvial mining more environmentally friendly and minimizing deforestation-related emissions.

In 2025, the Company continued the implementation of its GHG reduction roadmaps. Operations in Colombia and Nicaragua incorporated at least one project from their established reduction plans, and they are currently conducting feasibility studies that will allow them to include larger-scale projects in their strategic planning.

In Colombia, a high-capacity boat (38 passengers) was implemented to optimize personnel transport. Hemco began implementing solar panels for photovoltaic energy production in early 2025. Additionally, the replacement of unit number 3 at the Salto Grande Hydroelectric Plant was carried out, representing an increase in both energy efficiency and hydroelectric power production.

We identify and quantify our climate risks based on scenarios from the International Energy Agency (IEA), the Intergovernmental Panel on Climate Change (IPCC) and the Network for Greening the Financial System (NGFS). In 2024, actions were undertaken to advance our climate change adaptation plans, including an increase in processing capacity at our tailings dams in Nicaragua and the implementation of an early warning system in Colombia.

Mineros currently relies on a water management strategy, based on its water footprint measured under the ISO 14046:2014 standard. The Company analyzed its water footprint to identify the main impacts of its production on water scarcity and quality, thereby assisting the Company to structure its water management roadmap. Mineros will prioritize initiatives focused on automation, including the installation of pumps and sensors to optimize processes, metering systems, and leak reduction programs. In the medium term, Hemco will prioritize the implementation of underground mine water management projects for the Pioneer and Panama mines, considering that the primary source of process-related impacts on water resources is mine infiltration.

Health and Safety

All of the Company's operations work hard at creating a culture of safety, placing a high level of importance on self-care, safety beliefs and everyday attitudes.

Mineros counts on corporate HSE (Health, Safety and Environment) standards and the Company's operations have an Occupational Health and Safety Management System ("**SGSST**" by its Spanish acronym) certified in accordance with the ISO 45001 standard, which is based on the Plan, Do, Check, Act cycle, framed in the legislation of the countries in which Mineros operates.

The prevention approach is framed in the corporate sustainability policy and its occupational health and safety pillar, through which Mineros is committed to providing and maintaining a safe and healthy work environment in which all employees and contractors behave responsibly.

The SGSST demonstrates our commitment to preventing and controlling accidents or incidents, and aims at the identification and effective management of occupational hazards and risks, through the empowerment, dissemination and implementation of strategies, practices and standards that ensure safe working conditions, prevent injuries and avoid illnesses. Mineros' SGSST covers its own personnel, contractors, suppliers and visitors at the Company's facilities.

The Company is continually measuring both the lost time injuries (i.e. any injury sustained by an employee while on the job that prevents them from being able to perform their job for at least one day/shift, referred to as "**LTI**") as well as the LTI frequency rate ("**LTIFR**"), being the number of LTIs that occurred during the relevant annual reporting period. In addition, the Company also monitors the total recordable injury frequency rate ("**TRIFR**") which measures the Company's past safety performance by calculating the number of recordable incidents per 100 full-time workers during a one-year period. On a consolidated basis, the Company's TRIFR for 2025 was 1.35 (2024: 1.12) and the LTIFR was 0.45 (2024: 0.21).

Social License

Mineros believes that maintaining a healthy social license to operate ("**SLO**") and strong stakeholder support for its operations is critical to its success, and accordingly intends to maintain such support to create long-term value for communities and the society at large. To monitor its SLO, Mineros carries out consultations with its stakeholders at least once every 24 months, using the model proposed by Thomson and Boutilier, according to which the SLO is defined as a community's perception of the acceptability of a company and its local operations. Thomson and Boutilier's model is based on the concept that the level of SLO is inversely related to the level of socio-political risk a company faces: a lower SLO score indicates higher risk, and vice versa. Thomson and Boutilier's model identifies four levels of the SLO: the lowest level of SLO is having the social license "withheld or withdrawn". This implies that the project is viewed as illegitimate, and is accordingly in danger of restricted access to essential resources. Losing a social license represents extremely high socio-political risk. The next highest level of SLO is "acceptance" of the project. If Mineros establishes its credibility, the social license rises to the level of "approval". Over time, if trust is established, the social license could rise to the level of "psychological identification", where the level of socio-political risk is very low. The most recent SLO measurements were carried out in 2024. Both Hemco Property and the Nechí Alluvial Property in Colombia obtained average scores of 80.9/100 and 74/100 respectively, which places them over the social approval level defined by the methodology.

The results also provided guidelines for updating action plans that maintain and improve social license in the future. In general, stakeholders recognize Mineros' contribution to regional development and Mineros' respect for the community. In 2025, Mineros continued to strengthen its management plans for communities within its areas of influence. These plans are oriented toward the development of community programs, participation plans, consultation mechanisms, impact assessments, and local grievance and complaint mechanisms. To ensure a strong SLO, Mineros must continue to listen to the concerns and expectations of stakeholders and facilitate robust and two-way communication mechanisms.

Mineros executed 60 social programs in 2025, investing across education, health, culture, infrastructure, and efforts to have a more inclusive economy, to close gaps and build local capacity. In Nicaragua, these efforts were articulated through the Land Use Plan (PODU), prioritizing management of the Bonanza Municipal Library, technical scholarship programs, and the strengthening of food security via the 'Minero a Minero' project. Meanwhile, in Colombia, the company promoted road and educational infrastructure through the "Works for Taxes" (*Obras por Impuestos*) mechanism, while the Mineros Foundation consolidated 21 productive initiatives and strengthened the "Siembra Vida" community nursery network, integrating economic reactivation with environmental restoration.

Human Rights

Mineros' human rights policy expresses the Company's commitment to respect and protect human rights, and establishes the mechanisms that integrate this commitment to its management systems, that is, the incorporation of due diligence processes, the provision of effective complaint mechanisms and the Company's action in specific situations where potential violations may occur.

Mineros carries out risk assessments of potential impacts on human rights and integrates treatment and impact mitigation measures throughout the entire value chain. For suppliers, the model for monitoring related obligations of third parties provides the required guidelines for the selection, contracting and monitoring of suppliers in accordance with practices that guarantee respect, protection and remediation of real or potential impacts on the human rights of the people related to the Company's operations.

Additionally, the formalization models of artisanal and small-scale mining strengthen practices of respect for human rights from and for local miners, focusing on the environmental dimensions and health and safety at work.

In direct operations, through the environmental, social, health and safety at work and talent management programs, mechanisms to protect and respect the human rights of workers, communities and indigenous peoples are incorporated.

Finally, through the ethics line and the local petitions, complaints and claims procedures, the Company offers complaint mechanisms with the accessibility and guarantees necessary to provide adequate resolution to potential cases of human rights violations.

Artisanal and Small-Scale Mining

There is a long history of artisanal mining in many of the regions in which Mineros operates. In Colombia and Nicaragua, the rights of artisanal and small-scale miners to explore and extract minerals are legally protected. Mineros has made significant strides in developing a positive working relationship with local artisanal miners, by providing social and economic benefits to individuals and communities in these regions directly and indirectly, while advancing safe work practices and reducing environmental impacts associated with mineral extraction and processing.

In Nicaragua, through Hemco, the Company employs the "**Bonanza Model**", through which Hemco brings together and joins local authorities, and cooperatives representing miners in a structured collaboration built on mutual respect. This relationship is anchored by fair and dignified contractual agreements that define our shared standards. These agreements ensure that legal integrity, overseen by the Municipal Artisanal Mining Commission, is a shared commitment to the sustainable future of mining in Nicaragua.

The Bonanza Model is based on the Mining Law (Nicaragua), which protects existing artisanal mining and allows artisanal miners to use up to 1% of concessions. Hemco makes available between 3% and 4% of its land package in Nicaragua for artisanal miners under the Bonanza Model organized in cooperatives, being independent and formal entities licensed by the Nicaraguan Ministry of Cooperatives (*Ministerio de Economía Familiar, Comunitaria, Cooperativa y Asociativa*, MEFCCA). Hemco and the artisanal mining cooperatives are members of the Municipal Artisanal Mining Commission (*Comisión Municipal de Minería Artesanal*, CMMA), an inter-institutional organization that functions as the governing body for the sector.

The CMMA meets on a regular basis to discuss issues affecting the sector and to guarantee fluid communication between its members.

The Bonanza Model is structured around eight strategic pillars: (i) responsible mining with the environment; (ii) mining with safe, reliable and competitive practices; (iii) efficient and profitable mining production; (iv) legal and organizational stability; (v) coexistence mining with the surrounding industries; (vi) mining that promotes economic and social growth; (vii) fully variable cash costs and AISC that scale with supply grade and gold price; and (viii) identification of potential new high-grade resources. Since its creation, the Bonanza Model has been instrumental in fostering good and lasting relationships between artisanal miners, authorities, and Hemco. Through dialogue and transparency, it has enabled the implementation of good environmental and safety practices, and the development of structured and responsible mining operations. It is a key program through which Hemco has established a strong SLO by earning the trust, respect and support of the communities surrounding our mining operations.

In 2025, Hemco further strengthened the safety model for artisanal mining under the Bonanza Model on safety and risk management issues, which aims to minimize the risk of accidents through the protection and guidance of miners. The model comprises the following work streams: inspection programs, risk management training, insurance awareness, and innovation for safer and more accessible methods of mineral extraction.

Some noteworthy results of the model to date are: (i) the creation of networks of inspectors working with miners; (ii) the increase in the participation of women; and (iii) the implementation of safer winches. The model encourages teamwork as a central element in minimizing risks. As of December 31, 2025, 5,710 miners held life and accident insurance, reaching the milestone of 100% insurance coverage for miners working with Mineros within the Bonanza Model.

One of the differentiating elements of the Bonanza Model is the transparency it offers in determining the purchase price of the ore. From the moment it arrives at the collection yards, supervisors representing artisanal mining monitor the process of sample extraction and laboratory analysis, and our main plant guarantees a recovery of around 85%. The purchase value given to the artisanal miner is determined by the price of gold, recovery, and mineral grade. If the artisanal miner accepts, the ore will be fed to the plant, and payment will be deposited in the bank. The miner can also decline the offer, in which case the delivered ore, which has been coded and guarded throughout the entire process, is returned. This offers the miner the possibility to compare the value offered by Hemco against other alternatives in the market, and to generally prefer the higher recovery rates and the relationship of trust established in the model. Historically, ore purchased from artisanal mining cooperatives formed 40% to 50% of the ore processed by the Hemco Plant and 100% of the ore processed by the smaller Vesmisa Plant and La Curva Plant. In 2025, the processing plants at the Hemco Property processed a total of 429,918 kt of ore purchased from artisanal mining cooperatives, including 348,256 kt (81%) of the ore processed at the Hemco Plant, and 81,666 kt (19%) of the ore processed at the Vesmisa Plant and La Curva Plant. Production from ore purchased from artisanal miners was 97.2 koz Au, representing 74% of the Hemco Property’s 131.2 koz Au aggregate production in 2025.

In Colombia, Mineros maintains a mining formalization program pursuant to which, through contractual relationships, it engages local miners as partners in its operation, empowering them as formal industrial partners and integrating them within our shared value chain. Within this framework, they benefit from the

Company's support in areas such as technical capacity building, environmental management, and occupational health and safety, among others. Miners operating under this model now pay taxes and royalties and operate in accordance with Mineros' environmental and labour standards. During 2025, production at the Nechí Alluvial Property from formalized miners operating under this model was 9,869 oz Au. Our commitment to expanding these formalization projects is a commitment to a unified, sustainable mining industry in Colombia.

MINERAL PROPERTIES

Mineral Resources and Mineral Reserves

The Mineral Resources and Mineral Reserves for the Company have been reported as at December 31, 2025.

The Mineral Resources and Mineral Reserves for the Nechí Alluvial Property as at December 31, 2025, have been updated based on new drilling, depletion from 2025 production, and the re-categorization of Mineral Resources to Mineral Reserves.

Due to the mining method employed and the nature of the mineralization, the alluvial Mineral Reserves at the Nechí deposit are reported in cubic metres (m^3) for the volume of mineralized and overlying barren material, milligrams per cubic metre (mg/m^3) for gold grade, and troy ounces for contained gold. The Nechí Mineral Reserves and Mineral Resources table have been expressed as tonnes by converting cubic metres to tonnes using a density of 2.0 t/m^3, grade is reported in grams per tonnes (g/t), and troy ounces for contained gold to be consistent with the Hemco Mineral Reserve and Mineral Resource statement.

The Mineral Resources and Mineral Reserves at the Hemco Property are based on the updated Hemco Technical Report, and are effective December 31, 2025.

The La Pepa Project Mineral Resources are reported with an effective date of October 31, 2021.
The following tables set out the Company's Mineral Reserves and Mineral Resources by property.

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Mineral Reserve Statement

Classification/Property	Tonnes	Grade				Contained Metal			
	(kt)	(g/t Au)	(g/t Ag)	(% Cu)	(% Zn)	(koz Au)	(koz Ag)	(Mlb Cu)	(Mlb Zn)
Proven									
Nechí Alluvial Property	200,889	0.03	-		-	202	-	-	-
Hemco Property – Panama	102	2.90	-		-	9	-	-	-
Hemco Property – Pioneer	75	5.22	-		-	13	-	-	-
Hemco Property – Porvenir	650	3.50	14.07	0.5	2.54	73	294	7	36
Probable									
Nechí Alluvial Property	930,510	0.03	-	-	-	1,043	-	-	-
Hemco Property – Panama	989.6	3.89	-	-	-	124	-	-	-
Hemco Property – Pioneer	839	4.42	-	-	-	119	-	-	-
Hemco Property – Porvenir	5,827	2.79	12.07	0.35	2.61	523	2,261	45	336
Proven and Probable									
Nechí Alluvial Property	1,131,399	0.03	-	-	-	1,245	-	-	-
Hemco Property – Panama	1,091	3.79	-	-	-	133	-	-	-
Hemco Property – Pioneer	914	4.49	-	-	-	132	-	-	-
Hemco Property – Porvenir	6,477	2.86	12.27	0.37	2.61	596	2,555	52	372
Total Mineral Reserves	**1,139,881**	**0.06**	**-**	**-**	**-**	**2,106**	**2,555**	**52**	**372**

Mineral Reserve Reporting Notes:

(1) CIM (2014) definitions were followed for Mineral Reserves.
(2) Mineral Reserves are as of December 31, 2025.
(3) Numbers may not add due to rounding.

Nechí Alluvial Property – Colombia:

(4) The Nechí Mineral Reserves have been expressed as tonnes by converting cubic metres to tonnes using a density of 2.0 t/m^3.
(5) Mineral Reserves are estimated using an average long-term gold price of $2,150 per ounce.
(6) An exchange rate of COP$4,000.00 = $1.00 was used.
(7) The total tonnage includes both the diluted mineralized material and the overburden material.
(8) Gold grade is diluted to total tonnes which includes both mineralization and overburden.
(9) The fineness of gold in the doré is 89%. The gold grade and the contained gold are adjusted for fineness.
(10) Average metallurgical process recovery varies by equipment type, from 85% for the bucket line dredge, 80% for the Aurora Plant, and an average of 61% for the different Brazilian dredges.
(11) Recovery rate is based on reconciliation factor or the percentage of gold recovered versus the estimated amount of gold.
(12) Mining dilution of 10% at zero grade is applied to the in-situ volume, affecting both the mineralization and the overburden.
(13) Mining extraction is 100%.
(14) Mined out blocks were assigned a zero recovery to eliminate their potential for revenue generation. Mined out areas were updated as of December 31, 2025.
(15) Mineral Reserves are estimated to the maximum alluvial mining depth of 12 m for suction dredge and 30 m for bucket line dredge.

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(16) A minimum mining width of 90 m was used.
(17) Overall pit slopes are 37°.
(18) Mineral Reserves are reported on a 100% ownership basis.

Hemco Property – Nicaragua:

(19) Mining method:
   a. Panama and Pioneer: shrinkage stoping, sub-level open stoping ("**SLOS**"), and bench and fill.
   b. Porvenir: Bench-and-fill stoping and sub-level stoping.
(20) Minimum mining width:
   a. Panama and Pioneer: 0.90 m for shrinkage stoping and between 1.80 m and 2.00 m for mechanized mining methods.
   b. Porvenir: 1.805 m.
(21) Cut-off grades and values:
   a. Panama and Pioneer: marginal and break-even cut-off grades of 1.62 g/t Au and 2.42 g/t Au, 1.78 g/t Au and 2.58 g/t Au, and 2.05 g/t Au and 2.85 g/t Au were applied to shrinkage, SLOS, and bench and fill mining methods respectively.
   a. Porvenir: based on NSR cut-off values: Real McKoy BAF - $109.57/t, Porvenir Norte SLS longitudinal (width < 7 m) - $104.22/t, SLS longitudinal (width < 12 m) - $96.30/t, SLS transverse - $102.37/t, and Porvenir Sur SLS longitudinal (width < 7 m) - $106.23/t, SLS longitudinal (width < 12 m) - $98.31/t, SLS transverse - $105.12/t.
(22) Metallurgical recoveries:
   b. Panama and Pioneer: 90% for gold.
   c. Porvenir: were applied on a block-by-block basis and average 88.4% for gold, 84.9% for silver, 84.5% for zinc and 69.9% for copper.
(23) Dilution:
   a. Panama and Pioneer: dilution skins of 0.20 m were applied to shrinkage stopes and between 0.6 m to 0.8 m to mechanized stopes.
   b. Porvenir: Dilution skins of 0.83 m and 0.75 m were applied to longitudinal and transverse SLS stopes, respectively, at Porvenir Sur and 0.79 m and 0.75 m, respectively, at Porvenir Norte. A total Equivalent Linear Overbreak/Slough (ELOS) of 0.60 m was applied to the BAF stopes at Real McKoy.
(24) Mining Extraction:
   a. Panama and Pioneer: a factor of 90% was applied to shrinkage and 80% mechanized stopes.
   b. Porvenir: a factor of 95% was applied to all stopes and 100% to development in ore.
(25) Mineral Reserves estimated using average long term metal prices of $2,150/oz Au, $24.00/oz Ag, $1.01/lb Zn and $3.33/lb Cu.
(26) Total silver, copper and zinc grades were not calculated because it is not representative considering the total tonnage.
(27) Mineral Reserves are depleted for production through December 31, 2025.

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Mineral Resource Statement

Classification/Property	Tonnes	Grade				Contained Metal			
	(kt)	(g/t Au)	(g/t Ag)	(% Zn)	(% Cu)	(koz Au)	(koz Ag)	(Mlb Zn)	(Mlb Cu)
Measured									
Nechí Alluvial Property	134,825	0.03	-	-	-	138	-	-	-
Hemco Property – Panama	124	2.51	-	-	-	10	-	-	-
Hemco Property – Pioneer	51	4.39	-	-	-	7	-	-	-
Hemco Property – Porvenir	159	1.86	10.52	1.82	0.43	10	54	6	2
Hemco Property – Luna Roja	-	-	-	-	-	-	-	-	-
Hemco Property – Leticia	-	-	-	-	-	-	-	-	-
Hemco Property – San Antonio	-	-	-	-	-	-	-	-	-
Hemco Property – Guillermina	-	-	-	-	-	-	-	-	-
La Pepa Project	58,816	0.61	-	-	-	1,150	-	-	-
Indicated									
Nechí Alluvial Property	952,232	0.03	-	-	-	890	-	-	-
Hemco Property – Panama	1,034	3.14	-	-	-	104	-	-	-
Hemco Property – Pioneer	311	3.12	-	-	-	31	-	-	-
Hemco Property – Porvenir	2,811	1.91	9.02	2.2	0.27	172	815	137	17
Hemco Property – Luna Roja (open pit)	841	2.77	-	-	-	75	-	-	-
Hemco Property – Leticia	300	3.4	13.31	1.71	0.54	33	129	11	4
Hemco Property – San Antonio	-	-	-	-	-	-	-	-	-
Hemco Property – Guillermina	1,763	0.97	27.33	6.61	0.21	55	1,549	257	8
La Pepa Project	65,405	0.49	-	-	-	1,039	-	-	-
Measured and Indicated									
Nechí Alluvial Property	1,087,057	0.03	-	-	-	1,028	-	-	-
Hemco Property – Panama	1,159	3.07	-	-	-	114	-	-	-
Hemco Property – Pioneer	362	3.3	-	-	-	38	-	-	-
Hemco Property – Porvenir	2,969	1.91	9.1	2.18	0.28	182	869	143	18
Hemco Property – Luna Roja (open pit)	841	2.77	-	-	-	75	-	-	-
Hemco Property – Leticia	300	3.4	13.31	1.71	0.54	33	129	11	4
Hemco Property – San Antonio	-	-	-	-	-	-	-	-	-
Hemco Property – Guillermina	1,763	0.97	27.33	6.61	0.21	55	1,549	257	8
La Pepa Project	124,221	0.55	-	-	-	2,189	-	-	-
Total Measured and Indicated	**1,218,672**	**0.09**	-	-	-	**3,714**	2,546	**411**	**30**
Inferred									
Nechí Alluvial Property	467,437	0.03	-	-	-	442	-	-	-

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Classification/Property	Tonnes	Grade				Contained Metal			
	(kt)	(g/t Au)	(g/t Ag)	(% Zn)	(% Cu)	(koz Au)	(koz Ag)	(Mlb Zn)	(Mlb Cu)
Hemco Property – Panama	3,027	3.5	-	-	-	340	-	-	-
Hemco Property – Pioneer	1,769	3.54	-	-	-	201	-	-	-
Hemco Property – Porvenir	1,031	2.05	6.77	2.35	0.12	68	224	53	3
Hemco Property – Luna Roja (open pit)	869	2.52	-	-	-	70	-	-	-
Hemco Property – Luna Roja (underground)	291	2.81	-	-	-	26	-	-	-
Hemco Property – Leticia	137	2.81	8.53	0.82	0.36	12	38	3	1
Hemco Property – San Antonio	1,313	2.23	12.33	0.32	0.93	94	521	9	27
Hemco Property – Guillermina	1,118	1.44	30.15	5.5	0.17	52	1,084	136	4
La Pepa Project	25,024	0.46	-	-	-	366	-	-	-
Total Inferred	**502,015**	**0.1**	-	-	-	**1,672**	**1866**	**201**	**35**

Mineral Resource Reporting Notes:

(1) CIM (2014) definitions were followed for Mineral Resources.
(2) Mineral Resources are exclusive of Mineral Reserves.
(3) Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
(4) Numbers may not add due to rounding.

Nechí Alluvial Property:

(5) The Nechí Mineral Resources have been expressed as tonnes by converting cubic metres to tonnes using a density of 2.0 t/m^3.
(6) Mineral Resources are reported within an ultimate pit shell generated at Revenue Factor of 1.0 using an average, long-term gold price of $2,500/oz Au and an exchange rate of COP$4,000.00 = $1.00, and include low-grade blocks situated within the pit.
(7) Gold grade is diluted to total tonnes which includes both mineralization and overburden.
(8) The fineness of gold in the doré is 91%. The gold grade and the contained gold are adjusted for fineness.
(9) Average thickness of the resource pay gravel is 30 m. Average thickness of overburden is 15.0 m.
(10) Mineral Resources are estimated using drill hole and sample data as of October 22, 2025 and depleted for production through December 31, 2025.

Hemco Property:

(11) Mineral Resources are estimated at a cut-off grade of 1.5 g/t Au for shrinkage resource shapes at Panama, Pioneer and Luna Roja (Underground) and an NSR cut-off value of $80/t for sub-level stoping at Porvenir, San Antonio, Guillermina, and Leticia. Open pit material at Luna Roja was estimated using a cut-off grade of 0.8 g/t Au.
(12) Underground reporting shapes were used to demonstrate Reasonable Prospects for Eventual Economic Extraction, with minimum thickness of 0.9 m. At Luna Roja, Mineral Resources amenable to open pit mining were reported within a resource pit shell.
(13) Mineral Resources are estimated using a long-term gold price of $2,500 oz Au, a silver price of $28/oz Ag, a zinc price of $1.18/lb Zn, and a copper price of $3.92/lb Cu.
(14) Bulk density:
   a. Panama: between 2.66 t/m3 and 2.68 t/m^3.
   b. Pioneer: 2.68 t/m^3.
   c. Porvenir: Average block density 2.73 t/m^3.
   d. Luna Roja: between 1.67 t/m3 and 3.19 t/m^3 based on the rock type
   e. Leticia : Average block density 2.78 t/m^3.

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f. San Antonio: Average block density 2.76 t/m^3.
g. Guillermina: Average block density 2.71 t/m^3.

(15) Metallurgical recoveries:
a. Panama: Average gold recovery of 89.5%.
b. Pioneer: Average gold recovery of 89.5%.
c. Porvenir: were applied on a block by block basis and average 79.2% for gold, 62.2% for silver, 78.1% for zinc, and 37.1% for copper.
d. Luna Roja: Average gold recovery of 89.5%.
e. Leticia: were applied on a block by block basis and average 73.3 % for gold, 60.6 % for silver, 62.2 % for zinc and 44.1 % for copper.
f. San Antonio: were applied on a block by block basis and average 79.3 % for gold, 68.3 % for silver, 27.9% for zinc and 56.9 % for copper.
g. Guillermina: were applied on a block by block basis and average 83.9 % for gold, 69.3 % for silver, 81.8 % for zinc and 47.0 % for copper.

(16) Material within 10 m of the topographic surface has been excluded from the Panama, Pioneer, Porvenir, Leticia, San Antonio and Guillermina Mineral Resources to allow for artisanal mining.
(17) Total silver copper, and zinc grades were not calculated because it is not representative considering the total tonnage.
(18) Mineral Resources are effective as of December 31, 2025.

La Pepa Property:

(19) Open pit Mineral Resources are reported within an optimized pit constraint and above a cut-off grade of 0.20 g/t Au for oxide material and 0.26 g/t Au for sulphide material, which corresponds to the marginal cut-off grade.
(20) Mineral Resources are estimated using a long-term gold price of $1,650 per ounce and an Au recovery of 83% in oxide areas and 63% in sulphide areas.
(21) Density was assigned based on specific gravity mean values by domain.
(22) La Pepa Mineral Resource estimate has an effective date of October 31, 2021.

Technical Reports and Other Technical Information

Certain scientific and technical information contained in this AIF with respect to the Company's properties was derived from or based on the following technical reports:

- The Nechí Technical Report entitled "NI 43-101 Technical Report on the Nechí Alluvial Property, Antioquia Department, Colombia", effective December 31, 2024, dated March 31, 2025, prepared by Luke Evans, M.Sc., P.Eng., Goran Andric, P.Eng., Eduardo Zamanillo, M.Sc., MBA, ChMC(RM), Lance Engelbrecht, P.Eng., all of SLR, and Gerd Wiatzka, P.Eng., of Arcadis Canada Inc., each of whom is a "qualified person" and "independent" of the Company for the purpose of NI 43-101.

- The Hemco Technical Report entitled "Technical Report on the Hemco Property, Región Autónoma De La Costa Caribe Norte, Nicaragua", dated and effective March 31, 2026, prepared by Katharine M. Masun, M.Sc., MSA, P.Geo., Varun Bhundhoo, ing., Brenna J.Y. Scholey, P.Eng, and Eduardo Zamanillo, P.Eng. all of SLR, and Gerd Wiatzka, B.A.Sc., P.Eng. of Arcadis Canada Inc., each of whom is a "qualified person" and "independent" of the Company for the purpose of NI 43-101.

- The La Pepa Technical Report entitled “NI 43-101 Technical Report Mineral Resource Estimate on La Pepa Project, Atacama Region, Chile”, effective October 31, 2021, dated December 16, 2025, prepared by Orlando Rojas, MSc., P. Geo and Rodrigo Barra, P.Geo, each of whom is a “qualified person” and “independent” of the Company for the purpose of NI 43-101.

Reference should be made to the full text of the technical reports, which are available for review on the Company’s website at http://mineros.com.co/en and under the Company’s profile on SEDAR+ at www.sedarplus.com. The technical reports described above are intended to be read as a whole, and sections should not be read or relied upon out of context. The technical reports contain the expression of the professional opinion of the qualified persons based upon information available at the time of preparation of the technical reports. The Mineral Reserves and Mineral Resources for the Material Properties (including as used in the technical reports) have been estimated in accordance with the CIM Definition Standards.

Scientific and technical information contained in this AIF has been prepared under the supervision of, or approved by, Luis Fernando Ferreira de Oliveira, P.Geo., MAusIMM CP (Geo), Manager, Technical Services, Mineros, and Dorota El-Rassi, M.Sc., P.Eng., Manager, Mergers and Acquisitions, Mineros, both of whom are qualified persons within the meaning of NI 43-101, and neither of whom is independent of the Company. Scientific and technical information contained in this AIF, other than with respect to the La Pepa Project, has also been reviewed and approved by Luke Evans, M.Sc., P.Eng., Global Technical Director, Geology Group Leader, SLR, and Eduardo Zamanillo, P.Eng., Principal Mining Engineer, SLR. Scientific and technical information contained in this AIF, in respect to the La Pepa Project, has also been reviewed and approved by Orlando Rojas, M.Sc., P.Geo., Principal Consultant and Director, GeoEstima and Rodrigo Barra, P.Geo., Consulting Manager, Geoestima, each of whom are a qualified person and independent of the Company for the purposes of NI 43-101.

MATERIAL PROPERTIES

Nechí Alluvial Property

(a) Project Description, Location, and Access

The Nechí Alluvial Property is located approximately 190 km north-northeast of Medellín in the northeast of the Antioquia Department, within the jurisdiction of the municipalities of El Bagre, Zaragoza, Caucasia, and Nechí. Approximate coordinates for the centre of alluvial operations are 74°47’45“ W longitude, 7°49’31” N latitude, corresponding to UTM Zone 18N 522,500E, 865,000N in the World Geodetic System 1984 (WGS84).

Mineros’ base of operations at El Bagre is readily accessible by daily commercial air service from the Olaya Herrera domestic airport in downtown Medellín. Flight time is approximately 40 minutes. Access by road from El Bagre to Medellín is available via two routes. One route is 250 km and approximately 12 hours of driving via the town of Segovia to the south of El Bagre. Alternatively, the other route is from Medellín by paved Highway 25 to the town of Caucasia, situated on the Cauca River, and then southeast to El Bagre, a distance of 300 km and approximately eight hours of driving.

Mineros, through Mineros Aluvial, its wholly owned subsidiary, holds a 100% interest in the Nechí Alluvial Property under two types of mining titles: RPP and mining concession contracts. The RPP and concession

contracts that constitute the Nechí Alluvial Property are contiguous and occupy an area along the Nechí River and flood plain of approximately 41,650.472 ha between the towns of Zaragoza and Nechí. Mineros holds one RPP (RPP 57011) with an area of 35,553.6234 ha and seven concession contracts with a total area of 6,096.8486 ha. Mineros' surface and mineral rights are more than adequate to accommodate operations at the Nechí Alluvial Property.

Dredging operations are currently centred approximately 43 km north of El Bagre on the Nechí River and its flood plain. Access for operations personnel is provided by approximately 6.5 m long fiberglass power boats, which seat up to 18 people, and motorized long canoes. Equipment is moved by towed barges. The water fleet is currently 18 boats, five canoes, and five barges. Access by power boat to the dredging area averages approximately 45 minutes. Helicopter platforms are installed on the bucket line dredges for personnel access and for transport of rich-sands in gold to El Bagre. Mineros' Bell 505 Jet Ranger helicopter is used for this purpose.

There are no claim maintenance taxes required to maintain the RPP in good standing. The concession contracts are subject to an annual surface fee that is payable during the exploration and development stages. The fee is calculated per hectare as multiples of the minimum monthly wage, which is adjusted annually. For 2025, the annual surface fee was COP$59,406,731 or approximately $14,661, at an exchange rate of COP$4,052 = $1.00.

Production from the Nechí Alluvial Property RPP is subject to royalty payments according to article 227 of the Mining Code, in application of article 330 of Law 1955 of 2019. The royalty applicable to alluvial gold produced from RPPs is 2% of gross production. RPPs are also subject to a gold tax of 4% pursuant to Law 488 of 1998.

Minerals produced from concession contracts are subject to royalty payments pursuant to Article 227 of the Mining Code, which provide that the exploitation of non-renewable natural resources owned by the State generate royalties, calculated based on a percentage, fixed or progressive, of the exploited gross product, and its sub-products, calculated or measured on gross product. Gold and silver are generally subject to a 4% royalty, except for gold from alluvial deposits, which is subject to a 6% royalty.

(b) History

The Nechí Alluvial Property is located in a region that has seen artisanal and small-scale alluvial mining since antiquity. By the end of the 19th century, several gold mining companies operated in the northeast of Antioquia. Among these were the Colombian Mining Company, Frontino and Bolivia Mining Company, Oroville Dredging Company, Compañía Francesa de Segovia, and Compañía Francesa del Nechí.

Exploration to establish the gold potential of the Nechí alluvium was initiated in 1903. Later, in 1906, Pato Mines Company, a subsidiary of Oroville Dredging Company (Oroville), commenced exploitation of terraces with water monitors and conveyors on the west river bank of the Nechí River, near the mouth of Pato Creek.

In 1908, the first bucket line dredge with a digging reach of 12 m began operation. In the 1930s, Placer Development Limited acquired the shares of Oroville, creating a new company under the name of Pato Consolidated Gold Dredging Limited ("**Pato Consolidated**"). Pato Consolidated continued exploration along the Nechí River and, after confirming large alluvial gold reserves, added bucket line dredges capable

of digging up to 20 m depth. Further exploration between 1930 and 1934 indicated that the Nechí alluvial deposits contained gold up to a depth of 30 m. By 1938, Pato Consolidated had constructed the Providencia hydro plant, with a capacity in excess of that needed for power dredges, mechanical shops, and facilities at El Bagre.

The main exploration method over the past century has been churn drilling. Mineros drill hole database for the Nechí Alluvial Property includes Pato Consolidated holes dating back to 1931.

In 1956, International Mining Corp. acquired the assets of Pato Consolidated, Nechí Valley Gold Dredging, and Cuturu Gold Dredging and amalgamated these companies into a single entity under Pato Consolidated for the exploitation of the Nechí alluvial deposits. By 1965, seven bucket line dredges were working the alluvials, however, three of them were later retired because of insufficient reach. Pato Consolidated purchased its last dredge in 1969.

Mineros Colombianos S.A. ("**Mineros Colombianos**") was formed in the early 1970s as a Colombian holding company with investments in several mining companies. Mineros Colombianos acquired International Mining Corp.'s two Colombian properties, including Pato Consolidated's Nechí alluvial operations in 1974. Mineros Colombianos was split into Mineros de Antioquia S.A. and Mineros del Chocó S.A. Mineros de Antioquia S.A. (now Mineros) was profitable, whereas Mineros del Chocó S.A. failed and was liquidated in 1977. Mineros de Antioquia S.A. continued alluvial mining operations at the Nechí Alluvial Property, and in 2004, changed its name to Mineros S.A.

In 2010, an additional alluvial production unit was commissioned through the purchase of a wheel cutter-suction dredge and a bucket line dredge. In 2014, Mineros discontinued the use of mercury in its metallurgical processes. This year also saw the implementation of the quality QA/QC system, which encompassed the El Bagre laboratory, processing plant, and a small tailings dam.

In 2018, Mineros started operating in closed ponds. The modified approach involves isolating the production area by constructing earthen dikes, leveraging the natural topography of the region. In 2019, the Company launched a pilot "formalization" program, a training program for local miners in partnership with Mineros.

From 2020 to 2021, two Royal IHC wheel cutter suction and seven Daman CSD250 rotary head suction "Brazilian" dredges were put into production. Additionally, a sonic drill rig began operations in 2021.

Between 2022 and 2023, Mineros expanded its operations through third-party operators working on commission within the formalization program, adding two diesel and one electric Brazilian dredge to its alluvial operations, for a total of twelve Brazilian dredges: nine diesel and three electric. At the end of 2023, Mineros successfully commissioned a second sonic drill rig. In 2024, the Company commissioned an additional suction dredge (No. 25) dedicated specifically to overburden removal, which started operating in late 2024.

In 2025, the Llanuras Plant was replaced by the Aurora Plant, a new processing plant constructed over the course of 2024 and completed in the third quarter of 2025 at a cost of US$6.5 million. While the Llanuras production unit previously consisted of two components—a processing plant (Llanuras Plant) and a suction dredge (mining unit), the Aurora Plant assumed the processing role and will continue to operate in conjunction with the existing suction dredge. The Aurora Plant is a floating recovery system, measuring 61

metres long, 12 metres wide, and weight of approximately 1,000 tonnes, that includes sorting systems that separate material by size, gravimetric concentration, and dewatering processes, without use of any chemicals or reagents. The Aurora Plant uses high-precision GPS and control systems to ensure that the mobile mining system operates within centimetres of its planned mining pattern, and pressure and flow recovery systems that are continually optimized to maximize recoveries. The Aurora Plant was ramped up over July and August of 2025, and achieved full processing capacity of 10,000 tpd (5,000 m^3) in the fourth quarter of 2025.

Historical gold production from the Nechí alluvial deposits from 1895 to 2025 is approximately 9.2 Moz Au, of which Mineros' operations since 1974 account for approximately 3.3 Moz. The following table provides Mineros' past gold production, adjusted for fineness, for the Nechí Alluvial Property from 1974 to 2025.

Year	Gold (oz Au)	Year	Gold (oz Au)	Year	Gold (oz Au)	Year	Gold (oz Au)
1974	45,230	1987	38,251	2000	66,337	2013	94,169
1975	41,606	1988	38,008	2001	64,497	2014	95,355
1976	47,412	1989	43,532	2002	63,972	2015	86,142
1977	49,063	1990	40,265	2003	62,324	2016	89,732
1978	48,953	1991	52,918	2004	67,170	2017	88,894
1979	39,316	1992	45,960	2005	79,414	2018	77,151
1980	48,824	1993	42,882	2006	92,667	2019	54,567
1981	46,162	1994	59,808	2007	68,180	2020	69,939
1982	39,354	1995	41,940	2008	81,740	2021	73,129
1983	45,331	1996	53,834	2009	90,040	2022	92,386
1984	49,499	1997	61,465	2010	84,473	2023	93,757
1985	40,271	1998	59,643	2011	95,214	2024	82,017
1986	42,634	1999	56,754	2012	94,063	2025	89,777
1974 to 2025 Total							**3,316,021**

In 2025, alluvial production included five bucket line dredges, one Llanuras production unit (replaced by the Aurora Plant production unit in the third quarter), as well as three Brazilian electric dredges and between five to seven Brazilian diesel dredges operated as part of the formalization program for local miners in partnership with Mineros. Alluvial terrace mining operations, focused on tailings reprocessing, operated for a few months before being terminated.

During 2025, due to high gold prices, two of the seven Brazilian diesel dredges exited the formalization program, but were replaced by two new contracts in December.

Additionally, two in-land mining contracts, included as part of the formalization program, began operating in areas of the Nechí Alluvial Property that fall outside the Company's reported Mineral Resources and Mineral Reserves. Geologically, these areas correspond to terraces (Tertiary) sediments located along the margins of the broader alluvial plain (Quaternary) sediments. While these materials are considered during

the resource evaluation process, they are not included in the reported Mineral Resources and Mineral Reserves, which are limited to alluvial plains.

Mineros is considering expanding the formalization program to include 10 Brazilian-type diesel dredges in production by the second half of 2026.

In 2026, Mineros is also reassessing the potential reactivation of alluvial terrace mining operations, focused on reprocessing historical tailings and the Company is evaluating additional in-land mining contracts with the objective of bringing them into production in 2026.

(c) Geological Setting, Mineralization, and Deposit Type

The Nechí Alluvial Property lies within the Central Cordillera, one of the three physiographic subdivisions (Central, Western, and Eastern Cordillera) of the Andes Mountains in northern South America.

The area is known as the Bagre-Nechí Mining District, located north of the Segovia-Remedios-Zaragoza Mining District and is host to hydrothermal vein mineralization, which has seen small scale hard rock mining. Large scale alluvial gold mining has been carried out since the 1800s.

East of the Nechí valley, Precambrian San Lucas quartz-feldspathic gneisses are exposed in an elongated body extending 50 km along the east side of the Otu-Pericos regional fault. The rocks have been affected by granulite facies metamorphism and are correlated with the 1300 ± 100 to 752 ± 70 Ma Sierra Nevada de Santa Marta granulites.

Metamorphic rocks of the Cajamarca Complex are bounded on the east by the Otu Fault and on the west by the San Jeronimo Fault. The complex is composed mainly of quartzose metasedimentary rocks, alumina-rich siliceous and basic schists, with some calcareous bodies that were formed during the Lower Paleozoic and have undergone several metamorphic events. Cajamarca Complex rocks are mapped on the east and the west of the Nechí River where they are represented by quartz-feldspathic gneisses that have variable fabrics from schistose, gneissic, and migmatitic.

Diorites composing the Segovia batholith lie east of the Nechí River, in fault contact (Bagre Fault) with the San Lucas gneisses to the east and in intrusive contact with the Cajamarca Complex to the west. The batholith is elongated north-south, coinciding with the regional tectonic framework, and extends for 270 km attaining a width on surface of 50 km in its central part. The latest U-Pb dating indicates an isotopic age of 154±1.6 Ma.

The Sincelejo Group, exposed predominantly west of the Nechí River and dated to the Pliocene-Pleistocene, comprises interbedded sandy, clayey, silty, and minor muddy facies, with some slightly conglomeratic sandy deposits. The group is divided into two segments: a lower segment consisting primarily of sandy layers, and an upper segment containing clay-rich layers. The landscape is dominated by low, rounded hills, with surface coverage by a sandy-silt soil horizon, leaving minimal exposure of the underlying stratigraphy.

Quaternary alluvium borders the Nechí River from Zaragoza to the Cauca River. These deposits are slightly consolidated and are composed of gravel (60% to 70%) and sand (30% to 40%). The gravels contain coarse

clasts/cobbles commonly composed of quartz diorite, amphibolite, sericite schist, vein quartz, andalusite, quartzite, quartz-feldspathic gneisses and, locally, conglomeratic beds characterized by white quartz fragments. Clay lenses within the alluvium are also common. Most of the alluvial dredging is carried out in this unit.

The alluvial mining titles are predominantly underlain by Quaternary alluvial sediments bordered on the east by the Cajamarca Complex rocks and on the west by Sincelejo Group. The Quaternary sediments are the main material mined by dredging. The alluvium has been subdivided into four units in which seven types of gold-bearing gravels can be differentiated. The stratigraphy from oldest to youngest is represented by bedrock Cajamarca schists, succeeded in turn by tertiary clay-rich sediments (false bedrock), alluvial gravel pediment, and terraces.

The alluvium stratigraphic column is a gradational sequence consisting of basal coarse gravels followed by, or intercalated with, medium gravels and fine gravels, succeeded by sands and clays, and overburden. The sequence represents the gradual diminishing of sediment load in a fluvial environment. The alluvium was deposited over a hard, compacted clay (false bedrock), considered to be the top of the tertiary basement, or older Cajamarca metamorphic rocks.

The Nechí alluvial deposit consists of polycyclic sediments sourced predominantly from the Segovia batholith, Antioquian batholith, and other intrusive bodies along the San Lucas Ridge, as well as some metamorphic rocks that surround the Nechí valley. Most of the gold deposited with the Nechí alluvium is derived from igneous and metamorphic rocks enriched with primary disseminated and vein gold mineralization. This source area is located to the east and south along the Nechí and Porce rivers as well as their tributaries. Generally, the intrusive rocks are very susceptible to weathering in addition to other genetic and tectonic processes which promote disintegration and the liberation of resistant minerals and gold.

The Nechí alluvial deposits may be classed as a tertiary gravel plain gold placer with bordering bench or terrace deposits. The gravel plain style of placer is Mineros' primary exploration target for dredging. Gravel plain deposits are generally characterized by well-rounded gravels, few boulders, and fine gold distributed vertically and laterally in the pay formations. Such placers are formed in low-velocity shifting stream channels in low-gradient valleys. Gold grades in the Nechí River flood plain are elevated at the mouths of creeks draining the high ground (Segovia batholith) to the east and these areas likely represented the merging of creek or river placers with the main gravel plain. In the upper reaches of the Nechí River, the gold-bearing gravel plain placers likely grade into river placers.

(d) Exploration

Mineros explores and develops alluvial gold resources on the Nechí Alluvial Property by ward and sonic drilling vertical holes and sampling alluvium and terraces along the Nechí River, predominantly on the east flood plain that is closer to the likely source of gold, the Segovia batholith.

The Company has approximately 10,000 ha of unexplored land located on the west bank of the Nechí River. Geological surveys have confirmed the presence of Quaternary alluvial terraces with potential gold

mineralization. Additionally, these studies have ruled out the mineralization potential of Neogene-age units identified south of the mining concessions, which serve as the basement for the Quaternary deposits.

Mineros has drilled certain terrace landforms that represent smaller volumes compared to the alluvial river plains and determined that they are not optimal for bucket line dredging. Dredging with smaller, more mobile equipment such as the suction dredges or excavator mining methods, however, has been adopted by Mineros in recent years for mining the terraces and smaller alluvial plain areas that were inaccessible by the large bucket line production units.

On the east bank of the Nechí River, Mineros holds approximately 6,000 ha of mining concessions that have not undergone detailed exploration. Preliminary investigations have revealed alluvial terraces with promising potential for hosting gold mineralization.

Mineros also holds three mining concessions covering 1,862 ha, along with six active concession contract proposals totaling 8,997 ha, within an area internally referred to as the Río Cauca target. This site is located approximately 30 km east of the current operations on the Nechí River and lies within a region of high potential for the occurrence of alluvial placer-type deposits.

In 2025, Mineros continued reconnaissance drilling at the Río Cauca target to further evaluate the potential of Quaternary sedimentary units, including Terraces and Alluvial Plains, to host economically viable gold deposits.

A 13,000 metre-drilling campaign is planned for 2026 costing approximately $4.1 million. Of the 13,000 metres, 10,000 metres are designed as infill drilling in production areas and to expand the current Mineral Resources, 800 metres constitute reconnaissance drilling at the Río Cauca Target and 2,200 metres have been planned to test a number of greenfield targets.

(e) Drilling

The general drilling database totals 13,972 holes totaling approximately 334,703 metres as at October 22, 2025, aligned with the cutoff date for the resource definition. The Mineros' drilling database was migrated in 2022 to Fusion software from Placer software, with the objective of compiling all digitized historical information from the various versions of Placer, ensuring the reliability and confidentiality of the data. In addition to Mineros' drilling, the database includes Pato Consolidated holes, dating back to 1931, for which information is incomplete and some of this old data is recorded in imperial units.

The ward drills are set up for both platform and pontoon use. The ward drill is a lightweight mechanized churn drill designed for remote access mobility and is typically used in South America. The Fairbanks drill has been used mostly for piezometry work. Mineros has its churn drills fabricated under contract in Colombia while piping is imported from the USA. Downhole tooling is standardized at 4 $^{1}/_{2}$" internal diameter (ID) drive casing and 5 $^{5}/_{8}$" outside diameter (OD) casing shoes. Piping is smaller than the 6" casings traditionally used in the USA Cordilleran alluvial placer exploration. The ward drills are crewed by eight people including a supervisor, driller and helpers/loggers, a panner, security, surveyor(s), and a canoe/boat operator for pontoon operations. Holes are drilled to a dredging depth of 30 m or to bedrock/false bedrock. Drilling penetrates 0.3 m in hard clay false bedrock or bedrock to ensure bedrock has been reached and to sample any gold in crevices that may be recovered during dredging.

The CRS-V CompactRotoSonic dual tube sonic drill uses a one metre customized 4 $^{1}/_{2}$“ ID sample barrel inside a 6 5/8” casing, which compares to the ward drill tooling in terms of sampling diameter. However, the Ward drilling samples may be as short as 0.3 m, while the sonic sampling is at 0.9 m. Crew size is similar for both sonic and churn drilling since logging, sampling, and sample processing at the sonic rig is the same as for ward drilling. Drill logging and sampling data are now recorded electronically on tablets at the drill rig with data exported to the main drill hole database in El Bagre at the end of the shift.

Drilling is usually carried out on a 122 m x 122 m grid set up from maps and aerial photographs. Hole step-outs are staggered with respect to adjacent lines to form a triangular pattern. The spacing is a practical carry-over from Pato Consolidated work on 400 ft by 400 ft grids. Infill drilling to a spacing of 60 m x 60 m grid is progressively carried out to support delineation of Measured Mineral Resources and conversion to Proven Mineral Reserves, as well as to support mine planning. Lines are located by theodolite with drill collars, then located by global positioning system (GPS) on the ground. Final collar location is determined by Total Station survey. The amount of material actually recovered for each sample can vary, so a number of recovery factors are applied.

The following table summarizes Mineros’ annual exploration and resources and reserves definition drilling from 2020 to October 22, 2025:

Year	Holes	Metres (m)	Average Depth (m)
2020	248	60,77.9	24.5
2021	502	10,719.9	17.9
2022	471	11,381.0	24.2
2023	371	9,566.6	27.8
2024	520	14,708.0	28.3
2025	479	12,762.0	26.6

As of October 22, 2025, Mineros’ resources and reserves definition drilling database included approximately 12,762 metres in 479 holes. The 2025 drilling program employed three ward rigs and two sonic rigs designed to expand the current Mineral Resources and infill drilling in the production areas.

A total of 15,133 metres in 581 holes were completed as of December 31, 2025. In 2025, Mineros continued reconnaissance drilling at the Río Cauca target as part of its regional exploration strategy. Using sonic drilling, 754 m were completed across two concessions. For more information, see “*Mineral Properties – Growth Projects and Exploration Targets – Nechí Alluvial Property, Colombia – Near Mine Exploration*”.

(f) Sampling, Analysis, and Data Verification

The method of sampling for the ward and Fairbanks drills is by conventional placer ward drilling and sampling which relies on a standardized advance or drive of a casing (drive pipe), break-up of the sample material in the casing by a downhole placer churn bit, and collection of samples by means of vacuum pumping material out of the casing. Mineros’ drilling and sampling methods adhere to classic procedures developed for placer churn drills (Keystone, Hillman, Fairbanks, Ward, etc.) in the late 1800s and early 1900s in the USA and are employed worldwide. The method of logging, sampling, on site sample

processing, QA/QC, and security for the sonic drill sampling is the same as for the ward drilling as described below, except that sample intervals are in sequence of 0.9 m, 0.9 m, and 1.2 m, consistent with the core barrel length, and the grade correction factor for casing and shoes as described for churn drilling is not employed since the sonic drill bit and sample tube are the same diameter and sonic sample is relatively undisturbed.

Barren soil, mud, and clay overburden overlying the pay formations is penetrated at variable lengths up to six metres. The overburden is logged, and the collected sediments are discarded, with the piping washed. Pay formations sands and gravels are pumped from the casing, emptied into the mud box for examination, and then washed into the volume box (12“ x 6” x 6“) for volume measure carried out by a volume stick. The sample is then screened to –$^{1}/_{8}$” and the undersize panned by an 18” pan (*batea*) on the rig.

Gold grains recovered from black sand in the batea are examined by hand lens, picked, and counted according to size, i.e., gold grain numbers 1 to 4, and accumulated in a gold sample vial that is labelled for grid line and hole number. Drilling sample logs record grain numbers from 2 to <4.

Since gold is accumulated in a single vial from all samples, only a single grade based on actual weight for the entire clastic column is available for each hole. The drill supervisor/foreman is responsible for the gold grain count and recording.

Panned black sands are accumulated from each sample and retained. At the end of the hole, the black sands are run through a 150 cm by 30 cm sluice for final clean-up. Any gold recovered is recorded and added to the sample gold vial. The gold sample vial and black sand is returned to El Bagre. In the past, all gold was recovered by mercury amalgamation in a Gilkey bowl, however, such gold is generally smaller than 200 mesh and considered not dredge-recoverable, so this practice has been discontinued and the black sands simply stored. Additionally, Mineros completely eliminated the mercury amalgamation process at site, which made the operations safer and environmentally easier to operate. Gold in the sample vial is nitric acid-washed, the gold grains are handpicked and weighed by micro-balance, and the actual weight is recorded to complete the logging and sampling.

The alluvium is logged, aided by granulometry from screen fractions produced from a screen deck on the rig. For placer drilling and sampling, there is no further sample preparation after the sample recovery and panning/sluicing on the drill rig. Analysis consists of acid washing and weighing the gold grains accumulated for the hole, which is carried out by Mineros personnel on an electronic microbalance at the laboratory in the Mineros dredge black sands final processing and gold smelter facility at the El Bagre complex. The weighed gold and final corrected gold weight are recorded in the drill logs and the database, and then the sample is archived.

In 2008, Mineros began the QA/QC practice of dropping metal shot (ball bearings) down the casing and recording the number of shot recovered by sample pumping. Generally, all the shot has been recovered during the first of the three sample pumpings, and where not, all the shot has been recovered after the third pumping confirming the quality of the placer sampling.

For every sample taken, a series of factors are employed to correct the estimated weight of gold from grain counting as well as the actual weight of gold in the sample vial determined in the El Bagre laboratory. Grade corrections for each advance are necessary to account for incomplete filling or excessive swell of material

in the drill casing. Incomplete filling can be caused by hard material packing the casing, lost core forced out by the bit in loose ground, or by boulders or gravel clasts too large to be broken by the placer drill bit or partially blocking the casing during advance. Overfilling may be caused by running ground or differential water pressure that forces material into the casing. Factors are based on actual and theoretical core rise in the casing and theoretical volume versus recovered volume in the volume box.

If the core rise or volume is less than theoretical, the gold weight is adjusted up; when it is greater, the grade is adjusted down. The factor is dependent on casing and casing drive shoe diameters and is standardized for a 30 cm advance per sample.

The drill hole data since 1991 were stored in “Placer 2000” database software, which is a customized version of “Stratigraph” by Geostat International Systems Inc., a subsidiary of SGS S. A., of Blainville, Québec, Canada. Since 2022, Mineros has implemented the transfer of data stored in Placer 2000 into a geological data management system provided by Datamine FusionX (Fusion). The Fusion platform allows Mineros to extract and manage the data more efficiently.

Data verification was performed using Leapfrog Geo Software (Leapfrog). The drill holes were viewed on screen and validated using Leapfrog validation routines such as out-of-sequence errors, overlapping intervals, missing intervals. The qualified person is of the opinion that the drill hole database is acceptable to support Mineral Resource and Mineral Reserve estimates.

Mineros conducted comparative testing of sonic drill sampling versus sampling in eight churn drill holes in 2019 prior to purchasing the sonic drill rig in 2021. The sonic sampling tended to capture less gold and be lower grade in virgin terrace sampling but was closer to ward drill results in grade and gold weight for dredge No. 10 tailings sampling.

(g) Mineral Processing and Metallurgical Testing

The Nechí gold deposit has been in production since 1937, and under Mineros management since 1974, and involves the recovery of alluvial gold by gravity recovery methods.

There are three main ore mining methods: bucket line dredges (5), Brazilian suction dredges (13), and the Llanuras production unit (1), which comprises a suction dredge and a floating processing plant, which was Llanuras Plant, until it was replaced by the Aurora Plant in 2025. Terrace mining, which focused on mining tailings from early, less efficient dredging operations, was discontinued in 2024. All of the bucket line and production suction dredges, except dredge No. 21, have their own on-board processing plants that use gravity concentration methods to produce gold-containing concentrates. Dredge No. 21, includes a separate floating processing plant that follows the dredge and is fed via floating pipeline from the dredge; the two are collectively referred to as the Llanuras production unit. The concentrates from all of the processing plants are transferred to the central refinery at El Bagre for additional concentration followed by smelting to produce doré bars.

The majority of Mineros’ gold production comes from the bucket line dredges and the Llanuras production unit. The other suction dredges (10 diesel-powered suction dredges not owned by Mineros, and three electrically powered, Mineros-owned, suction dredges) are operated by contractors. Mineros pays average royalties of 85% for gold in concentrate from the diesel-powered dredges and 50% for gold in concentrate

from the electrically powered dredges to the contractors. These royalties are paid in exchange for providing electricity to the Mineros-owned dredges and processing the concentrates from both types of dredges at the El Bagre refinery, as well as for including them in areas with geological knowledge through the mine plan. Production units owned and operated by Mineros account for 88% of gold production, of which five production units (the bucket line dredges) account for 83% of production. The suction dredges owned and operated by independent miners under contract with Mineros account for 12% of gold production at the property.

Gold recovery was historically estimated by comparing production to the mine plan as there was no process monitoring through a system of regular sampling and analysis of process streams, or process flow measurement. The metallurgical recoveries used for the remaining reserves differ by dredge type. While the recovery estimates appear to be reasonable, there is no metallurgical back-up available for the recoveries.

In 2014, Mineros initiated a test project with Gekko where an In-line Pressure Jig (IPJ)-based pilot plant was installed on one of the barge operations, which was tethered to, and received its feed from the No. 10 dredge. The pilot plant was commissioned in July 2014, establishing IPJ parameters in preparation for performance trials, which commenced on October 22, 2014. The trials produced very encouraging gold recovery results in the +90% range, with the highest being 96%, all on feed of very fine to fine gold with a nominal maximum size of approximately 200 µm.

In 2021, Mineros initiated a program of regular process surveys on the five bucket line dredges conducted by metallurgical staff. Currently, each of the five bucket line dredges is surveyed once per week. The data gathered is used to assist in identifying process inefficiencies and to help with process optimization and problem-solving. Additionally, automatic samplers have been installed on key streams on one of the bucket line dredges on a trial basis (dredge Nos. 5 and 10), with the samples sent to the El Bagre laboratory two to three times a week due to the current laboratory capacity. There is a plan to install automatic samplers on the other four bucket line dredges.

Mineros continued the recovery improvement project, which investigates the use of centrifugal gravity concentrators on the bucket line dredges, as well as improving process control and optimization through regular plant surveys by metallurgical staff.

Concentrates are analyzed for gold in the El Bagre laboratory. Analysis is carried out by panning to concentrate the gold and reject gangue minerals, followed by screening of the pan concentrate into five size fractions. Gold grains in each size fraction are visually counted, and using a chart that lists average grain weights for each size fraction, where the overall gold content of the concentrate can be calculated.

This method requires considerable time and skill on the part of the El Bagre laboratory operators that count gold grains in many samples daily. Mineros is investigating the use of computerized optical analysis for grain counting, which could speed up the process and improve standardization of the process. Similarly, the skill of the panners is critical to ensure that all of the gold in a sample is captured in pan concentrates for counting.

In the third quarter of 2025, Mineros announced the ramp up of the Aurora Plant, which replaces the Llanuras Plant. The Aurora Plant was constructed over the course of 2024 and was completed in the third quarter of 2025.

In addition, as part of Company's debottlenecking initiatives, the Nechí Alluvial mobile scavenger plant project is well advanced with phase I starting late in the fourth quarter of 2025, and phase II expecting to start up early in the second quarter of 2026. Once both phases are complete, the mobile scavenger system will increase recoveries by up to 8% for each mobile mining and recovery plant to which it is attached.

(h) Mineral Resource and Mineral Reserve Estimates

For Mineral Resource and Mineral Reserve estimates for the Nechí Alluvial Property as at December 31, 2025, see "*Mineral Properties – Mineral Resources and Mineral Reserves*".

Alluvial gold Mineral Resource and Mineral Reserve reviews, and audits have been carried out periodically for the Nechí Alluvial Property on behalf of Mineros by SLR since 2008.

The Mineral Resources for the Nechí Alluvial Property as of December 31, 2025, were estimated by Mineros by using drill hole results available to October 22, 2025 and depleted by the mined out areas updated as of December 31, 2025. This estimate continues to be prepared using the 3D block modelling approach introduced in 2024. Leapfrog 3D modelling software was used to define geological domains and to distinguish production, overburden, and bedrock zones. This approach supports improved integration of geological data, resource classification, mine planning, and operational decision making.
The estimated Mineral Resources are reported exclusive of Mineral Reserves and include dilutive overburden material assigned a zero gold grade, to reflect expected dilution in the resource statement.

Prior to 2024, Mineral Resource classification was based on 2D polygonal outlines constructed around drill hole areas exceeding the breakeven cutoff grade. Polygons were prepared by mining type (alluvial plain, terrace, dredge type, old tailings) using drilling spacing of approximately 122 m. In 2021, all resource polygons were classified as Measured.

Since 2024, Mineral Resource classification at the Nechí deposit has followed a two-step process. First, resources are classified within the alluvial plains based on drill hole spacing, data confidence, and observed continuity of mineralization: approximately 60 m spacing is classified as Measured, up to 120 m as Indicated, and less than 240 m as Inferred. Second, the classification is extended vertically to include overburden, to capture dilution in the reported resources.

For the Nechí Alluvial Property, the Mineral Resources are not reported at a specific cut-off grade. Instead, they are constrained within an ultimate pit shell generated at a revenue factor (RF) of 1.0, where the block revenue equals total operating costs. The reported Mineral Resource volumes and grades reflect dilution from overburden, assigned a gold grade of zero, providing a realistic assessment of the resource. For resource estimation, the contained gold is assumed to be 89% fine, ensuring an accurate representation of recoverable gold content. The fine gold grade in the resource and reserve tables is the total gold grade multiplied by the 0.89 gold fineness factor. Similarly, the contained gold values in the resource and reserve tables are adjusted for the 0.89 gold fineness.

Proven and Probable Mineral Reserves were estimated by identifying the economically mineable portion of the Measured and Indicated Resources. Instead of applying a specific cut-off grade, Mineral Reserves were defined as resource material within the mineralized zone that demonstrates a positive net value after deducting associated mining costs. For material to qualify as Mineral Reserves, its estimated value must cover all associated mining costs.

The effective date for the Mineral Reserve estimate at the Nechí Alluvial Property is December 31, 2025. These Mineral Reserves were estimated within the designed pits and depleted with mined out shapes as of December 31, 2025.

The Mineral Reserves incorporate dilution from tailings, slope collapse, and other factors. To account for this dilution, both in-situ mineralization and overburden material volumes reported within the ultimate pit design are increased by 10%. Additionally, the in-situ gold grades have been adjusted to reflect the effects of mining dilution.

The dilution factor was applied at zero grade in the Mineral Reserve estimates. The dilution factor was estimated based on reconciliation data between planned (in-situ) versus actual (diluted) surveyed volumes. A 100% mine extraction factor was applied to convert the Measured and Indicated Mineral Resource blocks situated in the ultimate pit design into Proven and Probable Mineral Reserves, respectively.

In the 2024 Mineral Reserves, a mine call factor (MCF) of 0.90 was applied specifically to the Phase 2 within the current mining area, classified as Probable Mineral Reserves. However, starting in 2026, this MCF has been removed. This adjustment is justified by 2025 infill drilling results and a 104% production-to-budget reconciliation achieved during that year, which effectively reduced geological uncertainty and confirmed the alignment between planned and produced ounces for the area.

Factors which may affect the Mineral Resource and Mineral Reserve estimates include: dilution and mining recovery, metal prices, refining and shipping terms, metallurgical performance, geotechnical characteristics of the rock mass, capital and operating cost estimates, and the likelihood of obtaining land title, required permits and environmental, social and legal licenses. To the extent such factors are within the control of, or capable of influence, by the Company, these factors are managed through industry accepted practices and procedures and well as maintaining an engaged and constructive dialogue with the local communities and government authorities.

(i) Processing and Recovery Operations

Mineral beneficiation takes place on board dredges or floating processing plants and is accomplished by gravimetric methods including jigging, sluice boxes with mats to capture gold grains, and spiral concentrators. Dredged material is first screened to remove coarse material or debris before being directed to gravity concentration equipment. Concentrates produced in the dredging operation are transported to the El Bagre complex for final concentration and smelting in the El Bagre metallurgical plant. Doré quality produced in the El Bagre refinery is reported to be consistently 890 fineness, or 89% gold in the final doré bars.

The use of mercury amalgamation was eliminated in part of the operation in 2012 and completely phased out by 2014, replaced by use of additional gravimetric concentration equipment.

The five bucket line dredges have the largest processing capacity, approximately 500 m^3/h each, and the most efficient gold recovery plants involving multiple steps of concentration by jigging, blanket-lined sluice boxes, and spirals, and achieve recoveries of up to 85%. The Aurora Plant, designed by Mineros, which replaced the Llanuras Plant, has a capacity of 300 m^3/h to 500 m^3/h h and projects recoveries of approximately 80% of gold. The remainder of the suction dredges have capacities of 160 m^3/h and use blanket-lined sluice boxes to typically recover between 58% and 63% of the feed gold. Processed material is discharged out the back of the dredges.

Dredge concentrates are processed in the metallurgical plant in El Bagre to concentrate the gold further and melt the final concentrates to produce doré bars. The concentration equipment consists of angular rotating tables, centrifugal concentrators, sluice boxes, shaking tables, and magnetic separators. Gold recovery in the El Bagre plant is greater than 99%. The dredge concentrates are processed in batches and thus production from each dredge can be separately accounted for. Tailings from the El Bagre plant are stored in a small, lined storage pond on site.

The Aurora Plant, introduced in 2025, demonstrates Mineros' focused use of technology, where high-precision GPS and control systems ensure that the mobile mining system operates within centimetres of its planned mining pattern, and gravimetric and high-flow recovery systems are continually optimized to maximize recoveries. The plant is a floating recovery system, measuring 61 metres long, 12 metres wide, and weight of approximately 1,000 tonnes. The Aurora Plant includes sorting systems that separate material by size, gravimetric concentration, and dewatering processes, without use of any chemicals or reagents.

(j) Mining Operations

The Alluvial deposit extends for more than 50 km along the Nechí River, with widths up to 3.5 km. The current active area of alluvial operations extends approximately 12.5 km on the east side of the Nechí River towards the northern part of the property. The current overall mining process consists of the following four basic phases:

- Overburden removal with suction dredges or Brazilian dredges.
- Gravel removal with dredges.
- Size classification and gravimetric gold extraction.
- Final metallurgical processing of doré at the metallurgical plant and laboratory at Mineros' El Bagre complex.

The production units operate on ponds constructed within the alluvial plain on the east side of the Nechí River. Three types of dredging equipment are utilized specifically for mining mineral-rich material:

- The five bucket line dredges currently in operation are Jobo (D03), Boyacá (D05), Dobaibe (D10), Santa Paula (D14), and Santa María (D16). These production units are owned and operated by Mineros and are designed for large-scale mass extraction of gold-bearing gravel material.
- The second method involves the Llanuras production unit, replaced by the Aurora production unit (No. 21), which utilizes a wheel cutter suction dredge for overburden removal and a floating processing plant designed by Mineros. This method is aimed at selective extraction of gold-bearing gravel and is also owned and operated by Mineros.

- The third method is suction plain mining using thirteen “Brazilian” suction dredges. These dredges, operated by third parties under contract with Mineros, include onboard processing plants. References to “Contract Mining Partners” or “CMP” elsewhere in this AIF refer to these third party units.

Currently, there are seven diesel, third party units (Esperanza, La 75, Morenita, Alejandría, Antioqueñita, Buenos Aires and Estatal) operated by contract miners. Mineros pays 85% royalties on production to the contractors.

There are three electric, Mineros-owned production units (Danta, Mulata, Embera) operated by contract miners under a 50% royalty contract (i.e., 50% share to Mineros). Electricity is supplied by Mineros. In addition, nine suction dredge units (Nos. 11, 12, 13, D15, 17, 18, 19, 20, and 25), owned by Mineros, handle the removal of overburden in advance of the bucket line dredge units and Aurora production units. Dredge No. 25 started operating in late 2024.

A mass unit, consists of a wheel cutter-suction dredge, a bucket line dredge, and support equipment including a bulldozer, a track-mounted crane, an amphibious backhoe, a boat, and other minor equipment. Each unit is a self-contained independent operation.

Dredging operations are carried out 24 hours per day, 365 days per year. At approximately 80% availability due to equipment maintenance and clean-up, actual dredging is effectively 285 days per year.

(k) Infrastructure, Permitting, and Compliance Activities

Infrastructure

Mineros’ base of operations for the Nechí Alluvial Property is a 6.4 ha complex adjacent to the municipality of El Bagre. The El Bagre complex includes a secure working compound consisting of offices for administration, engineering, exploration, and health and safety, as well as a gold concentrate processing and smelting facility, assay laboratory, maintenance/fabrication shops and warehouses, port facilities, helicopter hangar and pad, fuel stations, a diesel power generation plant, a water supply and treatment system, and an unsecured area of restaurant and recreational complexes, a hospital, and employee and guest housing. The working compound is secured within a fenced and gated area and access is controlled. Sewage facilities are available for the entire El Bagre complex and have grease traps, septic tanks, and filtration nets. All tanks are periodically emptied and cleaned, and sludge is used as fertilizer in green areas.

Solid waste management activities occur in a complex on site. The area has separate facilities for hazardous waste storage prior to removal and disposal at licensed facilities, storage of materials that will be recycled, organic materials storage, and lined landfill disposal cells for domestic waste.

The El Bagre complex electrical infrastructure consists of the Providencia hydroelectric plant, a main substation at the plant, a transmission network from the power plant to distributing substations, voltage reducing substations, distribution networks for the different users, and distribution substations on the dredge production units. The system is backed up by two diesel emergency systems.

In 2022, Mineros completed the construction of a secondary camp strategically located 40 km north of the main camp, in the village of Astilleros. This project is part of a strategy to strengthen logistical support for operations, specifically those focused on the northern part of the Company's mining titles.

Permitting and Compliance Activities

Mining in Colombia is regulated by the Constitution and Law 99 (1993), with environmental management responsibilities divided between national and regional authorities. The Ministry of Environment and Sustainable Development (MADS) sets national mining standards, while regional Autonomous Corporations (CARs) oversee natural resources and environmental impact.

In the Nechí Alluvial Property, mining occurs in Zaragoza, El Bagre, Caucasia, and Nechí, under the jurisdiction of CORANTIOQUIA. Mineros operates under a 2001 Environmental Management Plan (EMP). Since 2018, Mineros has sought to transition environmental oversight to ANLA, consolidating permit approvals for its mining and hydroelectric activities. This process was completed in early 2020.

Since 2018, Mineros has submitted permit applications to ANLA to support its operations. In 2021, the Company applied for large-scale mining permits in the Sampumoso Sector; Stage 1.5 was approved in November 2021, and Stage 2 in October 2022, granting permission to mine 1,081 hectares through 2027. In December 2025, the Company filed an environmental application for the Stage 9 permit, which is currently under evaluation by ANLA. Approval of this application will provide mining areas for Brazilian dredges starting in the second half of 2026 and continuing through to mid-2028, Ongoing permitting efforts for mining from 2026–2038 continue with Stages 3, 4 and 5 permit applications scheduled for submission in mid-2026.

Mineros must conduct environmental assessments for all new mining areas outside the approved EMP. This includes environmental studies and management plans as part of an EIA for approval. To streamline this process, Mineros follows an integrated mine planning and environmental management approach, aligning assessments with Environmental Permitting Stages and the LOM mine development plan. This ensures early identification, scheduling, and completion of studies to support timely permit applications and reviews before mining begins.

Since 2020, the Nechí Alluvial Property has been designated a PINE project by the MEM, recognizing Mineros' sustainable contributions and granting it priority in government procedures. Mineros has also implemented a corporate management system to oversee environmental, health, safety, and social responsibility. This system ensures proactive planning, continuous regulatory updates, efficient distribution of obligations, and ongoing performance monitoring.

Between 2012 and 2014, Mineros phased out the use of mercury, which was previously used in the final stages of sluice gravity extraction. Its use was strictly controlled, monitored through mass balance calculations, and tested for compliance with environmental permits. The elimination of mercury was a major technical, environmental, and social achievement, setting a performance benchmark for other alluvial and surface mining operations in the region.

Mineros is continuously advancing its environmental management system, establishing a comprehensive framework to identify and address environmental challenges. Its integrated management system guides

operations throughout the entire mining lifecycle, from exploration to land reclamation. This system also links performance metrics, ensuring compliance with environmental and social obligations while aligning with physical, social, and regulatory commitments.

Mineros has advanced its mine closure practices, progressively reclaiming alluvial mine blocks to restore pre-mining geomorphic conditions and align with future land use plans. Successful reclamation is typically achieved within a few years. In addition to compensation of landowners/farmers for the use of the land and for damage caused by the mining operation, Mineros carries out residential building construction and revegetation with plants and crops at agreed locations after completion of reclamation. It also plans to assist returning farmers in obtaining proper land titles with the ANT.

By the end of 2025, Mineros' closure obligations include restoring 1,007 ha of mined land and providing 6,554 ha of forestry compensation. Mineros has allocated $52.7 million for LOM closure costs, with annual reclamation expenses ranging from $0.188 million to $13.3 million. No legacy liabilities related to mercury use before 2012 have been identified.

Mineros has implemented an Integrated Management Program (IMP) to oversee and monitor all aspects of its mining operations. The IMP connects activities across the entire mine lifecycle, setting internal objectives while ensuring compliance with environmental and social commitments. It is supported by a sophisticated computer-based system, providing organization-wide access for effective management and decision-making.

Mineros operates in one of the poorest regions of Antioquia, where poverty exceeds 50%, making it a key driver of the local economy. Through its social programs, Mineros collaborates with regional and municipal governments on various initiatives, including property legalization support for ANT, environmental education, land restoration, housing development, and cultural programs. It also partners with SENA to provide skill development and job training programs, contributing to community growth and sustainability.

In addition to its environmental, health, safety, and quality programs, Mineros has implemented a Corporate Social Responsibility (CSR) program. This program is both broad and focused, designed to help local and regional communities develop sustainable initiatives that go beyond the scope of mining operations.

The objectives of Mineros' social responsibility program are to facilitate and support opportunities for people in the region. The model used by Mineros focuses on the following areas:

- Environment – minimizing the negative impacts on the region.
- Education – promoting opportunities and access to education.
- Health – support for basic needs and services, specialist services, family planning.
- Economic Development – opportunity creation, micro projects, business development.
- Mineros tracks and shares information on its CSR program and reports through annual sustainability reports in accordance with the reporting framework of the Global Reporting Initiative (GRI).
- In keeping with the rapid rise in gold price, illegal mining in the region has significantly increased. This increase in illegal mining poses social and human health risk to local populations as well as environmental risks associated with habitat degradation, deforestation, and contaminant releases into waterways and soils. Mineros continues to support local individuals, communities,

organizations, institutions and informal miners to help mitigate the degree and impact of illegal mining, but ultimately this is a challenge that must be addressed by various levels of government.

(I) Production, Capital, and Operating Costs

The capital and operating cost estimates have been prepared based on operating performance and the operating budget for 2025. At December 31, 2025 the estimated LOM capital and operating costs for the Nechí Alluvial Property were as follows:

- Mineros' estimate of capital costs required to maintain alluvial mining and processing operations over the LOM between January 2026 and December 2038, is estimated to be $312.9 million, including mining development, sustaining capital, and reclamation and closure costs.
- Mineros' estimate of operating costs required to mine and process 300.4 Mm3 of alluvial material is estimated to be $966.5 million over the LOM.
- Suction dredge or overburden removal LOM operating costs are estimated to be approximately $120.8 million.
- Bucket line dredge LOM operating costs are estimated to be approximately $398.5 million.
- Aurora Production Unit LOM operating costs are estimated to be approximately $37.9 million.
- Brazilian Dredge - Mineros-owned LOM operating costs are estimated to be approximately $77.5 million.
- Brazilian Dredge - Third-party LOM operating costs are estimated to be approximately $126.6 million.
- Processing or concentrated treatment LOM operating costs are estimated to be approximately $16.7 million.
- Support operations and site general and administrative LOM operating costs are estimated to be approximately $188.5 million.

The following table summarizes the Nechí Alluvial Property LOM expected operating costs as of December 31, 2025.

Description	Total LOM ($ 000)	Unit Rate ($/m^3 Processed	Unit Rate ($/oz Au payable)
Mining Cost - Bucket Line Dredge	398,452	1.87	398.6
Mining Cost - Suction Dredges & Llanuras	37,865	1.98	37.9
Mining Costs - Formalized Dredges - Mineros Owned	77,491	2.84	77.5
Mining Costs - Formalized Dredges - Third party owned	126,639	3.10	126.7
Mining Costs - Waste Stripping - Suction Dredge	120,810	0.46	120.8
Processing Costs - Concentrate Treatment	16,685	0.06	16.7
Support Areas - Site G&A	188,519	0.63	188.6
Total Site Operating Costs	**966,460**	**3.22**	**966.8**

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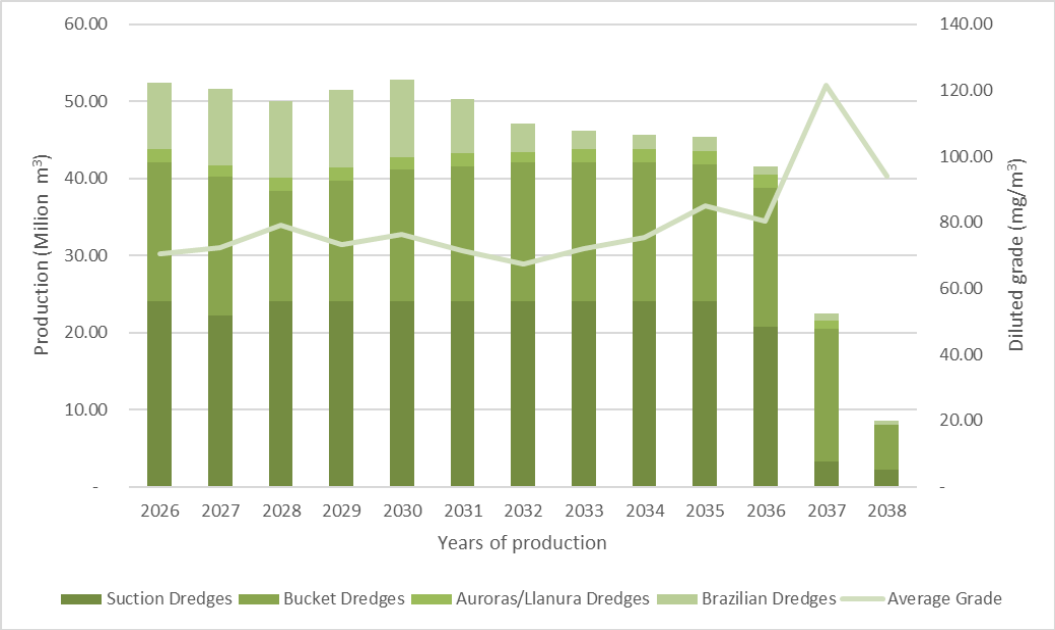
LOM production schedule is developed on an annual basis and presents the continuation of the current operations. The production schedule starts on January 1, 2026, and concludes in September 2038, giving the project a total lifespan of almost 13 years.

Total dredging production averages 50.9 Mm^3 from 2026 to 2032 with the peak mining rate of 52.8 Mm^3 in 2030. Diluted gold grade peaks in 2037 at 121 mg/m3. Over the life of mine, bucket line dredging accounts for approximately 81% of total Nechí production (overburden and mineralization).

Mineros production represents 90% of the total LOM production. The remainder is mined and processed by third parties under contract with Mineros.

The following figure summarizes the current Nechí Alluvial Property LOM production schedule by material and equipment unit as of December 31, 2025.



In 2025, the Nechí Alluvial Property produced and sold 89,777 ounces of gold, with a consolidated Cash Cost of $1,329 per ounce of gold sold and an AISC per ounce of gold sold of $1,579. The alluvial operations, excluding Contract Mining Partners (CMP), reported a cash cost of $1,112 per ounce of gold sold and an AISC of $1,393 per ounce of gold sold.

On February 5 2026, the Company announced guidance for 2026 that the Nechí Alluvial Property is expected to produce between 83,000 and 93,000 ounces of gold. Company-owned dredges are expected to operate within an AISC range of $1,820–$1,920 per ounce and the contract mining partners (CMP) are expected to deliver an AISC margin of 11%–14%.

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Hemco Property

a. Project Description, Location, and Access

The Hemco Property consists of the producing Panama and Pioneer gold mines, the pre-development-stage Porvenir polymetallic deposit, the Luna Roja gold deposit (Luna Roja), the Guillermina, Leticia, and San Antonio polymetallic deposits (Guillermina, Leticia, and San Antonio), together with several exploration targets and a large number of artisanal mines (artisanal areas). The artisanal areas are exploited by artisanal mining collectives under the Bonanza Model. Such production is referred to elsewhere in this AIF as “Bonanza Mining Partners” or “BMP."

The Hemco Property also hosts three processing plants with a combined capacity of 2,240 tonnes per day (tpd) - the Hemco Plant, the La Curva Plant, and the Vesmisa Plant, which process ore mined from the Hemco Property and locally purchased artisanal feeds, in addition to other project infrastructure.

The Hemco Property is located in northeastern Nicaragua near the west central border of RACCN, in the vicinity of the town of Bonanza, approximately 420 km northeast of the capital of Managua. The road from Managua through to Boaco, Río Blanco, Rosita, and ultimately to Puerto Cabezas on the Caribbean coast, provides access to the majority of the RACCN. The total distance by road from Managua to Bonanza is 420 km, of which the segment from Managua to Rio Blanco (220 km) is paved. Access to Bonanza from the nearby town of Rosita (30 km) is by gravel road. There is a functioning commercial airport in Bonanza, the San Pedro airport (BZA), which is approximately 5.2 km by road west-northwest from the Panama Mine offices. The dirt, unlighted airstrip at San Pedro is 1,400 m in length and is only suitable for short take-off and landing fixed wing aircraft or helicopter. The Nicaraguan domestic airline, La Costeña, provides service to the airport.

Mineral exploration and exploitation of mineral deposits in Nicaragua are governed by a legal framework, which includes, but is not limited to the Mining Law (Nicaragua), decree No. 119-2001, Decree No. 9-96 “Regulations to the Environmental Law”, Decree No. 20-2017 “Environmental Assessment System for Permits and Authorizations for the Sustainable Use of Natural Resources”, the Old Mining Law (Nicaragua), and Ministerial Resolutions in each case as amended, and supervised principally by the Minister of Energy and Mines.

The Hemco Property consists of two non-contiguous, irregularly shaped blocks of mining concessions comprising 22 concessions and one concession application which cover a combined area of 151,259.34 ha, which extend for approximately 70 km in an east-west direction and approximately 100 km in a north-south direction. The centre of the Hemco Property is located at approximately 1,553,116mN and 760,885mE (WGS84 Zone 16). Individual concessions expire at various times ranging from June 2027 to June 2044. Concessions that are subject to the Mining Law (Nicaragua) are renewable for an additional 25-year term. Concessions that are subject to the Old Mining Law (Nicaragua) may be entitled to be renewed. Concession holders must advance exploration and/or exploitation activities within the timelines set by applicable law and the relevant concessions, and concession holders must file with the MEM an annual report on mining activities to be performed during the year, including the project’s phases such as exploration, exploitation, processing, and commercialization. Failure to do so may result in administrative review or cancellation proceedings by the MEM. A concession may also be cancelled on the third recurrence of a serious infraction such as the extraction of minerals or substances not authorized by the MEM, providing a false declaration

for the location of landmarks in the mining concession area, or a false declaration to obtain a mining concession, the destruction or illegal modification of landmarks, the counterfeiting of registration and records of mining concessions, executing mining activities that endanger existing infrastructure, and the breach of any technical norm issued by competent authorities.

Hemco's surface rights include: owned properties totaling 1,106.1 ha, of which 628.2 ha are held pursuant to publicly registered instruments and 476.1 ha are held pursuant to unregistered instruments; possession rights agreements in respect of properties totaling 815.9 ha; and leases with the State of Nicaragua covering 808.5 ha. Such surface rights encompass the Hemco Property industrial area, administrative buildings, workshops and warehouses, camp facilities, and access portals to the underground mine, Venus and Neptune and the Pioneer Mine development area for open pit mining. Hemco also enters into temporary easements from time to time when required in connection with local exploration activities. Hemco's surface rights are sufficient to support Hemco's current infrastructure and mining operations.

On September 1, 2017, Hemco and Royal Road entered into the Royal Road Nicaragua Alliance Agreement, forming a strategic alliance to jointly explore, develop, market and exploit gold and other metal resources within their respective concessions and any additional licenses acquired in Nicaragua.

On May 31, 2023, Mineros announced that it terminated and, where applicable, settled all outstanding obligations under all of its agreements with Royal Road, effective May 29, 2023. Royal Road has relinquished its 50% joint venture interest in Caribe Exploration Target to Mineros' subsidiary Hemco, which now owns 100% of the Caribe Exploration Target. See "*General Development of the Business – Three Year History and Recent Developments – Developments – Operations – Nicaragua – Royal Road Nicaragua Alliance Agreement.*"

All of the Hemco Property concessions other than the Bonanza, Monte Fresco II, and Monte Carmelo II concessions are subject to the Mining Law (Nicaragua), and are accordingly subject to surface rights payment obligations of $12.00/ha per year and a 3% legal royalty on the gross sales price of minerals produced.

The Bonanza, Monte Fresco II, and Monte Carmelo II concessions, which are subject to the Old Mining Law (Nicaragua), are subject to surface rights payment obligations of $8.00/ha per year. Such concessions are subject to Ministerial Resolution No. 018-RN-MC-1994, which did not include the fiscal treatment of the ad valorem tax imposed under the Old Mining Law (Nicaragua). On October 3, 2012, the text was corrected by Ministerial Resolution No. 060-DM-364-2012, which fixes the ad valorem tax applicable to these concessions at 3% of the value of substances produced after beneficiation. Ministerial Resolution No. 060-DM-364-2012 has not been duly recorded on the applicable central and local public registers, and accordingly may not be enforceable.

The remaining Hemco Property concessions, which are subject to the Mining Law, are subject to surface rights payment obligations of $8.00/ha per year and a 3% legal royalty on the gross sales price of minerals produced.

The surface right payments and ad valorem tax or legal royalty paid, as applicable, are deductible expenses for income tax purposes.

Production from the Bonanza concession, including the Panama Mine and Pioneer Mine, is subject to a contractual 1% NSR royalty, and production from the Monte Carmelo II and Monte Fresco II concessions is subject to a contractual 0.5% NSR royalty, in each case payable to Auric Resources Corp. in perpetuity.

As of the date of this AIF, 11 of the concessions that constitute the Hemco Property are subject to legal proceedings for their cancellation initiated by MEM. None of the mining operations or infrastructure, deposits forming part of the Hemco Property Mineral Resources or Mineral Reserves, or exploration targets are located on the concessions that are subject to such proceedings. For further details, see *"Three Year History and Recent Developments – Developments – Corporate and Financial – Notice of Cancellation of Mining Concessions in Nicaragua".*

b. History

In 1880, the first gold deposits were discovered in the Panama district, and by 1889, underground mine production had commenced from the Constancia vein. In 1902, the Panama Mining Company started operations at the Lone Star deposit. In 1905, a cyanide plant and mill were installed in the Pis-Pis (Bonanza) region. In 1915, the Edén Mining Company, a subsidiary of the Tonopah Mining Company of Nevada, was established to work the Siempre Viva, Constancia, Lone Star, Bonanza, and Concordia mines. The Constancia Consolidated Company was established in 1916 to mine the Siempre Viva and Constancia properties, and the Nicaragua Mining Company of Philadelphia was formed in 1919 to acquire the Lone Star, Bonanza, Mars, and Concordia mines.

In the period from 1922 to 1925, the Edén Mining Company was destroyed by rebel factions involved in national political conflicts. In 1937, the mining operations resumed and were consolidated under the Neptune Gold Mining Company. Numerous vein deposits were mined including Venus, Tesoro, Culebra, Neptuno, La Mar, Neblina, Tigre Negro, Comal, Edén, Nugget, Highland Mary, Pioneer, Colorado, Porvenir, San Joaquín, San Antonio, and the La Deseada.

From 1972 to 1978, a flotation plant was operated to process lead, copper, and zinc. In 1979, the Sandinista government nationalized the mines of Nicaragua, creating the Nicaraguan Mining Institute ("**INMINE**"). In 1984, INMINE, in partnership with the nation of Bulgaria, exploited the polymetallic ores until the civil war of the 1980s disrupted operations.

In 1994, through the privatization open bidding process, Hemco, a joint venture between Hunt Exploration & Mining Company and Donald J. McGregor and Technica McGregor S.A. of Nicaragua, bought all the assets of the Bonanza, Rosita, and Siuna mines. The assets consisted of a land package, buildings, equipment and facilities, machinery, and six mining concessions granted for a 50-year term. At the time of purchase, only the Panama Mine (then referred to as the "**Bonanza Mine**") was in operation; Rosita and Siuna were inactive. A number of companies subsequently held interests in the Hemco Property prior to its acquisition by Mineros, including Greenstone Resources Ltd., Central America Gold Mine, S.A., Auric Resources Corp., and RNC Gold Inc.

In 2013, the Company acquired shares representing a 90% interest in Hemco. In October 2014, Mineros acquired shares representing an additional 5% interest in Hemco. In March 2015, Mineros transferred shares representing a 0.0025% interest in Hemco to Mercantil Colpatria, S.A., a control person of Mineros to comply with Nicaraguan corporate law which requires companies to have three shareholders in certain

circumstances. In August 2016, the Company acquired an additional 4.9975%. On January 15, 2021, the Company indirectly acquired the remaining 0.0025% interest in Hemco through its subsidiary, Mineros Aluvial, increasing the Company's beneficial interest in Hemco to 99.9975%. In 2024, Mercantil Colpatria S.A. sold its interest in Hemco to Mineros Canada Inc., a wholly-owned subsidiary of the Company.

Mineros now holds a 100% interest in Hemco through a combination of direct and indirect ownership. Mineros holds a 99.995% direct interest in Hemco. The remaining 0.005% is held equally (0.0025% each) through two wholly owned subsidiaries of Mineros: Mineros Aluvial S.A.S. BIC and Mineros Canada Inc.

On May 31, 2023, Mineros announced termination and settlement of agreements with Royal Road effective May 29, 2023. Royal Road relinquished its 50% joint venture interest in the Caribe Exploration Target to Hemco, resulting in 100% ownership by Hemco.

Formal gold production has been carried out at the Hemco Property since 1939. Informal production has likely been carried out over the past 120 years. Between 1993 and December 2025, approximately 1.88 million ounces of gold were mined from the Hemco Property through a combination of artisanal and commercial scale mining.

c. Geological Setting, Mineralization, and Deposit Type

Bonanza is part of the Bonanza-Siuna-Rosita "Mining Triangle" district, located in the eastern extension of the North Interior Highlands of northeast Nicaragua. Gold and copper mineralization of the Mining Triangle is interpreted to be related to a Late Cretaceous to Paleocene island arc.

At the Hemco Property, the majority of mineralization consists of volcanic hosted gold-silver + copper, lead, and zinc epithermal quartz veins of intermediate sulphidation type. Three groups of mineralized, northeast trending veins, called the Panama Group, Pioneer Group, and Constancia Group, respectively, occur within andesitic and agglomerate units. Each group hosts up to 70 principal veins or vein segments, which collectively define a 20 km long mineralized corridor and host the Panama gold and Pioneer gold and silver deposits. The Porvenir polymetallic deposit is hosted within adjacent volcanic rocks.

Two systems characterize the Panama deposit. A set of northeast trending veins, which are often truncated by northwest-trending structures, and a set of northwest trending veins. In general, veins within the Panama deposit consists of veins that are lensoidal to tabular in shape, and pinch and swell along strike and dip. The northeast set of veins generally dip to the northwest from 50-80°, with a strike length of less than 0.5 km to greater than 3.0 km and range in thickness from less than 0.05 m to greater than 20 m. Northwest trending veins dip either to the northeast or southwest from 60-80° and can extend greater than 3 km along strike, with a thickness ranging from less than 0.1 m to approximately 7.0 m.

The Pioneer deposit consists of four mineralized veins that are spread over a strike length of approximately 1,900 m and have a maximum depth of 250 m below surface. These veins have a northeast 45°-50° southwest striking orientation and dip to the northwest from 50°-80° with a thickness ranging from 0.5 to 6.0 m.

The Porvenir deposit consists of polymetallic mineralized veins that are spread over a strike length of approximately 2,200 m and have a maximum depth of 400 m below surface. These veins have a northeast

55°-65° southwest striking orientation and dip to the northwest from 50°-80° with a thickness ranging from 0.8 to 16.0 m.

The Leticia and San Antonio deposits are an epithermal gold-silver-zinc system located approximately 500 m northwest and 700 m southwest, respectively, of the Porvenir Project. Mineralization at both deposits is spatially related to the Porvenir polymetallic system and is hosted within similar volcanic and structural settings.

The Guillermina deposit is located four kilometres west of the Pioneer deposit and consists of a 1.8 km long and 245° azimuth vein system with gold, silver, lead, and zinc anomalies, in an assemblage of up to 20 m thick hydrothermal breccias, stockwork and veinlets, with a crustiform to colloform-banded quartz-chalcedony-adularia matrix. Galena, sphalerite, and hematite are also common in patches and bands within the breccia.

The Luna Roja Deposit is hosted within skarns associated primarily with the selective replacement of carbonate rocks of the Cretaceous Metapán Formation. The Luna Roja Deposit mineralization is hosted in red-brown-yellow garnet, magnetite and hematite skarn, green-yellow garnet-pyroxene skarn. Bleached or gray marble and hornfels also occur in the Luna Roja Deposit and several intrusive phases have been delineated. An approximately 450 m long by 80 m wide by 250 m deep mineralized ore shoot was delineated in this main part of the Luna Roja Deposit, which is open laterally toward the southeast and to depth.

The Caribe Target is an exploration target located in the vicinity of the municipality of Rosita, approximately 42 km southeast of the Panama Mine and 26 km southeast of the Luna Roja Deposit, mineralization is associated with sulphide-hydrothermal breccias. Caribe consists of one mineral concession (Rosita VI).

Alluvial gold has been identified in several rivers and alluvial flats in the Bonanza district. The only alluvial occurrence that has been evaluated is the Salto Grande hydroelectric reservoir. The dam has silted up with alluvial sediments, which are gold-bearing. Mineros has carried out sediment sampling and drilling programs. Preliminary exploration target estimates are reported in Wilson (2012).

d. Exploration

The Hemco Property, located in Nicaragua's Mining Triangle, comprises an extensive and highly prospective land package hosting multiple epithermal gold and polymetallic systems distributed across the Bonanza, Rosita, and Siuna districts. Exploration over several decades has progressively expanded geological understanding of the district and led to the discovery, delineation, and development of producing mines, advanced-stage deposits, and numerous exploration targets.

The Bonanza District is the most advanced area and includes the producing Panama Mine and Pioneer Mine, the Bonanza Block corridor, and a growing polymetallic district centred on the Porvenir Project. Gold mineralization at the Panama Mine and Pioneer Mine is associated with structurally controlled quartz vein systems typical of epithermal deposits. The Bonanza Block represents extensions of these mineralized trends beyond current mine footprints.

The polymetallic district includes Porvenir Project (pre-development stage) and Guillermina, Leticia, and San Antonio (advanced exploration stage). These deposits share geological characteristics consistent with

intermediate-sulphidation gold–silver–zinc systems. The Porvenir Project is the most advanced deposit and is being evaluated as a potential development hub for nearby satellite deposits. Guillermina, Leticia and San Antonio have defined Mineral Resources, while several additional targets remain at an earlier evaluation stage.

The Rosita District hosts both epithermal and skarn-style gold systems. The Luna Roja deposit represents an advanced stage skarn-hosted gold system, while additional targets remain conceptual and reflect structural and lithological controls similar to other deposits in the region.

The Siuna District is at an early stage of exploration. It contains epithermal-style quartz vein and breccia systems identified through historical mining and surface work and represents longer-term exploration potential.

Regionally, exploration targeting integrates structural interpretation, alteration mapping, geophysical data, and field validation to support district-scale opportunity generation. The property benefits from extensive historical mining and ongoing artisanal activity, which provide valuable geological exposure and assist in target identification.

In addition, several vein and structurally controlled mineralized zones identified through historical artisanal workings have been evaluated as conceptual exploration targets. These targets are supported by geological mapping, geochemical sampling, and limited drilling, but further exploration is required to establish continuity and define Mineral Resources.

Overall, the Hemco Property represents a mature exploration portfolio with opportunities ranging from near-mine resource expansion to district-scale polymetallic development.

On September 1, 2017, Hemco and Royal Road entered into the Royal Road Nicaragua Alliance Agreement, forming a strategic alliance to jointly explore, develop, market and exploit gold and other metal resources within their respective concessions and any additional licenses acquired in Nicaragua.

On May 31, 2023, Mineros announced that it terminated and, where applicable, settled all outstanding obligations under all of its agreements with Royal Road, effective May 29, 2023. See *“General Development of the Business – Three Year History and Recent Developments – Developments – Operations – Nicaragua – Royal Road Nicaragua Alliance Agreement.”*

The Company is planning a 75,400 metres program at Hemco in 2026, with an estimated budget of $11.0 million. The program is predominantly focused on near mine, brownfield targets around existing operations and growth projects, including work at and near Porvenir, while increasing greenfield exploration across the under-explored “Mining Triangle” district. For the 2025 Exploration drilling program see “*Mineral Properties – Growth Projects and Exploration Targets – Hemco Property, Nicaragua*”.

e. Drilling

A total of 5,223 surface diamond drill holes totaling 806,783 m have been completed at the Hemco Property from 1954 to year end 2025. Drilling data is currently hosted in Datamine’s Fusion databases for the Panama and Pioneer near-mine deposits, as well as for the Porvenir, San Antonio, Leticia, Guillermina, and

Luna Roja advanced-stage exploration projects. Additionally, this includes data for artisanal deposits and greenfield targets. Channel sampling data for the Panama Mine and Pioneer Mine is integrated into an SQL database.

Between 2011 and 2025, Mineros has carried out diamond drilling for exploration and definition of Mineral Resources using surface drill rigs; KD1000 and KD-600, and underground rigs; UG2000, Gopher, and HC2000. Hemco owns 8 rigs focused on infill and near- mine exploration. All the greenfield exploration drilling is carried out through drilling contractors.

In 2025, a total of 170 diamond drill holes comprising 33,396 metres were completed as part of the near-mine exploration program. The primary objective of this campaign was to support the expansion and conversion of Mineral Resources and Mineral Reserves at the Panama Mine and the Pioneer Mine.

The brownfield exploration program in 2025 consisted of 25 diamond drill holes totaling 6,342 metres. Drilling activities were focused on two priority brownfield targets, Cleopatra and Orpheus, with the objective of further delineating and expanding known mineralized zones.

At the Guillermina Deposit, 17 diamond drill holes totaling 3,362 metres were completed in 2025. At the Leticia Deposit, nine diamond drill holes totaling 2,574 metres were completed during the year. These advanced-stage greenfield programs were designed to support resource delineation and improve geological confidence within these emerging deposits.

A total of 35 diamond drill holes totaling 6,541 metres were completed in 2025 as part of the early-stage greenfield exploration program. This campaign focused on reconnaissance drilling to evaluate the continuity and potential extent of mineralization. Drilling was conducted at the Constancia-Cottam, PisPis, Experiencia, and Caballo Loco targets.

f. Sampling, Analysis, and Data Verification

Mineros follows conventional, industry standard practices for geologic and engineering data acquisition and sampling. Drill core is logged manually for geotechnical data and geology. Core sampling is guided by lithology (i.e. quartz morphology, alteration style, and sulphide content).

Diamond drill core samples are selected by geologists on site; sample intervals are typically one metre in length, ranging from a minimum of 0.2 m to a maximum of two metres. HQ-diameter diamond drill core to be sampled is cut in half lengthwise, with one half of the core stored on site in wooden core boxes and the other half packed by Mineros geologists in plastic bags with tamper-proof seals, with a chain of custody procedure for delivery to ALS Peru S.A. ("**ALS**") at its Managua, Nicaragua laboratory for sample preparation. Mineros used Bureau Veritas Minerals ("**BVM**") in Canada as its primary laboratory until March 2023 and ALS, in Lima, Peru, thereafter.

Initially, the samples were sent for sample preparation with a chain of custody procedures for delivery to BVM. Sample preparation was carried out following the PREP70-250 package (crushing of the entire sample to ≥70% passing a 2-mm mesh, pulverization of 250 g to ≥ 85% passing a 75 µm sieve). Samples

were shipped to the BVM laboratory in Vancouver, Canada, for geochemical analysis. BVM is independent of Mineros.

BVM is accredited to ISO/IEC 17025:2017 by the Standards Council of Canada ("**SCC**"). Samples, standards, duplicates, and blanks are analyzed for gold using a standard fire assay method (30 g aliquot) and atomic absorption finish ("**AAS**"). Those over 10 ppm are reanalyzed by 30 g fire assay with gravimetric finish. All samples are analyzed for a 37-element suite, run with an aqua regia digestion and an inductively coupled plasma emission spectroscopy/mass spectrometry (ICP-ES/MS) finish.

As of April 2023, the samples were sent for sample preparation, with a chain of custody procedure, to ALS in Managua, Nicaragua, for preparation, and subsequently to ALS in Lima, Peru, for geochemical analysis. Sample preparation is carried out following the PREP31 package (crushing the entire sample to ≥70% passing a 2-mm mesh, pulverizing 250 g to ≥85% passing a 75 µm sieve). ALS is accredited to ISO/IEC 17025:2017 by the SCC with a validation date until March 1, 2029 and is independent of Mineros.

Samples, standards, duplicates, and blanks are analyzed for gold using a standard fire assay method (30 g aliquot) and AAS. Assays over 10 ppm are reanalyzed by 30 g fire assay with gravimetric finish. All samples are analyzed for a 51-element suite, using aqua regia digestion and an ICP-ES/MS finish.
All coarse rejects and pulps from both laboratories were returned and stored by Mineros in a secure warehouse at the Hemco Property facility. Five percent of pulps are sent to a secondary laboratory and analyzed using methods analogous to those at the primary laboratory.

QA/QC procedures were implemented to monitor data quality and verify the reliability of assay results used in Mineral Resource estimation. The program includes the routine insertion of certified reference materials (CRM), fine blanks (FB), coarse blanks (CB), twin samples from split core (TW), field duplicates from channels, trenches, and outcrops (FD), coarse reject duplicates (CD), and pulp duplicates (PD). Approximately 5% of prepared pulps were submitted to a secondary laboratory for check assays (CA) using methods comparable to those applied by the primary laboratory.

Prior to 2019, the Panama deposit exhibited a low QA/QC insertion rate of approximately 0.5%. This was corrected during the 2019 drilling campaign, and current insertion rates range from approximately 15% to 20% across deposits, consistent with industry practice.

Assay certificates are emailed to the Mineros database management in Medellín, Colombia, by ALS and subsequently emailed to appropriate Mineros employees. Certificates are reviewed and filed by the Leader of the database in Medellín, Colombia, prior to incorporation into the master assay database.

To determine material densities, drill core samples were analyzed using the wax coating water immersion method. Each rock or drill core sample was first weighed in air and then submerged in a container of water. The mass of the immersed sample was measured to calculate its specific gravity (SG). Bulk density data were compiled from multiple deposits and projects using both independent certified laboratories like SGS, ALS and BVM, additionally internal facilities.

Database management for the Hemco Property is carried out by the Hemco Project Geologist and a GIS Geologist, with day-to-day data entry conducted by an on-site geologist. Geological logging is completed digitally using hand-held devices and uploaded to Datamine Fusion (Datamine's GDMS). Drill hole

databases for Porvenir, Pioneer, Greenfield, Leticia, and San Antonio were migrated from Microsoft Excel to Datamine's Fusion in 2015, with artisanal area data migrated in 2017 and the Panama database has been integrated into Fusion since 2021. Data migration was verified through a series of validation checks. SQL database for the channel of Panama and Pioneer deposits.

Mineros utilized validation features of MS Excel, GDMS Fusion, Isatis, and Leapfrog Geo's to identify errors or potential issues in the drill hole database.

Since the end of 2021, when the Hemco Assay Laboratory, previously located in the Hemco Plant area, was deactivated, artisanal mining samples, exploration samples (channel, trench, and hand samples), production samples from the mines, and samples from the processing plant, including cyanide solutions and doré, have been prepared and analyzed at the Hemco internal laboratory (Hemco laboratory), located in the main office zone. The Hemco laboratory is not independent and is not accredited. Its results are used for operational purposes only.

g. Mineral Processing and Metallurgical Testing

The Hemco Property process area comprises three processing plants: the Hemco Plant, the La Curva Plant, and the Vesmisa Plant. The Hemco Plant treats underground and artisanal feeds, and also reprocesses tailings generated from the La Curva Plant. The La Curva Plant and Vesmisa Plant exclusively treat artisanally mined material.

The Vesmisa Plant has a similar flow sheet to that of the Hemco Plant, using whole ore cyanidation, and producing doré bars. The La Curva Plant produces flotation and gravity concentrates, which are sent to Hemco for treatment in an intensive leach reactor (ILR) Solution grades and volumes are carefully measured as part of the QA/QC program, which is particularly important given the variable nature of the artisanal feed input. A separate dedicated QA/QC department is in place responsible for sampling, analysis, and reporting for all three plants. This department also conducts metallurgical test work on plant feed materials to assess the amenability of various feedstocks to treatment and recovery. All the analysis are completed at the Hemco Laboratory.

The artisanal feed is transported to the Hemco Property by trucks, which are weighed on arrival and departure, and each truck load is placed separately on a designated pad. Samples are collected from each truck load and sent to a sampling plant for analysis. Following analysis of the sample and agreement between both Mineros and the artisanal miner on the sample grade of the sample, the material is taken from the pad and added to the plant feed stockpile. If an agreement on grade is not reached on sample grade, then the artisanal miner removes their material ore from the pad, a process which that typically takes approximately three days. More than 50% of the ore being milled at the Hemco Plant and 100% of the ore being milled at the Vesmisa and La Curva plants is purchased from artisanal mining cooperatives under contractual agreements.

Metallurgical development for the Porvenir Project has been consolidated through test programs conducted between 2020 and 2025. These phases allowed for the technical validation of the so-called "Route 2: Cu-Pb flotation, cyanidation, and Zn flotation" as the optimal processing flowsheet, replacing the whole ore cyanidation method originally considered in previous studies. Route 2 produces a Cu-Pb concentrate with gold and silver credits, a gold-rich cyanidation solution for further recovery, and a zinc concentrate with silver credits. Additionally, metallurgical testing has also identified important variability among different

geological domains, including materially higher levels of impurities in certain areas, which may result in smelter penalties for concentrate products. A geometallurgical model was developed to support a practical implementation of the metal plan within the block model at the resource and reserve stages. The metal plan, a robust representation of metallurgical test work, was used for final production calculations.

h. Mineral Resource and Mineral Reserve Estimates

For Mineral Resource and Mineral Reserve estimates for the Hemco Property as at December 31, 2025, see "*Mineral Properties – Mineral Resources and Mineral Reserves*".

Material within 10 m of the topographic surface has been excluded from the Pioneer, Guillermina, Leticia, and San Antonio Mineral Resources to allow for artisanal mining. At Porvenir, a crown pillar has been included in the designs to isolate developed artisanal mining from industrial Mineral Reserves. The Mineral Resource estimates for the Hemco Property utilized conventional block model methods for Panama , Pioneer, Porvenir, Luna Roja , Guillermina, Leticia, and San Antonio. All of the deposits are primarily gold deposits, with or without minor silver, except for Porvenir, Guillermina, Leticia, and San Antonio, for which gold, silver, zinc, and copper have reasonable expectations for eventual economic extraction. Parts of the Panama, Pioneer, and Porvenir Mineral Resources have been converted to Mineral Reserves. Mineral Resources are reported outside of mined-out areas, and design shapes are used to report Mineral Reserves.

Most of the wireframes and block estimates were completed in Leapfrog Edge software using Inverse Distance raised to the second or third exponent (ID2 or ID3). Blocks were classified as Measured, Indicated, and Inferred using distance-based criteria in conjunction with grade continuity and vein thickness. The Panama deposit resource models are in feet, except for Cleopatra, Tigre Blanco, and Independencia, which are in metres.

There are no open pits in the current mine plan; however, the Hemco Property Mineral Resource estimate includes open pit material at the Luna Roja Deposit. The open pit material was reported at a cut-off grade of 0.80 g/t Au. All other Mineral Resources are based on an underground mining scenario and are reported within underground reporting shapes using cut-off grades corresponding to the underground mining methods used, except for Pillar Recovery areas which are reported at a 3.0 g/t Au block cut-off.

The Mineral Reserves estimates for the Hemco Property include the Panama Mine, the Pioneer Mine, and the Porvenir Project. There are gold Mineral Reserves in the Panama and Pioneer mines and gold, silver, copper and zinc Mineral Reserves in the Porvenir Project. The Panama and Pioneer mines are the only producing mines within the Hemco Property. Mineros also indirectly manages and processes substantial artisanal production, which is not part of Mineral Reserves estimates.

The Panama Mine was acquired by Mineros in 2013 and has steadily increased production over the years, doubling ore production in 2020. While small open pits have supplemented production in the past, these have been exhausted and all current mining operations are sourced from underground. The Panama Mine exploits the Elefante, Cruzada, Toboba Grande, Tesoro, Neblina, Pluto, Neptuno, Eloisa, Foundling, Patricia, and Capitán veins.

Mineros has also implemented contractual agreements with independent groups of miners to mine historical pillars from previous mining activities at the Panama Mine. All the material mined under these arrangements is sold to Mineros for processing at the Hemco Plant.

The Pioneer Mine is located 5.5 km from the Panama Mine and Hemco Plant. Production from the Pioneer Mine commenced in 2021. The Pioneer Mine intersects a cluster of six veins, namely Lone Star, Pioneer, Pioneer 3, Pioneer NE Extension, Santo Grial, and La Reforma.

Historical mining at the Panama Mine has primarily used conventional shrinkage stoping mining method, however, over the past several years Mineros has incorporated mechanized sub-level open stoping (SLOS) and bench and fill (BAF) at several of the veins in production. Shrinkage stoping will be used mainly in areas where vein widths are less than 1.50 m and mechanized mining methods will be used for wider vein structures. Similar to Panama, the Pioneer Mine employs shrinkage, SLOS, and BAF mining methods.

The Porvenir Project is located approximately 10.5 km from the Hemco Plant. The Project has been the subject of technical studies culminating in the 2022 PFS completed by BISA. BISA has completed an updated PFS in 2025 considering a different processing flowsheet that will produce a copper concentrate, a zinc concentrate, and gold and silver doré bars as saleable products. The updated PFS study forms the basis of the Mineral Reserve estimates. Porvenir will operate as a separate underground mine with a separate processing plant, tailings facility, and support infrastructure.

Mineral Reserves have been estimated for the Real McKoy and two groups of sub-parallel veins, Porvenir Norte and Porvenir Sur. Mining is planned to be mechanized using bench and fill and long hole stoping methods. The Porvenir Mine will operate as a separate underground mine with a separate processing plant, tailings facility, and support infrastructure.

In addition to planned production from the Porvenir Project, pursuant to the Bonanza Model, the Company intends to continue producing mineralized material mined by artisanal mining collectives at the Hemco Property. Purchases of mineralized material under the Bonanza Model are expected to continue consistent with historical levels even though they are not included in the life of mine plan and cash flow model contained in the Hemco Technical Report.

Since 2023, Hemco mine plan has included underground mining only. In the past, plant feed has also been sourced from small open pits at the Panama Mine. Artisanal production, which has been excluded from the Mineral Reserves, has supplied a large portion of the ore processed currently. Historically, 40% to 50% of the ore processed by the Hemco Plant has come from artisanal miners.

Factors which may affect the Mineral Resource and Mineral Reserve estimates include: dilution and mining recovery, metal prices, refining and shipping terms, metallurgical performance, geotechnical characteristics of the rock mass, capital and operating cost estimates, and the likelihood of obtaining land title, required permits and environmental, social and legal licenses. To the extent such factors are within the control of, or capable of influence, by the Company, these factors are managed through industry accepted practices and procedures and well as maintaining an engaged and constructive dialogue with the local communities and government authorities.

i. Mining Operations

Hemco is actively mining and producing from both the Panama Mine and the Pioneer Mine. The Porvenir Project is a separate mining project located approximately 14 km from the Hemco Plant.

The Panama Mine is an underground operation comprised of the extraction of several veins, accessed by an adit. Workings are generally 1,300 m along the adits into the Panama Mine and range from immediately below surface level to 250 m in depth. The Panama Mine is accessed by a portal and ramp on the 850 Level. Production ore is transferred to ore chutes or truck loading stations where it is loaded onto 20 t trucks, then transported to the surface and fed to the Hemco Plant. The main haul level to surface is located on the 850 Level.

The Panama Mine employs a combination of mechanized and conventional exploitation methods. The SLOS method is utilized for the Pluto SW, Neblina Main, Cruzada, Patricia, and Capitán veins, representing uses for the Pluto SW, Neblina Main, Cruzada, Patricia, and Capitán veins, which together represent 35% of the reserves. Meanwhile, the BAF method is applied to the Elefante vein, accounting for 16% of the total reserve tonnage. The remaining 48% of the operation is exploited using shrinkage stoping in the Capitán, Eloísa, Founding, Neblina, Neblina SW, Neptuno, and Tesoro veins.

The Pioneer Mine consists of six mineralized veins that are spread over a strike length of approximately 1.9 km and have a maximum depth of 350 m below surface. The Pioneer Mine is currently accessed via a single portal and ramp located north of the Lone Star vein.

The production approach at the Pioneer Mine is consistent with the exploitation methods implemented at the Panama Mine, utilizing a combination of mechanized systems (BAF and SLOS) and conventional methods (shrinkage stoping). The mechanized BAF method will be specifically applied to the La Reforma vein, with stope exploitation scheduled to begin in the first quarter of 2026; this area represents 61% of the Pioneer Mine's total reserves. The SLOS method accounts for 4% of Pioneer's reserves and is used for mining remnant blocks in the Lone Star, Pioneer NEext, and Santo Grial veins. Shrinkage stoping is implemented in narrow veins or narrow vein segments for production in the upper levels in Pioneer, Pioneer 3, Pioneer NEext, and Santo Grial veins, representing 35% of the mine's reserves.

Currently, the Panama Mine operates a fleet of heavy equipment. This equipment includes jumbo drills for development, longhole drilling, and ground support; a rock scaling equipment; low-profile loaders (LHDs); and dump trucks for hauling ore and waste rock out of the mine.

Some of Pioneer's equipment is supplied by contractors. It is anticipated that, over the mine's life, a maximum of two skid steer loaders, two low-profile development loaders, two low-profile production loaders, two development and longhole drilling rigs, one ground support equipment, one rock scaling rig, and four to five trucks for hauling ore and waste rock will be required.

Mine water is circulated, collected, and treated through a series of pipes, pumping, and treatment systems. Various collecting dams and distribution dams exist to enable the effective working of the system.

A LOM plan and production schedule were prepared based on the underground mine designs and Mineral Reserve estimates. The Mineral Reserve estimates for Panama and Pioneer mines support a 6.5-year production schedule extending through the third quarter (Q3) of 2032. The LOM plan was generated based

on productivity data from the Panama and Pioneer operations. A combined production rate of 500 tpd is projected for the year 2026, with a gradual increase to 970 tpd for the year 2028, considering both Panama and Pioneer. The constrained production rate in 2026 is attributable to the higher proportion of artisanal feed processed at the Hemco plant. Production increases through 2028 are projected in line with the Hemco plant expansion.

The Porvenir Project will be a stand-alone mining operation with its own processing plant and infrastructure. BISA was engaged to prepare an updated PFS study with optimized planning and cost estimation. The deposit is able to support a production rate of 2,000 tpd and mining plans are based upon underground trackless mechanized mining and truck haulage from the mine to a plant to be built at Porvenir. Following Mineros practice at the other Hemco mines, mine development, drilling, blasting, loading, and haulage will be done by contractors.

The general design approach of the Porvenir mine consists of two main accesses in the Real Mckoy area through portal 385 and in the Porvenir Norte area through portal 345, which are both connected to a system of declines and lateral drifts to access the mining areas. The Porvenir Sur zone will be accessed from the Real McKoy zone and portal while Porvenir Norte will be accessed from both portals.

The estimated Mineral Reserves at the Porvenir Project support a LOM of 9.2 years at a peak production rate of 2,000 tpd. The LOM plan focuses on minimizing upfront capital expenditure without adversely affecting initial cash flow. To achieve this the mine plan includes a six month progressive ramp up period, where production achieves 2,000 tpd in the first year. Underground development will commence two years prior to the start of production mining and will be considered as capital development.

The combined life of mine plan as of December 31, 2025, is approximately 14 years, considering the production schedule of the Mineral Reserves from 2026 to 2032, combining production at the Panama and the Pioneer mines, and from 2028 to 2039 at the Porvenir Project, including underground development early start .

j. Processing and Recovery Operations

The Hemco Property process area in operation is composed of three processing plants: the Hemco Plant, the La Curva Plant, and the Vesmisa Plant. Overall recovery for the Hemco Plant in 2025 was 89.4% gold, while overall recovery from all three processing plants was 88.3% gold. Throughput has increased over time, and ongoing optimization projects are continuing.

Prior to 2011, the Hemco Plant had a rated capacity of 750 tpd, which, through various upgrades and changes in operating procedures, has since increased to the current 2,000 tpd. The Company is upgrading the Hemco Plant to increase capacity to 2,200 tpd. The milling process consists of the three crushing stages, two stages of grinding, a primary thickener, an agitated cyanide leach stage comprising eight agitated leach tanks, a Counter Current Decantation area comprised of eight thickeners with solutions running counter current to slurry, a Merrill-Crowe process for treating the gold bearing or pregnant solution (precipitation), smelting of the Merrill-Crowe precipitate, to recover doré (silver and gold), at a silver to gold ratio of 3 for 2025. The tailings are pumped to the new San José tailings area primarily using two 100 m^3/h positive displacement pumps and independent tailings pipelines.

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In December 2010, Hemco commissioned the Vesmisa Plant, located approximately five kilometres southwest of the existing Hemco Plant. The Vesmisa Plant has a capacity of up to 140 tpd of artisanal ore and consists of crushing, grinding, alkaline agitation cyanide leaching, Merrill-Crowe, and refining. Tailings are dewatered with a drum filter to recover cyanide solution. The filter cake is slurried and pumped to the tailings impoundment area. The Vesmisa Plant has its own truck scale and assay laboratory for weighing and assaying all artisanal miner ore. The Vesmisa laboratory has one jaw crusher, two shaking machines, 12 pulverizers, and two electric furnaces.

In third quarter of 2025, Hemco changed the operating strategy at the Vesmisa Plant. The plant now operates in batch mode to increase residence time and improve gold recoveries from high-grade material. High-grade artisanal ore is stockpiled separately and selectively processed selectively at the Vesmisa Plant. Previously, the plant operated continuously at approximately 140 tpd; under the current strategy, throughput averages about 250 tonnes per week and is focused on material grading in excess of 30 g/t Au.

The La Curva Plant has a capacity of 100 tpd and is operated to produce only a gravity and flotation concentrate from artisanal ore feed. The La Curva Plant consists of crushing, grinding, gravity recovery and flotation and thickening unit operations. The concentrates are sent to the Hemco Plant for further processing. Tailings from the La Curva Plant are trucked and re-processed at the Hemco Plant at a rate of 100 tpd.

Based on the metallurgical test program completed to date, the Porvenir process flowsheet has been updated by considering conventional technologies for flotation of Cu-Pb and Zn concentrates as well as doré through a Merrill-Crowe Circuit. The material from the Porvenir underground mine will be treated in a 2,000 tpd plant by cyanidation and flotation under several unit operations. The simplified process flowsheet includes the following major unit operations: Ore Handling, Crushing and Grinding, Cu-Pb Flotation, Cyanidation, Zinc Flotation, Thickening and Filtration, Merrill Crowe, Cyanide Destruction and Tailings Treatment, Reagent Preparation, and Water Management. The process tailings will be treated via a cyanide destruction step before being sent to the Porvenir tailings dam for disposal.

A total of $2.7 million was spent between 2020 and 2021 to construct the Hemco laboratory in the main office zone. The previous internal laboratory, located in the Hemco Plant area, had a processing capacity of 500 samples per day. The new laboratory increased this capacity to 800 samples per day.

Total production (from Mineral Reserves and from artisanal sources) has exceeded 120,000 oz Au per year since 2019 achieving approximately 131koz production in 2025.

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Description	Unit	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
Tonnes Processed	t	471,859	542,524	634,062	632,986	649,805	700,048	715,792	716,257	678,798	737,146	712,505
Daily Tonnage	t/cal. day	1,293.00	1,486.00	1,737.00	1,734.00	1,780.00	1,913.00	1,961.00	1,952.00	1,870.00	1,998.00	1,957.00
Head Grade	g/t Au	5.34	5.29	5.62	6.04	6.93	6.15	6.34	6.49	6.60	6.32	6.56
Recovery	% Au	85.98	89.84	88.63	88.48	88.20	88.90	88.50	89.30	88.10	88.00	88.30
Poured Gold	oz Au	69,681	82,903	101,554	108,689	127,643	123,029	129,137	133,482	126,898	131,749	132,677
Poured Silver	oz Ag	108,160	209,315	230,763	194,401	243,851	246,550	373,046	350,889	616,833	729,442	412,068
Silver to Gold Ratio	Ag:Au	1.55	2.52	2.27	1.79	1.91	2.00	2.89	2.63	4.86	5.54	3.11

Process results from the individual plants for 2025 are shown below:

Processing Plant	Tonnes Processed (t)	Daily Tonnage (t/cal.day)	Head Grade (g/t Au)	Recovery (% Au)	Poured Metal		Silver to Gold Ratio (Ag:Au)
					(oz Au)	(oz Ag)	
Hemco	650,201	1,786	6.09	89.4	113,702	350,426	3.1
Vesmisa	29,012	80	12.53	89.7	10,483	53,780	5.1
La Curva	33,293	91	10.69	74.2	8,492	7,862	0.9

k. Infrastructure, Permitting, and Compliance Activities

The Hemco Property infrastructure is well developed and includes the following:

- Panama Mine and Pioneer Mine facilities.
- An adit to access mining areas at the Panama Mine.
- Three processing plants, with Hemco treating underground, artisanal feeds and tailings reprocessing from La Curva Plant, and La Curva and Vesmisa treating artisanally mined material only.
- Power supply from the Company's own integrated power generation and distribution system supplying the Hemco Property. Power is sourced from: hydroelectric generation (installed capacity 6 MW), diesel generation (combined capacity approximately 11.9 MW), and purchased power from the commercial network (currently capped at 1.2 MW). Average annual energy demand during 2025 was 7.2 MW.
- Roads to the Company's facilities including the hydro-electric facilities and open pits totaling approximately 50 km.
- Potable water supply from the Neblina reservoir, located in the La Mars gallery, captures approximately 300 m^3/d of which 20 m^3/d is potable.
- Maintenance shops, including: (i) an automotive workshop for maintenance of the diesel and gasoline equipment, as well as welding, electrical repair, tire repair, bodywork, and painting; (ii) an industrial workshop for maintenance of the underground equipment, the water-driven turbines of the hydroelectric power generators, and water pumps; (iii) an electrical workshop for maintenance

of all electrical equipment for the process plant and other facilities; (iv) a mine maintenance workshop for repair and maintenance of the electric underground locomotives; and (v) a carpentry workshop for the construction and repair of wooden structures.

- Sewage treatment system designed to treat flows generated by approximately 600 site personnel, and the Wastuná Sanitary (Waste Management) Complex to manage solid waste.
- Approved powder magazine.
- 25,000 m^2 of warehousing and inventory storage, an on-site medical clinic, dining hall, a single employee residence with six rooms, 13 employee houses, a 495 m^2 administration building, and a 315 m^2 engineering office.
- Landline communications, cell phone service, and high speed internet access. Portable radios are also used throughout the mine.
- An approved fuel storage facility at the mine holds 27,368 gallons of diesel fuel.
- Cyanide storage facility.
- Sample analysis laboratory.
- An automated sampling plant used to sample ore from artisanal mining operations prior to being sent to the assay laboratory. The sampling plant can accommodate approximately 100 trucks per day (eight working hours) and consists of four sampling stations.
- The Porvenir PFS includes provisions for the following infrastructure development for the project:
    - Electrical power will be supplied to Porvenir from the local distribution line at 24.9 kV and distributed from a 24.9/4.16 kV main transformer as required on the project. Backup generators to supply critical plant loads will be included in the system; similarly, two backup generators will be installed to supply mine power as needed.
    - Fresh water will be taken from a catchment point on the Waspanona River or the El Limon River. Water will be purified at the camp while process water will be taken directly to the plant.
    - A personnel camp made up of the accommodation area, which has a capacity for 132 people, and one-story staff category module for 12 people, a two-story supervisor module for 24 people and 2 two-story contractor modules for 48 people.
    - A new tailings storage facility ("**TSF**") located to the southeast of the plant location at an elevation of 454 m. The TSF will have the capacity to store 6.99 Mt (4.51 Mm^3), which is considered sufficient for the Porvenir Project life. Clean water diversion and contact water collection systems will be constructed to minimize impacts to surface waters.

The Rosita Transmission Line project, originally initiated in 2019 to optimize operating costs and reduce environmental impacts, was reactivated in 2021 following a 10 MW (24.9 kV) supply agreement with the MEM. The scope of work includes a connection to the national grid at Rosita, a 30 km transmission line, and a substation in Bonanza. After overcoming permitting delays due to socio-political factors, the project is progressing through planning, environmental assessment, and engineering stages, with completion expected before 2028. This timeline is strategic to enable the subsequent extension of the transmission line from Bonanza to the Porvenir Mine, meeting the projected increase in energy requirements for the operation.

For Porvenir, approximately 4 km of access roads plus an additional 5 km of perimeter roads and 6 km of secondary roads will be constructed. The terrain in the area has led to design road cuts up to 25 m high and a net 228,000 m^3 spoil surplus from road construction.

Electrical power will be supplied to the Porvenir Project from the local distribution line at 34.5 kV and will be converted to 13.8 kV and 4.2 kV via a main transformer for distribution to surface infrastructure and the underground mine respectively. Backup generators to supply critical plant loads will be included in the system; similarly two backup generators will be installed to supply mine power as needed. Additionally there is a project underway, the Rosita Line, to allow interconnection with the 138 kV national grid system from Rosita via Bonanza. This project includes a connection to the national grid, 32 km transmission line to Bonanza, and then an 8 km interconnection line to Porvenir.

The Hemco camp will be used as primary accommodation for personnel on rotation. Private hotels in the municipality will be used to supplement any additional demand that cannot be covered by the Hemco camp. The Porvenir site will have a contractor's camp during the construction period which could be re-purposed thereafter if needed.

The process plant will source industrial water from the Waspanona Stream through a dedicated intake, classified as non-potable industrial use, while an 80 m deep well will supply potable and general-use water for the site, with treatment systems in place for both supply and domestic effluent. Water from the tailings storage facility, including rainfall and process water, will be recycled back into the plant, while excess water will be treated at the industrial wastewater treatment plant (PTARI) before discharge. The PTARI will also include a module to treat acid mine drainage generated during underground mine development.

The evaluation, control, and monitoring of environmental legal obligations in Nicaragua is carried out by MARENA and SERENA. The environmental assessment system in Nicaragua, establishes five categories of activities requiring an Environmental Permit from MARENA. Activities at the Hemco Property require Category II, III and IV Environmental Permits.

As of December 2025, Hemco operated under a total of 108 environmental permits reflecting the addition of five permits and closure of two permits during the year, as noted below.

- three new forest permits (Special Forest Management Plans).
- one new supply chain authorization (Salto Grande Hydroelectric Project).
- one new operations permit (Rosita Mineral Stockyard).
- one closed processing permit (chemical management in the laboratory and plant).
- one closed supply chain permit (environmental certificate for fuel tank closure).

Hemco has a comprehensive and effective Corporate Social Responsibility Plan and various subsidiary strategic plans (e.g., the Plan for Urban Development and Developments, the Bonanza Model, Ordnance Plan for Artisanal Mining, etc.), policies and procedures that encompass all aspects of corporate governance in regard to federal, regional and local interactions and initiatives with the full range of stakeholders including: individual inhabitants; rural and urban communities; individual, small scale, and collective artisanal miners; and regional and federal institutions and services. Hemco and Mineros develop and monitor strategic and annual plans and have a proven record of positive contribution and enhancements.

For the Porvenir Project, environmental management will be carried out in accordance with existing Hemco corporate EMPs. If any new requirements are identified as the project evolves, additional EMPs would be developed as appropriate. Activities to date have been carried out under an exploration permit. Applications

for construction, mining, milling, and other project related permits are being made as the project moves through the environmental assessment process and as feasibility and engineering designs allow. To date a total of 15 permits or authorizations have been granted and are currently in place.

Mineros has put in place financial provisions for future expenses related to the closing of its operations. The Hemco Property closure plan was last updated in December of 2025 by Knight Piésold Consulting. A total of $52,919,495 (including a 30% contingency) has been allocated to the progressive and final closure of the Hemco operations. For the purposes of year-end cash flow modeling of Hemco's exploitation of Mineral Reserves only (excluding closure liabilities associated with BMP production, being the Vesmisa Plant, the La Curva Plant, and a proportionate share of the Hemco Plant corresponding to its contribution to processing of BMP material), the closure liabilities for the "Hemco Reserves only" operations between years 2026 and 2044 are estimated at $31,330,089. A total of $33,390,948 (including a 25% contingency) has been estimated for the final closure of the Porvenir Project to ensure that the site is returned to a stable and safe condition for future land use. The closure plan includes funds for environmental restoration and monitoring, while no funds are included for post-closure social programs.

I. Production, Capital, and Operating Costs

The Panama Mine and Pioneer Mine contain gold Mineral Reserves, while the Porvenir deposit contains gold, silver, and zinc Mineral Reserves. Mineral Resources were not estimated for artisanal mining; therefore, no Mineral Reserves are reported for artisanal operations.

Although a large proportion of the ore processed by Mineros at its Hemco Property is supplied by artisanal miners, the economic analysis is completed only for Mineral Reserves from the Pioneer and Panama mines as of December 31, 2025. All capital and operating cost for the Panama and Pioneer combined LOM scenario occur between 2026 and 2032, they are calculated proportionally without taking into account the mineral supplied by artisanal miners. The capital and operating cost estimates were prepared based on the 2025 Budget and these costs are aligned with the end-of-year 2025 actuals.

Although a 2,200 tpd expansion of the Hemco Plant is mentioned, no growth capital is included because the reserve case—based only on Mineral Reserves—requires throughput below current installed capacity. Existing infrastructure is sufficient, and the higher capacity reflects additional feed sources (artisanal material and La Curva tailings) that are not part of the reserve case.

Sustaining capital costs are estimated to be approximately $80 million including ramp and horizontal development, equipment replacement, equipment leasing, and mine capital projects.

Mine closure costs for the LOM scenario for year-end 2025 Mineral Reserves are based on the updated Hemco Mine Closure Plan from the year 2025. The total closure plan is estimated to be $31.3 million. For the purposes of Mineral Reserves cash flow modeling, only the portion of closure liabilities directly attributable to the Mineral Reserves is considered. As a result, liabilities related to Vesmisa and La Curva are excluded, and only a proportional share of Hemco-related closure costs is included.

The operating cost estimates for Mineros' Panama Mine and Pioneer Mine underground operations are reported for the following cost segments: underground mining costs, processing costs, and support and general and administrative costs.

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Underground mine operating costs are based on the three mining methods (Shrinkage, SLOS and bench and fill) that will be used for the exploitation of Panama Mine and Pioneer Mine underground operations. Total life of mine mining costs are estimated to average $44.51 per tonne. Processing operating costs are based on Hemco Plant costs as per recent mine performance for year of 2025. Total life of mine processing operating costs are estimated to average $45.27 per tonne milled. Support and G&A costs include costs for administrative labour for the mine, plant, and pillar recoveries, and support services for the mine and plant areas, such as accounting, logistics, insurance, security services, clinic, environmental, and CSR. The LOM average Support and G&A costs are estimated at approximately $31.03 per tonne milled.

The operating costs to mine and process an estimated 2,005 kt ore over the LOM total $242 million, representing $120.81 per tonne milled

A summary of the LOM sustaining capital costs for the Panama Mine and the Pioneer Mine is provided as at December 31, 2025.

Item	Total ($ million)
Sustaining Capital	24.5
UG vertical and horizontal development	32.5
Equipment leasing	**23.1**
Total Sustaining Capital Costs	**80.1**

The following table summarizes the Panama Mine and Pioneer Mine LOM operating costs as at December 31, 2025:

($ million)	Total LOM	2026	2027	2028	2029	2030	2031	2032
Underground Mining	89.23	9.65	14.69	19.06	16.62	12.79	12.24	4.19
Processing	90.76	8.88	13.17	16.35	16.39	15.91	13.8	6.27
Support	62.21	6.3	9.08	11.24	11.21	10.78	9.34	4.24
Total Operating Cost	**242.2**	**24.83**	**36.94**	**46.65**	**44.22**	**39.49**	**35.38**	**14.7**

The following table summarizes the Panama and Pioneer LOM unit operating costs as at December 31, 2025:

($/t)	Total
Underground Mining	44.51
Processing	45.27
Support	31.03
Total Operating Cost	**120.81**

The capital cost estimate for the Porvenir Project was developed by BISA and Mineros and reviewed by SLR. The total initial capital cost is estimated to amount to $206.8 million including a $18.3 million contingency and represents the necessary initial investment for the development of the project.

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The initial capital cost includes all expenditures required to support a processing capacity of 2,000 tonnes per day, including process plant construction, mine development, site infrastructure, and the tailings storage facility (TSF), together with an appropriate contingency allowance as the following:

($ million)	Initial Capital Cost
Mining	39.36
Processing	74.4
Infrastructure	20.96
Tailings	29.43
Sub-total Direct Cost	**164.14**
Indirect Costs	20.41
Owner's Costs	3.97
Sub-total Indirect & Owners Cost	**24.38**
Total excluding contingency	**188.52**
Contingency	18.32
Total Capital Costs	**206.84**

The total sustaining capital cost at Porvenir is estimated at $66.18 million, including a contingency of $6.02 million (10%), and represents the sustaining capital required over the Porvenir LOM, including mining and tailings storage facility (TSF) expenditures, as summarized below:

($ million)	Total LOM	Years								
		1	2	3	4	5	6	7	8	9
Mining	45.64	7.49	7.74	4.63	6.24	6.11	4.34	3.63	3.45	2.04
Tailings	14.52	-	6.94	4.63	-	-	2.96	-	-	-
Contingenc	6.016	0.749	1.47	0.924	0.623	0.611	0.73	0.363	0.345	0.204
Total Sustaining	66.181	8.23	16.14	10.18	6.86	6.72	8.03	3.99	3.8	2.24

The salvage value at the end of the Porvenir LOM is estimated at $12.7 million.

BISA has developed individual elements of the Porvenir Project operating costs subdividing it into six major cost categories as described below:

- Labour – corresponds to the cost of remuneration for direct labour during the operation phase.
- Energy – corresponds to the cost of energy consumption of the equipment considered for the operation of the project.
- Consumables – corresponds to the cost of consumables during the operation phase (e.g., reagents, chemical, explosives, etc.)
- Maintenance materials – corresponds to the cost of equipment and infrastructure wear items due to the level of mineral processing.

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- Third-party services – corresponds to the cost of operation for the different sub-contracts that must be implemented during the operation phase (e.g., maintenance, mining development, surveillance, etc.).
- General and administrative process plant – corresponds to the administration expenses associated with people (e.g., accommodation, food, mobilization, etc.)

The following table summarizes the Porvenir life of mine operating costs as at December 31, 2025.

($ million)	Total LOM	Years									
		1	2	3	4	5	6	7	8	9	10
Mine	221.2	28.4	28.7	28.4	25.4	24.5	23	22.1	20.9	18	1.9
Plant	258.9	25.1	28.7	28.8	28.8	28.8	28.8	28.8	28.8	28.5	4
G&A	52.8	5.7	5.9	5.8	5.8	5.7	5.8	5.7	5.7	5.7	1
Total	**532.9**	**59.16**	**63.29**	**63.01**	**59.95**	**58.98**	**57.52**	**56.6**	**55.37**	**52.17**	**6.89**

The following table summarizes the Porvenir life of mine unit operating costs as at December 31, 2025,

($/t)	Total LOM	Years									
		1	2	3	4	5	6	7	8	9	10
Mine	34.16	45.52	39.81	39.43	35.32	33.98	31.92	30.68	29.03	25.26	19.03
Plant	39.98	40.2	39.91	39.96	39.96	39.96	39.96	39.96	39.96	39.98	39.74
G&A	8.15	9.13	8.19	8.12	7.99	7.97	8	7.97	7.92	8.01	9.54
Total	**82.28**	**94.85**	**87.91**	**87.51**	**83.27**	**81.92**	**79.88**	**78.61**	**76.91**	**73.25**	**68.32**

In 2025, the Hemco Property produced and sold a total of 131,831 ounces of gold, including 109,637 ounces sourced from ore purchased from artisanal miners (Bonanza Model), at a consolidated cash cost of $2,045 per ounce of gold sold and an all-in sustaining cost (AISC) of $2,281 per ounce of gold sold. The underground operation, excluding production under the Bonanza Model Partners, reported a cash cost of $1,621 per ounce of gold sold and an AISC of $2,383 per ounce of gold sold.

On February 5, 2026, the Company announced guidance for 2026 that the Hemco Property is expected to produce between 130,000 and 140,000 ounces of gold. The Panama and Pioneer operations are expected to have an AISC range of $2,000–$2,100 per ounce, reflecting a disciplined cost framework. In addition, artisanal production under the Bonanza Model is expected to generate a 39%–41% AISC Margin, supporting a resilient contribution profile.

Growth Projects and Exploration Targets

The Company's exploration and growth is focused on the replacement and expansion of Mineral Resources and Mineral Reserves by completing further work at or near our operating mines, at our growth projects and at early-stage exploration targets on our under-explored property interests. We are achieving our goals through systematic exploration programs, which include surface mapping and sampling, geochemical data collection surveys, geophysical surveys and drilling.

A core component of the business strategy of the Company is to explore new targets and develop existing deposits at or near the operating mines, with the objective of increasing Mineral Resources and Mineral Reserves and advancing promising deposits towards development.

Nechí Alluvial Property, Colombia

On February 28, 2025, Mineros announced the results of the updated Nechí Technical Report, which included the updated Mineral Reserve and Mineral Resource estimates for the Nechí Alluvial Property, effective December 31, 2024. For Mineral Resource and Mineral Reserve estimates for the Nechí Alluvial Property as at December 31, 2025, see "*Mineral Properties – Mineral Resources and Mineral Reserves*".

Near Mine Exploration

At the Nechí Alluvial Property, Mineros is exploring for alluvial gold predominantly east of the Nechí River, where the Company is currently mining within quaternary alluvial sediments.

A total of 15,133 metres in 581 holes were completed in 2025, approximately 50% above the Company's original 10,000-metre drill program. Mineros expanded infill drilling to improve Mineral Resource estimates and reduce geological uncertainty within the current production zone. Of the total drilling, 754 metres correspond to reconnaissance drilling at the Rio Cauca Target, continuing the program initiated in 2024.

A 13,000 metre-drilling campaign is planned for 2026, of which 10,000 metres are designed as infill drilling in production areas and to expand the current Mineral Resources, 800 metres of continuing reconnaissance drilling at the Río Cauca Target, and 2,200 metres have been planned to test a number of greenfield targets.

Hemco Property, Nicaragua

On March 31, 2026, Mineros announced the results of the updated Hemco Technical Report, which included the updated Mineral Reserve and Mineral Resource estimates for the Hemco Property, effective December 31, 2025. See "*Mineral Properties – Mineral Resources and Mineral Reserves*".

The Company continues to review exploration targets at the Hemco Property and analyze their near-term potential. The Porvenir deposit, which is the most advanced target, will remain subject to ongoing technical review, analysis and design optimization throughout the year.

Near Mine Exploration

Near mine exploration is focused on the current mining operations, the Panama Mine and the Pioneer Mine. Mineralization is related to an epithermal gold system associated with multiple quartz veins.

A diamond drill program totaling 170 holes and 33,396 metres was completed in 2025, achieving approximately 110% of the 2025 original drilling plan. The objective of this campaign was to increase the Mineral Resources and Mineral Reserves at the Panama Mine and the Pioneer Mine.

For 2026, the Company has planned a diamond drilling campaign of approximately 25,000 metres to expand the current Mineral Resources and Mineral Reserves. A total of 16,000 metres is planned for the Panama Mine and 9,000 metres for the Pioneer Mine.

Brownfield Exploration

Brownfield exploration is focused on the Bonanza block, which encompasses the concession areas between the Panama Mine and the Pioneer Mine. Mineralization in this area belongs to the same epithermal gold trend as the Panama Mine and the Pioneer Mine and is characterized by multiple quartz veins.

A total of 25 diamond drill holes, totaling 6,342 metres, were completed in 2025 on the Cleopatra and Orpheus brownfield targets, representing approximately 75% of the Company's revised 8,500-metre drill program. The Company experienced delays in initiating the program, with brownfield drilling commencing in July 2025 following the full commissioning of two additional drill rigs.

For 2026, Mineros has planned a 15,200 metre diamond drilling campaign, progressing the Cleopatra and Orpheus initial drilling from 2025, and La Reforma north extension, as a continuation of the Company's established resource replacement program at the Panama and Pioneer mines.

Porvenir Project

The Porvenir Project is a pre-development-stage project located 10.5 km southwest from the existing Hemco facilities. Mineralization consists of a volcanic hosted gold-zinc-silver system.

On March 31, 2026, the Company announced the results of the Hemco Technical Report, which included the results of an updated Pre-Feasibility Study on the Porvenir Project. Highlights of the Porvenir PFS included the following:

- Life of mine ("**LOM**") of approximately 9.2 years, supporting a significant increase in the long-term production profile of the Hemco operations.
- Updated metallurgical test work supports an optimized processing flowsheet that includes copper recovery through flotation, increasing payable metal output.
- Updated Mineral Reserves for the Porvenir Project as of December 31, 2025:
    - Proven Mineral Reserves: 650 kt averaging 3.50 g/t Au, 14.07 g/t Ag, 2.54% Zn and 0.50% Cu, containing 73 koz Au, 294 koz Ag, 36 Mlb Zn, and 7 Mlb Cu.
    - Probable Mineral Reserves: 5,827 kt averaging 2.79 g/t Au, 12.07 g/t Ag, 2.61% Zn and 0.35% Cu, containing 523 koz Au, 2,261 koz Ag, 336 Mlb Zn and 45 Mlb Cu.
- Base case economics include an after-tax net present value, using a 10% discount rate, ("NPV10%") of approximately $291 million, an after-tax internal rate of return of approximately 37.9% and a payback period of approximately two years from the start of production in 2030.
- After-tax net present value, using a 5% discount rate, of approximately $460 million, based on the same case.
- Expected average annual production over the 9.2-year mine life of approximately 54,500 oz Au, 190,000 oz Ag, 28 Mlb Zn and 3.7 Mlb Cu.
-

For the Porvenir Project's Mineral Resources and Mineral Reserves effective December 31, 2025, see "*Mineral Properties – Mineral Resources and Mineral Reserves*".

For 2026, Mineros has planned a 10,000-meter diamond drilling campaign focused on infill and step-out drilling close to areas of the Porvenir Project scheduled for early mining, with the objective of reducing geological uncertainty and de-risking the first three years of the updated mine plan. The program is designed to improve confidence in grade continuity and geological interpretation, supporting mine planning and operational decision-making in the initial years of production.

Luna Roja Deposit

The Luna Roja Deposit is a skarn gold system, located 24 km southeast from the existing Hemco facilities.

As of December 31, 2025, the updated Mineral Resource estimate for the Luna Roja Deposit includes Measured and Indicated Mineral Resources of 841 kt grading 2.77 g/t Au containing approximately 74.9 koz Au and Inferred Mineral Resources of 1,160 kt grading 2.59 g/t Au containing approximately 96.6 koz Au. The current estimate includes both open pit and underground components and reflects revised economic assumptions and updated geological interpretation. For more information about the Luna Roja Deposit's Mineral Resources, see "*Mineral Properties – Mineral Resources and Mineral Reserves*.

No drilling was conducted on the Luna Roja deposit in 2025. During the year, Mineros focused on geological modeling, resource updates, and field activities including channel sampling, surveying, and geological mapping. While drilling was not included in the original 2026 exploration plan, the Company is currently re-evaluating the exploration strategy for Luna Roja as of the date of this AIF.

Leticia Deposit

The Leticia Deposit is an epithermal gold-silver-zinc deposit, located 500 m northwest of the Porvenir Project. Between 2019 and 2025, a total of 9,840 metres of diamond drilling in 48 holes was completed at Leticia Deposit, as summarized in the following table.

Exploration Target	Time Period	Diamond Drill Holes	
		No. Holes	Metres (m)
Leticia	2019	18	3,722
	2023	21	3,544
	2025	9	2,574
Total		**48**	**9,840.00**

A total of nine holes totaling 2,574 metres of diamond drilling was completed in 2025, representing 198% of the originally planned 1,300 metre drill campaign. Positive preliminary results obtained during the third quarter of 2025 highlighted additional opportunities, leading to the advancement of part of the 2026 planned drilling program into 2025. The additional drilling was completed to support the upgrade of Inferred Mineral Resources to the Indicated category and to obtain representative material for metallurgical test work.

For 2026, Mineros has planned a 3,200-meter diamond drilling campaign focused on infill drilling of current Inferred Mineral Resources at the Leticia Deposit, with the goal of upgrading them to the Indicated Mineral Resource category.

During 2025, the Company updated its Mineral Resource estimate for the Leticia Deposit. The current estimate, effective December 31, 2025, includes underground components and reflects revised economic assumptions and updated geological interpretation. See "*Mineral Properties – Mineral Resources and Mineral Reserves*".

San Antonio Deposit

The San Antonio Deposit is an epithermal gold-silver-zinc deposit, located 700m southwest of the Porvenir Project. No drilling was completed on the San Antonio Deposit in 2025, and no drilling is scheduled for 2026.

During 2025, the Company updated its Mineral Resource estimate for the San Antonio Deposit. The current estimate, effective December 31, 2025, includes underground components and reflects revised economic assumptions and updated geological interpretation. See "*Mineral Properties – Mineral Resources and Mineral Reserves*".

Guillermina Target

The Guillermina target is an epithermal zinc-gold-silver deposit, located four kilometres west of the Pioneer deposit. Between 2011 and 2025, a total of 13,358 m of diamond drilling in 80 holes was completed at the Guillermina Target, as summarized in the following table.

Exploration Target	Time Period	Diamond Drill Holes	
		No. Holes	Metres (m)
Guillermina	2011	1	224
	2012	6	846
	2022	7	857
	2023	9	1571
	2024	40	6,498
	2025	17	3,362
Total		80	13,358

As of December 31, 2025, the updated Mineral Resource estimate for the Leticia Deposit includes Measured and Indicated Mineral Resources of 1,763 kt averaging 0.97 g/t Au, 27.33 g/t Ag, 6.61% Zn and 0.21% Cu, containing 55.2 koz Au, 1,549.3 koz Ag, 256.8 Mlb Zn, and 8.2 Mlb Cu and Inferred Mineral Resources of 1,118 kt averaging 1.44 g/t Au, 30.15 g/t Ag, 5.50% Zn and 0.17% Cu, containing 51.8 koz Au, 1,083.6 koz Ag, 135.6 Mlb Zn, and 4.3 Mlb Cu. The current estimate includes underground components and reflects revised economic assumptions and updated geological interpretation. For more information about the Guillermina Deposit's Mineral Resources, see "*Mineral Properties – Mineral Resources and Mineral Reserves*".

A total of 17 holes totaling 3,362 m of diamond drilling was completed in 2025, representing 168% of the originally planned 2,000 metre drill campaign. Encouraging preliminary results during the third quarter of 2025 identified opportunities to advance a portion of the planned 2026 drilling program into 2025. The additional drilling was completed to support the upgrade of Inferred Mineral Resources to the Indicated category.

No drilling is planned for the Guillermina Deposit in 2026.

During 2025, the Company updated its Mineral Resource estimate for the San Antonio Deposit. The current estimate, effective December 31, 2025, includes underground components and reflects revised economic assumptions and updated geological interpretation. See "*Mineral Properties – Mineral Resources and Mineral Reserves*".

Caribe Exploration Target

The Caribe Exploration Target is located on the Hemco Property approximately 42 km southeast from the existing Hemco facilities. Mineralization is associated with sulphide-hydrothermal breccias. No drill program is planned at the Caribe Exploration Target in 2026.

Hemco Property Regional Exploration

Mineros is advancing regional greenfield exploration within the Hemco Property in selected targets through rock and soil sampling, geological mapping, and exploration drilling.

Mineros' regional greenfield exploration is focused on three districts with early-stage targets: Bonanza, Rosita, and Siuna. The Bonanza district excludes the designated brownfield area known as the Bonanza Block (see Brownfield Exploration, Hemco Property Expansion).

In 2025, a total of 6,541 metres of diamond drilling was completed in 35 drill holes, representing approximately 131% of the revised 2025 program. The objective of this campaign was reconnaissance drilling aimed at evaluating the continuity of mineralization. Drilling comprised 2,576 metres at the Constancia-Cottam target, 965 metres at the PisPis target, 1,278 metres at the Experiencia target, and 1,722 metres at the Caballo Loco Target. In the fourth quarter of 2025, a total of 3,302 m of drilling were completed in 16 holes.

The program exceeded the original plan primarily due to improved productivity resulting from shorter holes than originally planned, which allowed a higher number of metres to be completed within the revised program scope.

In 2026, greenfield exploration activities will be focused over the three priority districts:

- Bonanza District: This district hosts targets characterized by gold–silver–zinc mineralization, as evidenced by historical mining, artisanal workings, and surface sampling.
- Rosita District: This district comprises targets with predominantly gold–silver mineralization identified from historical mining records, artisanal workings, surface sampling, and limited scout drilling.

- Siuna District: This district includes targets with demonstrated gold–silver mineralization identified through historical mining, artisanal activities, and surface sampling.

A 22,000-metre drilling campaign is planned for 2026 to test targets across the three districts.

La Pepa Project, Chile

The La Pepa Project is an advanced gold exploration project located in the Maricunga Gold Belt of the Atacama Region, Chile, approximately 800 km north of Santiago and 110 km east of Copiapó, at 4,200 metres above sea level in the Andes Mountains. The La Pepa Project is held by the Company's subsidiary Minera Cavancha, and comprises 50 mineral exploitation concessions covering a total area of 14,084 ha.

The La Pepa Project was discovered in 1981 and has a long history of exploration and intermittent mining. Mineros entered into an option agreement with Yamana in respect of the La Pepa Project in 2018. Under that agreement, Mineros acquired a 20% interest in the La Pepa Project, which was formalized through a joint venture established in December 2021 in respect of Minera Cavancha, with Yamana holding the remaining 80% interest.

The Company reassessed the La Pepa Project's potential to support Mineros' broader growth and diversification objectives and on September 22, 2025, purchased the 80% interest in the La Pepa Project held by Pan American, which had acquired its former joint venture partner in 2023, bringing its interest to 100%. This transaction ended the joint venture and resulted in the assumption by Mineros of full operational control of the La Pepa Project.

On September 22, 2025, Mineros filed the La Pepa Technical Report, which disclosed the estimated Mineral Resources at the La Pepa Project, effective October 31, 2021:

- Measured Mineral Resources: 58,816 thousand tonnes (kt) averaging 0.61 g/t Au, containing 1,150 koz Au.
- Indicated Mineral Resources: 65,405 kt averaging 0.49 g/t, containing 1,039 koz Au.
- Inferred Mineral Resources: 25,024 kt averaging 0.46 g/t, containing 366 koz Au.

The La Pepa Technical Report does not disclose any change to the underlying Mineral Resource estimate. The only change from previous disclosure is the reporting basis, which has been updated from a 20% interest to 100% ownership. For Mineral Resource estimates for La Pepa Project as at December 31, 2025, see "*Mineral Properties – Mineral Resources and Mineral Reserves*".

No material field work was completed at the La Pepa Property during 2025. During the year, Mineros prioritized the establishment of a dedicated project team, including the recruitment of key technical personnel and the development of internal processes and governance structures required to support the planned exploration program. Additional efforts were focused on project familiarization, data compilation and review, and logistical planning. Work was also undertaken to advance the understanding of applicable environmental permitting requirements, including regulatory pathways and baseline data needs necessary to support future field activities.

No material fieldwork was completed at the La Pepa Property during 2025. During the year, Mineros prioritized the establishment of a dedicated project team, including the recruitment of key technical personnel and the development of internal processes and governance structures required to support the planned exploration program. Additional efforts were focused on project familiarization, data compilation and review, and logistical planning. Work was also undertaken to advance the understanding of applicable environmental permitting requirements, including regulatory pathways and baseline data needs necessary to support future field activities.

Mineros has planned a 7,000-metre exploration program at the La Pepa Project, scheduled to start in 2026. The program includes environmental characterization studies to support future DIA requirements. This initiative aligns with Mineros' long-term strategy to expand mineral resources, convert them to reserves, and unlock value from its existing portfolio. In addition, the scope of activities is being reassessed to better integrate components contemplated in earlier planning stages, including geophysical surveys to support target refinement, broader environmental baseline data collection, and geotechnical considerations in relation to drilling activities, as part of an ongoing review of priorities and sequencing.

RISK FACTORS

There are certain risks associated with owning securities of the Company that holders should carefully consider. The risks and uncertainties below are not the only risks and uncertainties facing the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair the business, operations and future prospects of the Company and cause the price of its securities to decline. If any of the following risks actually occur, the business of the Company may be harmed and its financial condition and results of operations may suffer significantly. In that event, the trading price of the Company's securities could decline, and holders may lose all or part of their investment. In addition to the risks described elsewhere in the Company's filings on SEDAR+ at www.sedarplus.com, holders of securities should carefully consider each of, and the cumulative effect of the following risk factors.

Risks Related to Our Business and Industry

Gold prices are volatile and future gold prices may be lower than expected

Substantially all of the Company's revenues are derived from the production and sale of gold from operating properties. The prices of gold realized by the Company will affect future development decisions, production levels, earnings, cash flows, the financial condition and prospects of the Company. If the world market prices of gold were to fall and the prices realized by the Company on gold sales were to decrease significantly and remain at such level for any substantial period, the Company's profitability, cash flows, and financial condition would be negatively affected.

The price of gold has fluctuated widely in recent years. These fluctuations can be material and can occur over short periods of time, and are affected by numerous factors beyond our control. Future production from our properties is dependent on gold prices that are adequate to make these properties economically viable. During 2025, the gold price ranged from $2,636 per ounce to $4,533 per ounce, and averaged $3,445 per ounce, an increase of 44.2% compared with the 2024 average of $2,389. Based on current

estimates of the Company's 2026 gold production and sales, a $100 per ounce increase or decrease in the market gold price will result in an approximately $22 million increase or decrease, as applicable, in the Company's revenue, net of royalties and excluding the impact of any hedging by the Company.

Factors tending to affect the price of gold include: industrial and jewelry demand; the level of demand for gold as an investment; central bank lending, sales and purchases of gold; the volume of recycled material available in the market; speculative trading; and costs and levels of global gold production by producers of gold.

Gold prices may also be affected by macroeconomic factors, including: confidence in the global economy; expectations of the future rate of inflation; the availability and attractiveness of alternative investments, including global equity prices; the strength of, and confidence in, the U.S. dollar, the currency in which the price of gold is generally quoted, and other major currencies; global political or economic events.

Depending on the market price of gold, the Company may determine that it is not economically feasible to continue commercial production at some or all of its operations or the development of some or all of its properties. Even if the Company's operations at its Material Properties are ultimately determined to be economically viable, the need to reassess project feasibility due to declining or sustained low market prices for gold could cause substantial delays or may interrupt operations until the reassessment can be completed. In such circumstances, the Company may also curtail or suspend some or all of its exploration activities, with the result that depleted reserves are not replaced. Any re-evaluation of the Mineral Resource or Mineral Reserve estimates at the Material Properties or the feasibility of current or planned operations based on significantly lower gold prices could result in reductions of Mineral Reserve and Mineral Resource estimates, and material write-downs of the Company's assets. The occurrence of any of the foregoing could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Changes in regulation or the imposition of sanctions on the governments where we operate may increase the Company's costs of doing business, restrict its operations or result in the imposition of fines, revocation of permits or shutdown of its facilities

The Company's mineral exploration, exploitation and processing activities are subject to extensive federal, state, local and foreign statutes, orders, rules and regulations applicable to the jurisdictions in which it operates, including health and safety, mining, environmental matters and climate change. In particular, the Company's operations are subject to laws and regulations relating to acquisition and maintenance in good standing of mining concessions, transportation, mineral production and storage, water use and discharge, construction and operation of tailings dams, limits on emissions and effluent discharges, power use, electricity generation and transmission, use, handling and storage of explosives, hazardous and other non-hazardous waste material regulation, ongoing and post-closure reclamation, land use rights, housing and other facilities for workers, taxation, labour standards, safety and occupational health. To comply with these requirements, we must allocate the corresponding amounts on monitoring and surveillance, equipment, mitigation costs and fees, and these amounts could increase as a result of various factors we may not control, including if requirements change, enforcement of requirements increases, obtain and maintain permits. These costs or other effects of new or revised laws or regulations, or changes in the interpretation of existing laws and regulations, could adversely affect our business, financial condition and results of operations. Additionally, we could be subjected to future liabilities, fines and penalties, obligation to

compensate or remediate as a result of environmental damage and liability, including criminal penalties in some cases, or the suspension of production for failing to comply with environmental and health and safety regulations, which our insurance policies may be insufficient to cover. Compliance with these laws and regulations and new or existing regulations that may be applicable to us in the future could increase our operating costs and adversely affect our financial results of operations and cash flows.

Although the Company believes that it is in compliance with all applicable regulations in all material respects, the Company can offer no assurance that it has been or will be at all times in full compliance with these laws and regulations. Any violation of such laws or regulations could result in substantial fines, criminal sanctions, temporary or permanent shutdown of the affected operations or facilities or the suspension or revocation of authorizations, permits or licenses, as well as civil actions claiming compensation for damage to property or injury to persons.

The Company is subject to costs related to maintenance of equipment, machinery and assets, as well as activities monitoring measures, which includes the regular update of mine decommissioning plans and update of the respective accounting provisioning costs since the elaboration of the economical exploitation plan of each mining concession. Pursuant to certain applicable regulations and environmental laws, the Company could be found liable for all or substantially all of the damages caused by activities at its properties, whether such damage was caused by the Company or its predecessors. The Company could also be found liable for incidental damages due to the exposure of individuals to hazardous substances or other environmental damage. There can be no assurance that the costs of complying with current and future environmental and health and safety laws and regulations, including decommissioning and remediation requirements, and any liabilities arising from past or future releases of, or exposure to, hazardous substances will not have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

In addition, the enactment of new laws and regulations and changes to existing laws and regulations (including, but not restricted to, environmental laws, the imposition of higher license fees, mining and hydrocarbon royalties or taxes), compliance with which could be expensive or onerous, could also have a material adverse impact on the ability of the Company to operate its businesses and/or the profitability of its industrial investments. Particularly, environmental regulations are evolving rapidly, particularly in relation to climate change may result. We may face additional legal and regulatory requirements seeking to reduce or mitigate the effects of emissions from our production plants, which may impose additional costs or penalties on our business. Furthermore, the companies we have acquired or may acquire, and their assets, could have environmental liabilities or be subject to risks that are not uncovered through our due diligence investigations.

Future production rates may not materialize

The Company prepares estimates of future production from its operations. These estimates of future production are based on a number of interpretations and assumptions and actual production may be less than is currently estimated. The Company cannot give any assurance that it will achieve its production estimates. The failure of the Company to achieve its production estimates could have a material and adverse effect on any or all of its future cash flows, profitability, results of operations and financial condition. The Company's ability to demonstrate sufficient economic returns from its properties may also affect the availability and cost of financing. The Company's production estimates are dependent on, among other

things, the accuracy of Mineral Reserve and Mineral Resources estimates, the accuracy of assumptions regarding ore grades and recovery rates, ground conditions, physical characteristics of ores, such as hardness and the presence or absence of particular metallurgical characteristics, and the accuracy of estimated rates and costs of mining and processing.

The Company's actual production may vary from its estimates for a variety of reasons, including, but not limited to: actual ore mined varying from estimates of grade, tonnage, dilution and metallurgical and other characteristics; short-term operating factors such as the need for sequential development of ore bodies and the processing of new or different ore grades from those planned; mine failures, slope failures or equipment failures; industrial accidents; natural phenomena such as inclement weather conditions, floods, hurricanes, droughts, rock slides and earthquakes; encountering unusual or unexpected geological conditions; changes in power costs and potential power shortages; shortages of principal supplies needed for operation, including explosives, fuels, chemical reagents, water, equipment parts and lubricants; labour shortages or strikes; civil disobedience and protests; and restrictions or regulations imposed by government agencies or other changes in the regulatory environments. Such occurrences could result in damage to our properties, interruptions in production, injury or death to persons, damage to property of the Company or others, monetary losses and legal liabilities. These factors may cause a Material Property that has been mined profitably in the past to become unprofitable forcing the Company to cease production. Depending on the price of gold, the Company may determine that it is impractical to commence or, if commenced, to continue commercial production.

The Company may fail to obtain, renew, or maintain in effect necessary permits and licenses, or otherwise comply with the law

The Company's mining and processing operations and development and exploration activities are subject to extensive permitting requirements in multiple jurisdictions. Applying for, amending, and renewing permits and licenses can be time-consuming, and may involve dealings with numerous regulatory agencies, public hearings and costly undertakings. Failure to obtain required permits, or to comply with permits once obtained, could result in injunctions, fines, suspension or revocation of permits and other penalties. While the Company strives to obtain and comply with all of its required permits, there can be no assurance permits will be obtained in a timely manner, or at all, or that the Company will achieve or maintain full compliance with such permits at all times. Activities required to achieve and maintain full compliance with such permits can be costly and time-consuming. In 2019, 2021 and 2023, the Company experienced delays in renewing environmental authorizations at the Nechí Alluvial Property. See "*Risk Factors – Risks Related to Our Operations in Colombia – The Company has in the past experienced permitting delays that constrained its operations at the Nechí Alluvial Property, and there can be no guarantee that we will avoid future permitting delays*". In Colombia, application for Stage 9 mining was submitted in December 2025 and three additional applications are planned to be submitted in 2026. Approvals of these applications will be critical to achieve the LOM plan.

The Company's ability to successfully obtain and maintain key permits and approvals will be impacted by its ability to develop, operate and close mines in a manner that is consistent with the creation of social and economic benefits in the surrounding communities and may be adversely impacted by real or perceived detrimental events associated with the Company's activities or those of other mining companies affecting the environment, human health and safety or the surrounding communities. The Company has made, and

expects to make in the future, significant expenditures to comply with permitting requirements and, to the extent reasonably practicable, create social and economic benefit in the surrounding communities.

If necessary permits or licenses are not obtained or renewed, or are subsequently suspended or revoked, the Company may be curtailed or prohibited from proceeding with planned development, commercialization, operation and exploration activities, or become subject to regulatory action or litigation, any of which could materially adversely affect the Company's business, results of operations, financial condition, cash flows, or prospects.

Inadequate environmental management, including a failure to properly comply with environmental regulations, may be costly and have a negative effect on the Company's operations

The Company's mining operations and development activities are subject to environmental regulation in each jurisdiction in which it operates.

In Colombia, the Company's operations are subject to environmental regulation and oversight by Colombian authorities, including the National Authority of Environmental Licenses (Autoridad Nacional de Licencias Ambientales — ANLA) and relevant regional environmental authorities (Corporaciones Autónomas Regionales — CARs), and, as applicable, urban environmental authorities (autoridades ambientales urbanas). These regulations govern, among other things, water quality standards, water use concessions and discharge permits, land reclamation, the generation, transportation, storage and disposal of hazardous waste, air emissions, the construction and operation of tailings dams, and general health and safety matters. The Company is required to obtain and maintain all necessary environmental licenses (Licencias Ambientales), or the equivalent instrument, as applicable, implement and regularly update Environmental Management Plans (Planes de Manejo Ambiental), and, where applicable, conduct prior consultation (consulta previa) with affected communities in accordance with Colombian law and jurisprudence

In Nicaragua, the evaluation, control and monitoring of environmental legal obligations is carried out by the Ministry of the Environment and Natural Resources (MARENA) and the Secretariat of Natural Resources (SERENA). The environmental assessment system in Nicaragua establishes five categories of activities requiring an Environmental Permit from MARENA. Activities at the Hemco Property require Category II, III and IV Environmental Permits. Water use, exploitation and final disposal is regulated by Law No. 620, the General National Water Law. The Company has obtained the necessary permits for the use and exploitation of its water sources at the Hemco Property.

While the Company has implemented policies and procedures designed to ensure that its operations remain in full compliance with all applicable environmental laws, regulations, permits and approvals in each jurisdiction, and to maintain all required environmental and health and safety authorizations, there can be no assurance that such policies and procedures will be effective, or that the Company will achieve and maintain full compliance at all times. The potential costs and delays associated with compliance with such laws, regulations, approvals and permits — including delays associated with prior consultation processes in Colombia and the environmental assessment process in Nicaragua — could prevent the Company from economically operating or proceeding with further development and exploration activities, and any non-compliance could result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects

Environmental approvals and permits are currently, and may in the future be, required in connection with the Company's current and planned operations. To the extent such environmental approvals and permits are required and not obtained, the Company's plans and the operation of mines may be curtailed or it may be prohibited from proceeding with planned exploration or development of additional mineral properties. Non-compliance with environmental laws, regulations, approvals and permits may result in administrative, civil or criminal liability, including fines, suspension or revocation of licenses or permits, enforcement actions, orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.

There is no assurance that any future changes in environmental regulation will not adversely affect the Company's operations. Changes in government regulations have the potential to significantly increase compliance costs and thus reduce the profitability of current or future operations.

Environmental hazards may also exist on the properties in which the Company holds interests that are currently unknown to the Company and that have been caused by previous or existing owners or operators. Under Colombian law, including the "polluter pays" principle and other environmental principles such as prevention and precaution, and the principle of strict liability, the Company may be held responsible for the remediation of environmental damage on such properties, regardless of whether the Company caused the damage. Colombian environmental authorities may require the Company to undertake or finance remediation activities, and affected third parties may seek compensation for loss or damage resulting from mining activities. In Nicaragua, the Company is similarly subject to environmental liability under applicable Nicaraguan environmental laws and regulations.

Parties engaged in mining operations, including the Company, may be required to compensate individuals or communities suffering loss or damage as a result of mining activities, and may be subject to administrative, civil or criminal fines or penalties for violations of applicable environmental laws or regulations. The costs of such remediation, compensation, fines or penalties could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

See also "*Risk Factors – Risks Related to Our Operations in Nicaragua – Artisanal mining on our properties in Nicaragua may expose us to operating and environmental risks*".

Currency fluctuations can result in unanticipated losses

Currency fluctuations may affect the Company's capital costs and the costs that the Company incurs at its operations. Gold is sold throughout the world based principally on a U.S. dollar price, but a portion of the Company's operating and capital expenses are incurred in Colombian pesos and Nicaraguan córdobas. The appreciation of foreign currencies, particularly the Colombian peso against the U.S. dollar would increase the costs of gold production at such mining operations, which could materially and adversely affect the Company's earnings and financial condition. As at the date of this AIF, the Company has not hedged its exposure to Colombian peso / U.S. dollar exchange rate fluctuations via option contracts, but this is an option that the Company may use if necessary or market conditions change. Accordingly, the Company is exposed to currency fluctuation risks. The U.S. dollar is the functional currency of the Company's Nicaragua operating segments, so currency hedging is unnecessary.

The Company depends on its ability to replenish its Mineral Reserves for its long-term viability

The Company's Mineral Reserves must be replaced to maintain production levels over the long-term. Mineral Reserves can be replaced by expanding known ore bodies, locating new deposits or making acquisitions. Exploration is highly speculative in nature and identifying new ore bodies is becoming increasingly difficult. The Company's exploration projects involve many risks and may not be successful. Once a site with mineralization is discovered, it may take several years from the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable Mineral Reserves and to construct mining and processing facilities. As a result, there is no assurance that current or future exploration programs will be successful. Depletion of Mineral Reserves may not be offset by discoveries or acquisitions, and divestitures of assets, could lead to a lower reserve base. Mineral Reserves estimated in accordance with NI 43-101 may also decrease due to economic factors such as the use of a lower metal price assumption or increment in unit costs updates, directly affecting cut-off calculations. However, such a decline associated with lower metal price assumptions, would not be a reduction in the actual mineral base of the Company, as the ounces removed from the Company's reserves would be transferred to resources, preserving the option to access them in the future at higher gold prices. The mineral base of the Company will decline if Mineral Reserves are mined without adequate replacement and the Company may not be able to sustain production to or beyond the currently contemplated mine lives, based on current production rates. In addition, cost increase would negatively impact the cut-off updates reducing the mineral base. In Colombia, illegal mining is depleting mineral reserves at an ever-increasing rate, which if continued unchecked could become a material issue.

Mining operations require geological, metallurgical, engineering, title, environmental, economic and financial assessments that may be materially incorrect and the Company may not produce as expected

There is a degree of uncertainty attributable to the estimation of Mineral Reserves and Mineral Resources. Until Mineral Reserves are actually mined and processed, the quantity of ore and grades must be considered as estimates only. The Mineral Reserves described in this AIF are estimated tonnages and grades that we have determined can be economically mined and processed under present and assumed future conditions. We may be required in the future to revise our Mineral Reserves based on actual production experience, changes in metallurgy, updated exploration drilling data and other factors, and we cannot assure you that the indicated amount and grade of ore will actually be recovered or that it will be recovered at the rates we anticipate. Market prices of our metals, increased production costs, reduced recovery rates, short-term operating factors, royalties, taxes, fees and other factors may render some or all of our Mineral Reserves uneconomic to exploit and may ultimately result in a reduction of Mineral Reserves.

In addition, the Mineral Resource figures referred to in this AIF have been determined and valued based on assumed future prices, cut-off grades and operating costs. However, until mineral deposits are actually mined and processed, any Mineral Resources must be considered as estimates only. Any such estimates are expressions of judgment based on knowledge, analysis of drilling results and industry practices. Estimates can be imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be unreliable. In addition, the grade and/or quantity of the metals ultimately recovered may differ from that interpreted from drilling results. There can be no assurance that metals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

The grade of the reported Mineral Resources are uncertain in nature and it is uncertain whether further technical studies will result in an upgrade to them. Any material change in the quantity of mineralization, grade or mill feed to waste ratio or extended declines in market prices for gold and/or other minerals may render some or all of our mineralization uneconomic and result in reductions in the Company's reported Mineral Resources. Any material reductions in estimates of Mineral Resources, or of our potential ability to extract such Mineral Resources in the future, may have a material adverse effect on our business, financial condition, results of operations, cash flows or prospects.

Interruptions of energy supply or increases in energy costs and other production costs may materially and adversely affect our results of operations

In the event of any interruption or failure of our sources of electricity or in transmission lines or in any part of the grid, we cannot assure that we will have access to other energy sources at the same prices and conditions, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The availability of energy resources may be subject to change or curtailment, due to, among other things, new laws or regulations, imposition of new taxes or tariffs, supply interruptions, equipment damage, worldwide price levels and market conditions. Disruptions in energy supply could have a material adverse effect on our financial condition and results of operations.

We have operations in countries that may become subject to economic sanctions that could subject us to penalties and other adverse consequences

On October 24, 2022, OFAC imposed economic sanctions on DGM, and the U.S. President passed EO 14088 expanding OFAC's authority to impose further sanctions to various sectors of the Nicaraguan economy, including, in particular, the gold sector. In 2024, the US government extended the validity of Executive Order 13851 for one year, which authorized OFAC to impose economic sanctions on companies related to the gold industry in Nicaragua. In addition, the White House issued immigration measures and statements on the risks of maintaining commercial relations with the country.

Furthermore, there is increasing pressure from certain members of the U.S. Congress to broaden the scope of existing sanctions to include more comprehensive measures against the Nicaraguan gold sector. Any future legislative efforts or policy shifts aimed at further restricting trade or financial transactions involving gold produced in Nicaragua could materially and adversely affect the Company's results of operations and financial condition.

While the Company is not directly subject to economic sanctions regulations imposed by OFAC, there can be no assurance that other sanctioning authorities will not adopt sanctions similar to those imposed by OFAC. In addition, the Nicaragua Sanctions Measures may indirectly affect the Company through its impacts on third parties with whom the Company has commercial relationships. If such third parties determine that their dealings with the Company are or may be restricted as a result of economic sanctions to which they are subject, they may terminate their relationships with the Company, which could lead to increased operating costs and more challenges in exporting the metals that we produce, which could adversely affect the Company's operations and financial results.

The Company is closely monitoring communications by the U.S. government and other sanctioning authorities regarding the designation and application of other specific trade-based sanctions against Nicaragua and its gold sector. Consequently, it designs contingency plans that may allow for minimizing adverse impacts. These plans range from the strategic to the operational level. The Company remains committed to complying with applicable legal and regulatory requirements, including sanctions, and is evaluating the actual and potential impacts of sanctions on its current and planned business and operations in coordination with its advisors.

During 2025, there is increased discussion among certain U.S. government stakeholders, including members of Congress, regarding the potential expansion of U.S. sanctions programs applicable to Nicaragua. The Company cannot predict whether additional measures will be adopted, or the scope or impact of any such measures on its operations or commercial relationships. The Company actively monitors these developments in coordination with its advisors and intends to maintain contingency plans to preserve operational continuity.

Our operations may be negatively affected by international trade conflict

Since his inauguration as President of the United States on January 20, 2025, Donald Trump has pursued various international and domestic policy objectives by imposing or threatening to impose tariffs on imports from other countries, including Colombia, Nicaragua, Canada, Mexico, and China. The Trump administration has indicated that it may seek to roll back existing free trade agreements. The implementation of tariffs that have not been withdrawn, the threat or implementation of retaliatory tariffs by the United States' trading partners in response, and the threat of further retaliatory actions and U.S. trade policy changes have disrupted or threatened to disrupt global supply chains, and directly or indirectly affected macreconomic conditions in many countries including inflation, interest rates, government policy, industrial production levels, and currency exchange rates, and generally created uncertainty and instability that could negatively affect investor confidence.

While the Company does not expect tariffs to interfere with its ability to sell gold on international markets, there is a risk that trade conflict and its effects could result in shortages of or price increases for raw materials or equipment, currency exchange rate fluctuations, general declines in economic or social conditions in the countries where the Company operates**,** any of which could have an adverse effect on the Company's business, financial condition, results of operations and prospects, which could prove to be material over time. The extent to which the Company's business, financial condition, results of operations and prospects will be affected depends largely on the nature and duration of uncertain and unpredictable events, such as the duration or escalation of the tariffs, the evolution of retaliatory measures, possible fiscal or monetary policy responses, and market reactions to these developments. The Company is evaluating the actual and potential impacts of the evolving trade conflict on its current and planned business and operations in coordination with its advisors.

Failures of information systems or information security threats resulting from inadequate management of technology systems can be costly

The Company has entered into agreements with third parties for hardware, software, telecommunications and other information technology services in connection with its operations. Such operations depend, in part, on how well the Company and its suppliers protect networks, equipment, information technology systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, terrorism, fire, power loss, hacking, computer viruses, vandalism and theft.

The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, information technology systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Company's reputation, results of operations, cash flows and financial condition.

Although to date the Company has not experienced any material losses relating to cyber-attacks or other information security breaches, there can be no assurance that it will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, the Company continues to prioritize and dedicate resources to improving cyber security, and developing and enhancing controls, processes and practices to protect its systems, computers, software, data and networks from attack, damage and unauthorized access. As cyber threats continue to evolve, the Company may be required to expend additional resources to modify or enhance protective measures, or investigate and remediate any security vulnerabilities.

We may be adversely affected by natural disasters, pandemics and other catastrophic events, and by man-made problems such as terrorism, which could disrupt our business operations and our business continuity. Furthermore, disaster recovery plans may not adequately protect us from a serious disaster.

Natural disasters, climate change effects, adverse weather conditions, floods, pandemics, acts of terrorism and other catastrophic or geopolitical events may cause damage or disruption to our operations, international commerce and the global economy, which could have an adverse effect on our business, operating results, and financial condition. In particular, Nicaragua is vulnerable to hurricanes, and is expected to experience increased frequency and intensity of hurricanes due to climate change. In Colombia, climate change is expected to cause changes in rainfall patterns, and droughts could lower river levels. Droughts affecting the Nechí River could negatively affect the Company's hydroelectric power generation and alluvial production capacity at the Nechí Alluvial Property. In April and May 2018, a catastrophic failure occurred at the construction site of Empresas Públicas de Medellín's Hydroelectric Ituango Project on the Cauca River north of Medellín. The failure was the result of tunnel collapses and plugging, that in turn resulted in the unplanned rise of the reservoir and subsequently uncontrolled releases of vast amounts of water from reservoir. The releases caused significant damage in the watershed downstream of the hydroelectric project. The elevated water level of the Cauca River also created a damming effect at the confluence of the Cauca and Nechí Rivers, which in turn resulted in very high Nechí River water levels. These extreme water levels were an unforeseeable change in hydraulic conditions that resulted in overtopping of the exploitation isolation berms, and the associated release of sediment laden waters from the mining areas. Terrorist attacks or the continued threat of terrorism or organized crime within Nicaragua and Colombia and elsewhere and the potential for military action and heightened security

measures in response to such threats may cause significant disruptions to commerce throughout the world, including restrictions on cross-border transport and trade. Global markets are experiencing volatility and disruption following the escalation of geopolitical tensions, including Russia's invasion of Ukraine in February 2022 and the recent conflict between Iran, Israel and the United States. The direct military confrontation between Iran and Israel, coupled with the involvement of United States forces in the region, has resulted in significant disruptions to global energy supplies and maritime trade routes. These escalations introduce additional layers of systemic risk that could lead to increased operational costs and further market instability. In addition, related political events may cause a lengthy period of uncertainty that may adversely affect our business. Political and economic instability in other regions of the world could have an adverse effect on our business operations.

The fear or occurrence of disease outbreaks and other public health threats (such as the COVID-19 pandemic) could adversely impact our operations and exploration projects, interfere with our ability to obtain environmental and other permits in a timely manner, lead to labour shortages, cause travel and supply chain disruption (including as a result of shutdowns and government disease containment measures) that would limit our ability to acquire equipment and raw materials needed to operate, and delay or prevent us from delivering our products to customers, among others. The extent to which COVID-19 or any other outbreak of disease may impact business activity or financial results of the Company, and the duration of any such negative impact, depend on future developments which are highly uncertain and cannot be predicted. The Company may also be required to incur additional expenses and/or delays relating to such events which could have a further negative impact on our business, operations, and financial performance.

While Mineros has contingency, continuity, disaster recovery, and crisis management plans, it cannot be guaranteed that these will be sufficient to protect people, assets, or operations from catastrophic events.

Future acquisitions may require significant expenditures and may result in inadequate returns if the Company fails to integrate operations appropriately

The Company's strategic plan depends in part on acquiring additional mining assets and businesses. There can be no assurance that the Company will be able to complete any acquisition that it may pursue on favourable terms, or that the completion of such acquisitions will ultimately benefit the Company's business.

Any acquisition that the Company may choose to complete may be of a significant size, may change the scale of the Company's business and operations, and may expose the Company to new or greater geographic, political, operating, financial, legal and geological risks. The Company's success in its acquisition activities depends on its ability to identify suitable acquisition candidates, negotiate acceptable terms for any such acquisition and integrate the acquired operations successfully with those of the Company. Any acquisitions and any potential acquisitions would be accompanied by risks. For example, mineral deposits at acquired properties may prove to be below expectations; the Company may have difficulty integrating and assimilating the operations and personnel of any acquired companies (which may be compounded by geographical separation, unanticipated costs, and the loss of key employees), realizing anticipated synergies and maximizing the financial and strategic position of the combined enterprise, maintaining uniform standards, policies and controls across the organization; the integration of the acquired business or assets may divert the attention of management or disrupt the Company's ongoing business and its relationships with employees, customers, suppliers and contractors; the acquired business or assets may have unknown tax or other liabilities which may be significant; and there may be a significant change

in commodity prices after the Company has committed to complete the transaction and established the purchase price or exchange ratio. There can be no assurance that the Company would be successful in avoiding or overcoming the risks noted above or any other problems encountered in connection with such acquisitions. The occurrence of any of the foregoing risks in connection with future acquisitions could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects. The potential impairment or complete write-off of goodwill and other intangible assets related to any such acquisition may reduce the Company's overall earnings and could negatively affect the Company's financial position. If the Company chooses to finance acquisitions using existing financial resources, it could decrease funds available for other business.

If the Company chooses to finance acquisitions through debt, the Company's leverage will be increased. If the Company chooses to use equity as consideration for any such acquisition, existing shareholders may suffer dilution. In addition, many companies in the mining industry have recently seen substantial downward pressure on their equity values after announcing significant acquisitions. There is a risk that if the Company was to announce a significant acquisition, the value of the Common Shares could decrease over the short, medium- and/or long-term.

Evaluating, negotiating, and completing an acquisition may also require substantial management time commitments, regardless of whether the acquisition is completed. The negotiation of potential acquisitions and the integration of acquired operations could disrupt the Company's business by diverting management and employees' attention away from day-to-day operations.

The mining industry is intensely competitive

The mining industry is intensely competitive. The Company competes with other mining companies, many of which have greater resources and experience. Competition in the mining industry is primarily for: (i) properties which can be developed and can produce economically; (ii) the technical expertise to find, develop, and operate such properties; (iii) labour to operate such properties; and (iv) capital to fund such properties. Such competition may result in the Company being unable to acquire desired properties, to recruit or retain qualified employees and consultants or to acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these resources could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company may expand into other geographic areas, which could increase the Company's operational, regulatory, reputational and other risks

While currently all of the Company's mining and exploration activities are in Colombia, Nicaragua and Chile, the Company may in the future expand into other geographic areas, which could increase the Company's operational, regulatory, compliance, reputational and foreign exchange rate risks. The failure of the Company's operating infrastructure to support such expansion could result in operational failures and regulatory fines or sanctions. Future international expansion could require the Company to incur a number of up-front expenses, including those associated with obtaining regulatory approvals, as well as additional ongoing expenses, including those associated with infrastructure, staff and regulatory compliance.

Opposition to mining can negatively impact exploration, development and mining activities

The Company's relationships with the communities in which it operates are critical to the future success of its existing operations and the construction and development of its projects. There is an ongoing and potentially increasing public concern relating to the perceived effect of mining activities on the environment and on communities impacted by such activities. Certain non-governmental organizations ("**NGOs**"), some of which oppose globalization and resource development, are often vocal critics of the mining industry and its practices, including the use of cyanide and other hazardous substances in processing activities. Community opposition to resource extraction activity could result in disruption and delays. Adverse publicity generated by such NGOs or others related to extractive industries generally, or the Company's operations specifically, could have an adverse effect on the Company's reputation or financial condition and may impact its relationship with the communities in which it operates. While the Company is committed to operating in a socially responsible manner, and believes it has good relationships with local communities in the regions in which it operates, there is no guarantee that the Company's efforts in this respect will mitigate this potential risk.

The Company's ability to successfully obtain key permits and approvals to explore for, develop and operate mines and to successfully operate in communities in Central and South America will likely depend on the Company's ability to develop, operate and close mines in a manner that is consistent with the creation of social and economic benefits in the surrounding communities, which may or may not be required by law. Mining operations should be designed to minimize the negative impact on such communities and the environment, for example, by modifying mining plans and operations. The cost of these measures could increase capital and operating costs and therefore could have a material adverse impact upon the Company's financial condition and operations. The Company seeks to promote improvements in health and safety, human rights, environmental performance and community relations in all of the communities in which it operates. However, the Company's ability to operate could be adversely impacted by accidents or events detrimental (or perceived to be detrimental) to the health, safety and well-being of the Company's employees, human rights, the environment or the communities in which the Company operates.

Title to our Material Properties may be disputed

The Company investigated title to the Material Properties at the time of their acquisition to confirm the absence of claims and agreements that could adversely affect its acquisition of valid, enforceable title to its mineral tenures and surface rights, and has obtained recent title opinions in respect of its Material Properties. However, the Material Properties may be subject to prior unregistered agreements or transfers, and title may be affected by unidentified or unknown defects. There is no guarantee that title to the Material Properties will not be challenged or impaired. Title insurance generally is not available for mineral tenures, and may not be available for surface rights. The Company's ability to ensure that it has obtained clear title may be constrained. If title disputes arise, the Company could incur substantial costs to litigate or settle disputes and obtain clear title. If title disputes are not resolved in the Company's favour, they could result in property losses that could adversely affect the Company's business, financial condition, operations, cash flows and prospects.

Specifically, the Company is involved in legal processes following notices issued by the MEM in late 2025 seeking to cancel 16 mining titles for alleged inactivity. As of early 2026, five titles have been reinstated subject to the submission of updated work plans. For the remaining 11 concessions, the administrative appeal route has been exhausted following adverse rulings by the MEM and the National Attorney's Office.

While the denial of the Company's appeals may still be subject to further challenge through the Nicaraguan judicial system, there is no assurance that such legal actions will be successful. Any final loss of these titles, could impact the Company's future exploration land package or its ability to expand operations in those specific areas. Consequently, the Company is exploring alternatives to ensure that future exploration plans remain unaffected.

The Company may be subject to costly legal proceedings or tax reassessments

The Company may be subject to regulatory investigations, civil claims, lawsuits and other proceedings in the ordinary course of its business. The results of these legal proceedings cannot be predicted with certainty due to the uncertainty inherent in regulatory actions and litigation, the difficulty of predicting decisions of regulators, judges and juries and the possibility that decisions may be reversed on appeal. Defense and settlement costs of legal disputes can be substantial, even with claims that have no merit. Management is committed to conducting business in an ethical and responsible manner, which it believes will reduce the risk of legal disputes. However, if the Company is subject to legal disputes, there can be no assurances that these matters will not have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Reputational risks

As a result of the increased usage and the speed and global reach of social media and other internet-based tools used to generate, publish and discuss user-generated content and to connect with other users, companies today are at much greater risk of losing control over how they are perceived in the marketplace. Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity (for example, with respect to the Company's handling of environmental matters or dealings with community groups), whether true or not. The Company places a great emphasis on protecting its image and reputation, but it does not ultimately have direct control over how it is perceived by others. Reputation loss may lead to increased challenges in developing and maintaining community relations, decreased investor confidence and an impediment to the Company's overall ability to advance its projects, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The failure of a tailings dam could negatively impact our business, reputation, and results of operations

Mining companies face inherent risks in their operations due to the creation, storage, and disposal of tailings. Tailings are the process waste generated once grinding and extraction of gold from the ore is completed in the milling process and are deposited as slurry in storage facilities specifically designed for this purpose. The volume of the tailings is normally far in excess of the extracted gold and this waste must be disposed of in an appropriate manner so as not to cause environmental damage. The Hemco Property hosts: three active tailings storage facilities, including the SJTD, which entered into operation in 2018, the Vesmisa III tailings dam and one active temporary tailings storage area for tailings generated by the La Curva Plant pendings of their final disposal at the SJTD. At present, three tailings facilities are in the process of final closure (Concha Urrutia, Aguas Claras, Vesmisa II).

Tailings management facilities are not required for the Company's current or planned operations at the Nechí Alluvial Property. While the Company employs dam management systems and risk management procedures designed to improve the safety of its tailings dams, there can be no assurance that a tailings dam will not unexpectedly fail. An incident at the Company's tailings storage facilities could result, among other things, in enforcement, obligations to remediate environmental contamination, negative press coverage, and claims for property or natural resources damages and personal injury by adjacent communities, which could have a material adverse effect on our business, financial condition, and results of operations.

The Company depends on highly skilled personnel to grow and operate its business. If the Company is not able to hire, retain, and motivate its key personnel, its business may be adversely affected

The Company's business is dependent on retaining the services of its key management personnel with a variety of skills and experience, including in relation to the development and operation of mineral projects in Central and South America. The success of the Company is, and will continue to be, dependent to a significant extent on the expertise and experience of its directors and senior management. The loss of the services of key personnel could have a materially adverse effect on the Company's business. The Company's success will also depend to a significant degree upon the contributions of qualified technical personnel and the Company's ability to attract and retain highly skilled personnel. Competition for such personnel is significant. Any inability to attract and retain these people could have a material adverse effect on the Company's business and operations.

Failures related to the health and safety of, and satisfactory labour relations with, employees can adversely impact the Company

The Company's operations and development activities are dependent upon the efforts of its employees and the Company's relations with its unionized and non-unionized employees.

Mining is subject to potential risks and accidents that could result in serious injury or death to members of its human capital. The impact of such accidents and liabilities could affect the profitability of the Company's operations, cause an interruption to operations, lead to a loss of licenses, affect the reputation of the Company and its ability to obtain further licenses, damage community relations and reduce the perceived appeal of the Company as an employer.

The Company's operations would also be adversely affected if it failed to maintain satisfactory labour relations. Some of our employees are represented by labour unions under various collective bargaining agreements. Collective bargaining agreements must be renewed periodically. The Company may not be able to satisfactorily renegotiate its collective bargaining agreements when they expire and may face tougher negotiations or higher compensation demands than would be the case for non-unionized labour. In addition, the existing collective bargaining agreements may not prevent a strike or work stoppage at the Company's facilities in the future. Further, relations between the Company and its employees may be affected by changes in the scheme of labour relations that may be introduced by the relevant governmental authorities who have jurisdiction over the various aspects of the Company's business. Changes in such legislation or in the relationship between the Company and its employees may have a material adverse effect on the Company's business, results of operations and financial condition.

Actual production, capital and operating costs may be different than those anticipated

Mineros prepares estimates of future production, capital costs and operating costs of production for operations at each of our operating properties. In addition, as a result of the substantial expenditures involved in the development of a mineral project, the need to project years into the future, the need to make assumptions and use models that may not adequately approximate reality, and the fluctuation of costs over time, a development project is prone to material cost overruns. The Technical Report for each of our Material Properties estimates the capital costs and cash operating costs based upon, among other things:

- anticipated tonnage, grades and metallurgical characteristics of the ore to be mined and processed;
- anticipated recovery rates of gold and other metals from the ore;
- cash operating costs of comparable facilities and equipment;
- anticipated availability of labour and equipment; and
- anticipated foreign exchange rates.

Capital costs, operating costs, production and economic returns, and other estimates may differ significantly from those anticipated in the Technical Report for each of our Material Properties, and there can be no assurance that the Company's actual capital or operating costs will not be higher than currently anticipated or that returns will not be lower than anticipated. The Company's actual costs may vary from estimates for a variety of reasons, including, without limitation: limitations inherent in modelling; changes to assumed third party costs; short term operating factors; operational decisions made by the Company; a failure of management to adequately manage its financial resources; inefficiency in cost management; revisions to mine plans; risks and hazards associated with development and mining described elsewhere in this AIF; natural phenomena, such as inclement weather conditions, water availability, floods, hurricanes and earthquakes; and unexpected labour shortages or strikes. Operating costs may also be affected by a variety of factors, including, without limitation: changing strip ratios, ore metallurgical grade-recovery curves, the availability of processing operations, the availability of storage capacity, the availability of equipment and facilities necessary to continue operations at any of our operating properties and to complete requisite development work, the cost of consumables and mining and processing equipment, labour costs, the availability and productivity of skilled labour, the cost of commodities, general inflationary pressures, currency exchange rates, technological and engineering problems, accidents or acts of sabotage or terrorism, the regulation of the mining industry by various levels of government and quasi-governmental organizations and political factors. Many of these factors are beyond the Company's control. Furthermore, significant cost overruns could make any of our operating properties uneconomical. Failure to achieve estimates or material increases in costs could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows and prospects.

Geological, hydrological and climatic events could suspend mining operations or increase costs

All mining operations face geotechnical, hydrological and climate challenges. Unanticipated adverse geotechnical and hydrological conditions, such as landslides, subsidence and uplift, embankment failures and rock fragility may occur in the future and such events may not be detected in advance.

Geotechnical instabilities and adverse climatic conditions can be difficult to predict and are often affected by risks and hazards outside of the Company's control, such as severe weather and seismic activity. Geotechnical failures or climatic events could result in limited or restricted access to mines, suspension of

operations, work accidents, environmental damage, government investigations, increased monitoring costs, remediation costs, loss of ore and other impacts, which could result in loss of revenue or increased costs, and could result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows and prospects.

Unavailable or inadequate infrastructure may constrain mining operations and aging infrastructure could lead to increased costs or reduced production

Continued production at our Material Properties depends on the availability of adequate infrastructure. In particular, reliable energy and power sources, water supply, transportation and surface facilities are all necessary to develop and operate mines. Failure to obtain or adequately meet these infrastructure requirements or changes in the cost of such requirements could affect the Company's ability to continue production or to develop or commence production and could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Although our infrastructure has been regularly maintained and refurbished, the Company is exposed to a number of infrastructure-related risks, including the potential for higher capital and operating costs to sustain such infrastructure and the potential for decreases or delays in, or interruption of, production. These risks could have a material and adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Shortages or cost increases of input materials, equipment, critical spare parts, maintenance service, and new equipment and machinery may materially and adversely affect the Company's operations and profitability

The Company depends on the use of equipment and machinery, some of which is highly specialized. A shortage in the supply of key spare parts, adequate maintenance service or new equipment and machinery to replace old ones and cover expansion requirements, could materially and adversely affect the Company's operations and development projects.

The cash flows and profitability of the Company's business also depend on the market prices and availability of input materials and equipment that are consumed or otherwise used in connection with the Company's operations and development projects. Prices of such input materials and equipment are also subject to volatile price movements, which can be material and can occur over short periods of time due to factors beyond the Company's control.

If there is a significant and sustained increase in the cost of certain input materials, the Company may decide that it is not economically feasible to continue certain or all of the Company's commercial production, development and exploration activities and this could have an adverse effect on profitability. Higher worldwide demand for critical resources like input materials, drilling equipment, mobile mining equipment, tires and skilled labour could affect the Company's ability to acquire them and lead to delays in delivery and unanticipated cost increases, which could have an effect on the Company's operating costs, capital expenditures and production schedules. The occurrences of one or more of these events could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

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Our Material Properties are located in underdeveloped rural areas

Our Material Properties are located in underdeveloped rural areas, resulting in technical challenges for conducting mineral exploration and development and any potential mining activities at the properties. The Company may sometimes be unable to overcome problems related to underdevelopment or unseasonable weather at a commercially reasonable cost, which could negatively affect the Company's mineral exploration and development and any potential mining activities at the Material Properties and have a material adverse effect on the Company. The rural location of our Material Properties also results in increased costs associated with land access and infrastructure, including power lines, water pipelines and transportation.

Operations during mining cycle peaks are more expensive

During times of increased demand for metals and minerals, price increases may encourage expanded mining exploration, development and construction activities. These increased activities may result in escalating demand for and cost of contract exploration, development and construction services and equipment. Increased demand for and cost of services and equipment could cause exploration, development and construction costs to increase materially, resulting in delays if services or equipment cannot be obtained in a timely manner due to inadequate availability, and increased potential for scheduling difficulties and cost increases due to the need to coordinate the availability of services or equipment, any of which could materially increase project exploration, development or construction costs, result in project delays, or increase operating costs.

Our operations depend on third-party logistics service providers

Our operations depend in part on the flow of materials, supplies, equipment, services and products. Due to the geographic location of the Company's operations, existing and future, it remains and will remain dependent on the provision by third parties of rail, port, marine, shipping or other transportation services. Potential issues including contractual disputes, demurrage charges, port or depot capacity handling issues, availability of vessels, rail cars or other modes of cargo transport, weather problems, force majeure and labour disruptions could result in a material adverse effect on the Company's ability to transport various materials necessary for the operation of its facilities in accordance with schedules or contractual requirements. This might result in a material adverse effect on the Company's business, results of operations and financial performance.

The Company may be subject to, or held liable for, misconduct by our employees or third-party contractors

We may be subject to, or held liable for, misconduct by our employees or third-party contractors, such as theft, bribery, sabotage, fraud, insider trading, violation of laws, slander or other illegal actions including those of illegals miners carrying out activities within Mineros concessions in Colombia. Any such misconduct may lead to fines or other penalties, slow-downs in production, increased costs, lost revenues, increased liabilities to third parties, impairment of assets or harmed reputation, any of which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

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The directors and officers may have conflicts of interest with the Company

Certain directors and officers of the Company are or may become associated with other mining and/or mineral exploration and development companies which may give rise to conflicts of interest. Directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Company are required to disclose that interest and abstain from voting on any resolution to approve such a contract. In addition, directors and officers are required to act honestly and in good faith with a view to the best interests of the Company. Some of the directors and officers of the Company have either other full-time employment or other business or time restrictions placed on them and accordingly, the Company will not be the only business enterprise of these directors and officers. Further, any failure of the directors or officers of the Company to address these conflicts in an appropriate manner or to allocate opportunities that they become aware of to the Company could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company will incur increased costs as a result of complying with the reporting requirements, rules and regulations affecting public issuers

Although the Company has been a public company in Colombia since 1982, as a Canadian public issuer, the Company is subject to the reporting requirements and rules and regulations under the applicable Canadian securities laws and rules of any stock exchange on which the Company's securities may be listed from time to time. Additional or new regulatory requirements may be adopted in the future. The requirements of existing and potential future rules and regulations will increase the Company's legal, accounting and financial compliance costs, make some activities more difficult, time-consuming or costly and may also place undue strain on its personnel, systems and resources, which could adversely affect its business and financial condition.

In particular, as a result of the Canadian IPO, the Company has become subject to reporting and other obligations under applicable Canadian securities laws, including NI 52-109, which requires annual management assessment of the effectiveness of the Company's internal controls over financial reporting. Effective internal controls, including financial reporting and disclosure controls and procedures, are necessary for the Company to provide reliable financial reports, to effectively reduce the risk of fraud and to operate successfully as a public company. These reporting and other obligations will place significant demands on the Company as well as on the Company's management, administrative, operational and accounting resources.

Even if the Common Shares cease to be listed on a Canadian stock exchange, Mineros may be unable to cease to be a reporting issuer absent discretionary relief from the applicable Canadian securities regulatory authorities. Absent such relief, Mineros will continue to be subject to the reporting requirements and rules and regulations applicable to reporting issuers under applicable Canadian securities laws, and to bear the associated costs and compliance burdens.

In addition, delisting is made more complicated given that Colombian law regulates the delisting of a Colombian company from any stock exchange and pursuant to the provisions of article 5.2.6.1.2. of Colombian Decree 2555, if the General Shareholders' Assembly passes a resolution to voluntarily delist the Company's securities from any stock exchange (which would include the TSX), the shareholders who voted in favour of delisting are required to commence a take-over bid for the Common Shares of the

Company owned by shareholders who voted against delisting or did not vote on the resolution. The take-over bid must be undertaken in accordance with Colombian law, which means, among other things, that the take-over bid must be undertaken within the three months following the date of the meeting of the General Shareholders Assembly at which the resolution was approved, failing which, the approval will not be effective. As a result, any delisting would require the Company and its shareholders to comply with onerous regulations.

Changes in climate conditions may affect the Company's operations

The physical risks of climate change may have an adverse effect on the Company's operations. These risks include the following:

- changes in sea levels could affect ocean transportation and shipping facilities that are used to transport supplies, equipment and workforce and products from the Company's operations to world markets;
- extreme weather events (such as hurricanes or a prolonged drought) have the potential to disrupt operations or cause work accidents at the Company's mines and may require the Company to make additional expenditures to mitigate the impact of such events; and
- the Company's facilities depend on regular supplies of consumables (diesel, tires, reagents, etc.) to operate efficiently. In the event that the effects of climate change or extreme weather events cause prolonged disruption to the delivery of essential commodities, production levels at the Company's operations may be reduced.

In particular, Nicaragua is vulnerable to hurricanes, and is expected to experience increased frequency and intensity of hurricanes due to climate change. In Colombia, climate change is expected to cause changes in rainfall patterns, and droughts could lower river levels. Droughts affecting the Nechí River could negatively affect the Company's hydroelectric power generation and alluvial production capacity at the Nechí Alluvial Property.

There can be no assurance that efforts to mitigate the risks of climate change will be effective and that the physical risks of climate change will not have an adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Increasing ESG requirements

Recent regulatory, compliance and transparency demands on ESG matters by authorities, refineries, financial institutions, insurers, reinsurers, among others, represent a challenge for the Company in terms of transparency, timeliness, veracity and depth of the information revealed. In addition, governments have introduced or are introducing climate change legislation and treaties at the international, national, state/provincial and local levels. Regulation relating to emission levels (such as carbon taxes) and energy efficiency is becoming more stringent. If the current regulatory trend continues, this may result in increased costs at the Company's operations.

The Company's insurance coverage may be inadequate to cover potential losses

The Company's business is subject to a number of risks and hazards (as further described in this AIF). Although the Company maintains 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 its activities, including current and any future mining operations. The Company may also be unable to obtain or maintain insurance to cover its risks at economically feasible premiums, or at all. 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, development or production may not be available to the Company on acceptable terms. The Company might also become subject to liability for pollution or other hazards which it is not currently insured against and/or in the future may not insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company may become liable to indemnify the Trustee for losses arising under the Trust Agreement

Pursuant to the Trust Agreement, the Company has agreed to indemnify the Trustee for any loss suffered by the Trustee in performing its obligations under the Trust Agreement. Such losses may be substantial, and could result from events that are beyond the control of the Trustee and/or the Company, including, among other things, any taxes, withholdings and applicable interest for which the Colombian tax authorities may hold the Trustee liable if a non-Colombian shareholder fails to pay taxes due under Colombian tax laws in connection with the holding or disposition of Common Shares. The Company has also agreed to indemnify the Trustee for claims by non-Colombian shareholders. If the Trustee suffers losses or is held liable for claims under or in connection with the Trust Agreement, the Company will incur corresponding costs to indemnify the Trustee, which, if significant, could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Risks Related to Our Operations in Emerging Markets

Investing in an emerging market company entails certain inherent risks

The Company is a Colombian corporation. The Company conducts or participates in mining, development, exploration, and other activities through subsidiaries and/or joint ventures in Colombia, Nicaragua, and Chile, all of which are emerging markets. Investing in emerging markets generally involves risks, which may include:

- expropriation or nationalization of property;
- changes in laws or policies or increasing legal and regulatory requirements of particular countries, including those relating to taxation, royalties, imports, exports, duties, currency, in-country beneficiation or other claims by government entities, including retroactive claims and/or changes in the administration of laws, policies and practices;
- uncertain political and economic environments, war, terrorism, sabotage and civil disturbances;
- lack of certainty with respect to legal systems, corruption and other factors that are inconsistent with the rule of law;
- delays in obtaining or the inability to obtain or maintain necessary governmental permits or to operate in accordance with such permits or regulatory requirements;

- restrictions on the ability of local operating companies to sell gold or other minerals offshore for U.S. dollars, and on the ability of such companies to hold U.S. dollars or other foreign currencies in offshore bank accounts;
- import and export regulations, including restrictions on the export of gold or other minerals;
- limitations on the repatriation of earnings;
- underdeveloped industrial or economic infrastructure;
- internal security issues;
- increased financing costs;
- renegotiation, cancellation or forced modification of existing contracts; and
- risk of loss due to disease, and other potential medical endemic or pandemic issues, as a result of the potential related impact to employees, disruption to operations, supply chain delays, trade restrictions and impact on economic activity in affected countries or regions.

For a more detailed discussion of certain of these risks and uncertainties applicable in the countries where we operate, see "*Risk Factors – Risks Related to Our Operations in Colombia*", and "R*isk Factors – Risks Related to Our Operations in Nicaragua*".

The countries where we operate may experience economic problems that could affect our business, financial condition, and results of operations

The Company's Material Properties are located in Colombia and Nicaragua, and they depend upon local economic and social conditions. As a result, the Company's business, financial position and results of operations may be affected by the general conditions of the Colombian and Nicaraguan economies, price instability, inflation, interest rates, regulation, taxation, social instability, political unrest and other developments in or affecting those countries, over which the Company has no control. Economic and political instability that has been caused by many different factors, including the following:

- adverse external economic factors;
- inconsistent fiscal and monetary policies;
- dependence of governments on external financing;
- changes in governmental economic policies;
- high levels of inflation;
- abrupt changes in currency values;
- high interest rates;
- volatility of exchange rates;
- political and social tensions;
- exchange controls;
- wage and price controls;
- the imposition of trade barriers; and
- trade shocks.

For a more detailed discussion of certain of these risks and uncertainties applicable in the countries where we operate, see "*Risk Factors – Risks Related to Our Operations in Colombia*", and "*Risk Factors – Risks Related to Our Operations in Nicaragua*".

Any of these factors could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The economies of the countries where we operate are vulnerable to external shocks caused by significant economic difficulties of their respective trading partners, or by more general "contagion" effects

Weak, flat or negative economic growth or changes in international trade policy of the major trading partners of the countries where the Company operates could adversely affect their balance of payments and, consequently, their economic growth. Decreased growth affecting such major trading partners could have a material adverse effect on the markets for exports from the countries where the Company operates, and, in turn, adversely affect economic growth.

The economies of countries where the Company operates may be affected by "contagion" effects. International investors' reactions to events occurring in one developing country sometimes appear to follow a "contagion" pattern, in which an entire region or investment class is disfavoured by international investors. In all of the countries in which the Company operates, economic growth was negatively affected as a result of the 2008 global financial crisis, and more recently, the COVID-19 pandemic. Similar developments can be expected to affect the economies of countries where the Company operates in the future, and may accordingly affect the Company's business, financial position, operations, and results of operations.

From an anti-money laundering perspective, the risk of contamination arises when funds or assets from illicit sources are commingled with those generated by our legitimate business activities. This could expose the Company to sanctions and jeopardize its assets.

We have operations in some countries known to experience high levels of corruption and any violation of anti-corruption laws could subject us to penalties and other adverse consequences

Corruption and sanctions risks remain relevant for businesses operating in international markets. We are subject to anti-corruption, anti-bribery, anti-money laundering and other international laws and regulations and are required to comply with the applicable laws and regulations of Colombia, Nicaragua, Chile, Switzerland, Netherlands and Canada. In general, these laws prohibit improper payments or offers of payments to governments and their officials, political parties, state-owned or controlled enterprises, and/or private entities and individuals for the purpose of obtaining or retaining business. In addition, we are subject to economic sanctions regulations that restrict our dealings with certain sanctioned countries, individuals and entities. The Company operates in some jurisdictions where the regulatory and institutional environment may present heightened compliance risks.

Our activities in these countries create the risk of unauthorized payments or offers of payments by one of our employees, contractors, agents, or users that could be in violation of various laws, including anti-bribery laws in these countries. In addition, our ability to secure permits, renewals or other government approvals required to maintain our operations could be negatively impacted by corruption in one or more governmental institutions in the countries in which we operate.

We have adopted the Code of Ethics, the Anti-Corruption Policy, and the AML Policy, which mandate compliance with these anti-corruption, anti-bribery, and anti-money laundering laws, and have implemented

training programs, compliance controls and procedures, and reviews and audits to ensure compliance with such laws. However, there can be no assurance that our internal controls, and procedures will be sufficient to prevent or detect all inappropriate practices, fraud or violations of such laws, regulations and requirements by our affiliates, employees, directors, officers, partners, agents and service providers, or that any such persons will not take actions in violation of our policies and procedures, for which we may be ultimately responsible. Any violations of anti-bribery and anti-corruption laws or sanctions regulations could have a material adverse effect on our business, reputation, results of operations and financial condition. We cannot predict the nature, scope or effect of future anti-corruption regulatory requirements to which our operations might be subject or the manner in which existing laws might be administered or interpreted.

Local legal and regulatory systems in which we operate are not equally robust

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

- laws may not be enforced consistently, or at all;
- legal redress may not be available in the courts of such jurisdictions, whether in respect of a breach of law or regulation;
- it being more difficult to obtain or retain title in an ownership dispute;
- a higher degree of discretion on the part of governmental authorities;
- the lack of judicial or administrative guidance on interpreting applicable rules and regulations;
- inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; and
- relative inexperience of the judiciary and courts in such matters.

In certain jurisdictions, the commitment of local businesspeople, government officials and agencies and the judicial systems to abide by legal requirements and negotiated agreements may be more uncertain. As a result, concessions, licenses, permits, approvals, contracts and agreements for the Company's business may be susceptible to revision or cancellation or may not be renewed, and the Company's operations may be affected by changes in laws, regulations and policies relating to taxation, mining, foreign exchange, foreign investment, and repatriation of funds. If laws and regulations are not enforced, or are changed to the Company's detriment, legal redress may be uncertain or delayed. Even if judgments favourable to the Company are obtained, they may not be upheld.

The Company operates in jurisdictions with historically high rates of inflation

High rates of inflation may have an adverse impact on our business, results of operations, financial condition and prospects, and the market price of the Common Shares.

Rates of inflation in the countries in which the Company operate have been historically high, and there can be no assurance that inflation will not return to high levels. Inflationary pressures may adversely affect the Company's ability to access foreign financial markets, leading to adverse effects on our capital expenditure plans. In addition, inflationary pressures may, among other things, reduce consumers' purchasing power or lead to certain anti-inflationary policies to be instituted by the relevant governments, such as an increase in interest rates. There is no assurance that measures taken by the relevant governments will curb inflation.

Inflationary pressures may harm the Company's business, results of operations, financial condition and prospects, or adversely affect the price of the Common Shares.

Risks Related to Our Operations in Colombia

Congress elections in March 2026 and Presidential elections in May 2026 may lead to political or regulatory changes that may impact the Company.

Colombia held congressional elections in March 2026, and is scheduled to hold presidential elections in May 2026. The outcome of these elections may result in significant political and policy changes. Political platforms under consideration by candidates and parties could include reforms to taxation, labour laws, environmental regulation, foreign investment, the extractive industries framework, or other areas directly or indirectly affecting the Company's operations.

There can be no assurance that the policies of the new administration or Congress will be favorable to Mineros or to the industries in which it operates. Potential reforms or regulatory changes could increase compliance costs, delay permitting processes, restrict foreign investment, alter environmental or labour standards, or otherwise adversely impact Mineros' businesses, financial condition, results of operations, cash flows, or prospects. Political uncertainty during the electoral cycle may also negatively affect market conditions, exchange rates, access to financing, and investor confidence in Colombia.

Socio-political uncertainty in Colombia may affect future operations and stability

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

The Company's financial condition and results of operations may be affected by changes in the political climate in Colombia to the extent that such changes affect the nation's economic policies, growth, stability or regulatory environment. Any changes in the Colombian economy or the Colombian government's economic policies, in particular as they relate to the mining industry, may have a negative impact on the Company's business, financial condition and results of operations.

Although the Colombian government has a long-standing tradition of respecting the rule of law, no assurances can be given that the Company's plans and operations will not be adversely affected by developments in Colombia. Government actions concerning the economy, taxation, or the operation and regulation of nationally important facilities such as mines, could have a significant effect on the Company.

The Company's operation and financial condition may be adversely affected by changes in Colombian governmental policies and actions, and judicial decisions, involving a broad range or matters. Historically, the Colombian government has exercised substantial influence over the economy, and its policies are likely to continue to have a significant effect on Colombian companies.

Unauthorized mining and illegal activity may result in gold theft, disrupt operations, and cause environmental damage

The mining industry in Colombia is subject to incursions by unauthorized miners who gain illicit access to mines to steal mineralized material. Unauthorized mining occurs on and near the Company's mining operations in Colombia. Unauthorized mining on the Nechí River has increased significantly driven by the high demand for gold and by the increasing involvement of organized crime. Reports indicate that illegal mining activities have continued to expand rapidly with a five-to-seven-fold increase from 2019 to 2025 in the Nechí River, including on the Nechí Alluvial Property, being mined illegally without proper permits or oversight using large dredging machines, colloquially known as "dragons". These machines have been associated with significant environmental degradation, including riverbed destruction and contamination from the use of toxic substances like mercury. While the Company monitors unauthorized mining activity and is required to report it when discovered, it relies on the various levels of government to control and police illegal operations. To date, such government efforts to control unauthorized mining activity on the Nechí River have not been effective, and there can be no guarantee that any effective government intervention will occur in the future.

Unauthorized mining could adversely affect the Company's operations at the Nechí Alluvial Property. Incursions by unauthorized miners may compromise the Company's equipment or interrupt mining operations, which may lead to decreased production, cause environmental damage, pose health and safety risks to the Company's personnel, and disrupt the Company's reclamation activities. Failure to control unauthorized mining could result in regulatory compliance and reputational risks to the Company. Theft of gold by unauthorized miners is resulting in lost gold production and Mineral Reserves, and efforts to prevent unauthorized mining may require the Company to make considerable investments in security and control measures, which could have an adverse effect on the Company's financial condition and results of operations.

The Company has in the past experienced permitting delays that constrained its operations at the Nechí Alluvial Property, and there can be no guarantee that we will avoid future permitting delays

In Colombia, an environmental impact assessment ("**EIA**") must be filed and an EMP must be granted in respect of mine development and mineral exploitation activities. Due to the mobile nature of alluvial mining operations, the Company is periodically required to file with ANLA an updated EIA, and must receive an updated EMP to continue operations at the Nechí Alluvial Property. Delays in receiving approvals from ANLA temporarily constrained operations at the Nechí Alluvial Property, causing gold production to fall short of expectations by 33% in 2019 and 18% in 2020. The Company has developed an integrated environmental strategy and permitting schedule for future mining stages to minimize the risk of future permitting delays.

In early 2020, the Nechí Alluvial Property was designated a PINE in Colombia by the Ministry of Mines and Energy (*Ministerio de Minas y Energía*) of Colombia, entitling the Company to priority access to and service from government entities of any level. While the Company believes that the current permitting regime and its designation as a PINE will reduce constraints and facilitate access to grants and renewals of environmental permits, there can be no assurance that permits will be granted on acceptable terms and on a timely basis, or that permitting delays will not cause production delays or interruptions in the future.

Changes in Colombian legislation could have adverse effects on our operations

Under the administration of President Gustavo Petro, the Colombian government is debating or has approved a number of new laws that may have an impact on the operations, activities and prospects of the Company if they are approved and come into and remain in force. Some of these include:

- Decree 044 of 2024, issued by the Ministry of Environment and Sustainable Development (*Ministerio de Ambiente y Desarrollo Sostenible* – MADS) on January 30, 2024, allows MADS to declare temporary reserve areas in certain parts of Colombia. To declare a temporary reserve area, a resolution must be issued by MADS detailing the area that is to be temporarily reserved. Once an area is declared as a temporary reserve, the granting of new environmental permits or licenses for the exploration and exploitation of minerals within that area is suspended for up to five years, with the possibility of a single extension for an additional five years;
- The current National Development Plan (*Plan Nacional de Desarrollo* – PND) 2022-2026, enacted through Law 2294 of 2023, sets forth a comprehensive framework for Colombia's social, economic, and environmental policies. The PND introduces reforms aimed at strengthening environmental determinants, promoting climate change adaptation and mitigation considerations in territorial planning, and supports protection of ecosystems of special interest and restoration of degraded areas. The PND specifically addresses the regulation of land use in territories governed by Law 70 of 1993, which recognizes the collective property rights of Black, Afro-Colombian, Raizal, and Palenquero communities. Additionally, the PND proposes the creation of special mining districts (*distritos mineros especiales*) to facilitate the transition of local economies from extractive activities to sustainable alternatives, with a focus on environmental restoration and social inclusion. The plan reinforces climate policy existing carbon tax mechanisms, such as the expansion of the existing carbon tax (Law 1819 of 2016) and the development of emissions trading systems, to incentivize emissions reductions and finance climate action. Finally, the PND strengthens the management of environmental liabilities by requiring the identification, registration, and remediation of contaminated sites, particularly those resulting from mining and hydrocarbon activities;
- Decree 1275 of October 15 of 2024, issued by MADS establishes the legal framework for Indigenous authorities to exercise environmental competencies in their territories, in coordination with other national and regional environmental authorities. Additionally, the decree also affirms the principle of legal pluralism, granting preferential application to Indigenous normative systems and recognizing the binding nature of national and international jurisprudence on Indigenous rights. Mining activities proposed within Indigenous territories may now be subject to additional layers of environmental review and approval by Indigenous authorities, who have the legal mandate to protect their cultural and environmental interests. Moreover, the recognition of Indigenous legal systems may require mining companies to engage in new forms of consultation and negotiation, and to comply with Indigenous regulations that may go beyond national standards.
- Law 2327 of September 13, 2023, introduces changes to Colombia's framework for the management of environmental liabilities. This law establishes clear definitions and procedures for the identification, registration, prioritization, and remediation of environmental liabilities—defined as the negative environmental impacts or risks left by past or ongoing activities, such as abandoned mines or contaminated sites. The law creates a National Registry of Environmental Liabilities, which will be managed by MADS, and requires all companies, including mining operators, to report and update information on environmental liabilities associated with their operations. It also sets out mechanisms for public participation and transparency, allowing affected communities and stakeholders to access information and participate in the prioritization of remediation efforts;
- Law 2387 of 2024 introduces significant reforms to Colombia's environmental sanctioning procedures, aiming to enhance regulatory certainty and environmental compliance for businesses.

It establishes mechanisms for early suspension or termination of sanctioning proceedings if corrective or compensatory measures are effectively implemented, with the benefit of avoiding a record in the environmental registry. The law also revises penalty structures, including written warnings and community service, and sets a maximum fine of up to 100,000 legal monthly minimum wages. Additionally, it streamlines procedural timelines and introduces incentives for early admissions of non-compliance, offering fine reductions. These changes are designed to provide greater clarity, efficiency, and flexibility in environmental enforcement, which may impact project development, operational risk, and compliance strategies;

- Draft bills proposing amendments to the 2001 Mining Code (Colombia);
- Institutional changes to strengthen the Colombian national government's capacity to regulate and ensure social participation in the environmental licensing process;
- Regarding the pension system, the National Congress approved Law 2381 of 2024, which introduced significant changes to the system, together with any secondary regulation subsequently enacted. Subsequently, the Colombian Government issued Decree 0514 of 2025 as part of the new regulations mandated by the reform, addressing several matters such as guidelines for new competitors, election of directors, commission schemes, target date funds, among others. Although Law 2381 of 2024 was scheduled to take effect on July 1, 2025, it is currently under review by Colombia's Constitutional Court for failure to comply with the appropriate legislative process, and therefore we cannot predict when it will ultimately come into effect. Given its recent approval and the fact that the Constitutional Court's decision is still pending, we cannot provide any assurance that this reform will not have a material adverse impact on our business or results of operations in Colombia. The most significant change introduced by the Colombian Pension Reform of 2024 relates to the allocation of pensions contributions. For individuals with income up to 2.3x the legal minimum monthly wage (approximately $743 based on the exchange rate as of December 31, 2024) all pension contributions will be allocated to the public pension component (*componente de prima media*) managed by *Colpensiones*. For those individuals with income above the 2.3x the legal minimum monthly wage (approximately $743 based on the exchange rate as of December 31, 2024), contributions corresponding to income up to 2.3.x legal minimum monthly wage, will be allocated to the public pension component (*componente de prima media*), while contributions corresponding to income above 2.3.x legal minimum monthly wage, will be allocated to the complementary component by individual savings (*componente complementario de ahorro individual*) managed by ACCAIs (former private pension funds - *Colfondos, Porvenir, Protección,* and *Skandia*);

1. On June 25, 2025, Colombia enacted Law 2466, a substantive labour reform that significantly reshapes the employment landscape by strengthening worker protections and modernizing labour practices. Key aspects include: (i) indefinite-term contracts as the general rule, with stricter limits on fixed-term contracts; (ii) the definition of night work has changed: as of December 25, 2025, night shifts will begin at 7:00 p.m. (previously 9:00 p.m.), increasing the number of hours subject to a 35%-night work surcharge; (iii) the surcharge for work on mandatory rest days and bank holidays will gradually increase from 75% to 100% by July 2027, increasing labour costs for mandatory rest days and holiday work; (iv) employers must comply with new mandatory quotas for hiring persons with disabilities, applicable to companies with 500 or more employees; (v) apprenticeship contracts are redefined as special fixed-term employment agreements, with expanded remuneration and social security obligations for employers; (vi) expanded rights for gig/platform workers; (vii) mandatory disciplinary procedures and broader anti-discrimination protections; and (viii) new obligations regarding telework, including connectivity allowances. Although several provisions are

subject to phased implementation through 2026, the reform is expected to increase labour costs and compliance requirements for employers operating in Colombia, including companies in the mining sector; and

- On October 1, 2025, the Colombian Government filed the bill "*Ley Minera para la Transición Energética Justa, la Reindustrialización Nacional y la Minería para la Vida*." If enacted substantially as proposed, it would restructure the mining regime by: replacing open applications with socio environmental planning that defines suitable zones for mining (*Zonas Aptas de la Mineria*, "**ZAM**") and zones excluded from mining (*Zonas Excluidas de la Mineria "**ZEM**"*), with implementing regulation pending; until mapping and definition of ZAM and ZEM is completed, access to areas and new contracting could be delayed or denied; imposing phased project timelines with a mandatory exploratory-preparation stage (up to two years) requiring prior consultation where applicable, a binding social management plan (*Plan de Gestión Social*, "**PGS**") and an environmental license before exploration may begin, followed by stricter pre-exploration requirements and discretionary renewals; creating an environmental license and robust closure funding, including financial guarantees to be defined by regulation; expanding sanctions and early termination ground for breach of contract (*caducidad*), including for non-compliance with the PGS; strengthening socio-territorial obligations (including consultation and the PGS requirement); and adjusting the economic participation of the state (royalties plus an additional consideration and updated surface fees), payable in advance on a sliding scale with early termination (*caducidad*) for non-payment, and requiring new reporting/sharing of certain gains from securities speculation related to mining contracts, while prohibiting new thermal coal contracts and grandfathering existing ones. Transition rules keep core terms of current titles but apply new sanctions, closure obligations, reporting, and cadastral cleansing. The legislative and regulatory outcomes remain uncertain and could delay access to areas and contracting, lengthen licensing and consultation, increase capital, operating, social and fiscal burdens, constrain operations in excluded or culturally significant zones, and heighten enforcement and termination risk, any of which could materially affect our business in Colombia.

The amendment of existing laws, regulations and permits governing the operations and activities of mining companies, including environmental laws and regulations, or more stringent implementation thereof, changes in labour and pension laws could have a material adverse impact on the Company and may cause increases in expenses and costs, affect the Company's ability to expand or transfer existing operations or require the Company to abandon or delay the development of new properties.

Increased taxes or additional tax regulation could impact the Company's revenue

Uncertainty relating to Colombian tax legislation poses a constant risk to the Company. Changes in legislation, regulation, jurisprudence, and tax authorities' interpretations through general rulings, can affect tax burdens by increasing tax rates and fees, creating new taxes, limiting deductions and exemptions, and eliminating incentives and non-taxed income. Notably, the Colombian government has significant fiscal deficits that may result in future tax increases.

Colombian operations may be affected by internal security issues

Colombia is home to South America's largest and longest running insurgency, and during the 40-year course of armed conflict between government forces and anti-government insurgent groups and illegal

paramilitary groups, both funded by the drug trade, Colombia has experienced significant social upheaval and criminal activity relating to drug trafficking. Insurgents have attacked and kidnapped civilians and violent guerrilla activity exists in some parts of the country.

While the situation has improved in recent years, there can be no guarantee that the situation will not again deteriorate. Any increase in kidnapping or terrorist activity in Colombia or in the areas of the Company's projects generally may disrupt supply chains and discourage qualified individuals from being involved with the Company's operations. Despite the 2016 peace agreement between the Colombian government and the Revolutionary Armed Forces of Colombia (*Fuerzas Armadas Revolucionarias de Colombia*, FARC), a lasting decrease in violence or drug-related crime in Colombia or the successful integration of former guerilla members into Colombian society, has not yet been achieved. The parties reached agreements on reforms to facilitate political participation for opposition movements, and land and rural development, among other issues. An escalation of violence or drug-related crime may have a negative impact on the Colombian economy and on us. Additionally, the perception that matters have not improved in Colombia may hinder the Company's ability to access capital in a timely or cost effective manner. There can be no assurance that continuing attempts to reduce or prevent guerilla, drug trafficking or criminal activity will be successful or that guerilla, drug trafficking and/or criminal activity will not disrupt the Company's operations in the future.

In 2024, the Colombian government proceeded with the implementation of Law 2272 of 2022, a legislative framework designed to facilitate dialogue and negotiations with various armed groups within the national territory. This initiative, a central component of the current administration's policy, aimed to establish conditions conducive to long-term stability. A primary focus of these efforts involved continued discussions with the ELN, with the objective of securing ceasefires and exploring potential peace accords. Simultaneously, the government addressed the complexities associated with engaging other armed groups, including the AGC, which presented distinct legal and political considerations. Throughout the year, the evolving legal and political landscape influenced the progression of these discussions, encompassing debates regarding the legal parameters for addressing organized crime and the management of confidential information. The government also undertook measures to develop institutional frameworks intended to support the negotiation processes. Despite these efforts, challenges remained, including ongoing incidents of violence, disagreements regarding negotiation terms, and the inherent complexities of engaging with diverse armed groups. Furthermore, attention was directed towards the social dimensions of the peace process, with efforts to incorporate economic and social factors, recognizing the need to address underlying causes of conflict. The development of programs such as the "Servicio Social para la Paz" reflected this approach. Overall, 2024 saw the continuation of efforts to implement the established policy framework, characterized by ongoing negotiations, legal discussions, and persistent challenges, all directed towards the goal of achieving greater stability in Colombia.

Colombian assets may be subject to expropriation or nationalization

Pursuant to Article 58 of the Colombian constitution, the Colombian government can exercise its eminent domain powers in respect of the Company's assets in the event such action is required in order to protect public interests. According to Law 388 of 1997, and articles 58 and 59 of the Colombian constitution, eminent domain powers may be exercised through: (i) an ordinary expropriation proceeding, (ii) an administrative expropriation, or (iii) an expropriation due to war. In all cases, the Company would be entitled to fair compensation for the expropriated assets. However, compensation may be paid in some cases years

after the asset is effectively expropriated. Furthermore, the indemnification may be lower than the price for which the expropriated asset could be sold in a free market sale or the value of the asset as part of an ongoing business.

Risks Related to Our Operations in Nicaragua

The Company's current and future operations in Nicaragua may be materially affected by political, economic and social uncertainties

Nicaragua has experienced, and may continue to experience, periods of political and social instability that could affect the Company's operations. Such instability could increase the costs of operations, interrupt the supply of materials, labour, and ore from artisanal mining cooperatives, limit the Company's ability to export production, and increase security risks, which could materially adversely affect the Company's business, results of operations, financial condition and cash flows.

The political and regulatory environment in Nicaragua has evolved in recent years, including constitutional amendments approved in 2024 and changes in the fiscal and concession framework affecting the mining sector. International stakeholders, including certain U.S. and European governmental authorities, have adopted sanctions measures targeting entities and individuals in Nicaragua, including the Nicaragua Sanctions Measures. These developments may affect the Company's operating environment. If any of the Company's contracting partners become subject to sanctions, including as a result of these laws and regulations, the Company may have to suspend all or a portion of its operations on a temporary or permanent basis, and may become subject to lawsuits, investigations or regulatory proceedings, which could be time-consuming and expensive to respond to and which could lead to criminal or civil fines or penalties.

In 2024, the National Assembly of Nicaragua approved constitutional amendments that, among other measures, modified the structure of public power and extended the presidential term. During 2025, the Company addressed a number of regulatory and fiscal matters with Nicaraguan authorities , including the resolution of a tax dispute and the review of certain exploration concessions held by the Hemco , as described under 'Three Year History.'These developments may increase the Company's exposure to operational and regulatory risks in Nicaragua. The Company continues to engage constructively with the relevant authorities regarding these matters

The Company manages these risks through its governance framework, active participation in mining associations, compliance with applicable regulations, continuous monitoring of the regulatory environment, and the development of contingency plans at both strategic and operational levels. The Company remains committed to maintaining the integrity of its operations and its compliance obligations regardless of external pressures. The Company values its long-standing presence in Nicaragua and its relationship with Nicaraguan authorities, communities, and artisanal mining cooperatives. Mineros, through its subsidiary Hemco, remains committed to contributing to the sustainable development of the Bonanza mining district and seeks to address regulatory, fiscal, and operational matters through constructive dialogue and in compliance with applicable laws.

Artisanal mining on our properties in Nicaragua may expose us to operating and environmental risks

The Hemco Property is subject to significant artisanal mining activity, as permitted by Nicaraguan law. While the Company considers its relationships with local and small-scale miners in the vicinity of the Hemco Property to be stable and mutually beneficial, the deterioration of that relationship could pose risks of conflict, which could materially adversely affect the Company's current and planned operations in Nicaragua. Artisanal mining under the Bonanza Model is the primary source of ore from Hemco's concessions, so relationship failures could put approximately three-quarters of annual production at risk in the short term, affecting all prospects for growth, profitability, and continuity of operations.

Under Nicaraguan law, the Company is subject to liability for environmental damage and remediation resulting from discharges or releases of hazardous materials on its mineral concessions, including by artisanal miners. Artisanal and small-scale miners have historically used chemicals that are harmful to the environment to separate the precious metals from the ore. The Company works with artisanal and small-scale miners to discourage the use of hazardous chemicals such as mercury, and has built the Hemco Plant, La Curva Plant and Vesmisa Plant, which provide a mercury-free ore option for processing ore mined by artisanal and small-scale miners in the vicinity of the Hemco Property. However, the Company's efforts may not always be successful. There can be no assurance that the Company will not be subject to environmental liabilities resulting from such operations in the future, which could have a material adverse impact on the Company. Although Hemco actively manages the monitoring and control of associated environmental, social, safety, and compliance risks, the Bonanza Model results from the Company's interaction with miners and the CMMA. A potential deterioration of this model could weaken the practices the Company promotes in mitigating risks related to the environmental situations described above. Additionally, it could reduce the effectiveness of the controls the Company exercises to mitigate risks related to money laundering and terrorist financing and mineral traceability, thereby exposing the supply chain to incorporating mineral that could originate from illicit sources. Furthermore, the weakening of safety and health management and disaster risk management increases miners' vulnerability to fatalities, accidents, and occupational diseases. Finally, a potential deterioration of the model could ultimately present difficulties for the Company to effectively conduct human rights due diligence, increasing its exposure to risks such as child labor and the promotion of inequalities.

Risk of nationalization of mining assets

In the past, Nicaragua has introduced changes to its mining regimes that reflect increased government control or participation in the mining sector, including, but not limited to, changes of laws or governmental regulations affecting foreign ownership, mandatory state participation, taxation and royalties, exchange controls, permitting and licensing of exploration, development and production, land use restrictions, price controls, export controls, export and import duties, restrictions on repatriation of income or return of capital, requirements for local processing of mineral products, environmental protection, as well as requirements for employment of local staff or contractors, and requirements for contributions to infrastructure and social support systems.

There can be no assurance that Nicaragua will not adopt a nationalization framework or regime, or that existing fiscal and regulatory conditions will remain unchanged. During 2025, the Company experienced an increase in regulatory and fiscal actions in Nicaragua, including claims alleging non-payment of ad-valorem taxes and the initiation of proceedings regarding certain exploration concessions. The Company settled the

tax dispute through a payment of approximately $49.3 million. There can also be no assurance that the terms and obligations under which the Company operates will not increase or become more onerous.

Government policy is beyond our control and may change without warning, which could discourage further investment in, or limit the economic benefits that we derive from, our operations in Nicaragua. There can also be no assurance that our assets in Nicaragua will not be subject to specific nationalization or expropriation measures by any authority or body. While there are often frameworks and mechanisms to seek compensation and reimbursement for losses in these kinds of circumstances, there is no assurance that such measures would compensate us adequately or in a timely manner, or at all. The Company actively monitors the regulatory environment and has developed contingency plans to manage potential scenarios, but there can be no assurance that such plans, if implemented, will be effective at mitigating potential losses.

Risks Related to Our Common Shares

Dilution from equity financing could negatively impact holders of Common Shares

The Company may from time to time raise funds through the issuance of Common Shares or the issuance of debt instruments. The Company cannot predict the size or price of future issuances of Common Shares or the size or terms of future issuances of debt instruments, whether or not convertible into Common Shares, or the effect, if any, that future issuances and sales of the Company's securities will have on the market price of the Common Shares. Sales or issuances of substantial numbers of Common Shares, or the perception that such sales or issuances could occur, may adversely affect prevailing market prices of the Common Shares. With any additional sale or issuance of Common Shares, or debt securities convertible into Common Shares, investors will suffer dilution to their voting power and the Company may experience dilution in its earnings per share.

The market price of our Common Shares may be volatile, which could result in substantial losses

The market price of our Common Shares may fluctuate substantially and may be higher or lower than the initial public offering price. Market prices could be subject to wide fluctuations in response to various factors, many of which are beyond our control and may not be related to our operating or financial performance, underlying asset values, or prospects. These fluctuations could cause investors to lose all or part of their investment if they are unable to sell Common Shares at or above the price they paid. Factors that could cause volatility in the market prices of our Common Shares include:

- price and volume fluctuations in the global stock markets from time to time;
- changes in operating performance and stock market valuations of other companies in the mining industry;
- sales of our Common Shares by us or our major shareholders;
- failure of securities analysts to maintain coverage of us, changes in financial estimates by securities analysts who follow us, or our failure to meet these estimates or the expectations of investors;
- the financial projections we may provide to the public (in the event we decide to provide any such projections), any changes in those projections or our failure to meet those projections;
- rumors and market speculation involving us or other companies in our industry;

- actual or anticipated changes in our results of operations or fluctuations in our results of operations;
- litigation involving us, our industry or both, or investigations by regulators into our operations or those of our competitors;
- announced or completed acquisitions of businesses by us or our competitors;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- changes in tax laws and regulations as well as accounting standards, policies, guidelines, interpretations or principles;
- any significant change in our management team; and
- general economic conditions and slow or negative growth of our markets.

The Company's major shareholder has majority control over the Company, which may limit other shareholders' ability to influence the outcome of corporate decisions

Sun Valley beneficially owns or exercises control or direction over approximately 66.3% of the issued and subscribed Common Shares. As a result, it can significantly influence the outcome of matters upon which shareholders are entitled to vote, as well as the Company's business operations and governance practices. Furthermore, the Company could be prevented from entering into transactions that could be beneficial to the Company or other shareholders, and third parties could be discouraged from making an offer or take-over bid to acquire the Company at a price per Common Share that is above then-current market price. Sales of substantial amounts of its Common Shares could adversely affect the market price of our securities.

Sales by existing shareholders can reduce share prices

Sales of a substantial number of Common Shares in the public market could occur at any time. These sales, or the market perception that the holders of a large number of Common Shares intend to sell Common Shares, could reduce the market price of the Common Shares. If this occurs and continues, it could impair the Company's ability to raise additional capital through the sale of securities.

Public companies are subject to securities class action litigation risk

In the past, securities class action litigation has often been brought against a company following a decline in the market price of its securities. If the Company faces such litigation, it could result in substantial costs and a diversion of management's attention and resources, which could materially harm its business.

If securities or industry analysts do not publish research or publish inaccurate or unfavourable research about the Company's business, the price and trading volume of the Common Shares could decline

The trading market for the Common Shares will depend on the research and reports that securities or industry analysts publish about the Company and its business. The Company does not have any control over these analysts. The Company cannot assure that analysts will cover it or provide favourable coverage. If one or more of the analysts who cover the Company downgrade its stock or change their opinion of the Common Shares, the price of Common Shares would likely decline. If one or more of these analysts cease

coverage of the Company or fail to regularly publish reports, the Company could lose visibility in the financial markets, which could cause the price and trading volume of the Common Shares to decline.

Global financial conditions can reduce the trading price of our Common Shares

Global financial conditions over the past decade have been characterized by volatility in both commodities prices and equities. Several financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. Access to financing has been negatively impacted by many factors. This may impact the Company's ability to obtain equity or debt financing in the future on terms favourable to the Company. Additionally, global economic conditions may cause decreases in asset values that are deemed to be other than temporary, which may result in further impairment losses. If such volatility and market turmoil continue, the Company's operations and financial condition could be adversely impacted.

Furthermore, general market, political and economic conditions, including, for example, inflation, interest and currency exchange rates, structural changes in the global mining industry, global supply and demand for commodities, political developments, legislative or regulatory changes, social or labour unrest and stock market trends will affect the Company's operating environment and its operating costs, profit margins and share price. Any negative events in the global economy could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

It may be difficult to enforce judgments and effect service of process on the Company, its directors and officers

Most if not all of the assets of the Company, its subsidiaries, most of their respective directors, all of their respective officers, and certain experts may be located outside of Canada. Although the Company, and certain of its directors, officers, and experts have appointed agents for service or process in Canada, investors may find it difficult to effect service of process within Canada upon such persons, or to enforce judgments obtained against such persons in Canadian courts, including, without limitation, judgments in actions predicated upon the civil liability provisions of applicable Canadian securities laws. Likewise, it may also be difficult for an investor to enforce in Canadian courts judgments obtained against such persons in courts located in jurisdictions outside Canada, including actions predicated upon the civil liability provisions of applicable Canadian securities laws. It may also be difficult for an investor to bring an original action in a Colombian court predicated upon the civil liability provisions of applicable Canadian provincial securities laws against the Company or these persons.

While the Company intends to make distributions on the Common Shares annually, there can be no assurance that dividends will be paid in the future

We intend to pay dividends on our Common Shares in accordance with our dividend policy and Colombian Regulations (see "*Dividends*"). However, any determination to pay dividends in the future will be subject to the approval of our shareholders, and will depend on a number of factors, including, but not limited to, our cash balance, cash flow, earnings, capital investment plans, expected future cash flows from operations and our strategic plans, and any restrictions imposed by applicable law.

Dividends or other distributions paid by us on the Common Shares will generally be subject to Colombian withholding tax

In general, under the Colombian Tax Code, dividends and distributions from Colombian entities to non-resident shareholders are subject to a 20% withholding tax. A lower tax rate may apply for persons who are tax resident in countries that have entered into a tax treaty with Colombia. For example, beneficial owners of Common Shares who are Canadian tax residents are subject to a withholding tax of 15% on all dividend payments. This applies both to individuals and legal entities. That rate is further reduced to 5% if the beneficial owner is a company that is a Canadian tax resident and controls, directly or indirectly, at least 10% of the voting power in the Colombian company paying the dividends. The reduced tax rate is only applicable if the beneficial owner of the dividend is a Canadian resident company. If the beneficial owner is an individual, no reduced tax rate will apply. The withholding tax must be withheld from the gross distribution and remitted to the Colombian National Tax and Customs Authority.

The Company has made available a procedure for non-Colombian resident shareholders who are entitled to a withholding tax rate on dividend payments of less than 20% to claim and request delivery of the amount deducted by the Company in excess of the withholding tax rate that applies to them (an "**Excess Amount**"). See "*Dividends – Withholding tax for Colombian tax residents and non-residents*". Such a procedure provides a service to shareholders. It may be discontinued or revised by the Company at any time without notice. If such procedure is discontinued, shareholders who are entitled to a withholding tax rate on dividend payments of less than 20% may reclaim Excess Amounts to which they may be entitled from the Colombian National Tax and Customs Authority. The success of any such reclaim will be subject to the shareholder's compliance with the applicable procedures established under Colombian laws and by the Colombian National Tax and Customs Authority from time to time.

Under certain circumstances, capital reductions could be implemented without triggering income tax to the shareholder (notably when the reimbursed capital amount does not exceed the tax basis of the shares, in general, being the value at which the shares were acquired). Conversely, if the value received by the shareholder exceeds the tax basis of the shares, there would be Colombian tax consequences.

Determining the tax treatment of capital reductions requires an in-depth analysis of the particular facts and circumstances surrounding the capital reduction and of the potential application of any relevant tax treaties. In addition, capital reductions in Colombia are subject to a cumbersome process that would likely require the approval of certain governmental authorities. Under Colombian law, capital reductions reduce the capital of the entity and not its accumulated profits.

Your rights and responsibilities as a shareholder will be governed by Colombian law and will differ in some respects from the rights and responsibilities of shareholders under the laws of other jurisdictions, including Canada, and you may have more difficulty protecting your interests than you would as a shareholder of a Canadian-incorporated corporation

Our corporate affairs are governed by the Colombian Regulations, our Bylaws, the Shareholder Meeting Regulations and Board Regulations, as well as such other applicable local laws, rules and regulations. The rights of our shareholders and the responsibilities of our directors and officers under Colombian law are different from those applicable to a corporation incorporated in Canada. The Bylaws expressly allow for proxyholders to vote in compliance with the instructions channeled through the registered holders of the Common Shares and issued by the beneficial holders of the Common Shares. Colombian judicial and administrative precedents are subject to change and any changes may have an impact on your rights as a

shareholder or on your ability to contest or seek damages for any actions taken by us or by our directors and officers.

The legal framework governing shareholder disputes under the Colombian Regulations differs substantially from corporate laws in Canada, and there are different procedural requirements for shareholder remedies such as derivative actions. Therefore, you may have more difficulty protecting your interests in connection with actions taken by us, our directors and officers than you would as a shareholder of a corporation incorporated in a jurisdiction of Canada.

Due to its status as a Colombian corporation (*sociedad anónima*) and as a company listed on the Colombian Exchange, the Company is subject to laws and regulations governing take-over bids for the Common Shares that are complex, onerous, and which differ significantly from the take-over bid rules under Canadian securities laws. In particular and, among other things, under Colombian Regulations, a potential take-over bid acquiror may be required to deposit at least half of the aggregate purchase price for Common Shares taken up under the bid in escrow and where a competing take-over bid is launched, by operation of law, any Common Shares tendered to either bid are automatically deemed to be tendered to the offer that constitutes the largest cash premium, notwithstanding any contractual arrangements between a shareholder and a potential take-over acquiror. Unlike many other jurisdictions, Colombian corporate laws do not expressly allow for squeeze-out transactions that allow a controlling shareholder to acquire the shares held by minority shareholders in a compulsory transaction, making the acquisition of the Company in a corporate transaction difficult. As a result, potential acquirors of the Company could be discouraged from making a take-over bid, and the Company could be prevented from entering into transactions that could be beneficial to the Company or its shareholders.

Our shareholders may be subject to restrictions on foreign investment in Colombia

Colombia's International Investment Statute (the set of rules and regulations which govern the foreign exchange market and the transactions thereto, which include Decree 1068 of 2015, Resolution 1 of 2018 and External Circular DCIP 83 issued by the Central Bank of Colombia, among others) regulates the manner in which non-Colombian residents can invest in Colombia and participate in the Colombian securities market. Among other requirements, Colombian law requires foreign investors to register certain foreign exchange transactions with the Central Bank of Colombia and outlines the necessary procedures to authorize certain types of foreign investments. Colombian law requires that certain foreign exchange transactions, including international investment in foreign currency between Colombian residents and non-Colombian residents, must be made through the foreign exchange market, either through authorized foreign exchange market intermediaries or compensation accounts, which are regular bank accounts held abroad by Colombian residents and registered with the Central Bank of Colombia.

As a result of the trust structure, shareholders who acquire Common Shares through issuances from treasury or through the facilities of the TSX will not be required to register directly with the Central Bank of Colombia. Absent such structure, foreign investors must register their investment in Common Shares with the Central Bank of Colombia as a portfolio investment through their local representative, which may be a brokerage firm, trust company or investment management companies supervised by the Colombian Superintendence of Finance. Outside of the trust structure, foreign investors will only be allowed to transfer dividends abroad after their foreign investment registration procedure with the Central Bank of Colombia has been completed. Investors withdrawing Common Shares from the TSX to trade on the Colombian

Exchange will be required to register with the Colombian Central Bank and could incur expenses and/or suffer delays in the application process. The failure of an investor to report or register foreign exchange transactions with the Central Bank of Colombia on a timely basis may prevent the investor from receiving dividends abroad or result in the initiation of an investigation and in the imposition of fines.

In the future, the Colombian government or the Central Bank of Colombia may amend Colombia's International Investment Statute or the foreign investment rules, which could result in more restrictive rules and could negatively affect trading of our Common Shares, prevent the payment of dividends, hinder or prevent the use of the trust structure, which may negatively affect the exercise of the voting rights and the payment of dividends to non-Colombian residents.

Colombia currently has a free convertibility system. If a more restrictive convertibility system is implemented, we may experience difficulties when converting Colombian peso amounts into U.S. dollars to remit dividend payments.

Colombian Regulations require us to obtain shareholder approval for any Common Share repurchases, limiting our flexibility to implement normal course issuer bids

Under the Colombian Commercial Code, a corporation may only purchase or buy back its own shares if approved by the shareholders by ordinary resolution, or any higher approval threshold set out in the corporation's Bylaws. Accordingly, the Company will not be able to undertake normal course issuer bids to acquire Common Shares in the secondary market as permitted by Canadian securities laws and TSX rules, without first obtaining shareholder approval. This may reduce the Company's flexibility to use capital to repurchase Common Shares where it would be reasonable and prudent to do so, including to maintain or stabilize the market for the Common Shares, or provide value to shareholders where management believes that the market price for its securities does not fully reflect the underlying value of the Company.

Risks related to La Pepa Project (Chile)

Financial non-viability due to high operating costs.

The combination of extreme geographic conditions, scarcity of essential resources, and precarious infrastructure in the area surrounding the La Pepa Project could generate a capital and operating cost structure that compromises the economic viability of the project. The Company´s remote, high-altitude operating environment presents significant logistical and supply challenges that may result in cost levels materially higher than anticipated. To mitigate this risk, the Company intends to update project cost estimates through more precise engineering studies, define a sustainable and economically viable water supply strategy, and explore partnerships with neighboring operators for the shared use of infrastructure and reduction of capital costs.

Regulatory and environmental barriers to obtaining the operating license.

The existence of historical environmental liabilities, the ecological sensitivity of the project area, and the complexity of the permitting process in Chile may result in delays or in the rejection of the DIA, which represents a central milestone for the advancement of the La Pepa Project. The failure to obtain this

declaration on schedule could materially block the project's progress and undermine the timeline established in the business case.

In order to manage this risk, the Company is developing a master permitting plan, conducting characterization of historical environmental liabilities prior to submitting the DIA, incorporating exclusion zones for sensitive ecosystems into its conceptual engineering design, and establishing proactive engagement with the Chilean Environmental Impact Assessment System (SEIA) and relevant sector authorities.

Loss of Social License Due to Community Opposition

The La Pepa Project area is home to approximately eight Colla indigenous communities and other local stakeholder groups, making early and meaningful engagement a key factor in securing the social license to operate. The Company recognizes this as a risk to be managed and has defined a mitigation strategy based on a detailed stakeholder mapping exercise and a structured engagement plan, both of which will be developed and implemented prior to the commencement of any field activities. These efforts will focus on key areas of sensitivity — including water access, road infrastructure, and ancestral territory — with the goal of building trust across all relevant groups and minimizing the likelihood of social conflicts, formal consultation requirements, or legal challenges.

Challenges in attracting and retaining critical talent under extreme operating conditions

The difficulty of attracting and retaining qualified professionals and technical personnel in a high-altitude, geographically isolated environment with adverse climatic conditions may result in high staff turnover, loss of accumulated project knowledge, and capability gaps that delay execution and increase operating costs. The Company intends to address this risk through the design of a differentiated compensation and benefits scheme that reflects the extreme conditions of the site and is competitive relative to other projects in the district, the establishment of a rotation system adapted to the physical and isolation demands of the location, and the implementation of an occupational health protocol for high-altitude work that includes periodic medical evaluations and prevention programs.

DIVIDENDS

Dividends must be approved at the ordinary meeting of the General Shareholders Assembly upon the recommendation of the Board of Directors. Under the Colombian Commercial Code, after payment of income taxes and appropriation of legal and other reserves, and after setting off losses from prior fiscal years, a corporation must distribute to its shareholders at least 50% of its annual net profit or 70% of its annual net profit if the total amount of reserves exceeds its outstanding capital, unless waived by special resolution passed by at least 78% of the voting shares represented at the applicable ordinary meeting of shareholders. Dividends must be distributed to all shareholders, in cash or shares of the Company, as may be determined by the shareholders, and within one year from the date of the ordinary meeting of shareholders at which the dividend was declared. Pursuant to section 151 of the Colombian Commercial Code, if losses from the prior fiscal years have resulted in the total shareholders equity being less than the amount of the legal capital, dividends can only be distributed after setting-off such losses. See "*Description of Share Capital – Material Differences Between Corporate Law and Shareholder Rights in Canada and Colombia – Dividends*". In the event dividends are to be paid in shares of the Company to all shareholders,

the decision to pay dividends in shares shall be approved by 80% of the shares present in person or represented by proxy at the General Shareholders Assembly. If approved by holders representing less than 80% of the Common Shares entitled to vote at such meeting, payment in shares can only be made to shareholders that voluntarily agree to receive them. See also "*Description of Share Capital – Material Differences Between Corporate Law and Shareholder Rights in Canada and Colombia*".

The Board is of the view that Mineros' shareholders should receive a direct cash benefit when the price of gold is high and the Company's position otherwise permits, having regard to future projects and anticipated cash commitments. The Board believes that prioritizing the allocation of resources toward projects and initiatives that enhance the Company's fundamental value is essential to ensuring shareholder well-being through the appreciation of share value over the short, medium, and long term. The Company looks to pay ordinary dividends that are sustainable over time having regard to its financial metrics, profitability, balance sheet strength, and reinvestment options in the business. The Company declares dividends at its annual General Shareholders Assembly and dividends are paid quarterly. Mineros' dividend payout has historically ranged between 30% to 50% of net profits generated in the fiscal year. In February 2021, the Board adopted a policy to apply all the net profits of the Company as follows: (i) first, an amount equal to 10% of the Company's net profits to a legal reserve, until such reserve is equal to 50% of the Company's paid-in capital; (ii) second, to additional reserves, including those deemed necessary to fund strategic initiatives and value-accretive projects aimed at strengthening the Company's competitive position, as the Board deems necessary to further the Company's best interests; and (iii) third, to the payment of dividends on the Common Shares. In accordance with the policy, the Board of Directors will prepare an annual recommendation on the distribution of dividends to be submitted to shareholders for approval at the ordinary meeting of the General Shareholders Assembly. When deciding on the recommendation for the distribution of dividends, the Board will aim to pay in dividends at least 15% of the net income of the prior fiscal year, provided that this allows, in good faith, to maximize the long-term value of the Company by reinvesting in opportunities that drive sustainable growth and enhance the overall value of the shares.

The following table sets forth the cash dividends declared on the Common Shares during the periods indicated.

	Cash Dividend per Common Share ($)	Total Cash Dividends Declared ($000s)
Fiscal year ended December 31, 2025[(1)]	0.10	29,974
Fiscal year ended December 31, 2024[(2)]	0.10	29,973
Fiscal year ended December 31, 2023[(2)]	0.07	20,982

Notes:

1. In 2025, the Company declared an ordinary dividend of $0.025, payable in each of April, July, and October 2025, and January 2026.
2. In 2024, the Company declared an ordinary dividend of $0.01875 and an extraordinary dividend of $0.00625, payable in each of April, July, and October 2024, and January 2025.
3. In 2023, the Company declared an ordinary dividend of $0.0175, payable in each of April, July, and October 2023, and January 2024.

Withholding tax for Colombian tax residents and non-residents[1]

In connection with certain changes to Colombian tax laws affecting dividends and withholding taxes, a transitional regime was established under which profits generated before the 2017 financial year were exempted from the application of dividend tax, regardless of the date the dividends are distributed. Historically, the Company has paid dividends from reserves set aside out of profits generated before its 2017 financial year, which have been exempt from these taxes under the transitional regime. The Company no longer has any such reserves, and intends to declare dividends out of profits earned during and after the 2017 financial year which have been subject to corporate tax in Colombia. Accordingly, dividends declared at and after the annual meeting of shareholders on March 27, 2026, will generally be subject to Colombian dividend tax and withholding taxes:

- Colombian tax residents that are natural persons, and the estates of persons who were Colombian Tax residents at the time of their death, are subject to a dividend withholding tax rate of 0% on payments up to COP$54,280,910. Any dividend payments exceeding this threshold are subject to a 15% withholding tax. Shareholders may be eligible to reclaim a portion of any such amount as a credit in accordance with applicable Colombian tax laws.

- Colombian tax residents that are legal entities are subject to a 10% withholding tax on all dividend payments.

- Non-Colombian tax residents, both individuals and legal entities, including capital portfolio investments through a manager in Colombia, are subject to a 20% withholding tax on all dividend payments. A lower tax rate may apply for persons who are tax resident in countries that have entered into a tax treaty with Colombia.

- Canada and Colombia are parties to the Canada-Colombia Income Tax Convention[2], which reduces dividend withholding taxes for tax residents of Canada who beneficially own dividend-paying investments in companies resident in Colombia, including Common Shares. Beneficial owners of Common Shares who are Canadian tax residents are subject to a withholding tax of 15% on all dividend payments. This applies both to individuals and legal entities. That rate is further reduced to 5% if the beneficial owner is a company that is a Canadian tax resident and controls, directly or indirectly, at least 10% of the voting power in the Colombian company paying the dividends.

For shareholders who hold their Common Shares through the Canadian system, the Company will deduct and remit to the Colombian National Tax and Customs Authority (*Dirección de Impuestos y Aduanas Nacionales*, DIAN) a 20% withholding tax from each dividend payment.

[1] Withholding tax provisions and the definition of Colombian tax residency are incorporated in the Colombian Tax Code (*Estatuto Tributario*) under articles 10, 242, 242-1 and 245.
[2] Convention between Canada and the Republic of Colombia for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income and on Capital, adopted into law in Colombia by Law 1459 of 2011, and in Canada by the Canada–Colombia Tax Convention Act, 2010 (Canada).

Shareholders who are entitled to a withholding tax rate on dividend payments of less than 20% may request delivery of any Excess Amount deducted by the Company by submitting to the Company a certificate identifying the beneficial holder of the Common Shares, its tax residency, and evidence of the number of shares held, all as at the record date and in form and substance acceptable to the Company in its sole discretion, along with instructions for payment of the Excess Amount.

A form of tax residency certificate, including instructions on how to complete and submit the certificate to the Company, is available on the Company's website at www.mineros.com.co.

To be eligible to receive payment of an Excess Amount, shareholders must submit a duly completed certificate to the Company on or before the date that is 30 calendar days after the dividend record date. Shareholders who submit certificates and whose residency status and shareholdings can be verified to the satisfaction of the Company, in its sole discretion, will receive payment of the applicable Excess Amount promptly, and in any event no later than 45 days after the dividend payment date. It may not be possible for the Company to verify shareholdings of beneficial shareholders who are OBOs. Beneficial shareholders who wish to claim payment of Excess Amounts from the Company prior to their remittance to the Colombian National Tax and Customs Authority are advised to ensure that their Common Shares are held in accounts that permit the disclosure of beneficial ownership information on each dividend record date. Certificates and any accompanying evidence must be updated and submitted each time a dividend is paid.

Shareholders who are entitled to a withholding tax rate on dividend payments of less than 20% but do not timely submit a duly completed certificate to the Company in accordance with the procedure specified above, who submit certificates that cannot be verified by the Company, may be entitled to claim a refund for any Excess Amount from the Colombian National Tax and Customs Authority, provided that they meet any applicable eligibility requirements and follow the prescribed procedures.

The Company has made available the above-described procedure for the claim and return of Excess Amounts as a service to shareholders. It may be discontinued or revised by the Company at any time without notice. If such procedure is discontinued, shareholders who are entitled to a withholding tax rate on dividend payments of less than 20% may reclaim Excess Amounts to which they may be entitled from the Colombian National Tax and Customs Authority.

The foregoing discussion is based on the laws of Colombia, including the Colombian Tax Code (*Estatuto Tributario*), existing and proposed regulations promulgated thereunder, and published judicial decisions and administrative pronouncements, each as in effect on the date of this AIF or with a known future effective date as they may affect the holding of Common Shares. This discussion does not generally address any aspects of Colombian taxation other than dividends tax and withholding tax. It is provided for information purposes only, and is not a complete analysis of all of the possible tax consequences of holding and receiving dividends on the Common Shares. There can be no assurance that the Colombian tax authorities will not challenge any of the Colombian tax consequences described above; in particular, changes in law and/or administrative practice, as well as changes in relevant facts and circumstances, may alter the tax considerations described above. This discussion does not constitute legal or tax advice and is intended only as a general guide. Readers should consult their own tax advisors as to the Colombian tax consequences of the ownership and disposition of Common Shares.

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DESCRIPTION OF SHARE CAPITAL

General Description of Capital Structure

The Bylaws authorize the Company to issue 800,000,000 shares having par value of COP$0.50 per share. The Bylaws allow the Company to issue shares both in Colombia and abroad up to the amount of its authorized capital, and to create and issue preferred shares by resolution of the General Shareholders Assembly passed by simple majority.

In accordance with the second paragraph of article 20 of the Colombian Civil Code, the issuance and sale of shares by a company outside of Colombia constitute operations carried out in a foreign country to which the relevant foreign law applies. To that effect, the Bylaws specify that shares issued outside of Colombia (i.e. in a foreign jurisdiction) are subject to "applicable foreign law" (being any law, rule, policy, regulation, decree, order, resolution, practice, standard or pronouncement issued or adopted by a governmental authority, regulatory authority, securities commission or stock exchange (and includes any rules or regulations required to be observed or followed by any transfer agent)) that is applicable in any country in which shares are issued, or which apply to the Company or to such shares as a result of such shares having been listed and posted for trading on any stock exchange outside of Colombia.

Common Shares

The Common Shares are the only class of shares created and issued by the Company. There are 295,780,517 Common Shares issued and subscribed, and 60,175,735 Common Shares held by the Company. In accordance with applicable Colombian law, shareholder rights associated with the Common Shares are suspended while they are held by the Company. The Bylaws provide that the Common Shares held by the Company may be cancelled with a proportionally increase in the value of the other shares held by third parties, by way of Bylaw amendment; or cancelled with a reduction of the capital up to its par value. The Company has no present intention to sell or distribute the Common Shares that it holds, and intends to hold them pending a future determination regarding their disposition.

Meetings of the General Shareholders Assembly

Meetings of the General Shareholders Assembly may be ordinary meetings or extraordinary meetings. Ordinary shareholder meetings may be called by the Board or the President of the Company. Ordinary meetings occur once a year and generally no later than three months after the end of the prior fiscal year, for the following purposes: (i) to consider and approve the Company's annual report, including audited financial statements for the preceding fiscal year; (ii) to elect or remove directors and the external auditor; (iii) to determine the allocation of profits for the preceding fiscal year, if any, as well as any retained earnings from previous fiscal years, (iv) to approve the payment of dividends, if any, and (v) to consider any other matters authorized in the Bylaws.

If an ordinary meeting of the General Shareholders Assembly does not occur within the first three months of the year, the shareholders may validly hold a meeting, without prior notice, at 10:00 a.m. on the first working day of April at the Company's headquarters.

Extraordinary meetings of the General Shareholders Assembly may take place when duly called for a specified purpose. Extraordinary shareholder meetings may be called at any time by the Board, the President, and the external auditor, either by their own initiative or at the request of the Colombian Superintendence of Finance or of the Superintendence of Companies, as applicable, or shareholder(s) holding no less than 5% of the issued capital of the Company. The Colombian Superintendence of Finance may also directly call extraordinary meetings in certain circumstances.

Quorum for both ordinary and extraordinary shareholder meetings requires the presence of two or more shareholders representing not less than 40% of the outstanding shares entitled to vote at the relevant meeting.

Voting Rights

Holders of Common Shares are entitled to participate in meetings of the General Shareholders Assembly, and to vote on the basis of one vote per share on any matter subject to approval by the General Shareholders Assembly.

In accordance with the Colombian Regulations, the Board of Directors is elected by way of the electoral quotient system, which requires the directors to be elected on the basis of slates of nominees proposed for election pursuant to the electoral quotient system. See "*Description of Share Capital - Material Differences Between Corporate Law and Shareholder Rights in Canada and Colombia - Electoral Quotient System*".

Except when Colombian law requires a special majority, action may be taken at a meeting of the General Shareholders Assembly by the vote of one or more shareholders representing 50% plus one of the Common Shares represented at the meeting.

Persons who are directors, officers or employees of the Company, while they hold such positions, may not vote on resolutions of the General Shareholders Assembly with respect to the annual management report, profit distribution proposals, balance sheet and year-end accounts or settlement accounts of the Company, except when acting as a legal representative of a shareholder who is not a manager or employee of the Company. Directors and officers are also barred from voting on resolutions of the General Shareholders Assembly concerning transactions in which they are involved and so have a conflict.

Dividends

The holders of Common Shares are entitled to receive dividends based on the financial performance of the Company in proportion to their share ownership. Dividends must be approved at the ordinary meeting of the General Shareholders Assembly upon the recommendation of the Board. Dividends declared on the Common Shares will be payable to holders of Common Shares entitled to receive dividends in accordance with applicable law and the Bylaws. See also "*Dividends*".

Rights upon Dissolution and Liquidation

The holders of Common Shares are entitled, upon liquidation of the Company, to receive a proportional amount of the corporate assets after the payment of external liabilities. The Company will be dissolved if certain events take place, including the following: (i) the term of existence, as stated in the Bylaws, expires

without being extended by the shareholders prior to its expiration date; (ii) by resolution of the General Shareholders Assembly; and (iii) in certain other events expressly provided by law. Upon dissolution, a liquidator must be appointed by the General Shareholders Assembly to wind up the Company's affairs.

Pre-emptive, Conversion, or Exchange Rights

There are no pre-emptive, conversion, or exchange rights associated with the Common Shares.

Limitations on the Rights to Hold or Vote Securities

Holders of Common Shares are entitled to transfer and sell Common Shares according to the Bylaws and applicable law. There are no limitations in the Bylaws or applicable law on the rights of Colombian residents or foreign investors to own and vote Common Shares, except in the case of directors, officers or employees of the Company who may not vote on resolutions of the General Shareholders Assembly with respect to the balance sheet and year-end accounts or settlement accounts of the Company, except when acting as a legal representative of a shareholder who is not a manager or employee of the Company. Directors and officers are also barred from voting on resolutions of the General Shareholders Assembly concerning transactions in which they are involved and so have a conflict.

Mergers, Spin-offs or Reorganizations of the Company

Under Colombian law and the Bylaws, the General Shareholders Assembly is required to approve any mergers, spin-offs (where the shareholders of the Company receive shares of the spun out entity), or any changes to the Bylaws, subject to compliance with applicable law. If a corporate restructuring results in shareholders having a greater degree of liability or a reduction of the economic rights of the shareholders, shareholders have the right to sell their Common Shares, known as right of withdrawal (*derecho de retiro*), on terms and conditions established under Colombian law.

Other Rights, Attributes and Characteristics

The Common Shares must be issued by the Company as fully-paid and non-assessable shares. The Common Shares are not subject to any redemption, retraction, purchase for cancellation, or surrender provisions, sinking or purchase fund provisions, or provisions restricting the issuance of additional securities. Holders of Common Shares cannot be required to contribute additional capital.

Colombian securities laws provide that shareholders holding at least 5% of the outstanding shares may propose recommendations to the Board pertaining to the management of the Company. The Board is obligated to consider such proposals and to issue a written response but is not obligated to adopt them. Any shareholder may file a written petition to the Board to investigate corporate governance violations that the shareholder believes to have been committed.

Additionally, the Shareholder Meeting Regulations regulate and complement certain matters in connection with the meetings of the General Shareholders Assembly, including notice of meeting, information to be received by the shareholders, rules for attendance to meetings, and the exercise of their political rights, in order to guarantee good corporate governance practices to facilitate decision-making within the shareholder meetings.

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Modification of Terms of Common Shares

There are no conditions in the Bylaws governing changes in the rights attached to the Common Shares that are more stringent than those required under Colombian law.

Rights attached to the Common Shares that arise under the Bylaws and Shareholder Meeting Regulations may only be modified through amendment approved by the General Shareholders Assembly by ordinary or extraordinary resolution and formalized by means of a public deed issued by a notary public, and are subject to acceptance for registration at the Commercial Registry.

Material Differences Between Corporate Law and Shareholder Rights in Canada and Colombia

Mineros is a Colombian company incorporated and existing under the laws of Colombia as a stock corporation (*sociedad anónima*) on November 21, 1974, and listed on the Colombian Exchange. See "*Corporate Structure*". The following discussion summarizes material differences between the rights of holders of common shares of a Colombian stock corporation like Mineros, as modified by the Bylaws, and the rights of holders of common shares of a typical corporation incorporated under the federal laws of Canada, as modified by a typical corporation's bylaws. This summary does not purport to be complete, and is qualified in its entirety by reference to the Colombian Regulations (being the Colombian Commercial Code and the Colombian securities regime), the Bylaws, and the CBCA.

Unless otherwise specified, in the following summary, the term "ordinary resolution" of shareholders refers to a resolution passed by a simple majority (50% plus one) of the votes cast by eligible voting shareholders, and the term "special resolution" refers to a resolution passed by at least two-thirds of the votes cast by eligible voting shareholders.

CBCA	Colombia
Constating Documents	
The constating documents of a corporation incorporated under the CBCA are its articles of incorporation and bylaws. Articles of incorporation specify the name of the corporation; the province in which the corporation's registered office will be located; the corporation's authorized share capital; the rights, privileges and restrictions that attach to each class of shares (if multiple classes exist); the authority given to directors to fix the number of shares and determine the designation of rights, privileges, restrictions and conditions attaching to shares of each series; a statement that the issue, transfer or ownership of shares of the corporation are restricted if this is the case (and a statement as to the nature of such restrictions); the number of directors; and any restriction on business that the corporation may carry on. The articles may also set out provisions permitted by the CBCA or other law to be set out in the corporation's bylaws. CBCA corporations also generally have bylaws governing the management of the corporation, although they are not expressly required. The bylaws generally include notice provisions for	Under Colombian Regulations, a corporation is incorporated by having its bylaws executed by way of public deed issued by a notary public and registered before the relevant Commercial Registry. The date of incorporation of a corporation is the effective date of registration at the Commercial Registry. Any amendments to the bylaws are also required to be executed by way of public deed issued by a notary public and registered at the relevant Commercial Registry. Under Colombian Regulations, the shareholders have the authority to fix the number of shares (to determine the authorized capital – capital autorizado) and determine the designation of rights, privileges, restrictions and conditions attaching to shares of each class. All of the matters addressed in the articles and bylaws of a CBCA corporation are generally addressed in the bylaws, internal shareholder meeting regulations, and internal regulations of the board of directors of a Colombian corporation. Once the bylaws are registered before the Commercial Registry, they are available for public review. The internal shareholder meeting regulations are not required to be made available to the public under the Colombian Regulations. However, Mineros'

shareholder and director meetings, committees, appointment of officers, dividends and share provisions among other.

Shareholder Meeting Regulations and all of the Mineros Policies are published on its website in accordance with applicable laws.

Amendments of Constating Documents

Under the CBCA, any change to the articles of a corporation must be approved by special resolution, other than a change in the corporation's name from a designating number as a name to a verbal name. If a proposed amendment requires approval by special resolution, the holders of shares of a class (or of a series of a class, if the proposed amendment would affect such series differently from the other series of shares of such class) are entitled to vote separately as a class or series if the proposed amendment affects the class or series as specified in the CBCA, whether or not the class or series otherwise carries the right to vote.

Pursuant to the CBCA, unless the articles, bylaws or unanimous shareholders agreement otherwise provides, the board of directors of a corporation may make, amend or repeal bylaws provided that any such by-law, amendment or repeal of a bylaw must be confirmed at the next meeting of shareholders by the affirmative vote of a majority of the shareholders entitled to vote at such meeting. Any bylaw or amendment is effective as of the date it is approved by the board of directors but ceases to be effective if not confirmed by the shareholders at the next shareholder meeting after being enacted.

Under the Colombian Commercial Code, any amendment of the Bylaws requires approval by an ordinary resolution of the shareholders at the relevant meeting. A vote of the holders of non-voting shares (if any) is also required if the amendment of the Bylaws would negatively affect the rights granted to the holders of non-voting shares, in which case, the approval of 70% of all of the subscribed shares is required (in accordance with Section 63 of Law 222 of 1995), and for the purpose of such approval, each outstanding share (including each non-voting share) is deemed to have one vote per share. Amendments to the Bylaws are not fully effective until they are recorded in a public deed and publicly registered at the relevant Commercial Registry.

Any amendment of the Shareholder Meeting Regulations requires approval by an ordinary resolution of the shareholders at the relevant meeting, but is not subject to public deeds or registration at a Commercial Registry.

Share Rights and Structure

Shares of a CBCA corporation must be in registered form and be issued without nominal or par value. The authorized capital of a corporation may be composed of one or more classes of shares and may have series of shares within each class. If the corporation has only one class of shares, the shares must confer on the shareholders: (i) equal voting rights; (ii) equal rights to dividends declared by the corporation; and (iii) equal rights to a share of the assets upon dissolution. Such rights must be attached to at least one class of shares, but not all of them are required to be attached to the same class.

Under the Colombian Commercial Code, the shares of a stock corporation must be in registered form and must have a nominal or par value that is specified in the corporation's bylaws. The authorized capital of a corporation may be composed, solely, of the following classes of shares:

Common shares, which confer on the shareholders: (i) equal voting rights; (ii) the right to dividends declared by the corporation; and (iii) the right to a share of the assets upon liquidation, even if the incorporating document does not set out such rights;

Preferred shares, which confer the same rights as the common shares, plus: (i) a preferred dividend; (ii) preferred reimbursement upon liquidation; or (iii) any other economic right; and

Non-voting shares with a preferential dividend, which: (i) do not confer voting rights, except for voting rights in specific circumstances set forth under applicable law or the issuance documents; (ii) confer the right to a preferential dividend (cumulative or not) payable prior to paying any dividend to the holders of common shares; (iii) confer the right to the reimbursement of their contributions in a preferential way upon liquidation; and (iv) other rights as set out in the corporation's bylaws.

Colombian stock corporations may not issue securities convertible into shares, other than convertible debt securities. The Bylaws provide for one class of common shares, being the Common Shares. For more information about the rights associated with the Common Shares, see "Description of Share Capital". The Company may create preferred shares if authorized by an ordinary resolution of the shareholders.

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Dividends

The CBCA permits directors alone to declare dividends. The declaration of dividends is subject to certain solvency requirements. Declaration of a dividend is entirely discretionary at the determination of the board.

When a dividend is declared, the directors will also determine the effective date, and form of payment of dividends, including the record date for payment of any dividend.

Under the Colombian Commercial Code, after payment of income taxes and appropriation of legal and other reserves, and after setting off losses from prior fiscal years, a corporation must distribute to its shareholders at least 50% of its annual net profit or 70% of its annual net profit if the total amount of reserves exceeds its outstanding capital. Such dividend distribution must be made to all shareholders, in cash or shares of the corporation, as may be determined by the shareholders, and within one year from the date of the ordinary meeting of shareholders at which the dividend was declared. The minimum dividend per share may be waived by an affirmative vote of holders of 78% of the voting shares represented at the applicable ordinary meeting of shareholders. When a dividend is declared, the Shareholder Assembly will also determine the effective date, method, and place for payment of dividends, including the record date for payment of any dividend, and whether payments will be paid in installments.

A mandatory payment of dividends in shares of the corporation requires a special resolution of 80% of the votes cast by shareholders voting on the resolution. Payment in shares will not be mandatory, and will only be made to shareholders that voluntarily accept it, if (i) payment in shares is approved with a majority lower than 80% or (ii) the 80% majority is reached, but the company has a controlling shareholder. Under the Colombian Commercial Code, a “controlling” shareholder is a shareholder who (i) holds a sufficient number of the voting rights attached to all outstanding voting securities of an issuer to affect materially the control of the issuer, or (ii) can exert significant control over the issuer by contractual arrangement.

Sale of All or Substantially All of the Company’s Assets

Under the CBCA, the sale, lease, or exchange of all or substantially all of the property of a corporation, other than in the ordinary course of business, requires shareholder approval by a special resolution. Holders of shares are entitled to vote in respect of such a sale, lease or exchange, whether or not those shares otherwise carry the right to vote.

Under Colombian Regulations, the sale, lease or exchange of substantially all of the assets of a corporation (sociedad anónima) is not subject to shareholder approval, unless otherwise set forth in the bylaws of the corporation.

The Bylaws do not require that such a transaction be subject to shareholder approval by ordinary resolution. Nevertheless, if the value of the transaction is higher than $1,000,000 the execution of the contract requires the approval of the Board of Directors.

Mergers and other Fundamental Changes

The merger of a corporation by way of amalgamation (subject to limited exceptions) or statutory arrangement under the CBCA are also subject to shareholder approval by special resolution.

In addition, shareholder approval by special resolution is required to amend a corporation’s articles to: (i) change its name; (ii) change the province in which its registered office is situated; (iii) add, change or remove any restriction on the business or businesses that the corporation may carry on; (iv) change any maximum number of shares that the corporation is authorized to issue; (v) create new classes of shares; (vi) reduce or increase its stated capital, if its stated capital is set out in the articles; (vii) change the designation of all or any of its shares, and add, change or remove any rights, privileges, restrictions and conditions, including rights to accrued dividends, in respect of all or any of its shares, whether issued or unissued; (viii)

Under Colombian Regulations, any merger, spin-off (where the shareholders of the Company receive shares of the spun out entity), or any changes to the bylaws to implement any fundamental changes is subject to shareholder approval by ordinary resolution, subject to compliance with applicable laws. An asymmetrical spin-off, in which the shareholders of the original corporation do not hold the same equity stake in the resulting corporation is subject to approval by special resolution of 100% of the votes cast by eligible voting shareholders present at the meeting.

The conversion of a corporation into a simplified stock company (sociedad por acciones simplificada) is subject to unanimous shareholder approval. However, Colombian Regulations restrict simplified stock companies from listing their shares. Accordingly, the Company may not be converted into a simplified stock

change the shares of any class or series, whether issued or unissued, into a different number of shares of the same class or series or into the same or a different number of shares of other classes or series; (ix) divide a class of shares, whether issued or unissued, into series and fix the number of shares in each series and the rights, privileges, restrictions and conditions thereof; (x) authorize the directors to divide any class of unissued shares into series and fix the number of shares in each series and the rights, privileges, restrictions and conditions thereof; (xi) authorize the directors to change the rights, privileges, restrictions and conditions attached to unissued shares of any series; (xii) revoke, diminish or enlarge any authority conferred under paragraphs (x) and (xi); (xiii) increase or decrease the number of directors or the minimum or maximum number of directors, subject to certain other provisions; (xiv) add, change or remove restrictions on the issue, transfer or ownership of shares; or (xv) add, change or remove any other provision that is permitted by the CBCA to be set out in the corporation's articles.

company without first delisting from the Colombian Exchange. Conversion into other business forms, including partnerships and limited partnerships, is subject to approval by ordinary resolution. Similarly, Colombian Regulations restrict these business forms from listing their shares.

Rights of Dissent and Appraisal

The CBCA provides that shareholders have the right to dissent to certain actions being taken by the corporation and to be paid by the corporation the fair value of the shares in respect of which the shareholder dissents. The dissent right is available to shareholders of any class if the corporation resolves to: (i) amend its articles to add, remove or change restrictions or constraints on the issue, transfer or ownership of shares of a class of the corporation; (ii) amend its articles to add, remove or change any restriction upon the business or businesses that the corporation may carry on; (iii) amalgamate with another corporation, subject to certain exceptions under the CBCA; (iv) be continued under the laws of another jurisdiction; (v) sell, lease or exchange all or substantially all of its property; (vi) carry out a going-private or a squeeze-out transaction; or (vii) amend its articles so as to modify, directly or indirectly, the rights of shareholders as provided in the articles.

Pursuant to subsection 190(5) of the CBCA, a dissenting shareholder must deliver to the corporation a written objection to the special resolution in respect of which the shareholder intends to exercise its dissent rights at or before the shareholder meeting at which the resolution is to be voted on. A vote against the special resolution, an abstention from voting on the special resolution, or the execution or exercise of a proxy to vote against the special resolution does not constitute a notice of dissent.

If the transaction or other event giving rise to dissent rights is approved by shareholders, a corporation must notify each shareholder who validly exercised their dissent rights within certain statutory time frames and then, within certain statutory time frames, the dissenting shareholder must send to the corporation, or the corporation's transfer agent, as applicable, a written notice containing the prescribed information and the share certificate(s) representing the shares in respect of which the shareholder has dissented. Upon valid exercise of dissent rights, a shareholder ceases to have any rights as a shareholder and only has a right to be paid the fair value of its shares. Fair value shall be determined as of the close of business on the business day before the approval of the transaction or other

Under the Colombian Commercial Code, the fundamental changes set out in the next paragraph are subject to shareholder confirmation by ordinary resolution and provide the holder of the share with certain rights of withdrawal.

Absent or dissenting shareholders will have a right of withdrawal only if: (i) the change is a merger, spin-off (where the shareholders of the Company receive shares of the spun out entity) or conversion into another business form; and (ii) the change results in shareholders having a greater degree of liability (for example, a reorganization whereby the type of company changes from a stock corporation to a partnership (sociedad colectiva)), or results in a reduction of their economic rights. A reduction of economic rights within this context is deemed to have occurred when: (i) the equity percentage of the shareholder is reduced; (ii) the book value or the par value of the shares is reduced, provided that in this case there is a capital decrease; or (iii) the ability to trade the shares is limited or reduced. Withdrawal rights may also be exercised in the following cases: (i) under Colombian securities laws, dissenting shareholders have rights of withdrawal if the corporation resolves to delist its securities from the Colombian Exchange and (ii) under Law 1429 of 2010, shareholders may exercise withdrawal rights when a dissolved company is reactivated, provided that such shareholders did not vote in favour of reactivation.

In all these cases, within five days following notification of the exercise of the right of withdrawal, the corporation will offer the shares to the other shareholders pro rata to their participation in the capital stock. If the shareholders do not acquire all of the shares, the corporation, within the following five days, will, subject to compliance with any restrictions contained its bylaws or otherwise at law, acquire the remaining shares provided that there are liquid profits or reserves available for that purpose. If the shareholders or the corporation do not acquire all the shares, the withdrawal right will entitle the exercising shareholder to demand the reimbursement of its equity contribution.

The value paid for the shares in respect of which the right of withdrawal has been exercised will be based on mutual

event in question. Where the directors revoke any special resolution or otherwise terminate the transaction or other event giving rise to dissent rights, the shareholder's rights are reinstated.

Within applicable statutory time frames, a corporation is required to send to each validly dissenting shareholder, who has sent demand for payment, a written offer to pay for the dissenting shareholder's shares including the amount the board of directors has determined would constitute fair value and a statement showing how such fair value was determined. If the corporation fails to make an offer to pay or a dissenting shareholder fails to accept such an offer, within the applicable statutory time frames, the corporation may but is not required to apply to a court of competent jurisdiction to fix the fair value of such common shares. If the corporation fails to make such an application, a dissenting shareholder has the right to do so.

Upon an application to the court, all dissenting shareholders whose shares have not been purchased by the corporation will be joined as parties and be bound by the decision of the court as to the fair value of the shares.

agreement between the parties. Absent mutual agreement, the valuation will be completed by experts appointed by the Colombian Superintendence of Finance. Different methods of valuation may be established in a corporation's bylaws, but have not been established in the Bylaws. A corporation must pay any such reimbursement within two months following the date of exercise of the right of withdrawal. If paying the amount to be reimbursed could jeopardize the financial stability of the corporation, it may apply to the Colombian Superintendence of Finance to grant an extension of the time for payment, provided that such extension does not exceed one year.

Oppression Remedy

Under the CBCA, a shareholder, former shareholder, director, former director, officer, former officer of a corporation or any of its affiliates, or any other person who, in the discretion of the court, is a proper person to seek an oppression remedy, may apply to the court for an order to rectify the matters complained of where, in respect of a corporation or any of its affiliates: (i) any act or omission of the corporation or its affiliates effects a result; (ii) the business or affairs of the corporation or any of its affiliates are or have been carried on or conducted in a manner; or (iii) the powers of the directors of the corporation or any of its affiliates are or have been exercised in a manner, that is oppressive or unfairly prejudicial to or that unfairly disregards the interest of any security holder, creditor, director or officer.

Under the Colombian Commercial Code there is no specific remedy for oppression. However, a shareholder may seek damages and the annulment of any resolution passed at a meeting of the shareholders where such resolution was passed as the result of an abuse of voting rights by a shareholder. Also, when a decision is taken by a director or officer acting under a conflict of interest without the prior approval of the shareholders' meeting (which would be a violation of Colombian law), the shareholders may seek to have the decision overturned and the officer or director in question may be held liable for the damages suffered by the corporation. The Bylaws include an arbitration provision and as a result the aforementioned remedies must be brought before an arbitration tribunal. The Colombian Superintendence of Finance may also impose fines for breach of the rules regulating conflicts of interest

Shareholder Derivative Actions

Under the CBCA, a shareholder, former shareholder, director, former director, officer, former officer of a corporation or any of its affiliates, or any other person who, in the discretion of the court, is a proper person, may apply to the court for leave to bring, defend or discontinue an action in the name and on behalf of a corporation or any of its subsidiaries, or intervene in an action to which any such body corporate is a party (called a "derivative action"), for the purpose of prosecuting, defending or discontinuing the action on behalf of the body corporate, if: (i) within applicable statutory time frames, the directors of the corporation do not bring, diligently prosecute or defend or discontinue the action; (ii) the complainant is acting in good faith; and (iii) and it appears to be in the interests of the corporation or its subsidiary that the action be brought, prosecuted, defended or discontinued.

Under the Colombian Commercial Code, a corporation may bring a claim against its officers and directors (acción social de responsabilidad) if authorized by an ordinary resolution of the shareholders. Shareholders holding at least 20% of the outstanding shares are empowered to directly call an extraordinary meeting of shareholders to consider such a resolution. Approval of this claim will result in the removal of the officer or director, and the officer or director may also be subject to personal liability for any damages. Where a claim is approved by the General Shareholders Assembly but is not initiated by the corporation within three months, any officer, the corporation's external auditor, or any of its shareholders may commence the claim on behalf of the corporation. Additionally, once such three-month period has elapsed, creditors representing more than 50% of the corporation's external indebtedness may also initiate a derivative claim if the corporation's assets are insufficient to pay its liabilities. Creditors could attempt to bring the suit before Colombian courts with the argument that they are not subject to the arbitration clause included in the Bylaws. However, since the

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suit is filed on behalf of the Company, there is an argument to be made in favour of arbitration.

Shareholder Meetings

Under the CBCA, shareholder meetings can be annual meetings or special meetings. A corporation is required to hold an annual meeting no later than 15 months after the last preceding annual meeting, and no later than six months of the corporation's financial year end, for the following purposes: (i) to consider the financial statements and receive the auditor's report, (ii) to elect the directors, and (iii) to appoint the corporation's auditor until the close of the next annual meeting and to fix their remuneration.

Special meetings of shareholders may be called at any time by the board of directors, and may consider any business.

Unless a corporation's bylaws provide otherwise, a quorum of shareholders meetings requires the presence of holders of a majority of the shares entitled to vote at the meeting in person or represented by proxy.

Under the Colombian Commercial Code, shareholder meetings may be ordinary meetings or extraordinary meetings. Ordinary shareholder meetings occur at least once a year but no later than three months after the end of the prior fiscal year (unless otherwise provided in the bylaws), for the following purposes: (i) to consider the approval of the Company's annual report, including the financial statements for the preceding fiscal year; (ii) to review the annual report prepared by the external auditor; (iii) to determine the compensation of the directors and the external auditor; (iv) to elect directors and the external auditor; and (v) to determine the allocation of profits for the preceding financial year, if any, as well as any retained earnings from previous fiscal years, and (vi) to approve any dividend. If an ordinary meeting of shareholders does not occur within the first three months of the year or as otherwise set forth in the corporation's bylaws, the shareholders may validly hold a meeting on the first business day of April without prior notice.

Extraordinary shareholder meetings may take place when duly called for a specified purpose or purposes, or, without prior notice, when holders representing all outstanding shares entitled to vote on the issues to be considered are present. Extraordinary shareholder meetings may be called at any time by the board of directors, the President, the external auditor, or the Colombian Superintendence of Finance, and may consider any business.

The Bylaws provide that quorum for both ordinary and extraordinary shareholder meetings to be convened at first call requires the presence of two or more shareholders representing at least 40% of the outstanding shares entitled to vote at the relevant meeting. If a quorum is not present, a subsequent meeting is called at which the presence of one or more holders of shares entitled to vote at the relevant meeting constitutes a quorum, regardless of the number of shares represented.

Section 185 of the Colombian Commercial Code bars directors, officers, and employees of a company from acting as proxyholders to shareholders during meetings of the shareholders' assembly. Accordingly, the Company's management cannot be compelled to accept any proxies that would entitle them to participate in shareholder meetings. To facilitate the exercise of shareholder rights, the Bylaws require the Company to retain a law firm that will supply proxyholders who will be compelled to attend shareholder meetings and vote in accordance with the instructions issued by the shareholders.

Place of Shareholder Meetings

The CBCA provides that meetings of shareholders of a corporation shall be held at the place within Canada provided in the bylaws or, in the absence of such provision, at the place within Canada that the directors determine.

A meeting of shareholders may be held outside Canada if the place is specified in the articles or all the shareholders entitled to vote at the meeting agree that the meeting is to be held at that place.

Under the Colombian Commercial Code, shareholder meetings are required to be held at a corporation's registered office, subject to limited exceptions. The Bylaws provide that shareholder meetings shall be held at the Company's head office in Medellín, Colombia. Hybrid and virtual shareholders' meetings are allowed in Colombia pursuant to Decree 398 of 2020.

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Shareholder Right to Requisition Meetings

The CBCA provides that one or more shareholders of a corporation holding at least 5% of the issued voting shares in a corporation may give notice to the directors requiring them to call and hold a meeting of shareholders. Further, the CBCA generally provides that on receiving the requisition, the directors shall call a meeting of shareholders to transact the business stated in the requisition. If the directors do not call a meeting within 21 days of receiving the requisition, any shareholder who signed the requisition may call the meeting.

Section 182 of the Colombian Commercial Code grants shareholders representing 10% of outstanding shares (unless otherwise provided in the bylaws) the right to requisition a shareholder meeting. Also, the Colombian Superintendence of Finance may convene an extraordinary meeting of shareholders by request of the shareholders.

The Bylaws and Shareholder Meeting Regulations provide that shareholders representing at least 5% of the outstanding shares have the right to request that an extraordinary shareholders meeting be convened. Such requests must be made in writing to the President of the Company or the Investor Relations Office at any time other than the three months preceding the ordinary meeting of the General Shareholders Assembly, and must clearly indicate (i) the purpose of the meeting, and (ii) that the General Shareholders Assembly is competent to address the issue to be addressed. The President can reject such request where (i) the issue has been previously considered at a meeting of the General Shareholders Assembly during the year preceding the request, absent a material change in circumstances or (ii) the request has been made within the three months prior to the General Shareholders Assembly.

The President must approve or reject the shareholder request to convene a meeting within ten calendar days of receipt. If the request meets the foregoing requirements, the President must call the extraordinary meeting within ten business days of such decision. If not, the President must issue a written response stating the grounds for refusing to grant the shareholder request.

Shareholder Proposals

The CBCA provides that a shareholder who: (i) has held at least 1% of the total number of outstanding voting shares of the corporation for at least six months immediately prior to making a proposal, provided that such voting shares have a fair market value of at least C$2,000; or (ii) has the support of one or more other shareholders who have held at least 1% of the total number of issued and outstanding voting shares of the corporation for at least six months immediately prior to making a proposal, provided that such voting shares have a fair market value of at least C$2,000, may submit to the corporation notice of any matter that the shareholder proposes to raise at a meeting called by the corporation and may discuss any such matter at the meeting. If such a proposal is submitted to the corporation during the 60-day period between 90 and 150 days before the first anniversary date of the prior annual meeting of the shareholders, a corporation who receives such a proposal is required to set out the proposal in its management information circular or attached the proposal thereto.

Law 964 of 2005 and the Bylaws provide that shareholders holding 5% or more of the voting shares of a corporation have the right to submit proposals to the board of directors of a corporation. The board of directors is obligated to consider such proposals and to issue a written response, but is not obligated to adopt them.

The Shareholder Meeting Regulations permit shareholders to propose matters for discussion at a meeting of the General Shareholders Assembly as long as such matters do not require a vote. The discussion of any such proposal during an extraordinary meeting of the General Shareholders Assembly is subject to approval by ordinary resolution of the shareholders present at the applicable meeting.

Director Elections and Qualifications

The CBCA provides that a public company must have not fewer than three directors, at least two of whom are not officers or employees of the corporation or its affiliates. Shareholders of a CBCA corporation elect the directors at each annual meeting by ordinary resolution for a term ending no later than the close of the next annual meeting of shareholders following their election. A director of a reporting issuer can be elected by a majority of

Under the Colombian Commercial Code, the board of directors of a corporation is required to be elected by way of the electoral quotient system, which is a proportional representation voting system.

For an example of the electoral quotient system, see “Electoral Quotient System” below.

votes cast at the meeting in respect of the director's election, unless otherwise required by the constating documents. If permitted by the articles of incorporation, the directors may appoint one or more additional directors to hold office until the next meeting of shareholders, up to a maximum of one-third of the total number of directors elected at the previous annual meeting of shareholders. At least twenty-five percent of the directors of a corporation must be resident Canadian. However, if a corporation has fewer than four directors, at least one director must be a resident Canadian.

The TSX requires at least two directors of a listed issuer to be "independent directors", defined as a person who is not: (i) a member of management, and is free from any business interest or other relationship that could reasonably be perceived to interfere materially with his or her ability to act in the best interest of the company; or (ii) beneficial holder, directly or indirectly, or is a nominee or associate of a beneficial holder, collectively of 10% or less of the votes attaching to all issued and outstanding securities of the company. Generally, the TSX does not consider a person who is currently, or has been within the past three years, an officer, employee of or service provider to the company or any of its subsidiaries or affiliates, or a person who is an officer, employee or controlling shareholder of a company that has a material business relationship with the company, to be an "independent director".

Colombian Regulations require that at least 25% of a corporation's directors be independent. An "independent director" is a director who is not: (i) an employee or director of the corporation or any of its parent or subsidiary companies, including all those persons acting in such capacity during the year immediately preceding that in which they were appointed, except in the case of an independent member of the board of directors being re-elected; (ii) a shareholder, who either directly or by virtue of an agreement directs, guides or controls the majority of the entity's voting rights or determines the majority composition of management, the board of directors or other corporate bodies of the corporation; (iii) a partner or employee of any association or firm that provides advisory or consultancy services to the corporation or to companies who belong to the same economic group to which the corporation belongs, in the event that income obtained from such services represent for such association or firm 20% or more of its total operating income; (iv) an employee or director of a foundation, association or institution that receives significant donations from the corporation (and for the purpose of the foregoing, the term "significant donations" means 20% or more of the total amount of donations received by the respective institution); (v) an administrator of any entity, if a legal representative of the corporation is a member of that entity's board of directors; and (vi) any person who receives from the corporation any kind of remuneration, other than director fees payable to directors and fees for acting as a member of committee of the board of directors. The election of independent directors must be made under a separate ballot from the election of the rest of the directors, unless achieving the minimum number of independent directors required by law or the corporation's bylaws is assured by virtue of all members of the proposed board of directors being independent or, when there is only one slate of nominees proposed for election, and such slate includes the minimum number of required independent directors.

Pursuant to the Policy for the Election, Evaluation and Compensation of the Board of Directors, the following persons are ineligible to serve as directors of the Company: (i) persons who have been convicted of financial crimes or crimes against the public administration or of any other money laundering or terrorist financing offences and/or had disciplinary proceedings for fiscal sanctions; (ii) any person who is included in restricted lists for conducts linked to money laundering, terrorist financing, fraud, corruption, bribery or any other illegal conduct; (iii) any person who has a pre-determined conflict of interest with the Company as set out in the Board Regulations; and (iv) employees, officers, contractors and partners, spouses, life partners or relatives up to the third degree of consanguinity, second of affinity or first by adoption of any of the foregoing.

Removal and Replacement of Directors

Unless the articles of incorporation provide for cumulative voting, the shareholders of a corporation may remove any director by ordinary resolution, as defined above, at a special meeting of the shareholders. The holders of a class or series of shares may be granted the exclusive right to elect one or more directors, and in such circumstance, a director may only be removed by an

Generally, shareholders of a corporation may only remove directors between ordinary shareholders' meetings by requisitioning an extraordinary meeting for the purpose of electing the directors, and electing a new board by way of the electoral quotient system.

If the shareholders pass an ordinary resolution approving a claim against a director (acción social de responsabilidad), the director

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ordinary resolution at a meeting of the shareholders of that class or series of shares.

A vacancy created by the removal of a director may be filled at the meeting of shareholders in which the director was removed, or, if not filled at such meeting, by a quorum of directors.

If all of the directors of the corporation have resigned or been removed without replacement, a person who manages or supervises the management of the business and the affairs of the corporation is deemed to be a director for the purposes of the CBCA.

is automatically removed from office. See "Shareholder Derivative Actions" above.

Absent unanimous shareholder approval, a vacancy on the board created by the resignation or removal of a director may not be filled by way of a partial election; the entire board must be elected by way of the electoral quotient system.

If all of the directors of the corporation have resigned without replacement, the board of directors remains vacant until new appointments are made as set forth above.

Conflicts of Interest

Under the CBCA, every director and officer of a corporation, in exercising their powers and performing their functions, must act honestly and in good faith with a view to the best interests of the corporation, and must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Where a director or officer has a competing interest or duty, he or she is required to disclose the conflicting interest to the board of directors, and any director is required to abstain from voting on any resolution to approve the conflict or transaction, subject to limited exceptions.

Where a director or officer has an undisclosed conflict of interest in a transaction or contract, a court may set aside the interested transaction or contract on any terms that it thinks fit, and may require the director or officer to account to the corporation for any resulting profit or gain realized.

Notwithstanding the foregoing, a director or officer, acting honestly and in good faith, is not accountable to the corporation or to its shareholders for any profit realized from a contract or transaction, and the contract or transaction is not invalidated by a conflict of interest, where it is approved by the shareholders by special resolution after adequate disclosure, and was reasonable and fair to the corporation when it was approved.

Under Colombian Regulations, the officers and directors of a corporation must abstain from participating, directly or through an intermediary, on their own behalf or on behalf of a third party, in activities that compete with the activities of the corporation, or in transactions that may result in a conflict of interest, unless expressly authorized by shareholder resolution. For such purposes, the officers and directors shall provide the shareholders with all the relevant information necessary to reach a decision. Shares directly owned by any director or by an officer that qualifies as a legal representative (see "Application of Fiduciary Duties to Directors & Officers" below) are excluded from any shareholder vote to approve a transaction in which he or she has an interest. Shareholders may only approve a conflict of interest transaction if doing so would not adversely affect the corporation's interests. There is no definition under any relevant Colombian legislation in respect of what may constitute a conflict of interest transaction, but the Superintendence of Companies has established that a conflict of interest will exist when, among other things, it is not possible to satisfy two interests at the same time, namely the interest of the officer or director and the interest of the company, either because the interest is of the former or of a third party or where the officer or director has an interest that may cloud his or her judgment in the course of a given transaction. The Superintendence of Companies has established that a conflict of interest transaction may only be approved at a shareholder meeting, notwithstanding that a majority of the members of the board of directors may not be conflicted.

Indemnification of Directors and Officers

The CBCA permits indemnification of a director or officer of the corporation, a former director or officer of the corporation or another individual who acts or acted at the corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity (an "Indemnifiable Person"), against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the corporation or other entity, if: (i) the individual acted honestly and in good faith with a view to the best interests of the corporation, or as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the corporation's request; and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

Under Colombian Regulations, it is not possible to release or limit the liability of directors for damages to a corporation, its shareholders or a third part resulting from the fraud or negligence of such directors and officers and any provisions (under the bylaws of the corporation or otherwise) that tend to limit this liability are void.

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Under the CBCA, a corporation may also, with the approval of the court, indemnify an Indemnifiable Person in respect of an action by or on behalf of the corporation or other entity to procure a judgment in its favour, to which the individual is made a party because of the individual's association with the corporation or other entity against all costs, charges and expenses reasonably incurred by the individual in connection with such action if the individual fulfills the conditions set out in clauses (i) and (ii) above. In any event, an Indemnifiable Person is entitled to indemnity from the corporation in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defense of any civil, criminal, administrative, investigative or other proceeding to which the individual is subject because of the individual's association with the corporation or other entity as described above, if the Indemnifiable Person was not judged by the court or other competent authority to have committed any fault or omitted to do anything that the individual out to have done and fulfills the conditions set out in clauses (i) and (ii) above.

Application of Fiduciary Duties to Directors & Officers

Fiduciary duties under the CBCA apply to all directors, and all officers, defined as any individual appointed as an officer of a corporation by its board of directors, including the chairperson of the board of directors, the president, a vice-president, the secretary, the treasurer, the comptroller, the general counsel, the general manager, a managing director, or any other individual who performs functions for a corporation similar to those normally performed by an individual occupying any of those offices.

Under Colombian law, all directors are subject to comply with the duties of care, diligence, confidentiality, fairness, loyalty, a duty not to engage in corporate opportunities, and a duty to declare and avoid conflicts of interest. Only those officers who hold the title of "legal representative" are subject to such duties. The Board can appoint and replace "legal representatives" at will. The Bylaws provide that both the CEO and the CFO are legal representatives of the Company and therefore subject to the same fiduciary duties as the directors.

Issuance of Shares

The CBCA provides that a share shall not be issued until the consideration for the share is fully paid in money or in property or past services that are not less in value than the fair equivalent of the money that the corporation would have received if the share had been issued for money. Shares issued by a corporation are non-assessable and the holders are not liable to the corporation or to its creditors in respect thereof.

Under Colombian Regulations, corporations may issue shares that are not fully paid unless otherwise provided in their bylaws, but shares must not be issued at less than their par value.
The By-laws provide that all shares of the Company must be fully paid at the time of subscription.

Share Buybacks

Subject to certain solvency requirements, the CBCA permits corporations to redeem their redeemable shares and to purchase any of their shares for cancellation if authorized by the directors. Generally, a corporation may not hold shares of its own capital, and a subsidiary may not hold shares of its parent. A corporation shall not make any payment in respect of, or acquire shares issued by it, if there are reasonable grounds for believing that: (i) the corporation is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realizable value of the corporation's assets would after such payment be less than the aggregate of its liabilities and stated capital of all classes of shares.
There are limited exceptions, including where shares that are held by the corporation as an agent or trustee for the benefit of another person, or to assist the corporation or related corporations in qualifying under any Canadian or provincial law to receive licenses, permits, grants, payments or other benefits

Under the Colombian Commercial Code, a corporation may only purchase or buy back its own shares if approved by the shareholders by ordinary resolution, or any higher approval threshold set out in its bylaws. No such higher threshold is set out in the Bylaws. Share buybacks may only be paid from net profits (utilidades líquidas) or from special reserves created for such purpose, and the shares to be acquired must be fully paid up. Pursuant to Section 42 of Law 964, all shareholders must be offered the chance to tender their shares for purchase by the Company under the same conditions.
Repurchased shares can be subsequently cancelled. Alternatively, the Company can distribute repurchased shares as a stock dividend or sell them and distribute the proceeds of said sale as a dividend. Shareholder rights associated with shares are suspended while they are held by the Company. Under Colombian law, a subsidiary may not hold shares of its parent.

that are contingent upon the corporation having a specific level of Canadian ownership or control. Generally, a corporation holding shares of its own issue shall not vote or permit those shares to vote, subject to certain exceptions.

Entitlement to Information

Under the CBCA, shareholders may examine and copy corporate records, financial statements and directors' reports, and receive the corporation's financial statements at least 21 days before each annual meeting.

Under the Colombian Commercial Code and the Bylaws, during the 15 day period prior to a shareholder meeting, any shareholder has the right to review any document that will be subject to approval at the meeting, and the minute book and other corporate records, except where the officers and directors of the Company determine that such records are privileged, confidential, or that their disclosure would be detrimental to the Company.

Under the Shareholder Meeting Regulations, during the seven days after the issue of a notice of meeting, shareholders may submit in writing to the Corporate Governance and Sustainability Committee questions for clarification of any item of business to be considered at the meeting. The Company is required to respond to such requests and make its response available to all shareholders, unless the Corporate Governance and Sustainability Committee determines that the requests are unreasonable, irrelevant, would require the disclosure of confidential information, or pertains to information that is not contained in information circular, when the request is made by a foreign investor.

Shareholder Communications for Reporting Issuers

In Canada, the CBCA together with provincial securities legislation requires that reporting issuers provide a notice of a general meeting, a form of proxy and an information circular containing prescribed information regarding the matters to be considered at the meeting. NI 51-102 and NI 54-101 apply to all reporting issuers under Canadian securities laws and set out a scheme pursuant to which reporting issuers are required to communicate with registered and non-registered beneficial shareholders of a reporting issuer.

Upon filing a final prospectus and obtaining a receipt from the applicable Canadian securities regulatory authorities, the Company will become a reporting issuer under applicable Canadian securities laws and will be subject to NI 54-101, including the proxy, shareholder communication, and disclosure requirements thereunder.

The Colombian Commercial Code allows companies freely to regulate the way in which notices of general shareholder meetings will be sent out.

The Bylaws state that notices of general shareholder meetings must be published in newspapers in Medellín and Bogotá, as well as in the Company's website.

Appointment of Proxyholder

Under the CBCA, a shareholder entitled to vote at a meeting of shareholders has the right to appoint one or more alternate proxyholders to attend and act at the meeting on the shareholder's behalf. The proxyholder can be a person or a corporation and is not required to be another shareholder. A person or corporation can be proxyholder for multiple shareholders, even if their votes conflict.

If appointed, a proxyholder must attend the meeting in person, or cause an alternate proxyholder to attend the meeting in respect of which the proxy is given, and comply with the directions of the shareholder who appointed him. Failure to do so is an offence under the CBCA.

Under Section 184 of the Colombian Commercial Code, a shareholder entitled to vote at a meeting of shareholders has the right to appoint one or more proxyholders to attend and act at the meeting on the shareholder's behalf. The proxyholder can be a person or a corporation and is not required to be another shareholder. Under Colombian law and the Bylaws, a person or corporation can act as proxyholder for multiple shareholders, even if their votes conflict.

Section 185 of the Colombian Commercial Code bars directors, officers, and employees of a company from acting as proxyholders to shareholders during meetings of the shareholders' assembly. Accordingly, the Company's

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Unless an exception applies, management of a corporation must solicit proxies by sending a form of proxy, concurrently with giving notice of the meeting, to each shareholder who is entitled to receive notice of the meeting. Generally, proxies solicited on behalf of management appoint an officer of the corporation to act as proxyholder by default, though shareholders may choose an alternative proxyholder. The directors may specify a cut-off time by which shareholder must deposit proxies to be used at the meeting with the corporation or its agents, however, it cannot be more than 48 hours (excluding Saturdays and holidays) before the meeting.

A proxy can be revoked by the shareholder at any time before it is exercised in any manner permitted by law, including by: (i) attending the meeting; (ii) signing and delivering a new form of proxy within the deadline set in the notice of meeting; or (iii) depositing a written revocation signed by the shareholder (or by the shareholder's personal representative authorized in writing) either at the registered office of the corporation up to and including the last business day before the meeting or with the chairman of the meeting on the day of the meeting.

Shareholders who hold their shares through intermediaries must give instructions to their intermediaries, who must in turn vote or appoint a proxyholder to vote in accordance with the beneficial shareholder's instructions. Intermediaries and their proxies may not vote shares that they do not beneficially own.

management cannot be compelled to accept any proxies that would require them to participate in shareholder meetings.

A proxy can be revoked by the shareholder at any time in any manner permitted by law, including by: (i) attending the meeting; (ii) signing and delivering a new form of proxy; or (iii) executing a written revocation signed by the shareholder.

The Bylaws provide that to ensure that the holders of Common Shares issued abroad can fully exercise their voting rights as shareholders, the Company will retain the services of a local law firm whose members will be appointed and named in a form of proxy as proxyholders to represent shareholders of the Company during meetings of the General Shareholders Assembly unless such shareholder appoints a proxyholder of its own. These proxyholders retained by the Company shall be required to attend the General Shareholders Assembly to act as the shareholder's nominee to vote at the General Shareholders Assembly on behalf of such shareholder in the manner, to the extent, and with the authority conferred to them by the relevant proxy.

Causes for Dissolution

Under the CBCA, a corporation may voluntarily liquidate if it is authorized to do so by a special resolution.

A corporation may apply to the Director under the CBCA for a voluntary dissolution if authorized by special resolution, and: (i) it has no property and no liabilities, or (ii) the shareholders have by special resolution authorized the directors to cause the corporation to distribute any property and discharge any liabilities, and the corporation has done so.

The Director under the CBCA may dissolve a corporation upon the occurrence of certain events, including if: (i) it has not carried on business for three years, (ii) it is in default for a period of one year in sending to the CBCA Director any fee, notice or document required by the CBCA; (iii) if all of the directors have resigned or have been removed without replacement, (iv) it has failed to hold a shareholder meeting for two or more consecutive years, (v) it has carried on business contrary to restrictions in its articles, (vi) it has failed to provide access to or send corporate and financial records to shareholders and creditors as required by the CBCA, or (vii) has procured a certificate under the CBCA by misrepresentation.

Colombian company law lays out the following causes for dissolution: (i) when a Company cannot continue operating as a going concern, as set out in Law 2069 of 2020; (ii) when 95% or more of the company's shares belong to a single shareholder; (iii) when the term limit set out in the company's bylaws expires, in which case the company is automatically dissolved; (iv) when it becomes impossible to conduct the company's business; (v) when the company has fewer than five shareholders; (vi) upon the occurrence of the causes for dissolution stated in the bylaws; (vii) when the shareholders decide to dissolve the company; and (viii) by order of an official authority.

Except for the grounds described in (iii), (vii) and (viii) above, shareholders can avoid dissolution by curing the foregoing causes within the 18 months following their occurrence. If a company is dissolved, it can be reactivated by decision of the general shareholders assembly, following a short process stated in Law 1429 of 2010.

Electoral Quotient System

Under the Colombian electoral quotient system: (i) at any meeting of the General Shareholders Assembly held for the purpose of electing the directors, each holder of shares is entitled to nominate one or more persons for election; (ii) each nomination of one or more directors constitutes a slate for the purposes of the election; (iii) each slate of nominees must be listed in the order of preference for nominees in that slate to be elected; (iv) once all slates have been nominated, holders of voting shares may cast one vote for each share held in favour of a particular slate of nominees; (v) votes must be cast for an entire slate, and may

not be cast for particular nominees forming part of a slate; (vi) the total number of votes casted in the election is divided by the number of directors to be elected; (vii) the resulting quotient is the quota of votes necessary to elect particular directors; (viii) for each time that the number of votes cast for a slate of nominees is divisible by the quota of votes, one nominee from that slate is elected, in the order of the list of that slate; and (ix) when no slate has enough remaining votes to satisfy the quota of votes necessary to elect a director, any remaining board seat or seats are filled by electing the highest remaining nominee from the slate with the highest number of remaining votes cast until all available seats have been filled.

The following table illustrates the function of the electoral quotient system for the election of the directors of a corporation, as required by the Colombian Commercial Code.

<table>
<tr><th>Mechanics</th><th>Example 1</th><th>Example 2</th></tr>
<tr><td>1. Whenever the General Shareholders Assembly is to vote on the election of directors, shareholders are entitled to propose slates of candidates, composed of one or more nominees. Each slate must list its candidates in order of preference.</td><td>For the election of nine directors, the Company recommends a first slate, and a shareholder proposes a second slate:

<table>
<tr><th>Slate 1 (Board)</th><th>Slate 2 (Shareholder)</th></tr>
<tr><td>Nominee A</td><td>Nominee Z</td></tr>
<tr><td>Nominee B</td><td>Nominee Y</td></tr>
<tr><td>Nominee C</td><td>Nominee X</td></tr>
<tr><td>Nominee D</td><td>Nominee W</td></tr>
<tr><td>Nominee E</td><td></td></tr>
<tr><td>Nominee F</td><td></td></tr>
<tr><td>Nominee G</td><td></td></tr>
<tr><td>Nominee H</td><td></td></tr>
</table></td><td>For the election of nine directors, the Company recommends a first slate, and shareholders propose two more slates:

<table>
<tr><th>Slate 1</th><th>Slate 2</th><th>Slate 3</th></tr>
<tr><td>Nominee A</td><td>Nominee Z</td><td>Nominee Q</td></tr>
<tr><td>Nominee B</td><td>Nominee Y</td><td>Nominee R</td></tr>
<tr><td>Nominee C</td><td>Nominee X</td><td></td></tr>
<tr><td>Nominee D</td><td>Nominee W</td><td></td></tr>
<tr><td>Nominee E</td><td></td><td></td></tr>
<tr><td>Nominee F</td><td></td><td></td></tr>
<tr><td>Nominee G</td><td></td><td></td></tr>
<tr><td>Nominee H</td><td></td><td></td></tr>
</table></td></tr>
<tr><td>2. After proposals have been submitted, holders of voting shares may cast their votes in favour of a particular slate of nominees. Votes must be cast for an entire slate and not for individual nominees forming part of a slate.</td><td>Votes cast for each slate:

<table>
<tr><th>Slate</th><th>Votes</th></tr>
<tr><td>Slate 1</td><td>80</td></tr>
<tr><td>Slate 2</td><td>20</td></tr>
<tr><td>Total votes</td><td>100</td></tr>
</table></td><td>Votes cast for each slate:

<table>
<tr><th>Slate</th><th>Votes</th></tr>
<tr><td>Slate 1</td><td>95</td></tr>
<tr><td>Slate 2</td><td>40</td></tr>
<tr><td>Slate 3</td><td>15</td></tr>
<tr><td>Total votes</td><td>150</td></tr>
</table></td></tr>
</table>

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Mechanics	Example 1	Example 2
3. Once all votes are cast, a "quotient" must be calculated by dividing the total number of votes cast in the election by the number of directors to be elected. This quotient is used to determine the number of votes required to elect individual directors in any given slate.	Quotient calculation: (A) Total votes cast: 100 (B) Number of seats to be elected: 9 Quotient (A / B): 11.11	Quotient calculation: (A) Total votes cast: 150 (B) Number of seats to be elected: 9 Quotient (A / B): 16.67
4. The number of nominees to be elected from each slate shall be determined based on the number of full quotients that the slate received.	Quotient allotment: Slate 1: 80 votes, 7 quotients (Q) (Votes / 11.11), Remainder 2.23 Slate 2: 20 votes, 1 quotient (Q) (Votes / 11.11), Remainder 8.89 Total: 100 votes, 8 quotients (Q) (Votes / 11.11), Remainder 11.11 (1Q) Because Slate 1 received 80 votes amounting to 7 full quotients (80 votes divided by the quotient equals 7 whole quotients of 11.11 votes each, and a remainder of 2.23 votes), the first seven nominees in the slate are elected. Since Slate 2 received votes amounting to 1 full quotient (20 votes divided by the quotient equals 1 whole quotient of 11.11 votes, and a remainder of 8.89 votes), the first nominee in the slate is elected.	Quotient allotment: Slate 1: 95 votes, 5 quotients (Q) (Votes / 16.67), Remainder 11.67 Slate 2: 40 votes, 2 quotients (Q) (Votes / 16.67), Remainder 6.67 Slate 3: 15 votes, 0 quotients (Q) (Votes / 16.67), Remainder 15 Total: 100 votes, 7 quotients (Q) (Votes / 16.67), Remainder 33.34 (2Q) Because Slate 1 received votes amounting to 5 full quotients (95 votes divided by the quotient equals 5 whole quotients of 16.67 votes each, and a remainder of 11.67 votes), the first five nominees in the slate are elected. Since Slate 2 received votes amounting to 2 full quotients (40 votes divided by the quotient equals 2 whole quotients of 16.67 votes each, and a remainder of 6.67 votes), the first two nominees in the slate are elected. Slate 3 did not receive votes amounting to 1 full quotient. Accordingly, no nominees are elected from the slate on the first round, and it has a remainder of 15 votes.

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Mechanics	Example 1	Example 2
5. Any remaining board seats shall be filled by candidates from the slates with the highest remainder of votes.	Since only eight directors were elected by quotients, the remaining seat shall be allotted to the slate with the highest remainder (8.89). In this example, Nominee Y, from Slate 2, will occupy the ninth seat in the board. The Board will therefore be composed of the following nominees:	Since only seven directors were elected by quotients, the remaining two seats shall be allotted to the slates with the highest remainders. The first of those seats shall be filled Nominee Q, from Slate 3 (remainder = 15). The second seat shall be filled by Nominee F, from Slate 1 (remainder = 11.67). The Board will therefore be composed of the following nominees:

Elected Nominees								
A	B	C	D	E	F	G	Z	Y

Elected Nominees								
A	B	C	D	E	Z	Y	Q	F

Certain Colombian Regulatory Considerations

Colombian Exchange Controls and Limitations

Colombia's foreign investment statute regulates the manner in which non-Colombian residents are permitted to invest in Colombia and participate in the Colombian securities market. Among other requirements, Colombian law requires non-Colombian residents to register certain foreign exchange transactions with the Colombian Central Bank and obtain authorization for certain types of investments. Certain foreign exchange transactions, including those between Colombian residents and non-Colombian residents, must be made through authorized foreign exchange intermediaries.

Therefore, any foreign currency income or expense under the Common Shares must be completed through the appropriate channels of the foreign exchange market.

Transactions conducted through the foreign exchange market are made at market rates freely negotiated with authorized foreign exchange intermediaries (local banks, financial corporations, administrators and others). Since September 25, 1999, the Colombian foreign exchange regime is structured under the system of free flotation of the exchange rate, whereby market forces determine the level of exchange rate from time to time.

Foreign portfolio investments (i.e. investments in shares and values registered in the National Securities and Issuers Registry, RNVE) must be made through authorized foreign exchange investment management companies. Only brokerage firms, trust companies and investment management companies, subject to the inspection and supervision of the Colombian Superintendence of Finance, are allowed to make investments in the local Colombian market on behalf of foreign investors. Such brokerage firms, trust companies and investment management companies also act as the foreign investors' local representatives for tax and foreign exchange purposes. Foreign investors can also register as direct investments in Colombian corporations, the acquisition of shares registered in the RNVE, purchased by the investor with intention to maintain the investment for a long period of time.

The Colombian government does not currently restrict the ability of Colombian persons or entities to convert pesos to dollars. However, Colombian law permits the government to impose foreign exchange controls on

dividend payments and remittances of interest and principal in the event that the foreign currency reserves of the Central Bank fall below a level equal to the value of three months of imports into Colombia. Colombian law also allows the imposition of a deposit requirement with the Central Bank in connection with any foreign exchange transaction that may increase the cost of foreign exchange transactions or limit the amount of such transactions for a particular time. No such foreign exchange controls are currently applicable. Nevertheless, such restrictions may be imposed in the future, and any such restrictions could prevent, restrict or increase the price of our access to U.S. dollars, which we need to pay our foreign currency-denominated obligations. There can be no assurance that the Central Bank of Colombia will not intervene in the future to impose restrictions to the free convertibility system currently applicable in Colombia. See "*Risk Factors – Our shareholders may be subject to restrictions on foreign investment in Colombia*".

Registration of Foreign Investments

The International Investment Statute issued by the Colombian Government and the Foreign Exchange Regime issued by the Colombian Central Bank, including relevant forms and instructions to formalize foreign investments, which have been amended from time to time through related decrees and resolutions, govern the manner in which non-Colombian resident entities and individuals can invest in Colombia and participate in the Colombian securities markets. Among other requirements, the International Investment Statute and the Foreign Exchange Regime mandate registration of foreign investment transactions with the Colombian Central Bank and specify procedures to authorize and administer such foreign investment transactions, and assure the foreign exchange rights which include the capital and profits repatriation and remittance rights. Additionally, any modification in the status or owner of the foreign investment registration must be updated in a timely manner before the Colombian Central Bank.

The foreign investment payable in foreign currency, can be transferred with an intermediary of the foreign exchange market in Colombia (i.e. local banks among other financial entities) or using a bank account opened by the issuer entity abroad and registered as a compensation account before the Colombian Central Bank. Even though there is not an express authorization, we understand that foreign investments proceedings may be completed and performed by a foreign agent acting on behalf of different foreign investors abroad of Colombia, ensuring the repatriation rights.

Pursuant to the International Investment Statute and the Foreign Exchange Regime, the failure of a foreign investor to report or register with the Colombian Central Bank foreign exchange transactions relating to investments in Colombia on a timely basis may (i) prevent the investor from obtaining remittance payments, including for the payment of dividends, (ii) constitute an exchange control infraction and (iii) result in a fine.

As per the current Colombia International Investment Statute, the acquisition of shares and securities registered within the RNVE made by non-residents qualifies as Portfolio investments. In this case, the shares and securities can be issued by a Colombian or a foreign entity.

Foreign investors can also register as direct investments in Colombian corporations the acquisition of shares registered in the RNVE, provided that such purchase has been made with the intention of making an investment and maintaining it for a long period of time.

As per the current regulations, the acquisition of shares issued by a Colombian entity, registered and traded on a foreign stock exchange, made by a non-resident of Colombia, does not have a specific categorization, and would be considered as a financial investment made outside of Colombia.

Registration of the Common Shares issued to non-Colombian residents

Shareholders who acquire Common Shares outside of Colombia, will be considered to be making a "foreign investment" in a company incorporated under the laws of Colombia**.** Transactions involving foreign investments in a Colombian company are regulated and, accordingly, it will be necessary to comply with applicable Colombian foreign exchange regulations. According to such regulations, in particular section (d) of article 7.1.2. of DCIP-83 issued by the Colombian Central Bank, a Colombian trustee shall act as representative of the non-Colombian shareholders.

Mineros has entered into an administration and payment trust agreement dated October 20, 2021 ("**Trust Agreement**") with the Trustee in order to (i) open and administer an account (ii) receive into an account administered by the Trustee all of the proceeds for the Common Shares in connection with sales made outside of Colombia, (iii) register with the Colombian Central Bank the foreign portfolio investment in Mineros represented thereby in accordance with the prior written instructions given by the Company, (iv) to return the funds to the Company referred to in numeral (ii) above, upon prior written instructions from the Company, (v) to perform, in accordance with the instructions received from the Company, the foreign exchange operations that may be required for the performance of the Trust Agreement, (vi) update the Colombian Central Bank with any information required under the foreign exchange requirements with respect to the foreign investment in Colombia, (vii) as and when required, process dividend payments related to the Common Shares placed outside of Colombia; (viii) complete similar processes for subsequent offerings, (ix) updating records due to movement of Common Shares from Deceval to TSX Trust, or TSX Trust to Deceval, and (x) processing other cash distributions (i.e. on dissolution). The Trust Agreement has been executed by Mineros, as sole settlor and the Trustee. Mineros as settlor, is the sole beneficiary under the Trust Agreement, since it is a mandate to administrate a portfolio of investments and payments (*encargo fiduciario de admnistración y pago*), under which the Trustee will execute the instructions and orders given by Mineros at any given time regarding the aforementioned purposes. During the term of the Trust Agreement, the Trustee is paid a fixed monthly fee of COP$5,000,000 plus taxes. All costs relating to the Trust Agreement or incurred in connection with the performance of the Trustee's duties will be borne by the Company.

With respect to the foreign investment registration with the Colombian Central Bank, the Trustee has registered the foreign investment represented by the Company's issue of Common Shares outside of Colombia pursuant to the Canadian IPO with the Colombian Central Bank.

The Trustee will report on behalf of holders of Common Shares registered with a Canadian transfer agent, from time to time, in accordance with applicable Colombian law relating to registration of foreign investments and, in particular, Decree 1068 of 2015. This reporting by the Trustee will not create any liability for or generate any obligation on the part of holders of Common Shares registered with a Canadian transfer agent from time to time. The Trustee will also be responsible for registering any change in the number of the Common Shares registered outside of Colombia with the Colombian Central Bank using the "Statistical Registry of Foreign Portfolio Investments in Colombia" ("*Reporte Estadístico de Inversiones de Capital del*

Exterior de Portafolio en Colombia" – IPEXT) based on information to be provided to the Trustee by the Company. In order for the Trustee to be able to comply with the requirement to register any change in the registered holders of Common Shares with the Colombian Central Bank, Mineros will be required to (and will) share information in respect of registered holders of Common Shares with the Trustee. The Trustee will in turn share this information with the Colombian Central Bank.

With respect to the payment of dividends, Mineros will transfer to the compensation (off-shore) account of the Company, which will be administered by the Trustee, the aggregate amount (minus any applicable withholding taxes) of any dividends declared by the Company. The Trustee will then transfer to TSX Trust, or as otherwise directed, such aggregate amount to be paid in respect of the Common Shares held outside of Colombia. In order to comply with Colombian foreign exchange regulations, the Trustee will be required to inform the Colombian Central Bank that funds were paid as dividends.

Pursuant to the terms of the Trust Agreement, the Company has an ongoing obligation to provide certain information to the Trustee relating to the Company, sales of securities of the Company, the payment of dividends and other changes to the portfolio investment, among other things. The Trustee is required to deliver periodic reports to the Company relating to its obligations under the Trust Agreement and to account for transactions completed on behalf of the Company.

Pursuant to the terms of the Trust Agreement, the Company will indemnify the Trustee for any loss suffered by the Trustee in performing its obligations under the Trust Agreement, including with respect to, among other things, any taxes, withholdings and applicable interest. In addition, pursuant to the terms of the Trust Agreement, the Company will indemnify the Trustee for any claims by non-Colombian shareholders, and will manage the resolution and settlement of any such claims.

Mineros and/or the Trustee may, from time to time, be required to provide information in respect of registered holders of Common Shares to the Colombian Central Bank.

As a result of the creation of the trust structure as set out above, purchasers of Common Shares through the TSX will not need to register individually with the Colombian Central Bank.

Non-Colombian shareholders may transfer any Common Shares held by them to the Colombian Exchange for trading in Colombia, however, in order to make such transfer, the respective shareholder will be required to comply with any applicable Colombian laws in connection with such transfer, including, without limitation being required to register with the Colombian Central Bank.

The Trust Agreement has an indefinite term and will continue in force until the earlier of: (i) Mineros ceasing to be a reporting issuer in all applicable jurisdictions in Canada, and (ii) the Trust Agreement being terminated following any of the following termination events: (a) due to a judicial or administrative order, (b) the failure of the Company to provide sufficient funds to satisfy the purposes of the Trust Agreement or the Trustee's fees and expenses in each case subject to prior notice of default and expiry of applicable cure periods, (c) the occurrence of the events for the termination of the trust, as contemplated in article 1240 of the Colombian Code of Commerce, which by their nature and conditions are applicable, except for paragraphs 6 and 11 thereof, (d) the failure of the Company to provide information requested by the Trustee following notice and expiry of applicable cure periods, and (e) by decision of the Trustee upon the inclusion of the Company, any of its legal representatives or attorneys-in-fact, or any of its partners or managers, in

a list equal to or similar to that of the OFAC list, including this list, or in any other national or international list in which the information of the people who have been condemned by national or international authorities, or linked directly or indirectly with unlawful activities such as drug trafficking, terrorism, money laundering, extortion kidnapping and human trafficking, among others, are published. The Trust Agreement includes a provision under which the Trustee and the Company may not unilaterally terminate the Trust Agreement while the Common Shares are listed and posted for trading on the TSX, except for the termination events described above.

Trading on the Toronto Stock Exchange and the Colombian Exchange

The Common Shares that are held in Colombia through Deceval for trading on the Colombian Exchange can be traded over the facilities of the TSX if a holder of such Common Shares follows the specific procedures required to move the Common Shares held through Deceval to the records maintained by TSX Trust. Such procedures would require the holder of Common Shares held through Deceval to open an account with a TSX member brokerage firm that can facilitate trades through the TSX. Upon the successful opening of an account, which would be subject to mandated compliance requirements including know-your-client procedures, the TSX member brokerage firm, the Colombian brokerage firm, Deceval and TSX Trust would coordinate the movement of the Common Shares from the records maintained by Deceval to the records maintained by TSX Trust.

The Common Shares that are held outside of Colombia in accordance with the Canadian system whether in registered form on the register maintained in Canada by TSX Trust or held beneficially through an intermediary can be traded over the facilities of the Colombian Exchange if a holder of such Common Shares follows the specific procedures required to move such Common Shares out of the Canadian system and into the Colombian system maintained by Deceval. Such procedures would require the holder of Common Shares held outside of the Colombian system to open an account with a Colombian broker that can facilitate trades through the Colombian Exchange. Upon the successful opening of an account, which would be subject to mandated compliance requirements including know-your-client procedures, the Colombian broker, the TSX member brokerage firm, Deceval and TSX Trust would coordinate the movement of the Common Shares from the Canadian system to the Colombian system maintained by Deceval. For further information see "*Description of Share Capital – Certain Colombian Regulatory Considerations – Registration of Foreign Investments – Registration of the Common Shares issued to non-Colombian residents*".

MARKET FOR SECURITIES

The Common Shares are currently listed for trading on the Toronto Stock Exchange under the symbol "MSA" and on the Colombian Exchange under the symbol "MINEROS:CB". The following tables set forth, for the periods indicated, the marketplace, reported high and low closing trading prices (in the currencies in which such securities were listed and posted for trading) and the volume traded on the relevant exchange.

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	Colombian Exchange			TSX		
2025	High (COP$)	Low (COP$)	Volume	High (C$)	Low (C$)	Volume
January	2,035	1,865	2,172,715	0.74	0.62	551,761
February	2,515	1,880	11,080,244	0.72	0.62	2,365,888
March	3,100	2,530	4,597,685	1.05	0.71	2,198,574
April	3,335	3,050	4,573,310	1.30	1.05	2,812,424
May	3,280	3,075	4,475,819	1.25	1.12	1,520,973
June	3,340	3,175	4,174,469	1.17	1.04	1,526,678
July	3,495	3,305	3,129,498	1.32	1.10	900,958
August	3,425	3,090	6,220,036	1.25	1.06	1,206,419
September	3,600	3,235	10,732,504	1.32	0.95	2,316,451
October	3,730	3,510	1,210,305	1.54	1.19	1,601,730
November	4,220	3,655	1,663,888	1.58	1.19	1,854,575
December	4,520	4,085	2,145,739	1.78	1.40	3,027,822

DIRECTORS AND OFFICERS

The following table sets forth the name of each director and executive officer of the Company as at the date of this AIF, their province or state and country of residence, their position(s) and office(s) held with the Company, their principal occupation(s) during the preceding five years, and the date they became a director of the Company, if applicable. The directors are elected for a term of one year, or until their successors are elected. Under Colombian law, all directors must comply with the duties of care, diligence, confidentiality, fairness, loyalty, a duty not to engage in corporate opportunities, and a duty to declare and avoid conflicts of interest. Only officers that hold the title of “legal representative” are subject to these same duties. The table below identifies the officers that hold the title of “legal representative” at the time of this AIF.

Name and Residence	Position(s) with Mineros	Principal Occupation(s) During Past Five Years
Daniel Henao *Medellín, Colombia*	President and Chief Executive Officer Legal Representative	Chief Executive Officer, Mineros (2025 to present); Director, Mineros (2024 to 2025); VP of Business Development, Sun Valley (2014 to 2025), leading the evaluation, acquisition, development and operation of several mining projects; VP, Business Development, Goldlogic Corp. (2014 to 2025).
Sergio Chavarria *Medellin, Colombia*	Interim Chief Financial Officer Legal Representative	Interim Chief Financial Officer (January 2026 to present), Director of Finance (2025 to present), Corporate Controller (2018 to 2024), Mineros.
Santiago Cardona Múnera *Medellín, Colombia*	Vice President, Colombia	Vice President, Colombia, Mineros.

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Name and Residence	Position(s) with Mineros	Principal Occupation(s) During Past Five Years
Inivaldo Díaz *Managua, Nicaragua*	Vice President, Nicaragua	Vice President, Artisanal and Small-Scale Mining (2024), Vice President of Technical Services (2022 to 2024) Aris Mining Colombia; Vice President, Technical (2022), General Manager, Technical (2018 to 2022), GCM Mining Corp.
María Vallejo García *Colorado, United States*	Vice President, Strategic Growth & Technical Services	Director, Projects and Technical Services (2024 to 2025), Vista Gold Corp.; Manager Mine Surface Studies, Mining Plus (2022 to 2024); Manager, Evaluations and Business Development, Barrick Gold Corporation (2020 to 2022).
Martha Socha Peñaloza *Medellin, Colombia*	Vice President, Legal	Regional Director of Corporate Affairs and Community Relations for Latin America at Softys - CMPC Group (2024 to 2025; previously Chief Legal Officer at B2Gold Colombia and Minera Cobre de Colombia, 2020 to 2024).
Marcela Castillo *Medellin, Colombia*	Vice President, Sustainability	Vice President, Sustainability, Hemco (2023 to 2025); Director, Corporate Sustainability, Mineros (2020 to 2023).
Augusto López Valencia *Medellin, Colombia*	Chair and Director (since March 31, 2025). Committee memberships: • Audit and Risk Committee (Chair) • Executive Compensation Committee (Chair) • Corporate Governance and Sustainability Committee	Former President of Bavaria, S.A. (1985 to 1999). Has acted as director at prominent corporations, including Avianca, Bancóldex, and Caracol. Currently serves on the boards of Bancóldex, Win Sports S.A.S., and Fundación Universitaria Uniempresarial.
Vikram Sodhi *Saint George, Grenada*	Vice-Chair and Director (since March 27, 2026) Committee memberships: • Audit and Risk Committee • Executive Compensation • Business Opportunities and Optimization Committee (Chair)	Managing Partner and co-founder, Sun Valley (2012 to present); Executive Chairman, Goldlogic Corp. (2016 to present).

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Name and Residence	Position(s) with Mineros	Principal Occupation(s) During Past Five Years
Sofia Bianchi *Zurich, Switzerland*	Director (since March 26, 2024) Committee memberships: • Corporate Governance and Sustainability Committee (Chair) • Business Opportunities and Optimization Committee	Partner and CEO of Atlante Capital Partners (2016 to present); independent non-executive director on the boards of several global mining companies. President of Canagold Resources Ltd.
Hernan Rodriguez *Bogotá, Colombia*	Director (since March 31, 2025) Committee memberships: • Corporate Governance and Sustainability Committee • Business Opportunities and Optimization • Executive Compensation	Partner and Co-Director, Dentons Cardenas & Cardenas (2017 to present).
Filipe J. Martins *London, United Kingdom*	Director (since March 31, 2025) Committee memberships: • Audit and Risk Committee • Business Opportunities and Optimization Committee	Managing Partner of Investment Banking and Head of Mergers and Acquisitions (sell-side) at SCP Resource Finance (formerly Sprott Capital Partners), London, UK (2019 to present).

Shareholdings of Directors and Officers

As of the date of this AIF, the directors and executive officers of the Company, as a group, beneficially own or control or direct, directly or indirectly, 195,974,623 Common Shares representing 66.3% of the subscribed Common Shares.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as set out below, none of the Company's directors or executive officers is, 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 (i) was subject to an Order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of such company, or (ii) was subject to an Order 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.

Except as disclosed below, none of the Company's directors or executive officers, nor, to its knowledge, any shareholder holding a sufficient number of its securities to affect materially the control of the Company (i) is, as at the date hereof, or has been within the 10 years before the date hereof, 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 (ii) has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such director, executive officer or shareholder.

On October 10, 2019, Sofia Bianchi was appointed as a non-executive director of Feronia Inc. ("**Feronia**"), an agribusiness listed on the TSX Venture Exchange. On March 9, 2020, she stepped down from the board of Feronia. On July 23, 2020, after Ms. Bianchi resigned from the board, Feronia initiated debtor in possession insolvency proceedings under the *Bankruptcy and Insolvency Act* (Canada). Ernst & Young Inc. was appointed to act as trustee. Feronia entered into a purchase agreement with Straight KKM 2 Limited pursuant to which it acquired substantially all of Feronia's assets. Following the sale, Feronia was declared bankrupt and voluntarily delisted from the TSX Venture Exchange.

None of the Company's directors or executive officers, nor, to its knowledge, any shareholder holding a sufficient number of its securities to affect materially the control of the Company, has been subject to (i) 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 (ii) 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.

Conflicts of Interest

To the best of the Company's knowledge, there are no existing or potential material conflicts of interest between the Company or any subsidiary of the Company and any of their respective directors or officers as of the date of this AIF. However, certain of the Company's directors and officers are, or may become, directors or officers of other companies with businesses which may conflict with the Company's business. Accordingly, conflicts of interest may arise which could influence these individuals in evaluating possible acquisitions or generally acting on the Company's behalf. See also "*Risk Factors – Risks Related to Our Business and Industry – The directors and officers may have conflicts of interest with the Company*".

For information regarding the management of conflicts of interest between the Company and its directors and officers under Colombian Regulations, the Bylaws, and the Code of Ethics, see "*Description of Share Capital – Material Differences Between Corporate Law and Shareholder Rights in Canada and Colombia – Conflicts of Interest*".

AUDIT AND RISK COMMITTEE INFORMATION

Our Audit and Risk Committee's primary duties and responsibilities include: (i) reviewing and reporting to the Board on the annual audited financial statements (including the auditor's report thereon) and unaudited interim financial statements and related MD&A, if any, and other financial disclosure related thereto that may be required to be reviewed by the Audit and Risk Committee pursuant to applicable legal and regulatory requirements; (ii) reviewing material changes in accounting policies and significant changes in accounting practices and their impact on the financial statements; (iii) overseeing the audit function, including engaging

in required discussions with the Company's external auditor and reviewing the annual audit plan, overseeing the independence of the Company's external auditor, overseeing the Company's internal auditor, and pre-approving any non-audit services to be provided to the Company or its affiliates; (iv) making recommendations to the Board regarding the selection, appointment, compensation, re-election, and termination of the person responsible for the Company's internal audit functions; (v) reviewing and reporting to the Board with respect to the integrity and effectiveness of the internal controls over financial reporting and disclosure, and anti-money laundering and anti-terrorist financing compliance; (vi) reviewing management reports related to legal or compliance matters that may have a material impact on the Company and the effectiveness of the Company's compliance policies; (vii) establishing whistleblowing procedures and investigating any complaints or concerns it deems necessary; (viii) establishing risk management policies and procedures, and ensuring that they align with the Company's strategic goals; (ix) reviewing and reporting to the Board with respect to the integrity and effectiveness of the Company's risk management policies and procedures; and (x) report annually to the General Shareholders Assembly on matters within the Audit and Risk Committee's mandate.

Audit and Risk Committee Charter

NI 52-110 governs composition and function of audit committees for every TSX listed company, including the Company. NI 52-110 requires the Company to have a written audit committee charter and to make the disclosure required by Form 52-110F1, which includes disclosure of the text of the audit committee charter in the management information circular of the Company wherein management solicits proxies from the security holders of the Company for the purpose of electing directors to the Board.

The full text of the Audit and Risk Committee Charter is attached to this AIF as Appendix 2.

Composition of the Audit and Risk Committee

The members of the Audit and Risk Committee are Augusto Lopez (Chair), Filipe J. Martins, and Vikram Sodhi. Mr. Lopez and Mr. Martins are independent within the meaning of each of the applicable laws of Colombia and the applicable laws of Canada. Mr. Sodhi is not independent within the meaning of NI 52-110, because he is the Managing Director of Sun Valley, the Company's controlling shareholder. The Company has relied on the exemption from the requirement that all Audit and Risk Committee members be independent provided by subsection 3.3(2) of NI 52-110 in respect of Mr. Sodhi's appointment to the Audit and Risk Committee on the basis that: (i) Mr. Sodhi would be independent of the Company, but for the fact that he has a relationship described in section 1.4 of NI 52-110 with Sun Valley, which is the parent company of Mineros; (ii) he is not an executive officer, general partner or managing member of an affiliated entity of the Company that has its securities trading on a marketplace, or an immediate family member of such a person; (iii) he does not act as the Chair of the Audit and Risk Committee; and (iv) the Board has determined in its reasonable judgement that Mr. Sodhi is able to exercise the impartial judgement necessary for the member to fulfill his or her responsibilities as an Audit and Risk Committee member, and that his appointment is required by the best interests of the Company and its shareholders. All of the members of the Audit and Risk Committee are financially literate within the meaning of NI 52-110.

Relevant Education and Experience

Augusto Lopez

Mr. López brings extensive experience in corporate governance and strategic oversight, having served as Chairman and CEO of major conglomerates for over five decades. His background provides a robust foundation for identifying systemic risks and ensuring that financial reporting aligns with the highest ethical and professional standards. His deep understanding of the regulatory frameworks governing public companies is critical for maintaining internal controls that comply with both domestic and international requirements, ensuring institutional stability and transparency.

Filipe Martins

Mr. Martins possesses significant financial literacy and expertise in global capital markets, enabling him to rigorously scrutinize the company's financial performance and market-driven risks. His professional background in mergers and acquisitions (M&A) and financial due diligence allows him to evaluate the long-term impact of complex investments on the balance sheet. Furthermore, his proficiency in analyzing financial statements under international reporting standards is essential for the company's transparency and compliance within its dual listed environment on the BVC and TSX.

Vikram Sodhi

Vikram Sodhi is a private investor and philanthropist with over 20 years of experience in leveraged buyouts, turnarounds, and growth strategies across the metals, mining, affordable housing, and fin-tech sectors. He is the Managing Partner and co-founder of Sun Valley Investments and serves as Executive Chairman of Goldlogic Corp. Throughout his career, Mr. Sodhi has co-founded several private equity firms, overseeing $2 billion in transactions and raising over $1 billion in institutional capital from global sovereign wealth funds and endowments. Vikram combines financial rigor with a deep commitment to social impact as the Founder of the Sodhi Foundation, which pioneers PTSD medical treatments and supports economic initiatives in 30 underserved communities across Colombia and India. A graduate of Yale University and a Sterling Fellow, he conducted neuroscience research at Yale Medical School and currently serves on the Yale President's Council on International Activities. Fluent in five languages, Mr. Sodhi is recognized for his global perspective and his ability to drive value in complex, multi jurisdictional environments.

Audit Committee Oversight

Since January 1, 2025, all Audit and Risk Committee recommendations regarding the nomination or compensation of an auditor have been adopted by the Board.

Pre-Approval Policies and Procedures

The internal regulations of the Audit and Risk Committee require the Audit and Risk Committee to pre-approve the provision of any non-audit services by the Company's external auditors to the Company or its affiliates in accordance with applicable legal and regulatory requirements and policies and procedures of the Board. The Audit and Risk Committee is permitted to delegate pre-approval authority to one of its members; however, the decision of any member of the Audit and Risk Committee to whom such authority has been delegated must be presented to the full Audit and Risk Committee at its next scheduled meeting.

External Auditor Service Fees

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The following table sets forth, by category, the fees for all services rendered by the Company's auditors, Deloitte Colombia and its affiliates, for the fiscal years ended December 31, 2025 and 2024.

For the Fiscal Year Ended	Audit Fees[1] ($)	Audit Related Fees[2] ($)	Tax Fees ($)	All Other Fees ($)	Total ($)
December 31, 2025	263,498	17,026	—	—	280,523
December 31, 2024	243,314	15,700	—	—	259,014

Notes:

1. Refers to the aggregate fees billed for audit fees.
2. Refers to audit of ESG report.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

Other than as described below, to the Company's knowledge, there are no civil or commercial legal proceedings or regulatory actions material to the Company to which it is a party, or has been a party to, or of which any of its property is the subject matter of, or was the subject matter of, since the beginning of the fiscal year ended December 31, 2025.

Resolution of Nicaraguan Tax Dispute

On December 19, 2025, the Company announced that it had resolved the previously disclosed tax dispute with the DGI alleged unpaid ad-valorem taxes and related interest for the period from 2019 to 2024 through a payment of approximately $49.3 million. After consulting with its legal and tax advisors, the Company decided to settle the DGI's claim to eliminate risks and uncertainties associated with litigation. The administrative appeals and reconsideration requests previously filed by the Company in respect of this matter have been concluded, and no further tax liabilities are expected regarding this matter.

Notice of Cancellation of Mining Concessions in Nicaragua

In December 2025, the MEM delivered administrative cancellation notices in respect of 16 non-core mining concessions forming part of the Hemco Property. The Company submitted administrative appeals challenging such cancellation notices. In decisions rendered in January and February 2026, the Company's appeals were granted in respect of five concessions and were dismissed in respect of 11 concessions. The Company is evaluating the merit of appealing some or all of the outstanding cancellation notices in judicial proceedings before the Supreme Court of Justice of Nicaragua. See "*Three Year History – Developments – Corporate and Financial – Notice of Cancellation of Mining Concessions in Nicaragua*".

Regulatory Actions

There have been no civil or commercial penalties or sanctions imposed against the Company by a court or regulatory authority, and the Company has not entered into any settlement agreements before any court

relating to provincial or territorial securities legislation or with any securities regulatory authority, since its incorporation.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director, executive officer or shareholder that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the issued Common Shares, or any of their respective associates or affiliates, has any material interest, direct or indirect, in any transaction within the three years before the date of this AIF which has materially affected or is reasonably expected to materially affect the Company or a subsidiary of the Company.

TRANSFER AGENTS AND REGISTRARS

The transfer agent and registrar for the Common Shares registered outside of Colombia is TSX Trust, at its principal office in Toronto, Ontario. The transfer agent and registrar for the Common Shares registered in Colombia is Deceval, at its principal office in Bogotá, Colombia.

MATERIAL CONTRACTS

Except for material contracts entered into in the ordinary course of business, neither the Company or any of its subsidiaries is party to any material contract entered into within the last financial year, or before the last financial year and which is still in effect.

INTERESTS OF EXPERTS

The following are the experts who are named as having prepared or certified a report, valuation, statement or opinion described or included in a filing, or referred to in any of our filings made under National Instrument 51-102 during, or relating to, our most recently completed financial year.

Auditors

Deloitte Colombia, the auditors of the Company, has advised the Company that it is independent of the Company within the meaning of the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code).

Other Experts

The Nechí Technical Report was prepared by or under the supervision of Luke Evans, M.Sc., P.Eng., Goran Andric, P.Eng, Eduardo Zamanillo, M.Sc., MBA, ChMC(RM), Lance Engelbrecht, P.Eng., all of SLR, and Gerd Wiatzka, B.A.Sc., P.Eng. of Arcadis Canada Inc.

The technical report entitled "Technical Report on the Hemco Property, Región Autónoma De La Costa Caribe Norte, Nicaragua", effective December 31, 2022, dated March 24, 2023, was prepared by or under

the supervision of Sean Horan, P.Geo., Varun Bhundhoo, Ing., R. Dennis Bergen, P.Eng., and Brenna J.Y. Scholey, P.Eng., all of SLR on the date of the report, and Gerd Wiatzka, P.Eng., of Arcadis Canada Inc.

The Hemco Technical Report was prepared by Katharine M. Masun, M.Sc., MSA, P.Geo., Varun Bhundhoo, ing., Brenna J.Y. Scholey, P.Eng., and Eduardo Zamanillo, P.Eng., all of SLR, and Gerd Wiatzka, B.A.Sc., P.Eng. of Arcadis Canada Inc.

The La Pepa Technical Report was prepared by Orlando Rojas, MSc., P. Geo and Rodrigo Barra, P. Geo., both of Geoestima SpA.

Luis Fernando Ferreira de Oliveira, P.Geo., MAusIMM CP (Geo), Manager, Technical Services, Mineros, and Dorota El-Rassi., M.Sc., P.Eng., Manager, Mergers and Acquisitions, Mineros, are responsible for and have prepared, or reviewed and approved, the information this AIF that is of a scientific or technical nature. In addition, Mr. Ferreira de Oliveira, Ms. El-Rassi, and Maria Vallejo, P.Eng., FAusIMM, Mineros' Vice President, Strategic Growth and Business Development, have prepared or certified certain scientific and technical information contained in filings made by the Company under NI 51-102 during or relating to the Company's most recently completed fiscal year. Luke Evans, M.Sc., P.Eng., Global Technical Director, Geology Group Leader, SLR, and Eduardo Zamanillo, P.Eng., Principal Mining Engineer, SLR, have reviewed and approved, other than with respect to the La Pepa Project, the Mineral Resource and Mineral Reserve estimates for the Material Properties and related technical information that is contained in this AIF.

Each of the foregoing individuals is a qualified person, and each of them is independent of the Company, except for Mr. Ferreira de Oliveira, Ms. El-Rassi, and Ms. Vallejo, who are employees of Mineros. To the Company's knowledge, after reasonable inquiry, each of the foregoing individuals, at the time they prepared a report, statement, valuation, or opinion described or included in a filing made by the Company under NI 51-102 during or relating to the Company's most recently completed fiscal year, beneficially owned, directly or indirectly, less than 1% of the Common Shares, and none of them are currently, or are expected to be elected, appointed, or employed as a director, officer, or employee of the Company or any of its associates or affiliates, except for Mr. Ferreira de Oliveira, Ms. El-Rassi, and Ms. Vallejo, who are employees of Mineros.

ADDITIONAL INFORMATION

Additional information relating to Mineros may be found on SEDAR+ at www.sedarplus.com. Additional information is also provided in the Company's financial statements and MD&A for its most recently completed fiscal year.

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APPENDIX 1

GLOSSARY OF TERMS

The following is a glossary of certain terms used in this AIF. Words below importing the singular, where the context requires, include the plural and vice versa, and words importing any gender include all genders.

"**AIF**" means this annual information form.

"**AISC**" means all-in sustaining cost per ounce of gold sold.

"**AML Policy**" means the Anti-Money Laundering and Anti-Terrorist Financing Policy of the Company.

"**ANLA**" means the National Authority of Environmental Licenses (*Autoridad Nacional de Licencias Ambientales)* of Colombia.

"**Anti-Corruption Policy**" means the Corporate Policy on Anti-Bribery and Anti-Corruption of the Company.

"**Audit and Risk Committee**" means the Audit and Risk Committee of the Board.

"**Audit and Risk Committee Charter**" means the charter of the Audit and Risk Committee, which is attached to this AIF as Appendix 2.

"**BISA**" means BISA Ingenieria de Proyectos S.A.

"**Board**" or "**Board of Directors**" means the board of directors of the Company.

"**Board Regulations**" means the Company's internal regulations of the Board of Directors, approved by the Board on February 24, 2021.

"**Bonanza Mining Partners**" or "**BMP**" means the artisanal mining cooperatives in Nicaragua from which the Company purchases ore pursuant to the Bonanza Model.

"**Bonanza Model**" means the collaborative model implemented by the Company in Nicaragua for working with artisanal miners pursuant to contractually-defined relationships. See "*Description of the Business*".

"**Business Opportunities and Optimization Committee**" means the Business Opportunities and Optimization Committee of the Board.

"**Bylaws**" means the amended bylaws of the Company, as most recently approved at a meeting of the General Shareholders Assembly on March 27, 2026.

"**Canadian IPO**" means the public offering through the Canadian market of 22,222,223 Common Shares through Scotia Capital Inc., and Sprott Capital Partners LP as co-lead underwriters, for gross proceeds of approximately $20 million, completed on November 18, 2021.

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"**Caribe Exploration Target**" means the gold exploration target located on the Hemco Property, approximately 42 km southeast of the Panama Mine, and 26 km southeast of the Luna Roja Deposit, owned by Hemco.

"**CBCA**" means the *Canada Business Corporations Act*.

"**CIM Council**" means the council of the Canadian Institute of Mining, Metallurgy and Petroleum.

"**CIM Definition Standards**" means the Canadian Institute of Mining, Metallurgy and Petroleum Definition Standards for Mineral Resources and Mineral Reserves adopted by the CIM Council on May 10, 2014, which are incorporated by reference in NI 43-101.

"**Code of Ethics**" means the Code of Ethics (*Código de Etica*) of the Company.

"**Colombian Exchange**" means the Colombia Stock Exchange (*Bolsa de Valores de Colombia*).

"**Colombian National Tax and Customs Authority**" means *Dirección de Impuestos y Aduanas Nacionales* (DIAN), a government agency responsible for financial regulation and tax collection in Colombia.

"**Colombian Regulations**" refers to the primary Colombian corporate and securities regulations that govern the corporate affairs of the Company as a publicly listed entity in Colombia, being the Colombian Commercial Code and the Colombian securities regime.

"**Colombian Superintendence of Finance**" means the Superintendence of Finance of Colombia (*Superintendencia Financiera de Colombia*).

"**Contract Mining Partners**" or "**CMP**" means the informal miners contracted to participate in the exploitation of the Nechi Alluvial Property pursuant to the Company's formalization program.

"**Common Shares**" means the common shares in the capital of Mineros as currently constituted.

"**Corporate Governance and Sustainability Committee**" means the Corporate Governance and Sustainability Committee of the Board.

"**Deceval**" means Depósito Centralizado de Valores de Colombia Deceval S.A., being the Colombian depositary and registrar and transfer agent of the Company for the Common Shares listed on the Colombian Exchange.

"**Deep Carbonates Project**" or "**DCP**" refers to undeveloped Mineral Resources below the existing oxide gold mineralization at the Gualcamayo Mine.

"**Deloitte Colombia**" means Deloitte & Touche S.A.S., independent auditor, organized and existing in accordance with the laws of Colombia.

"**DGM**" means the General Directorate of Mines of Nicaragua.

"**EMP**" means an environmental management plan under applicable laws and regulations.

"**Excess Amount**" means, with respect to a dividend payable by the Company to a shareholder who is a non-resident of Colombia, the amount by which any withholding tax deducted by the Company exceeds the reduced withholding tax rate to which that shareholder may be entitled by virtue of the shareholder's residency in a jurisdiction that has entered into a tax treaty with Colombia.

"**Executive Compensation Committee**" means the Executive Compensation Committee of the Board.

"**Feasibility Study**" means a comprehensive technical and economic study of the selected development option for a mineral project that includes appropriately detailed assessments of applicable Modifying Factors, together with any other relevant operational factors and detailed financial analysis that are necessary to demonstrate, at the time of reporting, that extraction is reasonably justified (economically mineable). The results of the study may reasonably serve as the basis for a final decision by a proponent or financial institution to proceed with, or finance, the development of the project. The confidence level of the study will be higher than that of a Pre-Feasibility Study.

"**General Shareholders Assembly**" means a general shareholders meeting (*Asamblea General de Accionistas*) of the Company

"**Gualcamayo Mine**" means the mine formerly operated by the Company on the Gualcamayo Property.

"**Gualcamayo Property**" means the property in west-central Argentina, in the northern part of the San Juan Province and extending into La Rioja Province, approximately 270 km north of the provincial capital of San Juan City, which hosts the Gualcamayo Mine and the Deep Carbonates Project that the Company sold in September 2023.

"**Hemco**" means Mineros Hemco Nicaragua S.A., a direct subsidiary of Mineros that owns substantially all of, and operates, the Hemco Property.

"**Hemco Plant**" means one of three operating processing plants located at the Hemco Property, owned 100% by Hemco.

"**Hemco Property**" means the property located in northeastern Nicaragua, in the vicinity of the town of Bonanza, approximately 420 km northeast of the capital of Managua, which hosts the Panama Mine, the Pioneer Mine, the Porvenir Project, the Luna Roja Deposit, the Caribe Exploration Target, artisanal mining, the Hemco Plant, the La Curva Plant, and the Vesmisa Plant.

"**Hemco Technical Report**" means the technical report entitled "Technical Report on the Hemco Property, Región Autónoma De La Costa Caribe Norte, Nicaragua", effective December 31, 2025, dated March 31, 2026, prepared by Katharine M. Masun, M.Sc., MSA, P.Geo., Varun Bhundhoo, ing., Brenna J.Y. Scholey, P.Eng, and Eduardo Zamanillo, P.Eng. all of SLR, and Gerd Wiatzka, B.A.Sc., P.Eng. of Arcadis Canada Inc.

"**IFRS**" means the International Financial Reporting Standards as issued by the International Accounting Standards Board, and the interpretations thereof by the International Financial Reporting Interpretations Committee and the former Standing Interpretations Committee.

"**Indicated Mineral Resource**" means that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of

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Modifying Factors in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. Geological evidence is derived from adequately detailed and reliable exploration, sampling and testing and is sufficient to assume geological and grade or quality continuity between points of observation. An Indicated Mineral Resource has a lower level of confidence than that applying to a Measured Mineral Resource and may only be converted to a Probable Mineral Reserve.

"**Inferred Mineral Resource**" means that part of a Mineral Resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.

"**La Curva Plant**" means one of three operating processing plants located at the Hemco Property, owned 100% by Hemco.

"**La Pepa Project**" means an advanced gold exploration project located in northern Chile, in the Maricunga Gold Belt of the Atacama Region, 110 km east of the city of Copiapó, which is held by Minera Cavancha, in which we currently own a 100% interest.

"**La Pepa Technical Report**" means the report prepared in accordance with NI 43-101 entitled "NI 43-101 Technical Report Mineral Resource Estimate on La Pepa Project, Atacama Region, Chile", effective October 31, 2021, dated December 16, 2025, prepared by Orlando Rojas, MSc., P. Geo and Rodrigo Barra, P. Geo. of GeoEstima SpA.

"**Llanuras Plant"** means a floating beneficiation plant used to process material from the Llanuras suction dredge at the Nechí Alluvial Property.

"**LOM**" means life of mine.

"**Luna Roja Deposit**" means the Luna Roja gold skarn deposit which is comprised of the Monte Carmelo I and Monte Carmelo II mining concessions located on the Hemco Property, 26 km northeast of the Caribe Exploration Target, which is 100% owned by Hemco.

"**Material Properties**" means the Nechí Alluvial Property and the Hemco Property.

"**MD&A**" means management's discussion and analysis of financial condition and results of operations.

"**Measured Mineral Resource**" means that part of a Mineral Resource for which quantity, grade or quality, densities, shape, and physical characteristics are estimated with confidence sufficient to allow the application of Modifying Factors to support detailed mine planning and final evaluation of the economic viability of the deposit. Geological evidence is derived from detailed and reliable exploration, sampling and testing and is sufficient to confirm geological and grade or quality continuity between points of observation. A Measured Mineral Resource has a higher level of confidence than that applying to either an Indicated Mineral Resource or an Inferred Mineral Resource. It may be converted to a Proven Mineral Reserve or to a Probable Mineral Reserve.

"**MEM**" means the Ministry of Energy and Mines of Nicaragua.

"**Minera Cavancha**" means Minera Cavancha SpA, an indirect subsidiary of Mineros incorporated under the laws of Chile, which holds the La Pepa Project.

"**Mineral Reserve**" means the economically mineable part of a Measured Mineral Resource and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted and is defined by studies at pre-feasibility or feasibility level as appropriate that include application of Modifying Factors. Such studies demonstrate that, at the time of reporting, extraction could reasonably be justified. The reference point at which Mineral Reserves are defined, usually the point where the ore is delivered to the processing plant, must be stated. It is important that, in all situations where the reference point is different, such as for a saleable product, a clarifying statement is included to ensure that the reader is fully informed as to what is being reported. The public disclosure of a Mineral Reserve must be demonstrated by a Pre-Feasibility Study or Feasibility Study.

"**Mineral Resource**" means a concentration or occurrence of solid material of economic interest in or on the Earth's crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade or quality, continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling.

"**Mineros**" or the "**Company**" means Mineros S.A.

"**Mineros Aluvial**" means Mineros Aluvial S.A.S. BIC, a wholly owned subsidiary of Mineros that owns and operates the Nechí Alluvial Property.

"**Mining Code**" means Colombian Law 685/2001 and its regulatory decrees.

"**Mining Law (Nicaragua)**" means Law No. 387 "Special Law for the Exploration and Exploitation of Mines" (*La Ley Especial de Exploración y Explotación de Minas*), in effect since 2001, of Nicaragua.

"**Modifying Factors**" are considerations used to convert Mineral Resources to Mineral Reserves. These include, but are not restricted to, mining, processing, metallurgical, infrastructure, economic, marketing, legal, environmental, social and governmental factors.

"**Nechí Alluvial Property**" means the alluvial gold mining operations located approximately 190 km north-northeast of Medellín in the northeast of the Antioquia Department of Colombia, within the jurisdiction of the municipalities of El Bagre, Zaragoza, Caucasia, and Nechí.

"**Nechí Technical Report**" means the report prepared in accordance with NI 43-101 entitled "NI 43-101 Technical Report – Nechí Alluvial Property, Antioquia Department, Colombia", effective December 31, 2024, dated March 31, 2025, prepared by Luke Evans, M.Sc., P.Eng., Goran Andric, P.Eng., Eduardo Zamanillo, M.Sc., MBA, ChMC(RM), Lance Engelbrecht, P.Eng., of SLR, and Gerd Wiatzka, B.A.Sc., P.Eng. of Arcadis Canada Inc.

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

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

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"**NI 52-109**" means National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*.

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

"**Nicaragua Sanctions Measures**" means Executive Orders 13851 and 14088 of the U.S. President.

"**Nomad**" means Nomad Royalty Company Ltd., a subsidiary of Sandstorm Gold Ltd.

"**NSR**" means net smelter return.

"**OFAC**" means the United States Department of the Treasury's Office of Foreign Assets Controls.

"**Old Mining Law (Nicaragua)**" means Law No. 316 "General Law on the Exploitation of Natural Wealth", Decree No. 1067 "Special Law on Exploration and Exploitation of Mines and Quarries".

"**Order**" means a cease trade order, an order similar to a cease trade order or an order that denied the relevant issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days.

"**Panama Mine**" means the Company's producing underground mine on the Hemco Property, which exploits the Panama deposit.

"**PINE**" means a project of national and strategic interest (*proyecto de interés nacional y estratégico*), a designation created by the Colombian government to prioritize and recognize projects which contribute materially to the Colombian economy.

"**Pioneer Mine**" means the Company's underground mine at the Hemco Property, which exploits the Pioneer deposit.

"**Porvenir PFS**" means the pre-feasibility study on the Porvenir Project contained in the Hemco Technical Report.

"**Porvenir Project**" means the Company's advanced exploration project at the Hemco Property.

"**Pre-Feasibility Study**" is a comprehensive study of a range of options for the technical and economic viability of a mineral project that has advanced to a stage where a preferred mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, is established and an effective method of mineral processing is determined. It includes a financial analysis based on reasonable assumptions on the Modifying Factors and the evaluation of any other relevant factors which are sufficient for a qualified person, acting reasonably, to determine if all or part of the Mineral Resource may be converted to a Mineral Reserve at the time of reporting. A Pre-Feasibility Study is at a lower confidence level than a Feasibility Study.

"**Probable Mineral Reserve**" means the economically mineable part of an Indicated Mineral Resource, and in some circumstances, a Measured Mineral Resource. The confidence in the Modifying Factors applying to a Probable Mineral Reserve is lower than that applying to a Proven Mineral Reserve.

"**Proven Mineral Reserve**" means the economically mineable part of a Measured Mineral Resource. A Proven Mineral Reserve implies a high degree of confidence in the Modifying Factors.

"**qualified person**" has the meaning set out in NI 43-101.

"**RACCN**" means Región Autónoma de la Costa Caribe Norte, Nicaragua.

"**RNVE**" means the Colombian National Securities and Issuers Registry.

"**Royal Road**" means Royal Road Minerals Limited, a publicly listed company in Canada.

"**Royal Road Nicaragua Alliance Agreement**" means the alliance agreement originally entered into by Royal Road and Hemco dated September 1, 2017, as amended on May 21, 2021.

"**RPP**" means a Recognition of Private Property (*Reconocimiento de Propiedad Privada)* in Colombia, a type of mining concession.

"**SEC**" means the United States Securities and Exchange Commission.

"**SEDAR+**" means the System for Electronic Document Analysis and Retrieval maintained by the Canadian Securities Administrators.

"**Shareholder Meeting Regulations**" means the internal regulations of proceedings of Mineros' General Shareholders Assembly, as most recently approved at a meeting of the General Shareholders Assembly on April 16, 2021.

"**SLR**" means SLR Consulting (Canada) Ltd.

"**SJTD**" means the San Jose tailings dam at the Hemco Property.

"**Sun Valley**" means Sun Valley Investments AG.

"**Technical Reports**" means, collectively, the Nechí Technical Report, the Hemco Technical Report and the La Pepa Technical Report.

"**Trust Agreement**" means the administration and payment trust agreement dated October 20, 2021, between the Company and the Trustee.

"**Trustee**" means Fiduciaria Davivienda S.A., a Colombian trust company (*sociedad fiduciaria*)

"**TSX**" means the Toronto Stock Exchange.

"**TSX Trust**" means TSX Trust Company.

"**United States**" means the United States of America, its territories and possessions, any State of the United States and the District of Columbia.

"**U.S. dollars**" or "**$**" means the currency of the United States.

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"**Yamana**" means Yamana Gold Inc., a subsidiary of Pan American Silver Corporation.

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APPENDIX 2
MINEROS S.A. AUDIT AND RISK COMMITTEE CHARTER

I. Purpose

The purpose of the Audit and Risk Committee (the "**Committee**") is to assist the board of directors (the "**Board**") of Mineros S.A. (the "**Company**" or "**Mineros**") in fulfilling its oversight responsibilities with respect to:

(a) financial reporting and disclosure requirements;

(b) evaluating accounting procedures, interacting with the auditor in connection with preparation of financial statements and other related matters; and

(c) in general, ensuring that an effective risk management and financial control framework has been implemented and tested by management of the Company,

as instituted by this Audit and Risk Committee Charter (this "**Charter**").

When the term "**Applicable Laws**" is used in this Charter, it refers, as appropriate, to Colombian laws and Applicable Foreign Law. For such purposes, "**Applicable Foreign Law**" means any law, rule, policy, regulation, decree, order, resolution, practice, standard or pronouncement issued or adopted by a governmental authority, regulatory authority, securities commission or stock exchange (and includes any rules or regulations required to be observed or followed by any transfer agent) that is applicable in any country in which shares are issued, or which apply to the Company or to such shares as a result of such shares having been listed and posted for trading on any stock exchange outside of Colombia.

II. Composition

(a) The Board will appoint the members ("**Members**") of the Committee after the ordinary meeting of the General Shareholder Assembly. The Members will be appointed to hold office until the next ordinary meeting of the General Shareholder Assembly or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will cease to be a Member upon ceasing to be a director.

(b) The Committee will consist of at least three (3) directors, all of whom are: (i) "independent" as set out in Appendix "B" to the Policy for the Election, Evaluation and Compensation of Board of Directors of the Company, (ii) comply with the additional independence criteria set out in Appendix "A" to this Charter, and (iii) financially literate. In addition, each Member will be free of any relationship which could, in the view of the Board, reasonably interfere with the exercise of a Member's independent judgment. For the purposes of this Charter, an individual will be considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally

comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

III. Meetings

(a) Meetings of the Committee will take place no less than every three (3) months, at such times and places as the Chair of the Committee may determine. Forty-Eight (48) hours advance notice of each meeting will be given to each Member by any written means, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by conference call or videoconference.

(b) Committee meetings may be called at any time by the Chair of the Committee at the request of the auditor, the Company's President, the Chief Financial Officer or any Member. Any such request will set out in reasonable detail the business proposed to be conducted at the meeting so requested. The auditor and any other person invited to attend a meeting of the Committee may attend and participate in the meeting, but shall not be entitled to vote.

(c) The Board will appoint one of the Members to act as the Chair of the Committee. The internal auditor of the Company will act as the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. In the absence of the internal auditor at any meeting, the Committee will appoint another person who may, but need not, be a Member to be the secretary of that meeting.

(d) Two (2) Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair of the Committee will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolution signed by all Members.

(e) The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee will meet "in camera" (that is, in private) without management and without the internal auditor at each meeting of the Committee.

(f) In advance of every meeting of the Committee, the Chair, with the assistance of the Secretary General, will prepare and distribute to the Members and others, as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of Mineros to produce such information and reports as the Committee may deem appropriate in order to fulfill its duties.

IV. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee as they relate to the following matters are to:

1. Financial Reporting and Disclosure

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(a) Review and recommend to the Board for approval, the audited annual financial statements, including the auditors' report thereon, the quarterly financial statements, management discussion and analysis, financial reports, guidance with respect to earnings per share, and any public release of financial information through press release or otherwise, before the Company publicly discloses this information, with such documents to indicate whether such information has been reviewed by the Board or the Committee.

(b) Review and recommend to the Board for approval, where appropriate, financial information contained in any prospectus, annual information form, annual report to shareholders, management proxy circular, material change disclosure of a financial nature, and similar disclosure documents, before the Company publicly discloses this information.

(c) Review with management of Mineros and with external auditors significant accounting principles and disclosure issues and alternative treatments under International Financial Reporting Standards ("**IFRS**"), all with a view to gaining reasonable assurance that financial statements are accurate, complete and present fairly Mineros' financial position and the results of its operations in accordance with IFRS, as applicable.

(d) Review the minutes from each meeting of the Disclosure Committee established pursuant to Mineros' Corporate Disclosure Policy, since the last meeting of the Committee.

(e) Satisfy itself that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in IV.1(a), and must periodically assess the adequacy of such procedures.

2. Internal Controls and Audit

(a) Review and discuss with management the sufficiency of the Company's internal financial controls and any issues involving the Company's or its employees' compliance with relevant Applicable Laws and significant policies and procedures approved by the Board from time to time that are not related to matters handled by the Corporate Governance and Sustainability Committee and the Executive Compensation Committee, including:

(i) reviewing and affirming written policies relating to business conduct, ethics and financial matters (including the Code of Ethics, Anti-Corruption Policy and the Compliance Manual on Anti-Bribery and Anti-Corruption and Related Guidelines) and ensuring that management has established a system to monitor compliance with all relevant policies of the Company;

(ii) obtaining reports from management about compliance by the Company and its directors, officers and employees of the relevant policies;

(iii) making recommendations to the Board regarding application of the policies; and

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(iv) advising the Board about policies and procedures regarding compliance with the policies;

(b) Ensure that Mineros maintains:

(i) the necessary books, records and accounts in sufficient detail to accurately and fairly reflect Mineros' transactions;

(ii) effective and independent internal control systems;

(iii) adequate processes for assessing the risk of material misstatement of the financial statements and for detecting control weaknesses or fraud. From time to time the Committee will assess whether a formal internal audit department is necessary or desirable having regard to the size and stage of development of Mineros at any particular time;

(c) Satisfy itself that management has established adequate procedures for the review of Mineros' disclosure of financial information extracted or derived from Mineros' financial statements;

(d) Satisfy itself that management has periodically assessed the adequacy of internal controls, systems and procedures in order to ensure compliance with regulatory requirements and recommendations, including AML Policy regulations;

(e) Review and discuss Mineros' major balance sheet and off-balance sheet exposures and the steps taken to monitor and control such exposures, including the use of any financial derivatives and hedging activities;

(f) Review and assess, and in the Committee's discretion make recommendations to the Board regarding the adequacy of Mineros' risk management policies and procedures with regard to identification of Mineros' principal risks and implementation of appropriate systems to manage such risks, including an assessment of the adequacy of insurance coverage maintained by Mineros;

(g) Review and assess, and in the Committee's discretion make recommendations to the Board regarding the planned scope of the internal audit;

(h) Review and assess, and in the Committee's discretion make recommendations to the Board regarding all related-party transactions;

(i) Review and assess, and in the Committee's discretion make recommendations to the Board regarding the appointment, termination, replacement and compensation of the internal auditor, when applicable; and

(j) Review and uphold the Company's Code of Ethics, the Anti-Corruption Policy and the Compliance Manual on Anti-Bribery and Anti-Corruption and Related Guidelines, make recommendations

thereto and ensure that management has established a system to oversee compliance with and the implementation and obtain reports from management validating whether the Company and its different organs are effectively complying with such instruments.

3. External Audit

(a) Recommend to the Board a firm of external auditors to be engaged by Mineros that meets the criteria set out in Appendix “B” of this Charter.

(b) Ensure the external auditors report directly to the Committee on a regular basis.

(c) Review the independence of the external auditors in accordance with the criteria set out in Appendix “B” of this Charter, including a written report from the external auditors respecting their independence and consideration of applicable auditor independence standards.

(d) Review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors.

(e) Review the audit plan of the external auditors prior to the commencement of the audit.

(f) Establish and maintain a direct line of communication with Mineros’ external and internal auditors.

(g) Meet “in camera” (being in private) with only the auditors, with only management, and with only the members of the Committee.

(h) Review the performance of the external auditors who are accountable to the Committee and the Board as representatives of the shareholders, including the lead partner of the independent auditor’s team.

(i) Oversee the work of the external auditors appointed by the shareholders of Mineros with respect to preparing and issuing an audit report or performing other audit, review or attest services for Mineros, including the resolution of issues between management of Mineros and the external auditors regarding financial reporting and disclosure.

(j) Review the results of the external audit and the report thereon including, without limitation, a discussion with the external auditors as to the quality of accounting principles used, any alternative treatments of financial information that have been discussed with management of Mineros, and the ramifications of their use as well as any other material changes. Review a report describing all material written communication between management and the auditors such as management letters and schedule of unadjusted differences.

(k) Discuss with the external auditors their perception of Mineros’ financial and accounting personnel, records and systems, the cooperation which the external auditors received during their course of

their review, and availability of records, data and other requested information and any recommendations with respect thereto.

(l) Review the reasons for any proposed change in the external auditors which is not initiated by the Committee or Board and any other significant issues related to the change, including the response of the incumbent auditors, and enquire as to the qualifications of the proposed auditors before making its recommendations to the Board.

(m) Review annually a report from the external auditors in respect of their internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review of the external auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditors, and any steps taken to deal with any such issues.

4. Associated Responsibilities

(a) Monitor and periodically review the whistleblower policy of the Company contained in the Compliance Manual on Anti-Bribery and Anti-Corruption and Related Guidelines, the procedures for the management of the whistleblower policy and associated procedures for:

(ii) the receipt, retention and treatment of complaints received by Mineros regarding accounting, internal accounting controls or auditing matters;

(ii) the confidential, anonymous submission by directors, officers and employees of Mineros of concerns regarding questionable accounting or auditing matters; and

(iii) any violations of any Applicable Law that relates to corporate reporting and disclosure, or violations of Mineros' governance policies.

(b) Review and approve Mineros' hiring policies regarding employees and partners, and former employees and partners, of the present and former external auditor of Mineros.

5. Non-Audit Services

Pre-approve all non-audit services to be provided to Mineros or any subsidiary entities by its external auditors or by the external auditors of such subsidiary entities. The Committee may delegate to one or more of its members the authority to pre-approve non-audit services but pre-approval by such member or members so delegated shall be presented to the full Committee at its first scheduled meeting following such pre-approval.

6. Oversight Function

The Committee's responsibilities and powers are those herein described. It is not the duty of the Committee to plan or carry out audits or determine whether the Company's financial statements are complete, accurate or meet

the applicable accounting standards, including IFRS. These are the responsibilities of management and the external auditor.

The Committee, its Chairman and any of its members experienced in financial and/or accounting issues, are appointed to provide broad oversight of the financial, risk and control related activities of the Company, and are not accountable or responsible for the day-to-day operation or performance of such activities.

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

V. REPORTING

The Chair of the Committee will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The Committee will annually review and approve the Committee's report for inclusion in the report of the Board to the General Shareholder Assembly. The Secretary General will circulate the minutes of each meeting of the Committee to the members of the Board.

VI. ACCESS TO INFORMATION AND AUTHORITY

The Committee will be granted unrestricted access to all information regarding Mineros and all directors, officers and employees will be directed to cooperate as requested by members of the Committee. The Committee has the authority to retain, at Mineros' expense, independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities, and to set and pay the compensation for any such advisors, consultants and experts. The Committee also has the authority to communicate directly with internal and external auditors.

VII. REVIEW OF CHARTER

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Approved and adopted: February 24, 2021.

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Appendix "A" of the Audit and Risk Committee Charter
Additional Independence Criteria
For Audit and Risk Committee Members

Despite any determination made about "**independence**" in accordance with Appendix "B" to the Policy for the Election, Evaluation and Compensation of Directors of the Company regarding an individual's independence for purposes of sitting on the Board, to be considered an independent **Committee member**, the following **additional** considerations regarding the definition of independence must be met:

1. An individual will be considered to have a material relationship with the Company if he, she or they:

   (a) accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the Company (or subsidiary entities), other than as remuneration for acting in his or her capacity as a member of the Board of any committee of the Board of the Company, or as a part-time chair or vice chair of the Board of any committee of the Board; or

   (b) is an affiliated entity of the Company (or its subsidiary entities),

2. For purposes of paragraph 1 above, the indirect acceptance by an individual of any consulting, advisory or other compensatory fees includes acceptance of a fee by:

   (a) an individual's spouse, minor child or stepchild, or a child or stepchild who shares the individual's home, or

   (b) an entity in which such individual is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal investment banking or financial advisory services to the Company (or its subsidiary entities).

3. For purposes of paragraph 1 above, compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (or its subsidiary entities) if the compensation is not contingent in any way on continued service.

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Appendix "B" of the Audit and Risk Committee Charter
Criteria for the Appointment of the External Auditor

1. **Policy for the appointment and engagement of the External Auditor**. The following rules will apply to the appointment of the external auditor:

   (a) Firms or individuals can only be engaged or hired based on their professionalism, experience and reputation. Individuals or firms that have been disqualified, suspended or subject to any type of definitive sanction resulting from the provision of financial auditing services, imposed by a judge or regulatory and/or supervision authority in the countries in which any entity of the Mineros' group of companies has operations, cannot be considered for appointment at the General Shareholders Assembly.

   (b) The external auditor's engagement team must have relevant experience meeting the criteria specified by the Committee.

   (c) The Company shall not hire or engage an external auditor for services that are not related to the financial audit of the Company or all other tasks entrusted to the external and/or statutory auditor under Applicable Law. Such restriction will also apply to the individuals providing services for and on behalf of the external auditor, including (i) members of the external auditor's corporate group; and (ii) the principal managers, directors, managers and executives of the external auditor, as well as companies in which any partner and/or administrator of the external auditor is also a partner and/or administrator.

   (d) Notwithstanding the foregoing, the Company may engage an external auditor for non-audit services as and where approved by the Committee in accordance with this Charter, provided that the fees payable to the external auditor for such services (excluding, for greater certainty, general audit services and other functions as defined in Applicable Laws) does not exceed 25% of the operating income of the external auditor in the corresponding year.

2. **Auditor Ineligibility**: The following individuals and entities are prohibited from acting as external auditor of the Company:

   (a) shareholders of the Company or of any entity of the Mineros' group of companies;

   (b) relatives or spouses of members of the senior management of the Company or of any entity of the Mineros' group of companies;

   (c) any employee or contractor of the Company or of any entity of the Mineros' group of companies;

   (d) individuals or companies having received payments from the Company or any entity in the Mineros' group of companies and/or related parties representing twenty five per cent (25%) or more of their annual income for the preceding year;

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(e) persons who have been convicted of financial crimes, or crimes against public administration, or any crime relating to money laundering or terrorism financing, and/or had been the subject of disciplinary sanctions or any other administrative sanction; and

(f) anyone included in restricted lists due to conduct linked to money laundering, terrorism financing, fraud, corruption, bribery or any other illegal conduct.