

# Cassels

October 22, 2025

By e-filing

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British Columbia Securities Commission  
PO Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, BC V7Y 1L2

Ontario Securities Commission  
P.O. Box 55, Suite 800  
20 Queen Street West  
Toronto, ON M5H 3S8

Dear Sirs/Mesdames:

**Re: Prime Mining Corp. (the “Filer”) – Dual Application for an order under the securities legislation of British Columbia and Ontario that the Filer has ceased to be a reporting issuer (the “Application”)**

We are counsel to the Filer, which completed a plan of arrangement under the *Business Corporations Act* (British Columbia) pursuant to which Torex Gold Resources Inc. acquired all of the issued and outstanding common shares of the Filer on October 22, 2025 (the “**Arrangement**”).

We are applying under the simplified procedure to the British Columbia Securities Commission (the “**BCSC**”) as principal regulator for an order under the securities legislation (the “**Legislation**”) of British Columbia that the Filer has ceased to be a reporting issuer (the “**Order Sought**”).

We identify British Columbia as the principal regulator for the application on the basis of the Filer’s head office under section 8 of National Policy 11-206 *Process for Cease to be a Reporting Issuer Applications* (“**NP 11-206**”).

As the Filer is also a reporting issuer in Ontario, this application is a “dual application” pursuant to section 7 of NP 11-206 and is being filed with the BCSC and the Ontario Securities Commission.

In accordance with subsection 4C.5(2) of Multilateral Instrument 11-102 *Passport System* (“**MI 11-102**”) and in satisfaction of the notice requirement in paragraph 4C.5(1)(c) of MI 11-102, the Filer provides notice to the securities regulatory authority or regulator in Alberta that subsection 4C.5(1) of MI 11-102 is intended to be relied upon for the Order Sought.

Under the simplified procedure in NP 11-206, the Filer represents that:

1. the Filer is not an OTC reporting issuer under Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets*;
2. the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 security holders in each of the jurisdictions of Canada and fewer than 51 security holders in total worldwide;
3. no securities of the Filer, including debt securities, are traded in Canada or another country on a marketplace as defined in National Instrument 21-101 *Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported;
4. the Filer is applying for an order that the Filer has ceased to be a reporting issuer in all of the jurisdictions of Canada in which it is a reporting issuer; and
5. the Filer is not in default of securities legislation in any jurisdiction.

Please find attached as Appendix "A" a signed verification statement of the Filer authorizing the making and filing of this application and confirming the truth of the facts contained herein.

We kindly request the Order Sought be granted **prior to November 14, 2025**, being the filing deadline of the Filer's interim financial statements and related management's discussion and analysis for the three and nine months ended September 30, 2025.

Please contact the undersigned if you have any questions or require any further information.

Yours truly,

Cassels Brock & Blackwell LLP

"*Jasmine Qin*" (signed)

Jasmine Qin  
Partner