

Form 62-103F1

Required Disclosure under the Early Warning Requirements

Item 1 – Security and Reporting Issuer

- 1.1 **State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

This report relates to the acquisition of common shares of Latin American Minerals Inc. (the “**Issuer**”).

The address of the head office of the Issuer is:

217 Queen Street West
Suite 401
Toronto, Ontario M5V 0R2

- 1.2 **State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

Not applicable.

Item 2 – Identity of the Acquiror

- 2.1 **State the name and address of the acquiror.**

Altius Resources Inc. (the “**Acquiror**”)
38 Duffy Place, 2nd Floor
St John's, NL A1B 4M5

The Acquiror is a company existing under the laws of the Province of Newfoundland and Labrador.

- 2.2 **State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

On September 23, 2020, the Acquiror entered into an agreement (the “**Option Agreement**”) with the Issuer pursuant to which the Acquiror granted to the Issuer an option (the “**Option**”) to acquire, subject to retention by the Acquiror of certain rights related to a 2% net smelter return royalty, its 100% interest in certain mineral claims in the Sail Pond silver-copper-lead-zinc project on the Great Northern Peninsula in the Province of Newfoundland and Labrador.

Pursuant to the terms of the Option Agreement, on October 5, 2020 the Issuer issued to the Acquiror 58,991,254 common shares of the Issuer (the “**Consideration Shares**”), which number of Consideration Shares represents 19.9% of the issued and outstanding capital of the Issuer.

In addition, subject to approval of the TSX Venture Exchange (the “**TSXV**”), the Issuer is required to issue to the Acquiror on the earlier of: (i) the first anniversary of the Effective Date and (ii) the date of the completion of the Financing (as such term is defined in the Option Agreement), \$200,000 worth of common shares in the capital of the Issuer (the “**Additional Shares**”) at a price per Additional Share equal to the price per share pursuant to the Financing. In the event that the Issuer has not completed the Financing by the first anniversary of the Effective Date, then the price per Additional Share shall be a Discounted Market Price (as such term is defined in the policies of the TSXV and as may be acceptable to the TSXV). In the event that the issuance of the Additional Shares would result in the Acquiror holding more than 19.9% of the common shares of Issuer on a non-diluted basis, the number of the

Additional Shares issuable to the Acquiror will be decreased by such number of shares so that the Acquiror's holdings will not exceed 19.9% of the issued and outstanding common shares in the capital of the Issuer.

In order to exercise the Option the Issuer must also incur the following exploration expenditures on the property: (a) \$500,000 within twelve (12) months from the Effective Date; and (b) \$1,000,000 on or before the third anniversary of the Effective Date.

2.3 State the names of any joint actors.

Not Applicable.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

The Acquiror acquired 58,991,254 Consideration Shares representing approximately 19.9% of the common shares of the Issuer issued and outstanding as of the date hereof. In addition, subject to the TSXV approval, the Acquiror is entitled to receive an additional \$200,000 worth of common shares of the Issuer at a price and as described in section 2.2 hereof. Immediately before the acquisition, the Acquiror did not own or control any common shares of the Issuer.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

The Acquiror acquired the common shares of the Issuer described in this report. In addition, the Acquiror is entitled to acquire the Additional Common Shares as described in section 2.2 hereof.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Immediately before the acquisition of the Consideration Shares pursuant to the Option Agreement, the Acquiror did not own or control any common shares of the Issuer.

Upon the acquisition of the Consideration Shares, the Acquiror owned 58,991,254 common shares of the Issuer representing approximately 19.9% of all issued and outstanding common shares of the Issuer.

In addition, subject to the TSXV approval, the Issuer is required to issue to the Acquiror the Additional Shares, as described in section 2.2 hereof. In the event that the issuance of the Additional Shares would result in the Acquiror holding more than 19.9% of the issued and outstanding common shares of the Issuer on a non-diluted basis, the number of the Additional Shares issuable to the Acquiror will be decreased by such number of shares so that the Acquiror's holdings will not exceed 19.9% of the issued and outstanding common shares in the capital of the Issuer.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See paragraph 3.4 above.

- (b) **the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

- (c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 3.6 **If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 **If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 **If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 **State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

See paragraph 4.2 below.

- 4.2 **In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

The issuance of the Consideration Shares by the Issuer to the Acquiror was effected pursuant to the Option Agreement. The Additional Shares issuable to the Acquiror will also be effected pursuant to the Option Agreement. See paragraph 2.2 above regarding the consideration for the Consideration Shares and the Additional Shares.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

The Consideration Shares were acquired by the Acquiror and the Additional Shares will be acquired by the Acquiror in accordance with the terms of the Option Agreement. See paragraph 2.2 above.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) **the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) **a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) **a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) **a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) **a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) **a material change in the reporting issuer’s business or corporate structure;**
- (g) **a change in the reporting issuer’s charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) **a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) **the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) **a solicitation of proxies from securityholders;**
- (k) **an action similar to any of those enumerated above.**

The Consideration Shares were acquired by the Acquiror in the ordinary course of business and for investment purposes only. The Acquiror may, from time to time, increase or decrease their holdings of common shares of the Issuer, depending on market and other conditions, through market transactions, private agreements, or otherwise.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder’s fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the

securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent’s best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

Altius Resources Inc. certifies that the statements made in this report are true and complete in every respect.

DATED as of the 6th day of October 2020.

Signed “Chad Wells”

Authorized Signatory