

## 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.**

Common Shares (“**Common Shares**”) in the capital of Alta Copper Corp. (“**Alta Copper**”).

Alta Copper Corp.  
Suite 801  
1112 Pender Street  
Vancouver, BC  
Canada V6E 2S1

**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.**

The transaction took place pursuant to an issuance of securities from treasury pursuant to a private placement transaction.

#### **Item 2 – Identity of the Acquiror**

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

Nascent Exploration Pty Ltd. (“**Nascent**”)  
Level 2  
87 Adelaide Terrace  
East Perth, WA  
Australia 6004

**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 16, 2024, Alta Copper completed a non-brokered private placement of Common Shares (the “**Private Placement**”). Pursuant to the Private Placement, Nascent acquired 4,629,630 Common Shares at a price of CAD\$0.54 per Common Share.

**2.3 State the names of any joint actors.**

Nascent is a subsidiary of Fortescue Ltd.

#### **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.**

Nascent acquired ownership of 4,629,630 Common Shares.

Prior to the closing of the Private Placement, Nascent owned, directly or indirectly, or exercised control or direction over 26,067,498 Common Shares. The 26,067,498 Common Shares represented approximately 30.60% of the total number of issued and outstanding Common Shares on a non-diluted basis and 28.66% on a fully diluted basis, prior to the Private Placement.

After the completion of the Private Placement, Nascent now owns, directly or indirectly, or exercises control or direction over, 30,697,128 Common Shares. The 30,697,128 Common Shares represent approximately 34.18% of the total number of issued and outstanding Common Shares on a non-diluted basis and 32.12% on a fully diluted basis, resulting in an approximate 3.58% change to Nascent's Common Share holdings on a non-diluted basis and an approximate 3.46% change on a fully diluted basis.

**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.**

Nascent acquired ownership of 4,629,630 Common Shares.

**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.**

See 3.1.

**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,**

Nascent owns, directly or indirectly, or exercises control or direction over, 30,697,128 Common Shares. The 30,697,128 Common Shares represent approximately 34.18% of the total number of issued and outstanding Common Shares on a non-diluted basis and approximately 32.12% on a fully diluted basis.

**(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.**

Not applicable.

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

Not applicable.

- 3.9 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.**

The acquisition of 4,629,630 Common Shares was completed at a purchase price of CAD\$0.54 per Common Share for an aggregate purchase price of CAD\$2,500,000.

- 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.**

See 4.1

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

Not applicable.

## **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.**

Nascent’s acquisition was made for investment purposes. In accordance with applicable securities laws, Nascent may, from time to time and at any time, evaluate its investment in Alta Copper and acquire additional shares and/or other equity, debt or other securities or instruments (collectively, “**Securities**”) of Alta Copper in the open market or otherwise, and reserves the right to dispose of any or all of its Securities in the open market or otherwise at any time and from time to time, and to engage in similar transactions with respect to the Securities, the whole depending on market conditions, the business and prospects of Alta Copper and other relevant factors.

Nascent currently has no future intentions relating to the matters listed in clauses (a) to (k) above.

## **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.**

In connection with the Private Placement, and provided that Fortescue beneficially owns or has the right to acquire not less than 5.0% of the issued and outstanding Common Shares of Alta Copper (on a diluted basis) Nascent was granted the following:

- (a) the right (but not the obligation) to appoint one person as a director of Alta Copper; and
- (b) the right (but not the obligation) to participate, on a *pro rata* basis, in any future equity financing of equity securities undertaken by Alta Copper to the extent required to allow Nascent to maintain the same equity ownership interest (on a diluted basis) in Alta Copper that it possessed immediately prior to closing of the equity financing such that Nascent does not suffer any equity dilution.

## **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**

**I, as the acquirer, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.**

September 24, 2024  
Date

*(signed) Navdeep Gill*  
Signature

Navdeep (Mona) Gill, Secretary of Nascent Exploration Pty Ltd  
Name/Title