

Form 62-103F1

Required Disclosure under the Early Warning Requirements

State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Not applicable.

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 1,340,000 common shares (the “**Common Shares**”) in the capital of Los Andes Copper Ltd. (“**Los Andes**”) issued to Resource Capital Fund VI L.P. (“**RCF**”) pursuant to the exercise of 1,340,000 common share purchase warrants of Los Andes (the “**Warrants**”). The Warrants were offered in connection with an \$8.8 million private placement completed in two tranches, with the first closing on May 7, 2018 (the “**First Tranche**”) and the second closing on June 7, 2018 (the “**Second Tranche**”). Each Warrant was exercisable for a period of five years following the closing of the respective tranches at a price of C\$5.00 (on a post-share consolidation basis). All warrants have now been exercised.

Los Andes’ address is as follows:

355 Burrard Street, Suite 1260
Vancouver, British Columbia
V6C 2G8

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.

The Common Shares were acquired by RCF, a private investment fund existing under the laws of the Cayman Islands.

The address of RCF is as follows:

1400 Wewatta Street, Suite 850
Denver, Colorado, 80202

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 May 3, 2023, RCF exercised 393,500 Warrants issued in connection with the First Tranche at a price of C\$5.00 per Warrant for gross aggregate proceeds to Los Andes of C\$1,967,500 (the “**May Warrant Exercise**”). On June 7, 2023, RCF exercised its remaining 946,500 Warrants, issued in connection with the Second Tranche, at a price of C\$5.00 per Warrant for gross aggregate proceeds to

Los Andes of C\$4,732,500 (together with the May Warrant Exercise, the “**Warrant Exercises**”). As a result of the Warrant Exercises, Los Andes issued, and RCF acquired, 1,340,000 Common Shares, representing approximately 4.56% of the current issued and outstanding common shares of Los Andes.

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.

See Item 2.2 above.

Prior to the Warrant Exercises, RCF owned or controlled (i) 2,680,000 Common Shares, representing approximately 9.55% of the issued and outstanding common shares of Los Andes prior to the Warrant Exercises, and (ii) 1,340,000 Warrants, representing 100.00% of the issued and outstanding Warrants prior to the Warrant Exercises.

Immediately following the Warrant Exercises, RCF owns and controls a total of 4,020,000 Common Shares, representing approximately 13.67% of the current issued and outstanding common shares of Los Andes. As a result of the Warrant Exercises, RCF no longer holds any Warrants of Los Andes.

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.

RCF acquired ownership of 1,340,000 Common Shares through the exercise of 1,340,000 Warrants.

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 Item 3.1 above.

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 Items 2.2 and 3.1 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 Item 2.2 above.

- 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 Item 2.2 above.

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

See Item 3.2 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.

RCF exercised the Warrants and acquired the Common Shares in accordance with its routine investment strategy to generate proceeds from its investment in Los Andes. RCF may, from time to time, acquire additional securities, dispose of some or all of the existing or additional securities or may continue to hold the securities of Los Andes.

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.

On August 26, 2020, Los Andes completed a share consolidation on a 10:1 basis. As a result, the numbers in RCF's previously filed reports have been adjusted accordingly.

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

Certificate

I, as the acquiror, 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.

DATED this 8th day of June, 2023.

RESOURCE CAPITAL FUND VI L.P.

By: Resource Capital Associates VI L.P., General Partner

By: RCA VI GP Ltd., General Partner

By: (signed) "*Mason Hills*"

Name: Mason Hills

Title: General Counsel