

# LISTING STATEMENT



**DATED DECEMBER 18, 2020**

**FOR**

**EMPRESS ROYALTY CORP.**

*"No securities regulatory authority or the TSX Venture Exchange has expressed an opinion about the securities which are the subject of this application."*

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## GLOSSARY OF TERMS

The following is a glossary of certain definitions used in this Listing Statement. Terms and abbreviations used in the schedules to this Listing Statement are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated.

<b>“Accendo”</b>	has the meaning ascribed to that term in <i>Item 5: Description of the Business</i> of this Listing Statement.
<b>“Alliance Agreement”</b>	has the meaning ascribed to that term in <i>Item 5: Description of the Business</i> of this Listing Statement.
<b>“Alto”</b>	has the meaning ascribed to that term in <i>Item 5: Description of the Business</i> of this Listing Statement.
<b>“Alto Royalties Purchases”</b>	has the meaning ascribed to that term in <i>Item 5: Description of the Business</i> of this Listing Statement.
<b>“Annual Fee”</b>	has the meaning ascribed to that term in <i>Item 17: Executive Compensation</i> of this Listing Statement.
<b>“Arrangement”</b>	has the meaning ascribed to that term in <i>Item 5: Description of the Business</i> of this Listing Statement.
<b>“Audit Committee”</b>	has the meaning ascribed to that term in <i>Item 19: Audit Committee and Corporate Governance</i> of this Listing Statement.
<b>“August Offering”</b>	has the meaning ascribed to that term in <i>Item 6: Financings</i> of this Listing Statement.
<b>“Available Cash”</b>	has the meaning ascribed to that term in <i>Item 6: Financings</i> of this Listing Statement.
<b>“BCBCA”</b>	means the <i>Business Corporations Act</i> (British Columbia), as amended from time to time, including the regulations promulgated thereunder.
<b>“Board”</b>	means the board of directors of Empress as it may be comprised from time to time.
<b>“Bond Agreement”</b>	has the meaning ascribed to that term in <i>Item 24: Interests of Management and Others in Material Transactions</i> of this Listing Statement.
<b>“Business Investments”</b>	has the meaning ascribed to that term in <i>Item 24: Interests of Management and Others in Material Transactions</i> of this Listing Statement.
<b>“Candelaria”</b>	means Candelaria Mining Corp.
<b>“Court”</b>	means the Supreme Court of British Columbia.
<b>“CRA”</b>	means the Canada Revenue Agency.
<b>“CSE”</b>	means the Canadian Securities Exchange.
<b>“discounted market price”</b>	has the meaning ascribed to that term in <i>Item 12: Stock Option Plan</i> of this Listing Statement.

<b>“Eligible Person”</b>	has the meaning ascribed to that term in <i>Item 12: Stock Option Plan</i> of this Listing Statement.
<b>“Empress” or the “Company”</b>	means Empress Royalty Corp.
<b>“Endeavour Financial”</b>	means Endeavour Financial AG.
<b>“Endeavour Cayman Agreement”</b>	has the meaning ascribed to that term in <i>Item 24: Interests of Management and Others in Material Transactions</i> of this Listing Statement.
<b>“Escrow Agent”</b>	means Computershare Investor Services Inc.
<b>“Escrow Agreement”</b>	has the meaning ascribed to that term in <i>Item 14: Escrowed Securities and Securities Subject to Restriction on Transfer</i> of this Listing Statement.
<b>“Escrow Shares”</b>	has the meaning ascribed to that term in <i>Item 14: Escrowed Securities and Securities Subject to Restriction on Transfer</i> of this Listing Statement.
<b>“Final Exchange Bulletin”</b>	means the bulletin which is issued following the submission of all required documentation and that evidence the final TSXV acceptance of the listing of the Company.
<b>“Final Order”</b>	means the final order of the Court pursuant to Section 291 of the BCBCA, after hearing upon the fairness of the terms and conditions of the Arrangement.
<b>“Form 51-102F6V”</b>	has the meaning ascribed to that term in <i>Item 17: Executive Compensation</i> of this Listing Statement.
<b>“Golden Oak”</b>	has the meaning ascribed to that term in <i>Item 16: Directors and Executive Officers</i> of this Listing Statement.
<b>“Golden Oak Agreement”</b>	has the meaning ascribed to that term in <i>Item 17: Executive Compensation</i> of this Listing Statement.
<b>“Golden Oak Annual Fee”</b>	has the meaning ascribed to that term in <i>Item 17: Executive Compensation</i> of this Listing Statement.
<b>“McLeroy-Pinos Royalty”</b>	means the net smelter return royalty acquired by Empress pursuant to the McLeroy-Pinos Royalty Agreement.
<b>“McLeroy-Pinos Royalty Agreement”</b>	means, collectively, a 0.5% net smelter return royalty agreement between Maria Guadeloupe McLeroy and Empress dated November 24, 2020, and a royalty purchase agreement between Maria Guadeloupe McLeroy and Empress dated November 24, 2020.
<b>“MMP”</b>	has the meaning ascribed to that term in <i>Item 5: Description of the Business</i> of this Listing Statement.
<b>“MSA”</b>	has the meaning ascribed to that term in <i>Item 25: Investor Relations Arrangements</i> of this Listing Statement.
<b>“Named Executive Officer” or “NEO”</b>	has the meaning ascribed to that term in <i>Item 17: Executive Compensation</i> of this Listing Statement.

<b>“NSRs”</b>	has the meaning ascribed to that term in <i>Item 5: Description of the Business</i> of this Listing Statement.
<b>“October Offering”</b>	has the meaning ascribed to that term in <i>Item 6: Financings</i> of this Listing Statement.
<b>“Option”</b>	has the meaning ascribed to that term in <i>Item 12: Stock Option Plan</i> of this Listing Statement.
<b>“Option Plan”</b>	has the meaning ascribed to that term in <i>Item 12: Stock Option Plan</i> of this Listing Statement.
<b>“Osisko”</b>	means Osisko Mining Inc.
<b>“Peak”</b>	has the meaning ascribed to that term in <i>Item 25: Investor Relations Arrangements</i> of this Listing Statement.
<b>“Peak Fee”</b>	has the meaning ascribed to that term in <i>Item 25: Investor Relations Arrangements</i> of this Listing Statement.
<b>“Pinos Gold-Silver Project”</b>	has the meaning ascribed to that term in <i>Item 5: Description of the Business</i> of this Listing Statement.
<b>“Pinos Royalty”</b>	means the net smelter return royalty acquired by Empress pursuant to the Pinos Royalty Agreement.
<b>“Pinos Royalty Agreement”</b>	means, collectively, a 0.5% net smelter return royalty agreement between Candelaria and Empress dated November 24, 2020, and a royalty purchase agreement between Candelaria and Empress dated November 24, 2020.
<b>“Pinos Technical Report”</b>	has the meaning ascribed to that term in <i>Item 5: Description of the Business</i> of this Listing Statement.
<b>“Principals”</b>	has the meaning ascribed to that term in <i>Item 14: Escrowed Securities and Securities Subject to Restriction on Transfer</i> of this Listing Statement.
<b>“Resources” or “Empress Resources”</b>	means Empress Resources Corp.
<b>“Royalty and Securities Purchases”</b>	has the meaning ascribed to that term in <i>Item 5: Description of the Business</i> of this Listing Statement.
<b>“Sherron Agreement”</b>	has the meaning ascribed to that term in <i>Item 17: Executive Compensation</i> of this Listing Statement.
<b>“Sherron Annual Fee”</b>	has the meaning ascribed to that term in <i>Item 17: Executive Compensation</i> of this Listing Statement.
<b>“streams”</b>	has the meaning ascribed to that term in <i>Item 5: Description of the Business</i> of this Listing Statement.
<b>“Telson”</b>	has the meaning ascribed to that term in <i>Item 5: Description of the Business</i> of this Listing Statement.
<b>“Terra Capital”</b>	has the meaning ascribed to that term in <i>Item 6: Financings</i> of this Listing Statement.

<b>“Third Party Technical Information”</b>	has the meaning ascribed to that term in <i>Item 5: Description of the Business</i> of this Listing Statement.
<b>“TSX”</b>	means the Toronto Stock Exchange.
<b>“TSXV”</b>	means the TSX Venture Exchange.
<b>“Vigil Agreement”</b>	has the meaning ascribed to that term in <i>Item 24: Interests of Management and Others in Material Transactions</i> of this Listing Statement.
<b>“Vigil Service Fee”</b>	has the meaning ascribed to that term in <i>Item 24: Interests of Management and Others in Material Transactions</i> of this Listing Statement.

### Item 3: Summary

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*The following is a summary of the principal features of this listing of Shares (as defined below) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Listing Statement. This Summary is qualified in its entirety by the more detailed information appearing or referred to elsewhere herein. Unless otherwise indicated, all currency amounts are stated in Canadian dollars. Capitalized terms used in this Summary are defined in the Glossary of the Terms.*

#### **The Principal Business of Empress**

Empress is a recently formed precious metals royalty and streaming investment company incorporated under the *Business Corporations Act* (British Columbia). It does not have any subsidiaries. A copy of its investment policy is attached as Schedule "A" to this Listing Statement. A detailed description of Empress's business is contained in *Item 5: Description of the Business* below.

#### **Securities to be Listed**

Empress has one class of shares, being common shares without par value (each a "**Share**"), each of which entitles the holder to one vote and to participate ratably in the distribution of the Company's net assets on dissolution. See *Item 10: Description of Securities to be Listed*. Empress's Shares are not listed on any stock exchange. Empress is a reporting issuer under the applicable securities laws of the provinces of British Columbia and Alberta.

#### **Funds Available and Use of Proceeds**

As at the date of this Listing Statement, Empress has approximately \$7 million in cash, representing the proceeds of the August Offering and the October Offering plus the remainder of the cash it received in consideration for 5,000,000 of its shares issued to Resources pursuant to the Arrangement, less the US\$1.5 million invested by Empress pursuant to the Pinos Royalty Agreement and the McLeroy-Pinos Royalty Agreement. Empress intends to use its available cash for general and administrative costs, and due diligence cost to identify potential acquisitions. A detailed explanation of Empress's proposed use of its funds is contained in *Item 6: Financings* below.

#### **Risk Factors**

There are risks associated with the business of Empress, including but not limited to: (i) the market price of Shares may be volatile, which could result in substantial losses for holders of Shares; (ii) Empress may not use Available Cash as described in this Listing Statement; (iii) the ability of Empress to pay dividends will be dependent on the financial condition of Empress; (iv) the CRA's recent focus on foreign income earned by Canadian companies may result in adverse tax consequences for Empress; (v) changes in or in the interpretation of tax legislation or accounting rules could affect the profitability of Empress; (vi) Empress's operations will depend on information that may be vulnerable to cyber security threats; (vii) royalty acquisitions contemplated by Empress may require third party consents or approvals; (viii) the properties underlying royalty and other interests will be subject to exploration, development and mining risks; the registration of royalty or other interests may not protect interests therein; and (ix) other risks associated with Empress as described in *Item 21: Risk Factors* of this Listing Application.

#### **Financial Information**

Empress's financial year end is September 30. The following table sets out selected reviewed financial information in respect of Empress as at September 30, 2020 and should be considered in conjunction with the more complete information contained in the audited financial statements for the period ended September 30, 2020 of Empress attached as Schedule "B" to this Listing Statement.

		<b>September 30, 2020</b>
	<i>Note</i>	
<b>ASSETS</b>		
<b>Current assets</b>		
Cash		\$ 1,515,475
Marketable securities	4	228,657
Receivables		8,779
Prepaid expenses		48,300
		<u>1,801,211</u>
<b>Royalty interests</b>	5	1
		<u>\$ 1,801,212</u>
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Trade and other payables	7	\$ 207,638
		<u>207,638</u>
<b>SHAREHOLDERS' EQUITY</b>		
Share capital	6	1,980,770
Reserve	6	22,716
Deficit		(409,912)
		<u>1,593,574</u>
		<u>\$ 1,801,212</u>
Nature of operations	1	
Commitment	12	
Subsequent events	13	

#### **Item 4: Corporate Structure**

Empress Royalty Corp. (“**Empress**” or the “**Company**”) was incorporated under the *Business Corporations Act* (British Columbia) on March 2, 2020. Empress is a reporting issuer in the provinces of British Columbia and Alberta, and its head office and registered and records office is located at Unit 1 – 15782 Marine Drive, White Rock, B.C. V4B 1E6. Empress maintains a website at [www.empressroyalty.com](http://www.empressroyalty.com). There have been no amendments to its articles or other constating documents since its incorporation.

Empress has no subsidiaries.

## Item 5: Description of the Business

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### ***Overview and History of Empress***

#### Overview

Empress was incorporated on March 2, 2020 as an investment based company that is focused on acquiring gold and silver metal purchase agreements (“**streams**”), net smelter return royalties (“**NSRs**”), gross value return royalties, net profit interests, gross proceeds royalties, and non-operating interests in mining projects that provide the right to the holder of a percentage of the gross revenue from metals produced from the project or a percentage of the gross revenue from metals produced from the project after deducting specified costs, if any, respectively.

#### Narrative Description of Empress’s Business

Empress is in the business of acquiring royalty and streaming interests in precious metal mines and mining projects and its objective is to become a leading global precious metals royalty and streaming company to maximize returns for its shareholders.

Empress intends to focus the majority of its resources on investing in precious metals royalty or streaming opportunities with small to mid-tier producing or development stage mining companies, where immediate or near-term revenue can be generated. In very limited cases, Empress may invest in new grass roots royalties.

In summary, the Company intends to hold investments in all phases of mining projects, including:

1. Grass roots projects: In grass roots projects, the geological risk is high, as the operator may not ever make a discovery, possibly resulting in the investment being written-off, but the cost of the investment is low. If an economic discovery is made that is then developed into a mine, the returns on that royalty against the cost of investment can be significant. The Alto Royalties Purchases (as defined below) fit within this category and because there are thirteen (13) net smelter return royalties, the odds of one of those projects making such a discovery is improved. However, there is still no guarantee of a return, but if successful, the return can be many multiples of the investment.
2. Near term production projects: In near term projects, the geologic risk has been reduced and studies have been completed confirming the viability of the project to be a profitable producing mine within the next 24 months. The risk for near term production projects is substantially reduced compared to grass roots projects, however, risks with respect to near term projects include in uncertainty of funding to meet forecasted production levels.
3. Producing mines: Producing mines are already in operation and historic data is available to provide a high level of confidence on the forward-looking projections for the mine.

The Company’s focus is near-term and producing mines and target investment size ranging from \$500,000 to \$25,000,000. Empress’s vision is to be a global precious metal stream and royalty provider and is investigating investment opportunities with the same investment criteria and target size located in globally. Its management team and strategic advisors have a global reach, which have already identified significant opportunities. To finance the acquisition of such royalty and streaming investments, Empress may undertake one or more financings. As the Company grows its portfolio and revenue stream, it expects to fund future investments by cash flow and generate excess cashflow to pay dividends.

Resources Arrangement and Share Issuance to Alto Ventures Ltd.

On July 7, 2020, Resources and Alto Ventures Ltd. (“**Alto**”) completed a business combination which was effected by a plan of arrangement approved by the shareholders of Resources (the “**Arrangement**”). Under the Arrangement, Alto acquired all of the issued and outstanding common shares of Resources in exchange for approximately one common share of Alto such that at the effective time of the Arrangement, Resources shareholders held 52% of the outstanding common shares of Alto.

In conjunction with the Arrangement, Empress acquired from Alto thirteen (13) NSR royalties (the “**Alto Royalties Purchases**”) and a portfolio of marketable securities (the “**Alto Marketable Securities**”, and together with the Alto Royalties Purchases, the “**Royalty and Securities Purchases**”). In exchange, Alto received 4,615,384 Shares, which were subsequently distributed as a dividend to the shareholders of Alto. After giving effect to these transactions, former shareholders of Resources held 52% of Empress’s outstanding Shares, and Alto shareholders held 48% of Empress’s outstanding Shares. Upon completion of the Arrangement, the shareholders of Resources, not taking into account the effect of the August Offering or the Royalty and Securities Purchases, held together in aggregate approximately 52% of the then issued and outstanding Shares.

Accendo Strategic Alliance

On August 25, 2020 Empress announced it has entered into a strategic alliance agreement (the “**Alliance Agreement**”) with Accendo Banco, S.A. (“**Accendo**”) to collaborate in respect to the acquisition by Empress of royalties and streams and potentially other investments in the Mexican mining sector. The Alliance Agreement is a part of the Company’s diversification into Latin America, utilizing the strong and well-connected relationship of Accendo.

Pursuant to the Alliance Agreement, the Company will pay a success fee in the amount of 0.5% to 2.0% on the acquisition of royalty or streaming opportunities in Mexico introduced by Accendo. Further, Empress will pay a one-time performance fee to Accendo, with respect to an investment introduced to Empress by Accendo, in an amount equal to 20% of the difference between the net cash Empress anticipates generating on an investment during the first three year period after entering the relevant agreement and the actual net cash generated by Empress in respect of any such transaction.

Accendo is an active investor and lender in the mining industry in Mexico and provides the Company with a strong partner in a country that is one of the top ten gold producers in the world. During the course of its business and through its extensive connections, Accendo becomes aware of opportunities to acquire royalties or streams in Mexican mining projects. Pursuant to the Alliance Agreement, Accendo will notify Empress of any Mexican royalty and stream opportunities of which it becomes aware, and if requested by Empress, assist in investigating and potentially acquiring such royalties or streams by making introductions, assisting Empress in undertaking due diligence and negotiating agreements to acquire such royalties or streams. Accendo’s obligations under the Alliance Agreement are exclusive to Empress in respect of precious metal projects and mines.

Royalty and Streaming Business

A royalty is a right to receive payment based on a percentage of the minerals or other products produced at a mine or of the revenues or profits generated from the sale of those minerals or other products at a mine.

A metal stream is a purchase agreement that provides a streaming company the right to purchase a portion of one or more metals produced from a mine in exchange for non-dilutive capital, at a price determined for the life of the transaction by the purchase agreement. The streaming company makes an upfront payment in return for the right to purchase a fixed percentage of the future metal production of a mine. The streaming company then realizes the difference between delivery price and spot price.

Royalties and streams are passive (non-operating) interests in mining projects that provide the right to revenue or production from a project after deducting specified costs, if any. Typically, royalty and streaming interests are established through a contract between the holder and the property owner. Royalties and streams are not typically working interests in a property. Therefore, the holder of a royalty is generally not responsible for contributing additional funds for any purpose, including operating or capital costs or environmental or reclamation liabilities. When royalties and streams are revenue-based, holders of such an interest have limited exposure to operating and capital costs incurred at the operating level. However, the holders share in the upside provided by exploration success, mine life extensions and operational expansions. A royalty and streaming business model also facilitates greater diversification than is typical for mining companies. Royalty and streaming companies generally hold a portfolio of assets (often diversified by mine, jurisdiction or commodity), whereas mining companies generally are dependent on only one or a few key mines.

Royalties are based on the value of production or net proceeds received by the operator from a smelter or refinery. These proceeds are usually subject to deductions or charges for transportation, insurance, smelting and refining costs as set out in the royalty agreement, but may also be subject to other deductions or charges. This type of royalty generally provides cash flow that is free of any operating or capital costs and environmental liabilities. A small percentage NSR in a project can effectively equate to the economic value of a larger percentage profit or working interest in the same project.

#### Royalties Acquired from Alto

The Company's investment portfolio includes the following royalties acquired in the Alto Royalties Purchases, as summarized below:

<b>Project</b>	<b>Description/Summary</b>	<b>Royalty</b>
<b>Windfall East</b> Quebec	The Windfall East property lies adjacent to Osisko's Windfall project in the Urban Township. Recent drilling by Osisko indicates that if the trend of their high-grade Lynx Zone extends to the northeast, it may pass onto the northwest corner of Alto's former Windfall East project.	1% NSR due from Osisko - adjacent to Osisko Lynx Zone. Osisko has a buyback right of 0.5% for \$1 million.
<b>Coldstream</b> Ontario	Located in northwestern Ontario in the Shebandowan greenstone belt. The claims cover the East Coldstream gold deposit with NI43-101 compliant resources of 2.25 Mt Indicated at an average grade of 1.05 g/t Au (76,000 contained ounces) and 16.97 Mt Inferred at an average grade of 1.01 g/t Au (549,000 contained ounces), using a 0.6 g/t Au cut-off grade. The property adjoins Wesdome's Moss Lake gold deposit and Alto interprets that the northwestern extension of Moss extends onto the Coldstream project claims.	0.5% - 1.5% NSR due from Wesdome.
<b>Empress</b> Ontario	The Empress property lies within the Archean Hemlo-Schreiber Greenstone Belt in the Wawa sub-province in the Superior Province of Ontario. The property covers approximately 3 km segment of a mineralized shear zone with quartz veins locally carrying high-grade gold values.	1% NSR on all claims from Sanatana Resources.
<b>Three Towers</b> Ontario	The property lies in the Beardmore-Geraldton greenstone belt, within the southern Wabigoon lithotectonic domain of the Superior Province.	0.5% NSR on all claims.

<b>Miner Lakes &amp; Greenoaks</b> Ontario	The Miner Lake and Greenoaks Properties are contiguous claims situated in the Eastern Wabigoon Subprovince of the Superior Province of Ontario, within the Elmhirst-Castlewood-Koltz greenstone belt north of the Beardmore-Geraldton greenstone belt. The Miner Lake property hosts numerous surface and in drill core gold occurrences that have geological similarities to the Cote gold deposit being developed by lamgold approximately 100 km southwest of Timmins.	Miner Lake = 0.5% on certain claims
		Miner Lake = 1.0% NSR on certain claims
		Greenoaks = 0.5% NSR on all claims.
<b>Brookbank East</b> Ontario	The Brookbank East gold property is situated in the Beardmore-Geraldton greenstone belt south of the Pain Lake Fault.	1.0 % NSR on all claims.
<b>Golden Heart</b> Ontario	The property lies in the Beardmore-Geraldton gold belt and is located approximately 10 km west of Beardmore, covers over 5 km segment of a sheared package of intercalated clastic meta-sediments and banded iron formation (BIF). The property adjoins the southern property line of the former producing Leitch gold mine which produced almost 850,000 ounces of gold. The average head grade of the Leitch was over 31 g/t Au.	1.0% NSR on all claims.
<b>Mud Lake</b> New Ontario	The Mud Lake Property is in the Onaman-Tashota greenstone belt (OTGB) in the southern Wabigoon Subprovince of the Superior Province, of Ontario. The property hosts at least 12 shear hosted gold occurrences along a six kilometer segment of the Mud Lake Shear Zone.	0.5% NSR on claims which already have a 2.5% NSR.
		1.0% NSR on claims which have no NSR.
<b>Destiny</b> New Quebec	The Destiny Property covers a 12 kilometer-long, gold endowed segment of the Amos-Barraute section of the southeastern portion of the Abitibi Greenstone Belt along the Despinassy Shear (a splay off the regionally extensive Chicobi Fault Zone). The Destiny property hosts the DAC gold deposit, one of several significant gold occurrences on the property. The DAC deposit host NI43-101 compliant resources of 10.8 Mt Indicated at an average grade of 1.05 g/t Au (364,000 contained ounces) and 8.3 Mt Inferred at an average grade of 0.92 g/t Au (247,000 contained ounces) using a 0.5 g/t Au cut-off grade. The mineralization is open on strike to the east and west and to depth.	Destiny – A Claims = No royalty due to existing royalties of 3.5%
		Destiny – B Claims = 0.5% NSR on all claims which have an NSR Royalty of <3.5%.
		Destiny – C Claims = 0.5% NSR on all C Claims.
		Destiny – D Claims = 1.0% NSR.
<b>Oxford Lake</b> New Manitoba	The Oxford Lake property lies in the southwest portion of the Archean Oxford-Knee Lake greenstone belt in the Oxford-Stull Domain of the western Superior Province of Manitoba. The principal target model for Oxford Lake is Banded Iron Formation (BIF) and there already is a historical deposit, the Rusty Gold Deposit that was discovered in the late 1980's. The Rusty deposit has reported historical resources of 800,000 tonnes averaging 6 g/t Au. The deposit is open on strike and to depth. Another significant area of mineralization is the Blue Jay zone, located approximately 2 km east of Rusty; gold mineralization here is also associated with BIF. To the west, a large target area, extending for over 10 km is interpreted to be BIF but it has been tested by only two drill holes, one of which returned almost 1 g/t over 3 m intercept in BIF.	Oxford Lake – Mineral Exploration Licenses = 1.0% NSR.
		Oxford Lake – Disposition Number W46695 = 0.5% NSR.
<b>Fisher</b> New Saskatchewan	The property is located in the Glennie Lake Domain, approximately 80 km northwest of Flin Flon. The property hosts a significant historical deposit. The Main target is VMS style zinc mineralization.	0.5% NSR on claims

<b>Dog Lake</b> New Ontario	The property is located in the Wawa area, approximately 14 km south of Missinabie. Historical work was limited, dating back to the 1960's and resulted in the discovery of a gold bearing shear that was traced for over 1.5 km along strike and returned up to 25 g/t Au in grab samples.	1% NSR on all claims.
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With respect to the Alto Marketable Securities, Empress may hold or dispose of such securities as it determines is necessary or advisable. The particulars of the Alto Marketable Securities are summarized in the following table:

<b>Company</b>	<b>Ticker</b>	<b>Exchange</b>	<b>Number of Shares</b>	<b>Closing Price on July 7, 2020</b>
Osisko Mining Inc.	OSK	TSX	24,100	\$3.90
Canoe Mining Ventures Corp.	CLV	TSXV	335,675	\$0.25
New Age Metals Inc.	NAM	TSXV	16,667	\$0.07
Wescan Goldfields Inc.	WGF	TSXV	305,000	\$0.07
Razore Rock Resources Inc.	RZR	CSE	40,000	\$0.10
Sanatana Resources Inc.	STA	TSXV	420,000	\$0.12
Trakopolis IOT Corp. (as announced January 17, 2020, it is a bankrupt person)	-	-	7,500	-

### Pinos Royalty

On November 24, 2020, Empress completed the acquisition of the Pinos Royalty from Candelaria pursuant to the Pinos Royalty Agreement for aggregate consideration of US\$750,000. Under the terms of the Pinos Royalty Agreement, Empress acquired the 0.5% NSR royalty on the Pinos Gold-Silver Project. The Pinos Royalty is a new royalty. Further on November 24, 2020, Empress purchased an additional existing 0.5% NSR royalty (the McLeroy-Pinos Royalty) on the Pinos Gold-Silver Project from existing royalty holder Maria Guadalupe McLeroy pursuant to the McLeroy-Pinos Royalty Agreement on the same terms and conditions as the Pinos Royalty Agreement.

In connection with the acquisition of the Pinos Royalty and the McLeroy-Pinos Royalty, Accendo will receive a US\$30,000 cash success fee pursuant to the terms of the Alliance Agreement.

### Investment Pipeline

Empress is actively pursuing a number of additional investment opportunities, and is in negotiations with Telson Mining Corporation ("**Telson**") regarding a potential streaming agreement relating to Telson's Tahuehueto Project located in northwestern Durango State, Mexico. The proposed streaming agreement would involve an investment of US\$4,000,000 by Empress. Readers are cautioned that while management of Empress believes its negotiations with Telson will be successful, there is no assurance that they will result in an agreement, and Telson has indicated in its public disclosure that a streaming deal is only one of the potential financing alternatives it is considering.

Empress is also currently in discussions with Mutapa Mining and Processing LDA (“**MMP**”) regarding a potential NSR royalty agreement relating to MMP’s Manica Project located in Mozambique. The potential transaction is currently at the diligence stage, with Empress conducting a technical and financial review. The proposed royalty agreement would involve an investment of US\$2,000,000 by Empress. Readers are cautioned that while management of Empress is hopeful it will be able to proceed with a transaction with MMP, there is no assurance that its diligence and any subsequent negotiations will result in an agreement.

### Material Investments

The following are summaries of information from technical reports or other disclosure on certain properties that Empress has determined to be material to Empress, and also with respect to properties that Empress has determined not to be material. The information presented in this Listing Statement about the Pinos Gold-Silver Project has been extracted or derived from public disclosures prepared pursuant to NI 43-101 (collectively, “**Third Party Technical Information**”). Pursuant to NI 43-101, Empress will not be required to file technical reports with respect to the Pinos Gold-Silver Project and may rely on technical reports or other disclosure prepared by Candelaria that is publicly available for each including as follows:

The Third Party Technical Information is subject to certain assumptions, qualifications and procedures described therein. Reference should be made to the full text of the Third Party Technical Information. The Third Party Technical Information is not and shall not be deemed to be incorporated by reference into this Listing Statement. The Third Party Technical Information, and consequently the disclosure below, is prepared as of a certain point in time and Empress is not in a position to determine whether any information with respect to those properties that may be material subsequent to the date of the applicable Third Party Technical Information exists. Therefore, in addition to the Third Party Technical Information, readers should review public disclosures available on SEDAR made by Candelaria, which is available under its issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Terms and abbreviations used in the following summaries that are not otherwise defined therein shall have the meaning(s) ascribed thereto in the applicable Third Party Technical Information. Figures or charts referred to the Third Party Technical Information but not reproduced herein may be viewed in the Pinos Technical Report. Table references are to tables in the Pinos Technical Report, certain of which are reproduced in this Listing Statement. The Third Party Technical Information should be read in the context of qualifying statements, procedures and accompanying discussion with the complete Pinos Technical Report and the summaries below are qualified in their entirety by same.

Daniel MacNeil, P.Geol, a Qualified Person as defined by National Instrument 43-101 *Standards of Disclosure for Mineral Projects*, has read and approved all technical and scientific information contained in this listing statement. Daniel MacNeil is an independent consultant to Empress Royalty Corp..

### Pinos Gold-Silver Project

#### **Property Description and Location**

The Pinos Project is in the central part of the Mexican Republic, at the Municipality of Pinos in the southeastern portion of Zacatecas State. It is at 80 Km West from the City of San Luis Potosí and at 140 Km East from Zacatecas State Capital seen in Figure 1.1.

The Pinos Mining Project is accessed from San Luis Potosí via Federal Highway 49 (Zacatecas-San Luis Potosí) for 74.6 Km, then taking a deviation to the south on State Highway 144 (Zacatecas-Pinos- La Trinidad) to the City of Pinos for 26.3 Km. Both highways are paved and in good condition.

Alternatively, the project can be accessed from the City of Zacatecas by taking Federal Highway 49 (Zacatecas-San Luis Potosí / México) for 115 Km, then deviate to the south through State Highway 144 (Zacatecas-Pinos-La Trinidad) for 26.3 Km.

Accordingly, to INEGI (Instituto Nacional de Estadística y Geografía), the climate in Pinos is Semidry Temperate, code 32-043, with average annual rainfall from 300 – 350 mm and average annual temperature of 16.2° Centigrade. The Town of Pinos is located at an altitude of 2,408 meters above sea level.

Pinos Project belongs to the Physiographic Province of the Mesa Central, within the Subprovince of Llanuras y Sierras Potosinas – Zacatecas. The topography in the project area is gentle with shallow creeks generally cutting south and southwest–sloping terrain with elevations ranging from 2,360 to 2,900 meters above sea level. Highlands in the north and northeast are steep-sided.

Vegetation is mainly composed of xerophyte shrubs growing in a poor planosol soil.

The planned processing plant, project offices, labs, and warehouses lie about 2 Km west of the Town of Pinos which population of about 7,000 inhabitants.

The Town of Pinos has lodging and is a source of skilled and unskilled labor and basic supplies. Electric power and water are readily available in Pinos. It has gas stations, telephone, internet, bank facilities and it has regular bus service to nearby large cities as well. The nearest airport is in San Luis Potosí. Non-basic supplies can be easily sourced from the cities of San Luis Potosí and Zacatecas. Zacatecas State is well known for its availability of highly skilled people in mining and drilling.



## Property Ownership

The Pinos Project consists of 29 mining concessions for exploration, mining, and production, totaling 3,816.2735 hectares.

These concessions are held by Minera Apolo S.A. de C.V. (**“Minera Apolo”** or **“Apolo”**) and its subsidiary Minera Catanava. The Pinos Project mining concessions are owned jointly by Minera Apolo, S.A. de C.V., and Candelaria, through its Mexican subsidiary Grupo Minero.

Candelaria, S.A.P.I., owns 100% of Apolo and has a direct interest in buying additional adjacent mining concessions.

All mining concessions are in good standing, and they are not subject to any unusual or onerous conditions, and their existence or validity will not be affected by any change of control. Minera Apolo, S.A. de C.V., is the owner of 85.49 hectares of surface land. This land is sufficient for engineering and construction requirements; including, the dynamic leaching mill, tailings pond, warehouses, offices, and mining infrastructures.

A Mexican ejido is a land-owning cooperative with a defined number of associates (ejidatarios). The Ciudad Pinos Ejido controls surface rights in the northern and western parts of Candelaria's Pinos Project. Minera Apolo S.A. de C.V. through its subsidiary 100% owned subsidiary Minera Catanava, S.A. de C.V., has an agreement with Ciudad de Pinos Ejido, which allows the company a right-of-way on established roads on ejido lands and exclusive use of a right-of-way for access to the project's plant and offices in the western part of the project.

The surface-use agreement is valid for the life of the project and may not be changed because of a change of ejido's leadership. Minera Apolo, S.A. de C.V. must pay royalties in the amount of 1% of the Net Smelter Return from production from the mining concessions to Donald Frazier McLeroy Felkins, María Guadalupe Chiw Castillo, and Kathleen McLeroy Chiw and decedents, on a quarterly basis.

There are no known significant factors or risks that may affect access, title, or the right or ability to perform work on the project. The project has no known environmental liabilities.

## History

Historical information for the Pinos Gold District is compiled from Bosquejo Histórico de Zacatecas, page 308, published in 1892 ([http://cdigital.dgb.uanl.mx/la/1080046493/1080046493\\_44.pdf](http://cdigital.dgb.uanl.mx/la/1080046493/1080046493_44.pdf)); Hoffman, 1923; García G.P. 1923; Muller, 1930; and Aleman, et al., 1977.

Historical mining production figures given here are "estimates," Jose Antonio Olmedo, Eng. Geol. MsC, (Independent, QP) ("**JAO**") has not done sufficient work to verify production data such as grade, tonnage, recovery, and costs from past mine operators on Pinos property.

Gold and silver were initially discovered at Pinos by Spanish conquistadors in 1556. Since 1650 there have been several mines and small plants in operation, and it is reported that at that time the mines produced 131,358 Oz Au Eq.

From that time until mid-1800's production was continuous; but, on a relatively small scale. Around 1860, most of the district had been acquired by British interests (Candelaria Mining, not the issuer of this report). A boom period lasted from about 1870 to 1910, during which all the superb shafts (52 in total, still in good conditions) were sunk, and most production took place. They sank more than 50 shafts and developed more than 40 km of level workings. Bonanza-grade gold and silver were discovered in 1871, leading to the construction of small-scale ore roasters and doré production. Most of the shafts stopped at water table (90 to 120 m); however, Cornish pumps driven by steam power using imported coal were installed in richest places such as the San Ramón and General shafts, where workings reportedly extend to about 290 meters. Recovery was by grinding and amalgamation, and many of the old stopes were back-filled with waste and tailings.

With the advent of Mexican Revolution in 1910, mining activities ceased mainly due to the lack of supplies and workers. Minor exploitation and metallurgical testing were carried out in the 1920's. In 1930, Asturiana Gold Company worked La Asturiana vein within the district, with an estimated production shown below in Fig. 6.1.

In 1932, the Compañía Minera Zacatecana installed a 150 TPD (tonnes per day) cyanide plant at the Cinco Estrellas Mine site, treating ore from that mine upgraded by extremely rich, hand selected ore from pillars,

and ore shoots from throughout the district. This operation ceased in 1942 because of the death of the owner and the lack of supplies and explosives availability during the World War II years.

### **Exploration and Drilling History**

Modern exploration work began in 1975 with a joint venture between Bethlehem Steel and Industrias Peñoles. These companies performed an exploration program coordinated and directed by Minera Apolo and reported by McLeroy and others (1981). The joint venture focused its work on the old San Luis, Cinco Estrellas, Griego, and Peñitas mines of the Cinco Estrellas trend, and on the La Paz and Tiro Cuatro mines of the La Paz trend.

The joint venture conducted an 8-hole (1,281.15 m) diamond drilling campaign between November 1980 to June 1981. Drilling concentrated on the Cinco Estrellas, San Rafael, Purísima, and La Paz zones. The core was not available for review at the time of the author's visits, and no information from these drill holes has been considered by Candelaria for its mineral resource estimations.

In 1983, Minera Apolo S.A. de C.V., the Mexican company managing the Bethlehem/Peñoles joint venture, acquired all the Pinos joint venture claims. Sporadic work was carried out between 1983 and 1996, including vein sampling by C. Aspinall in 1993, and exploration of the San Gil vein by All North Resources in 1994.

In 1996, Hecla Mining Corporation explored the Pinos district. Hecla focused on the altered contact of the rhyolite/trachyte dome complex to the east and north of the known vein systems, looking for a Carlin Type of mineralization and drilled 27 reverse circulation holes on targets such as the apparent lithocap south of San Ramón, El Africano and some other areas susceptible for disseminated mineralization. Romarco Minerals Inc. optioned the Pinos ground in 2006. Romarco's work concentrated on the northern part of the Cinco Estrellas vein zone, from Tanous to San Luis; with, an 8-hole diamond drilling program and extensive underground sampling on the Tanous and San Miguelito shafts. Romarco intersected vein mineralization in seven of the eight drill holes.

The highest precious-metal values intersected in drilling include 6.05 m at 5.16 g/t gold and 19.0 g/t silver. Highest values from underground sampling were 7.2 g/t gold and 142 g/t silver at the Tanous shaft and 6.94 g/t gold and 43 g/t silver at San Miguelito. From these, information from only one drill hole was used in Candelaria's resource estimation; which is, R-DDH-05A-07 (physical core is at Candelaria's drill core warehouse in Pinos).

Romarco also conducted detailed geologic mapping of the western part of the Pinos district, using the Hunter Surveying maps and orthophotos as a base.

In 2010, Excalibur Resources and Minera Apolo entered into an exploration/mining joint venture agreement forming Minera Catanava, S.A. de C.V., to work on a 143-hectare portion of the northwestern part of the Apolo concession block in September 2010. In addition to the exploration/development work, Catanava constructed a processing plant. The joint venture agreement between Excalibur and Apolo was terminated on 12 January 2015, leaving Apolo with 100% ownership of the entire concession block. Branco Resources began in May 2014 with a compilation of maps, sections, reports provided by Minera Apolo and review of work done by Bethlehem Steel and Peñoles. Branco did confirmation sampling and metallurgical tests performing a Scoping Study focused on the Cinco Estrellas trend defining four mineralized zones; namely, Peñitas, Griego, Cinco Estrellas-San Miguel, and Natividad-Mina 25 veins. Among main conclusions from Branco's scoping report is that the Pinos Project from an exploration perspective is that nearly all of the exploration has been concentrated in a very small area only on the Cinco Estrellas vein itself. The La Paz vein, Azul vein, San Ramón vein, Candelaria vein, Asturiana vein, San Miguel del Oro vein, El Africano vein, and others are nearly unexplored other than limited sampling in small old workings and one drill hole or nothing for which we have little data. Their combined strike length is more than 23 kilometers.

Notes from Donald McLeroy include that from a sampling of old workings at the El Africano vein said that the vein is at least eight meters wide at Africano creek and carried 5 to 6 grams gold. It is also intriguing that All North Resources and McLeroy (verbal communication) mentions “strongly silicified areas bordering the Pinos dome with gold anomalies, it could be generating a larger gold dissemination target for future.”

In 2015, Stephen Maynard, Qualified Person, collected six rock samples from underground locations on the Cinco Estrellas trend, and two samples of dump material; one of each from the San Ramón and Candelaria mine dumps; his results verified the previous sampling.

During the second half of 2015 and first quarter of 2016 and underground sampling and mapping program was undertaken by Candelaria, to provide a detailed of vein understanding of vein geometry and to confirm gold and silver values from previous sampling and historical mining.

This program was focused on the Cinco Estrellas Mineralized Trend; including the mining works known as San Miguel, San Francisco, San Luis, Griego, Peñitas, Natividad and Mina 25. About one thousand systematic (one meter), rock-chip channel samples were collected from a vein, hanging-wall and foot-wall structures. Each sample was a minimum of 12 Kg to restrict “nugget effect” on geochemical analysis. It also included a bulk sampling on Candelaria waste dump. Satisfactory results obtained, allowed Candelaria to execute an extensive diamond core drilling campaign. From May to September 2016, Candelaria performed 33 core diamond drill holes at the three areas of Cinco Estrellas Mineralized trend known as San Francisco, San Carlos de Arandas and San José de Peñitas with a total of 4,729.50 meters, executed by Energold Drilling.

### **Quality Assurance and Quality Control and Data Verification**

Candelaria underground and drill core sampling included a strict program of Quality Assurance and Quality Control (QA/QC), consisting of blind submission of rig duplicates, standards for gold and silver, and blanks for gold and silver, The results of the QA/QC analysis present reasonable confirmation of the reproducibility of assay results with no indication of bias in the analysis of either gold and silver or significant contamination problems at the laboratory. ALS Global geochemistry laboratory was used to obtain a certified analysis.

A comprehensive program of data entry was undertaken by the author comparing assay certificates to the electronic database provided by Candelaria to ensure that the transcription of gold and silver assay data was accurate, finding the perfect match among those values. The author of this report reviewed the whole drilling logs from Candelaria database verifying that such data was accurately used in mineral estimation procedures.

### **Mineral Resource Estimate**

Mineral Resource modeling and estimation were prepared by JAO and Candelaria’s Héctor González using appropriate software, such as Target of Geosoft®, Statgraphics (Version 18) and Autocad 3-D.

JAO reviewed the information of Candelaria’s database obtained from the Candelaria’s Exploration Program 2015-2017, which was used for this mineral resource estimation and validation of technical procedures; including, QA/QC, 2-D sections, statistical and geostatistical, analysis, 3-D Modeling, and grade and tonnage estimations concluding that these procedures meet best practice standards in mineral resource estimation under CIM Definition Standards for Mineral Resources and Mineral Reserves, 2014.

For geostatistical vein modeling and due to different structural dominions, the Cinco Estrellas Mineralized trend was divided into four major areas, namely: San José Peñitas, San Carlos Arandas, San Francisco and Natividad.

Classification of mineral resources was performed based on modeled blocks above a cut-off grade of AuEq of 2.2 g/t, accordingly to the following minimum requirements:

- Measured Resources. Model blocks with AuEq grades were estimated by wells of 1.5 m x 1.5 m x total depth excavated by a backhoe in mineral dumps within an average distance of 12 m.
- Indicated Resources. Model blocks with AuEq grades estimated by a minimum of three drill holes or channel samples located within a maximum distance of 45 m.
- Inferred Resources. Model blocks which do not meet the criteria for measured or indicated resources; but and are within a maximum distance of 80 m from a single drill hole.

Table 1.1 Summary of Candelaria's Mineral Resource Estimation.

Candelaria Mining Corporation							
Pinos Project							
A. UNDERGROUND MINERAL RESOURCES							
Resource Class	Cutoff Grade (g Au/t)	Mine Dilution (%)	Area	Tonnes Above Cutoff	Gold Grade (g Au/t)	Silver Grade (g Au/t)	True Vein Width (m)
Indicated	2.2	10	San José de Peñitas	98,448	3.0	51.3	1.34
			San Francisco	52,177	5.0	43.3	1.77
			San Carlos de Arandas	19,174	2.6	29.0	2.1
			Natividad	5,897	5.8	78.5	1.08
<b>Total Indicated</b>	<b>2.2</b>	<b>10</b>	<b>ALL</b>	<b>175,697</b>	<b>3.6</b>	<b>47.4</b>	<b>1.5</b>
Resource Class	Cutoff Grade (g Au/t)	Mine Dilution (%)	Area	Tonnes Above Cutoff	Gold Grade (g Au/t)	Silver Grade (g Au/t)	True Vein Width (m)
Inferred	2.2	10	San José de Peñitas	328,770	3.0	51.3	1.34
			San Francisco	145,480	5.0	43.3	1.77
			San Carlos de Arandas	45,539	2.6	29.0	2.1
			Natividad	9,479	5.8	78.5	1.08
<b>Total Inferred</b>	<b>2.2</b>	<b>10</b>	<b>ALL</b>	<b>529,267</b>	<b>3.6</b>	<b>47.7</b>	<b>1.5</b>
B. OTHER MINERAL RESOURCES							
Resource Class	Cutoff Grade (g Au/t)	Mine Dilution (%)	Area	Tonnes Above Cutoff	Gold Grade (g Au/t)	Silver Grade (g Au/t)	True Vein Width (m)
Measured			Candelaria Dumps	85,847	1.6	82.9	0
<b>Total Measured</b>			<b>ALL</b>	<b>85,847</b>	<b>1.6</b>	<b>82.9</b>	<b>0</b>

Source: JAO (2018)

## Candelaria Exploration, Mining Development, and Processing Program

In January 2018, Candelaria completed an extensive program to start developing its mining concessions in Pinos; this program includes, mining development, mining extraction, diamond core drilling exploration, and mineral processing. The objective is to commence mining production at Cinco Estrellas Vein, generating short-term profits, allowing Candelaria to develop the potential of the entire property through further exploration to scale this project into a major mining district.

A total of 13,450 meters of mining development and 9,645 meters of stopes preparation are projected in this mining program along the Cinco Estrellas Mineralized Trend. These mining workings will provide mineral production of 200 tpd for the first year of operation, 300 tpd for the second and third years and 400 tpd from the fourth year on. Selected mining method is Cut and Fill using waste rock fill.

Candelaria's proposed direct mining development and preparation, consisting in ramps, drifts and raises along vein structures, is in the author's opinion, the best suitable way to better evaluate this narrow vein

system of Bonanza type of ore shoots; underground development gives more certainty in confirming the continuity of mineralization, changes in dip and dip direction, local faulting and displacements, veining intersections and large variations in grade and thicknesses of mineralized structures.

An initial 7,000 meters of diamond core drilling campaign is planned to start by 3rd month of LOM's preproduction year 0, followed by a second campaign of sustaining diamond core drilling of 5,900 meters planned to start by the 1st quarter of LOM's 2nd year of operation to better define mineralization along mining development of the existing mineral resources and to possibly generate additional resources. Candelaria's Planned Drilling Program Cinco Estrellas' San Francisco Domain in Longitudinal Section.

As a result, from metallurgical testing performed on Pinos true representative samples, a dynamic leaching plant is proposed by Candelaria to process mineral, starting with 200 tpd in the first year, 300 tpd on 2nd year and 400 tpd from 4th year on, with expected recoveries of 90% for Au and 80% for Ag, through dynamic NaCN solution. Dynamic leaching process in simplistic terms consists in mineral milling, cyanide leaching and precipitation of the final product.

The remanufactured processing plant presently owned by Candelaria (CAND) consists of a crushing circuit, a mill(s) and classification circuit, and an agitated leach plant, countercurrent-decantation, and Merrill-Crowe precipitation. A tailings impoundment is located near the plant.

The tailings impoundment is a 100% owned property of Candelaria, and it is constructed just below the process plant site. The impoundment is double lined with the first liner made of a clay material that acts as a leak prevention system with the effective absorption and protection to the upper second liner. The second liner is a welded 60 mil HDPE geomembrane, in accordance to geotechnical studies by GeoQuality Mexico and environmental requirements (NOM-141-SEMARNAT-2003). The method of subsequent embankment construction to obtain full capacity is up-stream, with a planned high of 14.92 m, including a final one meter free volume for protection of tailings pond during the maximum modeled 100-year storm event; also, the protection includes two derivation channels designed by flow model analysis.

The products from this dynamic leaching plant will be Au-Ag precipitates, all of which contain payable gold and silver.

### **Environmental Studies and Permitting**

Candelaria has done extensive work to fulfill all regulatory agency requirements in order to put the Pinos Project into production: the following table summarizes actual status of each permit.

Table 1.2 - Permitting Status.

PERMIT	STATUS	DATE EXPECTED	AUTHORITY	COMMENTS
EIA (MIA-Regional)	Closed	Granted	Secretaría de Medio Ambiente y Recursos Naturales	Manifiesto de Impacto Ambiental
Environmental Risk Survey	Closed	Granted	Secretaría de Medio Ambiente y Recursos Naturales	Manifiesto de Impacto Ambiental
EIA (ETJ)	Closed	Granted	Secretaría de Medio Ambiente y Recursos Naturales	Use of forestall land
Explosives Storage	Closed	Granted	Secretaría de la Defensa Nacional	Renewal for 2018
Laboral	Closed	Granted	Secretaría del Trabajo y Previsión Social	Granted by PASST (Self-Management Program)
Laboral	Closed	Granted	Instituto Mexicano del Seguro Social	Social security of workers and medical care
Mexican Company	Closed	Granted	Secretaría de Relaciones Exteriores	Approval for constitution of companies and subsidiaries
Taxes	Closed	Granted	Secretaría de Hacienda y Crédito Público	Company registration, tax registration and rights
Mining Activities	Closed	Granted	Secretaría de Economía	Mine concessions, mining production and investment
Infrastructure	Closed	Granted	Secretaría de Infraestructura Zacatecas	Access for hydraulic pipeline and roads from Zacatecas paved road
Local taxes	Closed	Granted	Secretaría de Finanzas Zacatecas	Use of vehicles, payroll tax.
Power	Closed	Granted	Comisión Federal de Electricidad	New supply granted by CFE with modifications to Pinos project grid system from the power station.
Groundwater Use Allowance	Closed	Granted	Comisión Nacional del Agua	San Luis shaft
Groundwater Use Allowance	Pending	2017Q3-2018Q2	Comisión Nacional del Agua	El Oasis Ranch Aquifer (Aquifer capacity granted)
Additional Land	Pending	2018Q4	Registro Agrario Nacional	Land acquisition granted by Cd. Pinos Ejido and landowners.

Source: Candelaria Mining Corp. (2018)

As part of informative activities of Candelaria Mining Corp at Pinos project, personnel of the company informed the inhabitants of the Pinos community, including the Ciudad Pinos ejido, neighbors, municipal authorities, local and regional commerce owners and public, the advantages of the project to local economy; as, generation of employment, social programs, environmental programs for protection of animals and plants, and principally, all the engineering procedures and normativity of a social and environmentally responsible industry.

### Project Economics

Capital and operating costs for the Pinos Project have been estimated primarily in detail by Candelaria management with actualized input from its most experienced Technical Services staff and compared with the author's knowledge of similar underground operations in Mexico. These costs are based on the design outlined in the exploration, mining development, mining preparation, ore extraction and processing presented along this report. Due to the detailed cost data provided by Candelaria, the author(s) considers these costs to have an accuracy of +/- 20%. All costs are expressed in US dollar at an exchange rate of 18.68 Mexican pesos per US dollar. No escalation factors have been applied to any costs, present or future capital. A total of US\$13.0 million is estimated to put Pinos Project in operation plus US\$0.5 million of Working Capital.

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**Item 6: Financings**

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**The Arrangement**

On March 5, 2020, Empress entered into an arrangement agreement with Resources and Alto pursuant to which Resources was issued 5,000,001 Shares at \$0.05 for gross proceeds of \$250,000. These Shares were distributed to the former shareholders of Resources pursuant to the Arrangement.

Pursuant to the Royalty and Securities Purchases, Empress acquired 13 NSR royalties and certain marketable securities from Alto in exchange for the issue by the Company of 4,615,384 Shares valued at \$0.05 per common share. These Shares were distributed by Alto to its shareholders.

Following completion of the Arrangement and the Royalty and Securities Purchases, Empress had 9,615,384 Shares outstanding, 9,614,383 of which were issued at a price of \$0.05 for share.

**The August Offering**

On August 12 and 21, 2020, Empress closed a non-brokered private placement in two tranches to raise gross proceeds of \$1,500,000 by the issue of 30,000,000 Shares at an issue price of \$0.05 (the “**August Offering**”). Endeavour subscribed for 7,226,541 Shares in the August Offering and Terra Capital subscribed for 7,060,253 shares in the August Offering, with the result that Endeavour and Terra Capital held 18.2% and 19.9%, respectively, of Empress’s Shares immediately following closing of the August Offering. Insiders and key investors subscribed for the balance of August the Offering. Following the closing of the August Offering, Empress had 39,615,385 Shares outstanding.

**The October Offering**

On October 23 and November 12, 2020, Empress closed a non-brokered private placement (the “**October Offering**”) to raise a gross proceeds of \$8,000,000 by the issue of 32,000,000 Shares at an issue price of \$0.25. Endeavour subscribed for 870,000 Shares in the October Offering and Terra Capital subscribed for 4,000,000 Shares in the October Offering, with the result that Endeavour and Terra Capital held 16.6% and 11.8%, respectively, of Empress’s Shares immediately following closing of the October Offering. Following the closing of the August Offering and the October Offering, the cash on hand as of the date of this Listing Statement totals approximately \$7,000,000 (the “**Available Cash**”). The Available Cash will be used to fund 12 months of general and administrative costs, due diligence costs to identify potential acquisitions and the search for further royalty or streaming investment opportunities.

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**Item 7: Dividends and Other Distributions**

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Empress has not paid dividends since incorporation and has no present plans to pay any dividends. Management intends to reinvest any profits realized from Empress’s business for the foreseeable future in further royalty and streaming investments.

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**Item 8: Management’s Discussion and Analysis**

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Management’s Discussion and Analysis for the period ended September 30, 2020 is attached as Schedule “C” to this Listing Statement.

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**Item 9: Disclosure of Outstanding Security Data on Fully Diluted Basis**

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As of the date of this Listing Statement, the Company has 71,769,385 Shares issued and outstanding. It has no other securities outstanding.

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### Item 10: Description of Securities to be Listed

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The authorized capital of Empress consists of an unlimited number of Shares without par value. The only securities to be listed are the Company's Shares.

Holders of Shares are entitled to one vote per Share at all meetings of shareholders, and to receive dividends as and when declared by the directors and to receive a pro rata share of the assets of Empress available for distribution to holders of Shares in the event of liquidation, dissolution or winding-up of Empress.

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### Item 11: Consolidated Capitalization

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The following table sets forth our share and loan capitalization as at the date of this Listing Statement. This table should be read in conjunction with the financial statements and notes thereto incorporated by reference in this Listing Statement:

Description of the Share and Loan Capital	Securities Authorized	As at September 30, 2020	Changes	As at the date of this Listing Statement
Shares	Unlimited	39,615,385	32,154,000	71,769,385
Options	N/A	0	0	0
Warrants	N/A	0	0	0
<b>Total</b>				<b>71,769,385</b>

Since the Company's most recent financial statements for the period ended September 30, 2020, the Company issued 32,154,000 Shares in the October Offering. All of the Shares were issued at a price of \$0.05 per Share except for the Shares issued pursuant to the October Offering, which were issued at a price of \$0.25 per Share.

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### Item 12: Stock Option Plan

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The Board has adopted a stock option plan (the "**Option Plan**"), under which the Board may from time to time in its discretion, grant to directors, officers, employees and consultants of the Company non-transferable options to purchase Shares of Empress (each an "**Option**"). As of the date of this Listing Application, the Company has not granted any Options.

The principal purpose of the Option Plan is to advance the interests of the Company by encouraging the directors, employees and consultants of the Company and of its subsidiaries or affiliates, if any, by providing them with the opportunity, through options, to acquire Shares in the share capital of the Company, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of its affairs.

#### **Eligibility**

Any officer, director, employee, management company employee, consultant or investor relations person of the Company or its wholly-owned subsidiaries (each as described in the Option Plan and each, an "**Eligible Person**") is eligible to receive Options under the Option Plan. The Board has full and final authority to determine the Eligible Persons who are granted Options under the Option Plan and the number of Shares

subject to each Option.

### ***Shares Subject to Option Plan***

The maximum number of Shares which may be available for issuance under the Option Plan, together with any other security-based compensation plan of the Company, will not exceed 10% of the total number of Shares issued and outstanding from time to time. The Option Plan is an “**evergreen plan**” and accordingly, any issuance of Shares from treasury, including the issuances of Shares in respect of which Options are exercised, and any expired or cancelled Options, shall automatically replenish the number of Shares issuable under the Option Plan.

The maximum number of Shares which may be issued or reserved for issuance to any one Person (as described in the Option Plan), and companies wholly-owned by that Person, under the Option Plan within any 12 month period shall not exceed 5% of the issued and outstanding Shares, calculated on the date an Option is granted to such Person.

### ***Limits with Respect to Consultants and Investor Relations Person***

The maximum number of Options which may be granted to any one consultant under the Option Plan, together with any other of the Company’s previously established and outstanding security-based compensation plans or grants, within any 12 month period, must not exceed 2% of the issued and outstanding Shares, calculated at the date an Option is granted to such consultant (on a non-diluted basis).

The maximum number of Options which may be granted to all investor relations persons under the Option Plan, together with any other of the Company’s previously established and outstanding security-based compensation plans or grants, within any 12 month period, must not exceed 2% of the issued and outstanding Shares, calculated on the date an Option is granted to any such investor relations person (on a non-diluted basis).

### ***Exercise of Options***

The exercise price of Options issued may not be less than the “**discounted market price**” (as described in the Option Plan) of the Shares at the time the Option is granted. In addition, the exercise price will not be lower than as permitted by applicable TSXV policies.

Subject to the provisions of the Option Plan and the particular Option, an Option may be exercised, in whole or in part, by delivering a written notice of exercise to the Company along with payment in cash, bank transfer or certified cheque for the full amount of the exercise price of the Shares then being purchased.

### ***Term and Expiry Date***

The period within which Options may be exercised and the number of Options which may be exercised in any such period are determined by the Board at the time of granting the Options provided, however, that the maximum term of any Options awarded under the Option Plan is 10 years.

### ***Vesting***

All Options granted pursuant to the Option Plan may vest and become exercisable at the discretion of the Board provided that if required by any stock exchange on which the Shares trade any Options granted to investor relations persons must vest in stages over not less than 12 months with no more than one-quarter of the aggregated number of Options vesting in any single three-month period.

### ***Termination of Options***

An optionee who ceases to be an Eligible Person for any reason, other than as a result of having been dismissed for cause or as a result of the optionee’s death, may exercise any vested and unexpired Options held by such optionee for a period of 90 days from the date of cessation (or until the normal expiry date of

the Option rights of such optionee, if earlier), subject to extension by the Board to a maximum of one year with approval from the TSXV.

In the event of a death of the optionee during the currency of the optionee's Option, any vested Option theretofore granted to the optionee is exercisable by the optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such optionee and the expiry date of the Option.

If an optionee ceases to be an Eligible Person as a result of having been dismissed for cause, all unexercised Options of that optionee under the Option Plan shall immediately become terminated and shall lapse.

***Non-Assignability and Non-Transferability***

Options granted under the Option Plan will be non-assignable and non-transferable by an optionee other than pursuant to a will or by the laws of descent and distribution, and such Option shall be exercisable, during an optionee's lifetime, only by the optionee.

***Adjustments in Shares Subject to Option Plan***

The Option Plan contains provisions for the treatment of Options in the event of a reorganization, stock split, stock dividend, combination of shares, merger, consolidation, rights offering or any other change in the corporate structure or Shares of the Company. The Options granted under the Option Plan may contain such provisions as the Board may determine with respect to adjustments to be made in the number and kind of Shares covered by such Options and in the exercise price in the event of such change.

The foregoing summary of the Option Plan is not complete and is qualified in its entirety by reference to the Option Plan, which is filed on the Company's profile on SEDAR.

No Options are held by directors and officers of Empress as of the date of this Listing Statement:

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**Item 13: Prior Sales**

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The following table sets out particulars of the Shares and securities exercisable for or exchangeable into Shares issued within the 12 months prior to the date of this Listing Statement:

<b>Date</b>	<b>Type of Security</b>	<b>Number of Securities Issued</b>	<b>Issue/Exercise Price</b>
March 2, 2020	Shares	1	Incorporator Share
July 7, 2020	Shares	5,000,000	\$0.05 per Share
July 7, 2020	Shares	4,615,384	\$0.05 per Share
August 12, 2020	Shares	20,116,538	\$0.05 per Share
August 21, 2020	Shares	9,883,462	\$0.05 per Share
October 23, 2020	Shares	28,154,000	\$0.25 per Share
November 12, 2020	Shares	4,000,000	\$0.25 per Share

The Company's Shares are not listed or traded on any marketplace.

#### **Item 14: Escrowed Securities and Securities Subject to Restriction on Transfer**

In connection with the Listing Application, the TSXV has discretion, in certain circumstances, to impose escrow provisions on Shares held by certain shareholders of Empress. Management anticipates that Empress will be a Tier 2 issuer on the TSXV and that those Shares held by "Principals" of Empress will be subject to a Tier 2 value security escrow agreement (the "**Escrow Agreement**") to be entered into with the Escrow Agent. "Principals" of Empress include all directors, all officers, and any shareholder who holds in excess of 20% of the Shares. It also includes any shareholder of Empress who holds in excess of 10% of Shares and who has elected or appointed, or has the right to elect or appoint, one or more directors or officers of the Empress. The table below sets out the names of the anticipated Principals of Empress. Also subject to escrow Beneath the Surface Capital Corp. and NV Marketing Ltd., two companies controlled by persons providing investor relations services to Empress.

<b>Name and Municipality of Residence of Securityholder</b>	<b>Designation of class</b>	<b>Number of escrowed securities</b>	<b>Percentage of class after listing</b>
Paul Mainwaring	Shares	169,744	0.2%
Doris Meyer	Shares	0	0%
Dan O'Brien	Shares	0	0%
Alexandra Woodyer Sherron	Shares	2,000,000	2.8%
Rick Mazur	Shares	366,425	0.05%
George Wesley Roberts	Shares	200,000	0.3%
Endeavour Financial AG <sup>(1)</sup>	Shares	8,444,758	11.8%
Endeavour Financial Ltd. (Cayman)	Shares	308,703	0.4%
Terra Capital Natural Resource Fund Pty Ltd. <sup>(2)</sup>	Shares	11,883,461	16.6%
Beneath the Surface Marketing Corp.	Shares	500,000	0.7%
NV Marketing Ltd.	Shares	500,000	0.7%
<b>TOTAL</b>		<b>24,373,091</b>	<b>34.0%</b>

(1) David Rhodes, Executive Chairman and Director of the Company, controls Endeavour Financial Limited, a UK company, which holds 8,444,758 Shares through its wholly-owned subsidiary Endeavour Financial AG.

(2) The 11,883,461 Shares owned by Terra Capital Natural Resource Fund Pty Ltd. are controlled by Jeremy Bond, Director of the Company.

The aggregate 24,373,091 Shares set out in the table above (collectively, the "**Escrow Shares**") will be deposited in escrow with the Escrow Agent pursuant to the Escrow Agreement. The Escrow Agreement provides that 10% of the Escrow Shares will be released from escrow upon issuance of the Final Exchange Bulletin, an additional 15% will be released on the date that is six months following the issuance of the Final Exchange Bulletin, an additional 15% will be released on the date that is 12 months following the issuance of the Final Exchange Bulletin, an additional 15% will be released on the date that is 18 months following the issuance of the Final Exchange Bulletin, an additional 15% will be released on the date that is 24 months following the issuance of the Final Exchange Bulletin, an additional 15% will be released on the date that

is 30 months following the issuance of the Final Exchange Bulletin, and an additional 15% will be released on the date that is 36 months following the issuance of the Final Exchange Bulletin.

In addition, 12,383,462 shares issued to non-Principals in the August Placement are subject to the Exchange's seed share resale restrictions, which provide that the shares are subject to a one year resale restriction. 20% of these shares may be sold on the listing date, and additional 20% tranches are released from the resale restriction each three months thereafter.

#### Item 15: Principal Securityholders

At the close of business on December 17, 2020 there were 71,769,385 Shares outstanding. To the best knowledge of the directors and senior officers of the Company, the only persons or companies who beneficially own, directly or indirectly, or exercise control or direction over, Shares carrying more than 10% of the voting rights attached to all outstanding Shares of the Company are:

Beneficial Shareholder	Number of Shares Owned	Percentage of Issued and Outstanding <sup>(1)</sup>
Endeavour Financial AG <sup>(1)</sup>	8,444,758	11.8%
Terra Capital Natural Resource Fund Pty Ltd. <sup>(2)</sup>	11,883,461	16.6%

- (1) David Rhodes, Executive Chairman and Director of the Company, controls Endeavour Financial Limited, a UK company, which holds 8,444,758 Shares through its wholly-owned subsidiary Endeavour Financial AG.
- (2) The 11,883,461 Shares owned by Terra Capital Natural Resource Fund Pty Ltd. are controlled by Jeremy Bond, Director of the Company.

#### Item 16: Directors and Executive Officers

The following table sets out the name, jurisdiction of residence of our directors and executive officers as well as their positions with the Company and principal occupation for the previous five years, and the number and percentage of the Shares owned, directly or indirectly, or over which control or direction is exercised, by each of our directors and executive officers. All officers and employees are required to sign standard confidentiality and non-disclosure agreements with the Company.

Name, Current Position, and Province and Country of Residence	Position Held Since	Principal Occupation(s) During Past Five Years	Shares Beneficially Owned or Controlled	Total Ownership on an Undiluted Basis
David Rhodes <sup>(2)</sup> Executive Chairman and Director London, England	July 7, 2020	Managing Director of Endeavour Financial Limited and Director of Endeavour Financial AG. Prior to joining Endeavour over fifteen years ago, he was at Standard Bank London Limited, Barclays Capital and Royal Bank of Scotland.	8,444,758 <sup>(3)</sup>	11.8%
Alexandra Woodyer Sherron <sup>(2)</sup> President, Chief Executive Officer and Director	March 2, 2020	President and CEO of the Company. Former President of Empress Resources Corp. Alexandra has over 20 years' experience in the mining industry and with public companies. She was previously Director Structured Financing at Endeavour Financial and prior to that Alexandra	2,000,000	2.8%

Name, Current Position, and Province and Country of Residence	Position Held Since	Principal Occupation(s) During Past Five Years	Shares Beneficially Owned or Controlled	Total Ownership on an Undiluted Basis
British Columbia, Canada		began her career at PricewaterhouseCoopers.		
Jeremy Bond <sup>(1)(2)</sup> Director Sydney, Australia	July 7, 2020	Chief Investment Officer of Terra Capital Natural Resource Fund Pty Ltd. since 2010. Jeremy has run the Terra Capital Emerging Companies Fund since 2016. Prior to Terra Capital, Jeremy worked at UK Hedge Fund RAB Capital's Special Situations Fund.	11,883,461 <sup>(4)</sup>	16.6%
Paul Mainwaring <sup>(1)</sup> Director London, England	July 7, 2020	Associate Director at Endeavour Financial for the past 14 years. Prior to joining Endeavour, Paul worked for PricewaterhouseCoopers in their Valuation & Strategy department.	169,744	0.2%
Rick Mazur <sup>(1)</sup> Director British Columbia, Canada	July 7, 2020	Chief Executive Officer and director of Alto; President, Chief Executive Office and director of Forum Energy Metals Corp., director of Impact Silver Corp. and Midnight Sun Mining Corp., each of which are publicly traded mineral exploration companies.	366,425	0.05%
George Wesley Roberts Director Ontario, Canada	July 7, 2020	Professional engineer, currently acting as mining engineer to merchant bank Principle Capital Partners (PCP), and as a Mining Consultant to multiple Canadian-based First Nations. Wes specializes in the economic evaluation and development of mineral deposits. He was previously Mineral Engineer at Gravitas Mining Corp. and Mineral Engineering Consultant for Dorsey & Whitney LLP.	200,000	0.3%
Dan O'Brien Chief Financial Officer British Columbia, Canada	March 2, 2020	Chief Financial Officer to the Company. Dan is also Chief Financial Officer for a number of publicly listed exploration companies trading on the TSX and TSXV. Dan is a principal of Golden Oak and was previously a senior manager at a leading Canadian accounting firm where he specialized in the audit of public companies in the mining and resource sector.	-	-
Doris Meyer Corporate Secretary British Columbia, Canada	March 2, 2020	Corporate Secretary to the Company; Doris organized Golden Oak in 1996 and has provided publicly traded mineral exploration companies with administrative, financial reporting and corporate compliance services for twenty-four years.	-	-

- (1) A member of the Audit Committee.
- (2) A member of the Investment Committee.
- (3) David Rhodes, Executive Chairman and Director of the Company, controls Endeavour Financial Limited, a UK company, which holds 8,444,758 Shares through its wholly-owned subsidiary Endeavour Financial AG.
- (4) The 11,883,461 Shares are owned by Terra Capital Natural Resources Fund Pty Ltd. and controlled by Jeremy Bond.

## **Biographies of Directors and Officers**

### ***Alexandra Woodyer Sherron — Chief Executive Officer, President and Director (Age: 46)***

Alexandra Woodyer Sherron is the Chief Executive Officer, President and a director of the Company. She is the former Chief Executive Officer and President of Empress Resources Corp. Ms. Woodyer Sherron has over 20 years of management experience in the mining industry. She started at PricewaterhouseCoopers before joining Endeavour Financial, a global mining finance advisory firm, which is still carrying on business. During her investment banking career in London, she was Director of Structured Financing and involved in the successful completion of over US\$1.5 billion in financings. Ms. Woodyer Sherron holds Bachelor of Commerce degree from Royal Roads University.

As President and Chief Executive Officer of the Company, working jointly with the Chief Financial Officer and Corporate Secretary, Ms. Woodyer Sherron is responsible for management of the affairs of the Company, reporting directly to the Board. Ms. Woodyer Sherron entered into a consulting agreement with the Company, which includes certain non-disclosure and non-solicitation provisions. Ms. Woodyer Sherron intends to devote that percentage of her working time to the affairs of the Company as it required to fulfil her responsibilities.

### ***David Rhodes, Director, (Age: 53)***

David Rhodes is a director of the Company and a former director of Empress Resources. Mr. Rhodes' career in the finance industry has spanned more than twenty-five years. He is currently Managing Director of Endeavour Financial. Endeavour Financial is one of the top mining financial advisory firms, with an award-winning track record of success in the mining industry, specialising in arranging multi-sourced funding solutions for development companies. Prior to joining Endeavour over fifteen years ago, he was at Standard Bank London Limited, Barclays Capital and Royal Bank of Scotland. At Standard and Barclays, he sourced, structured and syndicated finance for mining projects and companies on a global basis (including advice on derivative products). Having lived and worked in London and New York he has international experience in the North American, South American, European, CIS and African markets. As a result, he has arranged over US\$18 billion of funding for mining companies. Mr. Rhodes holds a BSc (Hons) in Financial Services from the University of Manchester, UK and he is a past member of the Chartered Institute of Bankers.

Mr. Rhodes intends to devote that percentage of his working time to the affairs of the Company as is required to fulfill his responsibilities.

### ***Paul Mainwaring, Director, (Age: 45)***

Paul Mainwaring is a director of the Company and a former director of Empress Resources. Mr. Mainwaring has over fifteen years' experience in corporate finance and in the last fourteen years, whilst at Endeavour Financial, he has focussed on financings in the natural resources sector. He is current Associate Director of Endeavour Financial. Mr. Mainwaring has extensive experience in cash flow modelling, financial analysis, valuation, debt advisory, deal structuring and the negotiation, documentation and execution of mining finance transactions and re-financings. Prior to joining Endeavour Financial in 2006, he worked for PricewaterhouseCoopers in their Valuation & Strategy department and was involved in valuation assignments and corporate transactions across a range of sectors and also previously worked as a chemical engineer in the petrochemical and pharmaceutical industries. Mr. Mainwaring is CFA qualified.

Mr. Mainwaring intends to devote that percentage of his working time to the affairs of the Company as is required to fulfill his responsibilities as a director.

***Jeremy Bond, Director, (Age: 39)***

Jeremy Bond is a director of the Company and a former director of Empress Resources. Mr. Bond is the Chief Investment Officer and founder of Terra Capital. Terra Capital is a specialist investment manager with a proven track record of performance, a focus on risk management and with a management team that is strongly aligned with investors. Mr. Bond previously worked at UK Hedge Fund RAB Special Situations Fund at RAB Capital Plc. The RAB Special Situations Fund had an investment bias towards natural resources and was previously rated the “Best Energy and Natural Resources Fund” by Hedge Fund Review and ranked No. 1 in Barron’s Hedge Fund 50 Global rankings in 2007. Prior to joining RAB, Mr. Bond was an Associate at Azure Capital, a boutique investment bank based out of Perth, WA. Here he worked on numerous merger and acquisitions, as well as being involved in a number of capital raisings in the small cap sector.

Mr. Bond intends to devote that percentage of his working time to the affairs of the Company as is required to fulfill his responsibilities as a director.

***Richard Mazur, Director, (Age: 67)***

Richard Mazur is currently Chief Executive Officer, President and a director of Alto and a director of the Company. He is also Chief Executive Officer and director of Forum Energy Metals Corp., a director of Impact Silver Corp. and a director of Midnight Sun Mining Corp. Mr. Mazur, P. Geo, MBA is a geoscientist who has held positions in the international exploration and mining industry for over 40 years as a project geologist, financial analyst and senior executive on uranium, gold, base metals, coal and industrial minerals projects. Mr. Mazur graduated with a B.Sc. in Geology from the University of Toronto in 1975 and obtained an MBA from Queen’s University in 1985. Mr. Mazur worked for seven years (1985 to 1991) as an integral member of the management team of Canamax Resources Inc. which discovered, financed and built three Canadian gold mines, two of which currently remain in production.

Mr. Mazur intends to devote that percentage of his working time to the affairs of the Company as is required to fulfill his responsibilities as a director.

***George Wesley Roberts, Director, (Age: 62)***

George Wesley Roberts is a director of the Company. Mr. Roberts has held numerous positions in the mining industry, which include positions with Canada Talc Limited, Derry Michener Booth & Wahl, Davey International, Bharti Engineering, GMP Securities, Inco Ltd, Breakwater Resources Ltd. (VP Corporate Development (2006 to 2008)) and the Canadian law firm Heenan Blaikie LLP (VP Mining, 2008 to 2014). Since then Mr. Roberts has held positions as Mineral Engineering Consultant with the American law firm Dorsey & Whitney LLP, which is still carrying on business (2014 to 2016), Mineral Engineer for Gravitas Mining Corp, a predecessor to Principle Capital Partners (2016 to 2019) and most recently (from June 2019 to present) as Mining Engineer at Principle Capital Partners.

Mr. Roberts intends to devote that percentage of his working time to the affairs of the Company as is required to fulfill his responsibilities as a director.

***Dan O’Brien – Chief Financial Officer (Age: 51)***

Dan O’Brien is Chief Financial Officer of the Company and former Chief Financial Officer of Empress Resources. He is a member of the Institute of Chartered Professional Accountants of British Columbia. Dan is a principal and employee of Golden Oak Corporate Services Ltd. (“**Golden Oak**”) and he is also Chief Financial Officer for a number of publicly listed exploration companies trading on the TSX and TSXV. Dan was previously a senior manager at a leading Canadian accounting firm where he specialized in the audit of public companies in the mining and resource sector.

Mr. O’Brien provides services to the Company typical of that associated with his position as Chief Financial Officer to a junior mining company. Golden Oak entered into a consulting agreement with the Company, which includes certain non-disclosure and non-solicitation provisions. Golden Oak is an independent

contractor and the Golden Oak team will devote approximately 20% of its time providing services to the Company.

***Doris Meyer – Corporate Secretary (Age: 67)***

Doris Meyer is the Corporate Secretary of the Company and former Corporate Secretary of Empress Resources. Ms. Meyer gained her early experience in the mining industry as Vice President Finance of Queenstake Resources Ltd. from 1985 to 2003. Ms. Meyer launched her private company Golden Oak in October 1996 with Queenstake as her first client. Since that time, Golden Oak has provided publicly traded mineral exploration companies with administrative, financial reporting and corporate compliance services. She is a principal and employee of Golden Oak, and she is also Corporate Secretary for a number of publicly listed exploration companies trading on the TSX and TSXV. Ms. Meyer is a past member of the Institute of Chartered Professional Accountants of British Columbia.

Ms. Meyer provides services to the Company typical of that associated with her position as Corporate Secretary to a junior mining company. Golden Oak entered into a consulting agreement with the Company, which includes certain non-disclosure and non-solicitation provisions. Golden Oak is an independent contractor and the Golden Oak team will devote approximately 20% of its time providing services to the Company.

Name	Reporting Issuer	Market/Tier	Position	From	To
Alexandra Woodyer Sherron	Empress Resources Corp.	Tier 2	Chief Executive Officer and President	2019	2020
	Norden Crown Metals Corporation (Boreal Metals Corp.)	Tier 2	Chief Financial Officer and Corporate Secretary	2017	2020
David Rhodes	Empress Resources Corp.	Tier 2	Director	2019	2020
	Orsu Metals Corporation	Tier 2	Director	2010	Present
	Big Ridge Gold Corp (Alto Ventures Ltd.)	Tier 2	Director	2020	2020
Paul Mainwaring	Empress Resources Corp.	Tier 2	Director	2018	2020
Jeremy Bond	Empress Resources Corp.	Tier 2	Director	2018	2020
	Big Ridge Gold Corp (Alto Ventures Ltd.)	Tier 2	Director	2020	Present

Name	Reporting Issuer	Market/Tier	Position	From	To
Richard Mazur	Big Ridge Gold Corp (Alto Ventures Ltd.)	Tier 2	Chief Executive Officer, President, Director	2004	2020
			Director	2020	Present
	Forum Energy Metals Corp.	Tier 2	Chief Executive Officer	2018	Present
	Impact Silver Corp.	Tier 2	Director	2002	Present
	Midnight Sun Mining Corp.	Tier 2	Director	2013	Present
George Wesley Roberts	-	-	-	-	-
Dan O'Brien	Empress Resources Corp.	Tier 2	Chief Financial Officer	2018	2020
	Azarga Metals Corp.	Tier 2	Chief Financial Officer	2017	Present
	Azarga Uranium Corp.	TSX	Chief Financial Officer	2017	Present
	Orsu Metals Corporation	Tier 2	Chief Financial Officer	2016	Present
	Renaissance Gold Inc.	Tier 2	Chief Financial Officer	2013	2020
	Scorpio Gold Corporation	Tier 2	Chief Financial Officer	2019	Present
	Solar Alliance Energy Inc.	Tier 2	Chief Financial Officer	2018	2020
	Sun Peak Metals Corp	Tier 2	Chief Financial Officer	2016	Present
	Sunridge Gold Corp.	Tier 2	Chief Financial Officer	2013	2016
	Forum Energy Metals Corp	Tier 2	Chief Financial Officer	2020	Present
Doris Meyer	Empress Resources Corp.	Tier 2	Corporate Secretary	2018	2020
	Azarga Metals Corp.	Tier 2	Corporate Secretary	2017	Present
			Chief Financial Officer and	2009	2017

Name	Reporting Issuer	Market/Tier	Position	From	To
			Corporate Secretary		
	Azarga Uranium Corp.	TSX	Corporate Secretary	2017	Present
	Miranda Gold Corp.	Tier 2	Corporate Secretary	2006	2016
	Orsu Metals Corporation	Tier 2	Corporate Secretary	2016	Present
	Renaissance Gold Inc.	Tier 2	Corporate Secretary	2013	2020
	Siyata Mobile (Resinco Capital Partners Inc.)	Tier 2	Corporate Secretary	2012	2018
	Scorpio Gold Corporation	Tier 2	Corporate Secretary	2019	Present
	Solar Alliance Energy Inc.	Tier 2	Corporate Secretary	2018	2020
	Sun Peak Metals Corp.	Tier	Corporate Secretary, Director	2016	Present
	Sunridge Gold Corp.	Tier 2	Corporate Secretary	2002	2016
	Zenabis Global Inc.	TSX	Corporate Secretary	2019	Present

### **Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

#### ***Corporate Cease Trade Orders***

As at the date of the Listing Statement, no director or executive officer of the Company is, or within the ten years prior to the date of the Listing Statement has been, a director, chief executive officer or chief financial officer of any company (including the Company), that while that person was acting in that capacity:

- (a) was subject to:
  - (i) a cease trade order (including any management cease trade order which applied to directors or executive officers of a company, whether or not the person is named in the order), or
  - (ii) an order similar to a cease trade order, or
  - (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days

(each an “**Order**”); or

- (b) 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.

### ***Bankruptcy***

To the knowledge of the Company, as at the date of the Listing Statement no director, executive officer, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company is, or within the ten years prior to the date of the Listing Statement has:

- (a) been 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
- (b) 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 manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

### ***Penalties and Sanctions***

To the knowledge of the Company, as at the date of the Listing Statement no director, executive officer, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has been subject to:

- (c) 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
- (d) 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***

Certain of the directors and officers of the Company will not be devoting all of their time to the affairs of the Company. Certain of the directors and officers of the Company are or may become directors and officers of other companies, some of which are in the same business as the Company.

The directors and officers of the Company are required by law to act in the best interests of the Company. they have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligation to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives.

## Item 17: Executive Compensation

Prior to completion of the Arrangement the Company was not a reporting issuer in any jurisdiction. As a result, certain information required by Form 51-102F6V – *Statement of Executive Compensation* (“**Form 51- 102F6V**”) has been omitted pursuant to Section 1.3(8) of Form 51-102F6V.

### **Compensation of Named Executive Officers**

Securities legislation requires the disclosure of the compensation received by each Named Executive Officer of the Company. “**Named Executive Officer**” is defined by securities legislation to mean: (i) the Chief Executive Officer; (ii) the Chief Financial Officer; (iii) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was, individually more than \$150,000 for that financial year; and (iv) each individual who would be a “**Named Executive Officer**” under paragraph (iii) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in similar capacity, at the end of the most recently completed financial year. As of the date of this Listing Statement, the Company has the following Named Executive Officers (collectively, the “**Named Executive Officers**” or “**NEOs**”):

- (a) Alexandra Woodyer Sherron, President, Chief Executive Officer and Director of the Company; and
- (b) Dan O’Brien, Chief Financial Officer of the Company and Doris Meyer, Corporate Secretary of the Company.

### **Compensation Discussion and Analysis**

The Company does not have a compensation committee or a formal compensation policy. The Company relies solely on the directors to determine the compensation of the Named Executive Officers. In determining compensation, the directors consider industry standards and the Company’s financial situation but does not currently have any formal objectives or criteria. The performance of each executive officer is informally monitored by the directors, having in mind the business strengths of the individual and the purpose of originally appointing the individual as an officer.

### **Option-based Awards**

As at the date of this Listing Statement, the Company has not granted any Options pursuant to the Option Plan.

### **Summary Compensation Table**

The summary compensation table sets the compensation anticipated to be paid to the individuals who are the Directors and Named Executive Officers once the Company becomes a reporting issuer. The anticipated compensation set out herein is based on current conditions in the mining industry and on the associated approximate allocation of time for each NEO and is as such subject to adjustments based on changing market conditions and corresponding changes to required time commitments.

Name and Principal Position	Salary (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all Other Compensation (\$)	Total Compensation (\$)
Alexandra Woodyer Sherron President, Chief Executive Officer and Director	180,000	-	-	-	-	180,000

Name and Principal Position	Salary (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all Other Compensation (\$)	Total Compensation (\$)
Dan O'Brien, Chief Financial Officer and Doris Meyer Corporate Secretary <sup>(1)</sup>	-	-	-	-	\$150,000	\$150,000
David Rhodes Executive Chairman and Director	-	-	-	-	-	-
Jeremy Bond Director	\$230,760	-	-	-	-	\$230,760
Paul Mainwaring Director	-	-	-	-	-	-
Rick Mazur Director	\$15,000	-	-	-	-	\$15,000
George Wesley Roberts Director	\$15,000	-	-	-	-	\$15,000

- (1) Golden Oak pays the salaries of Doris Meyer and Dan O'Brien and they do not directly receive any additional compensation from the Company.
- (2) Mr. Bond is party to a service agreement with the Company dated April 1, 2020 pursuant to which he is paid a monthly fee of US\$15,000 fee per month for the provision of investment management services. The amounts in the table above are the Canadian dollar equivalent at a conversion rate of US\$1.00 – Can \$1.282.

### ***Incentive Plan Awards***

The Company intends to continue its Option Plan. In considering new grants to directors and executive officers, the Board will consider the number of Options, if any, previously granted to each director and executive officer.

### ***Pension Plan Benefits***

The Company does not anticipate having any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

### ***External Management Companies***

None of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide management services to the Company, directly or indirectly.

### ***Termination and Change of Control Benefits***

As of the date hereof the Company has a consulting contract, with Alexandra Woodyer Sherron (the "**Sherron Agreement**") that sets out her compensation. The Sherron Agreement is for an indefinite term, unless terminated in accordance with its terms with an annual fee (the "**Sherron Annual Fee**") of \$180,000. The Sherron Agreement provides for payments at, following, or in connection with any termination (whether

voluntary, involuntary or constructive), resignation, retirement, pursuant to a change in control of the Company in the amount of two year's Sherron Annual Fees in effect at the time. If the Sherron Agreement is terminated without cause after a defined triggering event, Sherron can terminate the contract within 12 months and Sherron will be entitled to one and a half times the Sherron Annual Fee in effect at the time.

As of the date hereof the Company has a consulting contract with Golden Oak, a company controlled by Dan O'Brien and Doris Meyer ("**Golden Oak Agreement**"). Golden Oak provides the services of Dan O'Brien and Doris Meyer as the Chief Financial Officer and Corporate Secretary of the Company. Golden Oak is an independent contractor to the Company as a provider of accounting, financial, corporate and regulatory compliance services in consideration of an annual service fee plus applicable taxes and reimbursement of reasonable office costs and expenses. The Golden Oak Agreement is for an indefinite term, unless terminated in accordance with its terms with an annual fee (the "**Golden Oak Annual Fee**") of \$150,000. On termination of the Golden Oak Agreement the Company will pay Golden Oak half the Golden Oak Annual Fee in effect at the time. If the Golden Oak Agreement is terminated without cause within one year of a defined triggering the Golden Oak will be paid an amount equal to the Golden Oak Annual Fee in effect at the time. Doris Meyer and Dan O'Brien are paid by Golden Oak and the Company does not pay them any additional payments.

#### Director Compensation

The Company pays its non-executive directors an annual fee of \$15,000.

All directors will be entitled to participate in any security based compensation arrangement or other plan adopted by the Company with the approval of the Board and/or the Company's shareholders, as may be required by applicable law or Exchange policies.

#### ***Directors' and Officers' Liability Insurance***

We carry directors' and officers' liability insurance for any of our directors or officers.

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#### **Item 18: Indebtedness of Directors and Executive Officers**

No director or officer of Empress is indebted to the Company or has been indebted to the Company since its incorporation.

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#### **Item 19: Audit Committees and Corporate Governance**

##### **Audit Committee**

The Company has formed an Audit Committee (the "**Audit Committee**") on August 26, 2020. The Audit Committee is comprised of Jeremy Bond, Paul Mainwaring and Rick Mazur, each of whom is financially literate as such term is defined in NI 52-110. Each member of the Audit Committee is considered independent. A description of the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member may be found above under the heading "**Executive Officers and Directors**".

The Audit Committee will be responsible for reviewing the Company's financial reporting procedures, internal controls and the performance of the financial management and external auditors of the Company. The Audit Committee will also review the annual audited financial statements and make recommendations to the Board. The Company is relying on the exemption set out in section 6.1 of NI 52-110. A copy of the Audit Committee's proposed charter is set out below.

## *Audit Committee Charter*

### **1. Purpose**

- 1.1. The Audit Committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting, as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws. Within this mandate, the Audit Committee's role is to:
- (a) support the Board of Directors in meeting its responsibilities to shareholders;
  - (b) verify the independence of the external auditor;
  - (c) facilitate effective communications between management and the external auditor and provide a link between the external auditor and the Board of Directors; and
  - (d) increase the credibility and objectivity of the Company's financial reports and public disclosure.
- 1.2. The Audit Committee will make recommendations to the Board of Directors regarding items relating to financial and regulatory reporting and the system of internal controls following the execution of the Committee's responsibilities as described herein.
- 1.3. The Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors from time to time prescribe.

### **2. Membership**

- 2.1. Each member of the Audit Committee must be a director of the Company.
- 2.2. The Audit Committee will consist of at least three members, the majority of whom are neither officers nor employees of the Company or any of its affiliates.
- 2.3. The members of the Audit Committee will be appointed annually by and will serve at the discretion of the Board of Directors.

### **3. Authority**

- 3.1. In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:
- (a) engage, and set and pay the compensation for, independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities; and
  - (b) communicate directly with management and any internal auditor, and with the external auditor without management involvement.

### **4. Duties and Responsibilities**

- 4.1. The duties and responsibilities of the Audit Committee include:
- (a) recommending to the Board of Directors the external auditor to be nominated by the Board of Directors;

- (b) recommending to the Board of Directors the compensation of the external auditor;
- (c) reviewing the external auditor's audit plan, fee schedule and any related services proposals;
- (d) overseeing the work of the external auditor;
- (e) verifying that the external auditor is in good standing with the Canadian Public Accountability Board and will enquire if there are any sanctions imposed by the CPAB on the external auditor;
- (f) verifying that the external auditor meets the rotation requirements for partners and staff on the Company's audits;
- (g) reviewing and discussing with management and the external auditor the annual audited financial statements, including discussion of material transactions with related parties, accounting policies, as well as the external auditor's written communications to the Committee and to management;
- (h) reviewing the external auditor's report, audit results and financial statements prior to approval by the Board of Directors;
- (i) reporting on and recommending to the Board of Directors the annual financial statements and the external auditor's report on those financial statements, prior to Board approval and dissemination of financial statements to shareholders and the public;
- (j) reviewing financial statements, MD&A and annual and interim earnings press releases prior to public disclosure of this information;
- (k) ensuring adequate procedures are in place for review of all public disclosure of financial information by the Company, prior to its dissemination to the public;
- (l) overseeing the adequacy of the Company's system of internal accounting controls and internal audit process and obtaining from the external auditor summaries and recommendations for improvement of such internal controls and processes;
- (m) ensuring the integrity of disclosure controls and internal controls over financial reporting;
- (n) resolving disputes between management and the external auditor regarding financial reporting;
- (o) establishing procedures to deal with complaints and concerns, from employees and others, regarding questionable accounting, internal accounting controls or auditing practises;
- (p) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- (q) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;
- (r) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor; and

- (s) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities.

4.2. The Audit Committee will report, at least annually, to the Board regarding the Committee's examinations and recommendations.

## **5. Meetings**

5.1. The quorum for a meeting of the Audit Committee is a majority of the members of the Committee who are not officers or employees of the Company or of an affiliate of the Company.

5.2. The members of the Audit Committee must elect a chair from among their number and may determine their own procedures.

5.3. The Audit Committee may establish its own schedule of meeting dates that it will provide to the Board of Directors in advance.

5.4. The Audit Committee will meet separately with the President and separately with the Chief Financial Officer of the Company at least annually to review the financial affairs of the Company.

5.5. The Audit Committee will meet with the external auditor of the Company at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.

5.6. The external auditor must be given reasonable notice of, and has the right to appear before and to be heard at, each meeting of the Audit Committee.

5.7. The chair of the Audit Committee must convene a meeting of the Audit Committee at the request of the external auditor, to consider any matter that the auditor believes should be brought to the attention of the Board of Directors or the shareholders.

## **6. Reports**

6.1. The Audit Committee will record its recommendations to the Board in written form which will be incorporated as a part of the minutes of the Board of Directors' meeting at which those recommendations are presented.

## **7. Minutes**

7.1. The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

### *Audit Committee Oversight*

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Company's Board.

### *Pre-Approval Policies and Procedures*

The Audit Committee will have authority and responsibility for pre-approval of all non-audit services to be provided to the Company or its subsidiary entities by the external auditors or the external auditors of the Company's subsidiary entities, unless such pre-approval is otherwise appropriately delegated or if appropriate specific policies and procedures for the engagement of non-audit services have been adopted by the Audit Committee.

*Reliance on Certain Exemptions*

Since the commencement of the Company's most recently completed financial year, it has not relied on an exemption, in whole or in part, granted under Part 8 of NI 52-110.

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**Item 20: Agent, Sponsor or Advisor**

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The Company has not engaged any agent or sponsor or advisor in connection with this Listing Statement or in connection with any financing to be undertaken in connection with any financing to take place contemporaneously with the listing. The Company has obtained a waiver from the TSXV's sponsorship requirements in connection with its listing.

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**Item 21: Risk Factors**

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Due to the nature of Empress's business, the legal and economic climate in which it operates and its present stage of development and proposed operations, Empress will be subject to significant risks. Empress's future development and actual operating results may be very different from those expected as at the date of this Listing Application. Readers should carefully consider all such risks, which include but are not limited to the following.

The following is a summary of certain risk factors relating to the business of Empress and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this Listing Statement.

**Risk Factors Relating to Empress**

***The market price of Empress Shares may be volatile, which could result in substantial losses for holders of Empress Shares***

The market price of Empress Shares could be subject to significant fluctuations. In addition, securities markets worldwide have experienced, and are likely to continue to experience, significant price and volume fluctuations. This market volatility, as well as general economic, market or political conditions and the risk factors described in this Listing Statement could subject the market price of Empress Shares to wide price fluctuations regardless of Empress's operating performance.

***Empress may not use the Available Cash as described in this Listing Statement***

Empress currently intends to use the Available Cash as described in *Item 6: Financings*. However, the Board and/or management will have discretion in the actual application of the Available Cash and may elect to allocate them differently from that described in this Listing Statement if they believe it would be in Empress's best interests to do so. Shareholders may not agree with the manner in which the Board and/or management chooses to allocate and spend the net proceeds. The failure by the Board and/or management to apply the Available Cash effectively could have a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

***The ability of Empress to pay dividends will be dependent on the financial condition of Empress***

The declaration, timing, amount and payment of dividends are at the discretion of the Board and will depend upon Empress's future earnings, cash flows, acquisition capital requirements and financial condition, and other relevant factors. There can be no assurance that Empress will declare a dividend on a quarterly, annual or other basis. See *Item 7: Dividends and Other Distributions*.

***The CRA's recent focus on foreign income earned by Canadian companies may result in adverse tax consequences for Empress***

There has been a recent focus by the CRA on income earned by foreign subsidiaries of Canadian companies. Empress does not currently have any subsidiaries, but may in the future. Although management believes that Empress will be in full compliance with Canadian tax law, there can be no assurance that Empress's structure may not be challenged in future. In the event the CRA successfully challenges Empress's structure, this could potentially result in additional federal and provincial taxes and penalties, which may have a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

***Changes in or in the interpretation of tax legislation or accounting rules could affect the profitability of Empress***

Changes to, or differing interpretation of, taxation laws or regulations in any of Canada or any of the countries in which Empress's assets or relevant contracting parties or underlying properties are located could result in some or all of Empress's profits being subject to additional taxation. No assurance can be given that new taxation rules or accounting policies will not be enacted or that existing rules will not be applied in a manner which could result in Empress's profits being subject to additional taxation or which could otherwise have a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities. In addition, the introduction of new tax rules or accounting policies, or changes to, or differing interpretations of, or application of, existing tax rules or accounting policies could make royalties or other interests held by Empress less attractive to counterparties. Such changes could adversely affect Empress's ability to acquire new assets or make future investments.

***Empress operations will depend on information systems that may be vulnerable to cyber security threats***

Empress's information technology and internal infrastructure is susceptible to damage from computer viruses, unauthorized access, natural disasters, terrorism, war and telecommunication and electrical failures. Significant disruption to the availability of information technology and internal infrastructure could cause delays in research and development work. Empress would incur liability and development of product candidates would be delayed if any disruption or security breach were to result in a loss of, or damage to, Empress's data.

***Global financial conditions may destabilize***

Global financial conditions could suddenly and rapidly destabilize in response to future events, as government authorities may have limited resources to respond to future crises. Future crises may be precipitated by any number of causes, including natural disasters, geopolitical instability, changes to energy prices or sovereign defaults. Any sudden or rapid destabilization of global economic conditions could negatively impact Empress's ability, or the ability of the owners or operators of the properties in respect of which it holds royalties or other interests, to obtain equity or debt financing or make other suitable arrangements to finance their projects. In the event of increased levels of volatility or a rapid destabilization of global economic conditions, Empress's profitability, results of operations and financial condition and the trading price of its securities could be adversely affected.

***Risks Factors Relating to the Business of Empress***

***Royalty acquisitions contemplated by Empress may require third party consents or approvals***

Empress may enter into agreements to acquire royalty or other interests that require the consent or approval of third parties (including governments or regulatory bodies) in order to complete the contemplated acquisition. There can be no assurance that such third parties, which may include shareholders of the entity disposing of the royalty interests, regulatory bodies or entities with an interest in the applicable property or

others, will provide the required approval or consent in a timely manner or at all and without conditions unacceptable to Empress. Failure to complete royalty acquisitions may result in a material adverse effect on Empress's profitability, results of operation and financial condition.

***The properties underlying royalty and other interests will be subject to exploration, development and mining risks***

Empress seeks to acquire royalty and other interests in mineral properties from companies that have exploration or development projects or operating mines. Royalties are non-operating interests in mining projects that provide the right to revenue or production from the project after deducting specified costs, if any. Mineral exploration and development involve a high degree of risk and few properties which are explored are ultimately developed into producing mines. The long-term profitability of Empress's operations will be in part directly related to the cost and ultimate success of the operating mines in which Empress has a royalty or other interest, which may be affected by a number of factors beyond Empress's control.

Operating a producing mine involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which Empress has a direct or indirect interest are and will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral resources, any of which could result in work stoppages, damage to property, and possible environmental damage.

Hazards such as unusual or unexpected geological formations and other conditions such as formation pressures, fire, power outages, flooding, explorations, cave-ins, landslides and other natural or human-caused disasters and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation. Operating companies which operate on properties on which Empress has an interest, or in which Empress may acquire an interest, may become subject to liability for pollution, cave-ins or hazards against which they cannot insure or against which they may elect not to insure. The payment of such liabilities may have a material, adverse effect on the financial position of such operating companies, and in turn, may have a material adverse effect on the financial position of Empress.

In addition, labour disruptions are a hazard to mineral exploration, development and operation. There is always a risk that strikes or other types of conflict with unions or employees may occur at any one of the properties on which Empress may hold a royalty or other interest. Although it is uncertain whether labour disruptions will be used to advocate labour, political or social goals in the future, labour disruptions could have a material adverse effect on the results of operations of the mineral properties in which Empress may hold an interest.

Royalties are based on mine life and in some instances a drop in metal prices or a change in metallurgy may result in a project being shut down with a material, adverse effect on that company's financial position, and in turn, may have a material adverse effect on the financial position of Empress.

***The registration of royalty or other interests may not protect interests therein***

The right to record or register royalties, streaming arrangements or other interests in various registries or mining recorders offices may not necessarily provide any protection to the royalty or interest holder. Accordingly, the royalty or interest holder may be subject to risk from third parties. While Empress seeks to confirm the existence, validity, enforceability, terms and geographic extent of its royalty interests, there can be no assurance that disputes or other problems concerning these and other matters will not arise. Confirming these matters is complex and is subject to the application of the laws of each jurisdiction to the particular circumstances of each parcel of mining property and to the documents reflecting the stream or royalty interests. Similarly, royalty interests in many jurisdictions are contractual in nature, rather than interests in land, and therefore may be subject to change of control, bankruptcy or insolvency of operators, and Empress's royalty interests could be materially restricted, reduced or set aside through judicial or administrative proceedings. Empress may often not have the protection of security interests, or its security interests may be found to be unenforceable, that could increase its recovery in such situations. In addition,

Empress will be subject to the risk that its counterparties under royalty arrangements do not have or lose valid title to the mineral property.

***The COVID-19 pandemic may significantly impact Empress***

The current COVID-19 (corona virus) global health pandemic is significantly impacting the global economy and commodity and financial markets. The full extent and impact of the COVID-19 pandemic is unknown and to date has included extreme volatility in financial markets, a slowdown in economic activity, extreme volatility in commodity prices (including gold) and has raised the prospect of an extended global recession. The international response to COVID-19 has led to significant restrictions on travel, temporary business closures, quarantines and a general reduction in consumer activity, globally. As well, as efforts are undertaken to slow the spread of the COVID-19 pandemic, the operation and development of mining projects may be impacted. To date, a number of mining projects have been suspended as cases of COVID-19 have been confirmed, for precautionary purposes or as governments have declared a state of emergency or taken other actions if the operation or development of one or more of the properties in which Empress will hold a royalty, stream or other interest following the proposed Transaction and from which it will receive or expect to receive significant revenue is suspended or the development is delayed for precautionary purposes or as governments declare states of emergency or other actions are taken in an effort to combat the spread of COVID-19, it may have a material adverse impact on Empress's profitability, results of operations, financial condition and the trading price of Empress's securities.

***Changes in commodity prices will affect revenues generated from the portfolio of royalties and ultimately Empress's profitability***

Commodity prices fluctuate on a daily basis and are affected by numerous factors including, but not limited to, levels of supply and demand, industrial investment levels, inflation and the level of interest rates, the strength of the US dollar and geopolitical events. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments.

Material price declines may result in a decrease in revenue or, in the case of severe declines that cause a suspension or termination of production by relevant operators, a complete cessation of revenue from royalties or other interests applicable to one or more relevant commodities. Moreover, the broader commodity market tends to be cyclical, and a general downturn in overall commodity prices could result in a significant decrease in overall revenue. Any such price decline may result in a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of Empress Shares.

Certain of the precious metals products subject to royalty or other interests are, will or may be produced as by-product metals, therefore, production decisions and the economic cut-off applied to the reporting of Mineral Reserves and Mineral Resources, as applicable, will be influenced by changes in the commodity prices of other metals at the mines. Where Empress's interest is in respect of a by-product metal, commodity prices of the by-product metal and the principal metal may diverge such that the interests of owners or operators and Empress may not be aligned.

***Empress may in future acquire royalties or other interests that are subject to buy-back or buy-down rights in favor of the counterparties that could adversely affect the revenues generated from the asset portfolio***

Buy-back or buy-down rights (if granted in future by Empress) exercised by an operator may permanently eliminate or reduce Empress's interest or entitlement under the relevant royalty or other interest. The exercise of any buy-back or buy-down rights may result in a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

***Empress will have no or limited control over the operation of the properties in respect of which it holds an interest and the operators' failure to perform or decision to cease or suspend operations will affect the revenues of Empress***

Empress is not directly involved in the operation of mines. The revenue derived from its asset portfolio is based on production by third-party property owners and operators. The owners and operators generally will have the power to determine the manner in which the properties are exploited, including decisions to expand, continue or reduce, suspend or discontinue production from a property or parts thereof, decisions about the marketing of products extracted from the property and decisions to advance exploration efforts and conduct development of non-producing properties. The interests of third-party owners and operators and those of Empress (and Empress) on the relevant properties may not always be aligned. As an example, it will usually be in the interest of a royalty holder to advance development and production on properties as rapidly as possible in order to maximize near-term cash flow, while third-party owners and operators may take a more cautious approach to development as they are at risk on the cost of development and operations. Likewise, it may be in the interest of property owners to invest in the development of and emphasize production from projects or areas of a project that are not subject to royalty or other interests. The inability of Empress to control the operations for the properties in respect of which it has a royalty or other interest may result in a material adverse effect on its profitability, results of operations and financial condition and the trading price of its securities. In addition, the owners or operators may take action contrary to Empress's policies or objectives, be unable or unwilling to fulfill their obligations under their contracts, have difficulty obtaining or be unable to obtain the financing necessary to advance projects or experience financial, operational or other difficulties, including insolvency, which could limit the owner or operator's ability to perform its obligations under arrangements with Empress (and Empress).

At any time, any of the operators of the properties in respect of which Empress holds a royalty or other interest or their successors may decide to suspend or discontinue operations. Empress may not be entitled to any material compensation if any of the properties in respect of which it holds a royalty or other interest shuts down or discontinues their operations on a temporary or permanent basis.

***The Pinos Royalty and the McLeroy-Pinos Royalty are significant to Empress. Other assets and properties may become significant to Empress from time to time and any adverse development related to any such assets will affect the revenue derived from such assets***

As new assets are acquired or move into production, the materiality of each of Empress's assets will be reconsidered. Any adverse development affecting the development or operation of, production from or recoverability of Mineral Reserves from the Pinos Royalty and the McLeroy-Pinos Royalty or any other significant property in the asset portfolio from time to time, such as, but not limited to, unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, pit wall failures, tailings dam failures, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage, or the inability to hire suitable personnel and engineering contractors or secure supply agreements on commercially suitable terms, may have a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities. Any adverse decision made by the owners and operators, including for example, alterations to development or mine plans or production schedules, may impact the timing and amount of revenue that Empress receives and may have a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

***Sale of assets in respect of which Empress holds an interest may result in a new operator and any failure of such operator to perform could affect the revenues of Empress***

The owners or operators of the projects or mines in respect of which Empress holds an interest may from time to time announce transactions, including the sale or transfer of the projects or mines or of the operator itself, over which Empress will have little or no control. If such transactions are completed it may result in a new operator controlling the project or mine, who may or may not operate the project or mine in a similar

manner to the current operator which may positively or negatively impact Empress. If any such transaction is announced, there is no certainty that such transaction will be completed, or completed as announced, and any consequences of such non-completion on Empress may be difficult or impossible to predict.

***Empress may acquire royalties or other interests in respect of properties that are speculative and there can be no guarantee that mineable deposits will be discovered, developed or mined***

Exploration for metals and minerals is a speculative venture necessarily involving substantial risk. There is no certainty that the expenditures made by the operator of any given project will result in discoveries of commercial quantities of minerals on lands where Empress holds royalties or other interests. If mineable deposits are discovered, substantial expenditures are required to establish Mineral Reserves through drilling, to develop processes to extract the resources and, in the case of new properties, to develop the extraction and processing facilities and infrastructure at any site chosen for extraction. Although substantial benefits may be derived from the discovery of a major deposit, no assurance can be given that resources will be discovered in sufficient quantities to justify commercial operations or that the funding required for development can be obtained on terms acceptable to the operator or at all. Although, in respect of these properties, Empress intends to hold only royalties or other interests and not be responsible for these expenditures, the operator may not be in a financial position to obtain the necessary funding to advance the project.

***Royalty holders have limited access to data and disclosure regarding the operation of properties, in respect of which it holds interests, which limit the ability to assess and predict the performance of royalties or other interests***

As a holder of royalties and other interests, Empress will generally have limited access to data on the operations or to the actual properties themselves. Accordingly, Empress must rely on the accuracy and timeliness of the public disclosure and other information it receives from the owners and operators of the properties in respect of which it holds royalties and other interests. Empress will use such information, including production estimates, in its analyses, forecasts and assessments relating to its own business. If such information contains material inaccuracies or omissions, Empress's ability to assess and accurately forecast performance or achieve its stated objectives may be materially impaired. In addition, some royalties or other interests may be subject to confidentiality arrangements which govern the disclosure of information with regard to the royalties or other interests and, as such, Empress may not be in a position to publicly disclose such information with respect to certain royalties or other interests. The limited access to data and disclosure regarding the operations of the properties in respect of which Empress holds, or will hold, an interest may restrict its ability to enhance its performance which may result in a material adverse effect on its profitability, results of operations and financial condition and the trading price of its securities.

Empress relies, and Empress will rely, on the public disclosure and other information regarding the properties in which it has an interest that it receives from the owners, operators and independent experts of such operations, and certain of such information is included in this Listing Application. Such information is necessarily imprecise because it depends upon the judgment of the individuals who operate the properties, as well as those who review and assess the geological and engineering information. In addition, Empress must rely on the accuracy and timeliness of the public disclosure and other information it receives from the owners and operators of the properties, and uses such information in its analyses, forecasts and assessments relating to its own business and to prepare its disclosure with respect to its streams and royalties. If the information provided by such third parties to Empress contains material inaccuracies or omissions, Empress's disclosure may be inaccurate and its ability to accurately forecast or achieve its stated objectives may be materially impaired, which may have a material adverse effect on Empress.

Although Empress attempts (and Empress will attempt) to secure contractual rights when it creates new royalty or other interests, such as audit or access rights, that will permit it to monitor operators' compliance with their obligations, there can be no assurance that such rights will always be sufficient to ensure such compliance or to affect operations in ways that would be beneficial to Empress.

***Empress will depend on its operators for the calculation of certain payments, and it may not be possible to detect errors in payment calculations***

Payments and deliveries to Empress, and Empress, for royalties and other interests are calculated by the operators of the relevant properties based on the reported production. Each operator's calculations are subject to and dependent upon the adequacy and accuracy of its production and accounting functions, and errors may occur from time to time in the calculations made by an operator. Certain contracts for royalties or other interests require the operators to provide production and operating information that may, depending on the completeness and accuracy of such information, enable the detection of errors in such calculations. Empress does not, and Empress may not, however, have the contractual right to receive production information for all of its royalties and other interests. As a result, Empress's, and thus Empress's, ability to detect payment errors in respect of royalties or other interests through its monitoring program of its interests and its associated internal controls and procedures is limited, and the possibility exists that Empress will need to make retroactive revenue adjustments in respect of royalties or other interests. Some of Empress's contracts for royalties and other interests provide the right to audit the operational calculations and production data for the associated payments and deliveries in respect of such royalties and other interests; however, such audits may occur at some point following Empress's recognition of the revenue in respect of the royalties or other interests and may require Empress's to adjust its revenue in later periods.

***Empress is, and Empress will be, dependent on the payment or delivery by the owners and operators of the properties in respect of which it has a royalty or other interest, and any delay in or failure of such payments will affect the revenues generated by the asset portfolio***

Empress is, and Empress will be, dependent to a large extent upon the financial viability of owners and operators of the relevant properties in respect of which it holds royalties. Payments and deliveries from production generally flow through the operator and there is a risk of delay and additional expense in receiving such payments or deliveries. Payments and deliveries may be delayed by restrictions imposed by lenders, delays in the sale or delivery of products, the ability or willingness of smelters and refiners to process mine products, delays in the connection of wells to a gathering system, blowouts or other accidents, recovery by the operators of expenses incurred in the operation of the properties, the establishment by the operators of reserves for such expenses or the insolvency of the operator. Empress's rights to payment or delivery for royalties and other interests must, in some cases, be enforced by contract without the protection of the ability to liquidate a property. This inhibits the ability to collect outstanding payments or deliveries in respect of such royalties or other interests upon a default. Additionally, some contracts may provide limited recourse in particular circumstances which may further inhibit the ability to recover or obtain equitable relief in the event of a default under such contracts. In the event of a bankruptcy of an operator or owner, it is possible that an operator may claim that Empress should be treated as an unsecured creditor and, therefore, have a limited prospect for full recovery of revenue; there is also a possibility that a creditor or the owner or operator may claim that the royalty contract should be terminated in the insolvency proceeding. Alternatively, in order to preserve its interest in a royalty or other interest in the context of an insolvency or similar proceeding, Empress may be required to make additional investments in, or provide funding to, owners or operators, which would increase its exposure to the relevant interest and counterparty risk. Failure to receive payments or deliveries from the owners and operators of the relevant properties or termination of Empress's rights may result in a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

***Royalties and other interests may not be honoured by operators of a project***

Royalties and other interests in respect of natural resource properties are largely contractual in nature. Parties to contracts do not always honor contractual terms and contracts themselves may be subject to interpretation or technical defects. To the extent grantors of royalties and other interests do not abide by their contractual obligations, Empress would be forced to take legal action to enforce its contractual rights. Such legal action may be time consuming and costly and there is no guarantee of success. Any pending proceedings or actions or any decisions determined adversely to Empress, may have a material adverse

effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

***Empress is, and Empress will be, exposed to foreign exchange risk***

Certain of Empress's activities and offices are located in Canada and the costs associated with these activities are largely denominated in Canadian dollars. However, Empress's royalties and other interests are denominated in United States and dollars and, as a result, are subject to foreign currency fluctuations and inflationary pressures, which may have a material adverse effect on Empress's profitability, results of operations and financial condition. There can be no assurance that the steps taken by management to address variations in foreign exchange rates will eliminate all adverse effects and Empress may suffer losses due to adverse foreign currency rate fluctuations.

***Operators of mines may not be able to replace depleted Mineral Reserves and Mineral Resources, which would reduce revenue from royalties and other interests***

The revenue generated from Empress's royalties is principally based on the exploitation of Mineral Reserves on assets underlying its royalties or other interests. Mineral Reserves are continually being depleted through extraction and the long-term viability of Empress's asset portfolio depends on the replacement of Mineral Reserves through new producing assets and increases in Mineral Reserves on existing producing assets. As a mine matures, it can expect overall declines in production over the years unless operators are able to replace Mineral Reserves that are mined through mine expansion or successful new exploration. Exploration for minerals is a speculative venture necessarily involving substantial risk. There is no certainty that the expenditures made by the operator of any given project will result in discoveries of commercial quantities of minerals on properties underlying the asset portfolio or that discoveries will be located on properties covered by the relevant royalty or other interest. Even in those cases where a significant mineral deposit is identified and covered by the royalty or other interest, there is no guarantee that the deposit can be economically extracted. Substantial expenditures are required to establish Mineral Reserves through drilling, to develop processes to extract the resources and, in the case of new properties, to develop the extraction and processing facilities and infrastructure at any site chosen for extraction. Although substantial benefits may be derived from the discovery of a major deposit covered by the royalty or other interest, no assurance can be given that new Mineral Reserves will be identified to replace or increase the amount of Mineral Reserves currently in the asset portfolio. This includes Mineral Resources, as the resources that have been discovered have not been subjected to sufficient analysis to justify commercial operations or the allocation of funds required for development. The inability by operators to add additional Mineral Reserves or to replace existing Mineral Reserves through either the development of existing Mineral Resources or the acquisition of new mineral producing assets, in each case covered by a royalty or other interest, may result in a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

***Empress may fail to acquire additional interests or select appropriate acquisitions***

As part of Empress's business strategy, it expects to seek to purchase royalties or other interests from third party natural resource companies and others. In pursuit of such opportunities, Empress may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including arrangements to finance the acquisitions or integrate the acquired businesses or their personnel into Empress. There can be no assurance that Empress will complete any acquisition or business arrangement that it pursues on favourable terms or at all, or that any acquisitions or business arrangements completed will ultimately benefit Empress.

***Increased competition for royalties and other interests could adversely affect Empress's ability to acquire additional royalties and other interests in mineral properties***

Many companies are engaged in the search for and the acquisition of mineral interests, including royalties and other interests, and there is a limited supply of desirable mineral interests. The mineral exploration and

mining businesses are competitive in all phases. Many companies are engaged in the acquisition of mineral interests, including large, established companies with substantial financial resources, operational capabilities and long earnings records. Empress may be at a competitive disadvantage in acquiring those interests, whether by way of royalty or other form of investment, as competitors may have greater financial resources and technical staffs. There can be no assurance that Empress will be able to compete successfully against other companies in acquiring new royalties or other interests. In addition, Empress may be unable to acquire royalties or other interests at acceptable valuations which may result in a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

***There can be no assurance that Empress will be able to obtain adequate financing in the future or that the terms of such financing will be favourable***

There can be no assurance that Empress will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could impede Empress's funding obligations or result in delay or postponement of further business activities which may result in a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

***Empress may experience difficulty attracting and retaining qualified management and technical personnel to efficiently operate its business***

Empress is dependent upon the continued availability and commitment of its key management personnel, whose contributions to immediate and future operations of Empress are of significant importance. The loss of any such key management personnel could negatively affect business operations. From time to time, Empress may also need to identify and retain additional skilled management and specialized technical personnel to efficiently operate its business. In addition, Empress frequently retains third party specialized technical personnel to assess and execute on opportunities. These individuals may have conflicts of interest or scheduling conflicts, which may delay or inhibit Empress's ability to employ such individuals' expertise. The number of persons skilled in the acquisition, exploration and development of royalties and interests in natural resource properties is limited and competition for such persons is intense. Recruiting and retaining qualified personnel is critical to Empress's success and there can be no assurance that Empress will be able to recruit and retain such personnel. If Empress is not successful in recruiting and retaining qualified personnel, Empress's ability to execute its business model and growth strategy could be affected, which could have a material adverse impact on its profitability, results of operations and financial condition and the trading price of its securities.

***Certain of Empress's proposed directors serve in similar positions with other public companies, which could put them in a conflict position from time to time***

Certain of the proposed directors and officers of Empress also serve as directors or officers of, or have significant shareholdings in, other companies involved in natural resource exploration, development and production and, to the extent that such other companies may engage in transactions or participate in the same ventures in which Empress participates, or in transactions or ventures in which Empress may seek to participate, the directors and officers of Empress may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. Such conflicts of the directors and officers may result in a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

**Risks Related to Mining Operations that May Affect Empress**

***Empress is indirectly exposed to many of the same risk factors as the owners and operators of properties in respect of which it holds a royalty or other interest***

To the extent that they relate to the production of minerals from, or the continued operation of, the properties in respect of which Empress holds a royalty or interest, Empress will be subject to the risk factors applicable to the owners and operators of such mines or projects.

***Production at mines and projects in respect of which Empress holds royalty or other interests is dependent on operators' employees***

Production from the properties in respect of which Empress holds an interest depends on the efforts of operators' employees. There is competition for geologists and persons with mining expertise. The ability of the owners and operators of such properties to hire and retain geologists and persons with mining expertise is key to those operations. Further, relations with employees may be affected by changes in the scheme of labour relations that may be introduced by the relevant governmental authorities in the jurisdictions in which those operations are conducted. Changes in such legislation or otherwise in the relationships of the owners and operators of such properties with their employees may result in strikes, lockouts or other work stoppages, any of which could have a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities. If these factors cause the owners and operators of such properties to decide to cease production at one or more of the properties, such decision could have a material adverse effect on the business and financial condition of Empress.

***Mineral Reserves and Mineral Resources are estimates based on interpretation and assumptions and actual production may differ from amounts identified in such estimates***

The Mineral Reserves and Mineral Resources on properties underlying royalties or other interests are estimates only, and no assurance can be given that the estimated Mineral Reserves and Mineral Resources are accurate or that the indicated level of minerals will be produced. Mineral Reserve and Mineral Resource are prepared by the operators of the properties underlying the applicable royalty or other interest. Empress does not, and Empress will not, participate in the preparation or verification of such estimates (or the reports in which they are presented) and Empress has not independently assessed or verified the accuracy of such estimates. Such estimates are, in large part, based on interpretations of geological data obtained from drill holes and other sampling techniques. Actual mineralization or formations may be different from those predicted. Further, it may take many years from the initial phase of drilling before production is possible and during that time the economic feasibility of exploiting a discovery may change.

Market price fluctuations of the applicable commodity, as well as increased production and capital costs or reduced recovery rates, may render the Proven and Probable Mineral Reserves on the properties underlying royalties or other interests unprofitable to develop at a particular site or sites for periods of time or may render Mineral Reserves containing relatively lower grade mineralization uneconomic. Moreover, short-term operating factors relating to Mineral Reserves, such as the need for the orderly development of ore bodies or the processing of new or different ore grades, may cause Mineral Reserves to be reduced or not extracted. Estimated Mineral Reserves may have to be recalculated based on actual production experience. The economic viability of a mineral deposit may also be impacted by other attributes of a particular deposit, such as size, grade and proximity to infrastructure, governmental regulations and policy relating to price, taxes, royalties, land tenure, land use permitting, the import and export of minerals and environmental protection and by political and economic stability. While these risks will exist for all of Empress's assets, they are heightened in the case of interests in properties which are not yet at production.

Mineral Resource estimates in particular must be considered with caution. Mineral Resource estimates for properties that have not commenced production are based, in many instances, on limited and widely spaced drill hole or other limited information, which is not necessarily indicative of the conditions between and around drill holes. Such Mineral Resource estimates may require revision as more drilling or other

exploration information becomes available or as actual production experience is gained. Further, Mineral Resources may not have demonstrated economic viability and may never be extracted by the operator of a property. It should not be assumed that any part or all of the Mineral Resources on properties underlying Empress's royalties or other interests constitute or will be converted into Mineral Reserves.

Any of the foregoing factors may require operators to reduce their Mineral Reserves and Mineral Resources, which may result in a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

***Production forecasts may not prove to be accurate***

Empress prepares, and Empress expects to prepare, estimates and forecasts of future attributable production from the properties in respect of which it holds royalties and other interests and relies on public disclosure and other information it receives from the owners, operators and independent experts of such properties to prepare such estimates. Such information is necessarily imprecise because it depends upon the judgment of the individuals who operate such properties as well as those who review and assess the geological and engineering information. These production estimates and forecasts are based on existing mine plans and other assumptions with respect to such properties which change from time to time, and over which Empress has, and Empress will have, no control, including the availability, accessibility, sufficiency and quality of ore, the costs of production, the operators' ability to sustain and increase production levels, the sufficiency of infrastructure, the performance of personnel and equipment, the availability of materials and equipment including reagents and fuel, the ability to maintain and obtain mining interests and permits and compliance with existing and future laws and regulations. Any such information is forward-looking and no assurance can be given that such production estimates and forecasts will be achieved. Actual attributable production may vary from Empress's estimates for a variety of reasons, including: actual ore mined varying from estimates of grade, tonnage, dilution and metallurgical and other characteristics; actual ore mined being less amenable than expected to mining or treatment; lower than expected mill feed grades; lower than anticipated pillar recovery; short-term operating factors relating to the Mineral Reserves, such as the need for sequential development of orebodies and the processing of new or different ore grades; delays in the commencement of production and ramp up at new mines; revisions to mine plans; unusual or unexpected orebody formations; risks and hazards associated with the properties in respect of which Empress holds royalties and other interests, including but not limited to cave-ins, rock falls, rock bursts, pit wall failures, seismic activity, weather related complications, fires or flooding or as a result of other operational problems such as production drilling or material removal challenges, power failures or a failure of a key production component such as a hoist, an autoclave, a filter press or a grinding mill; and unexpected labour shortages, strikes, local community opposition or blockades. Occurrences of this nature and other accidents, adverse conditions or operational problems in future years may result in Empress's failure to realize the benefits of its production forecasts anticipated from time to time. If Empress's production forecasts prove to be incorrect, it may result in a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

***The exploration and development of Mineral Resource properties is inherently dangerous and subject to risks that are beyond the control of a royalty interest holder***

Companies engaged in mining activities are subject to all of the hazards and risks inherent in exploring for and developing natural resource projects. These risks and uncertainties include, but are not limited to, environmental hazards, industrial accidents, labour disputes, increases in the cost of labour, social unrest, changes in the regulatory environment, permitting and title risks, impact of non-compliance with laws and regulations, fires, explosions, blowouts, cratering, encountering unusual or unexpected geological formations or other geological or grade problems, unanticipated metallurgical characteristics or less than expected mineral recovery, encountering unanticipated ground or water conditions, cave-ins, pit wall failures, flooding, rock bursts, tailings dam failures, periodic interruptions due to inclement or hazardous weather conditions, earthquakes, seismic activity, other natural disasters or unfavorable operating conditions and losses. Should any of these risks or hazards affect exploration or development activities over which Empress holds a royalty or other interest, it may (i) result in an environmental release or

environmental pollution and liability to the operator; (ii) cause the cost of development or production to increase to a point where it would no longer be economic to produce the metal from the Mineral Resources or expected Mineral Reserves of the underlying properties, (iii) result in a write down or write-off of the carrying value of one or more mineral projects, (iv) cause delays or stoppage of mining or processing, (v) result in the destruction of properties, processing facilities or third-party facilities necessary for operations, (vi) cause personal injury or death and related legal liability, (vii) result in regulatory fines and penalties or the revocation or suspension of licenses; (viii) result in the loss of insurance coverage or (ix) result in the loss of social license to operate. The occurrence of any of above-mentioned risks or hazards could result in an interruption or suspension of operation of the properties underlying Empress's royalty or other interests and have a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

***Defects in title to properties underlying Empress's royalty or other interests may result in a loss of entitlement by the operator and a loss of Empress's interest***

A defect in the chain of title to any of the properties underlying one of Empress's royalties or other interests or necessary for the anticipated development or operation of a particular project to which a royalty or other interest relates may arise to defeat or impair the claim of the operator to a property which could in turn result in a loss of Empress's interest in respect of that property. In addition, claims by third parties or aboriginal groups in Canada and elsewhere may impact on the operator's ability to conduct activities on a property to the detriment of Empress's royalties or other interests. To the extent an owner or operator does not have title to the property, it may be required to cease operations or transfer operational control to another party. Many royalties or other interests are contractual, rather than an interest in land, with the risk that an assignment or bankruptcy or insolvency proceedings by an owner will result in the loss of any effective royalty or other interest in a particular property. Further, even in those jurisdictions where there is a right to record or register royalties or other interests held by Empress in land registries or mining recorders offices, such registrations may not necessarily provide any protection to Empress. As a result, known title defects, as well as unforeseen and unknown title defects may impact operations at a project in respect of which Empress has a royalty or other interest and may result in a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

***Future litigation affecting the properties in respect of which Empress holds a royalty or other interests could have an adverse effect on Empress***

Potential litigation may arise on a property on which Empress holds a royalty or other interest (for example, litigation between joint venture partners or between operators and original property owners or neighboring property owners). As a holder of such interests, Empress will not generally have any influence on the litigation and will not generally have access to data. Any such litigation that results in the cessation or reduction of production from a property (whether temporary or permanent) or the expropriation or loss of rights to a property could have a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

***Defects or disputes relating to Empress's royalties or other interests could have an adverse effect on Empress***

Defects in or disputes relating to the royalty or other interests Empress holds or acquires may prevent it from realizing the anticipated benefits from these interests. Material changes could also occur that may adversely affect management's estimate of the carrying value of Empress's royalty and other interests and could result in impairment charges. While Empress seeks, and Empress will seek to confirm the existence, validity, enforceability, terms and geographic extent of the royalty and other interests it acquires, there can be no assurance that disputes or other problems concerning these and other matters or other problems will not arise. Confirming these matters is complex and is subject to the application of the laws of each jurisdiction to the particular circumstances of each parcel of mineral property and to the documents reflecting the royalty or other interest. The discovery of any defects in, or any disputes in respect of,

Empress's royalty and other interests, could have a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

***The operations in respect of which Empress holds a royalty or other interest require various property rights, permits and licenses to be held by the operator in order to conduct current and future operations, and delays or a failure to obtain or maintain such property rights, permits and licenses, or a failure to comply with the terms of any of such property rights, permits and licenses could result in interruption or closure of operations or exploration on the properties***

Exploration, development and operation of mining properties are subject to laws and regulations governing health and worker safety, employment standards, environmental matters, mine development, project development, mineral production, permitting and maintenance of title, exports, taxes, labour standards, reclamation obligations, heritage, historic and archaeological matters and other matters. The owners and operators of the properties in respect of which Empress holds, or will hold, a royalty or other interest require licenses and permits from various governmental authorities in order to conduct their operations. Future changes in such laws and regulations or in such licenses and permits could have a material adverse impact on the revenue. Such licenses and permits are subject to change in various circumstances and are required to be kept in good standing through a variety of means, including cash payments and satisfaction of conditions of issue. Such licenses and permits are subject to expiration, relinquishment and/or termination without notice to, control of or recourse by Empress. There can be no guarantee that the owners or operators of those properties in respect of which Empress holds or will hold a royalty or other interest, will be able to obtain or maintain all necessary licenses and permits in good standing that may be required to explore, develop and operate the properties, commence construction or operation of mining facilities, or maintain operations that economically justify the cost. Any failure to comply with applicable laws and regulations, permits and licenses, or to maintain permits and licenses in good standing, even if inadvertent, could result in interruption or closure of exploration, development or mining operations or in fines, penalties or other liabilities accruing to the owner or operator of the project. Any such occurrence could substantially decrease production or cause the termination of operations on the property and have a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

***The operations on the properties underlying royalty or other interests are subject to environmental and endangered species laws and regulations that may increase the costs of doing business and may restrict operations, which could reduce Empress's revenues***

All phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of government laws and regulations, including laws and regulations relating to the protection of endangered and threatened species. Compliance with such laws and regulations can require significant expenditures and a breach may result in the imposition of fines and penalties, which may be material. In addition, such laws and regulations can constrain or prohibit the exploration and development of new projects or the development or expansion of existing projects. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, increases in land use restrictions, larger fines and liability and potentially increased capital expenditures and operating costs. Any breach of environmental legislation by owners or operators of properties underlying Empress's asset portfolio could have a material impact on the viability of the relevant property and impair the revenue derived from the owned property or applicable royalty or other interest, which could have a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

***Additional costs may be incurred by mineral property operators as a result of international climate change initiatives and may affect the availability of resources and cause business disruptions, which could reduce Empress's revenues***

Empress acknowledges climate change as an international and community concern. Empress supports and endorses various initiatives for voluntary actions consistent with international initiatives on climate change.

In addition to voluntary actions, governments are moving to introduce climate change legislation and treaties at the international, national, state/provincial and local levels. Where legislation already exists, regulation relating to emission levels and energy efficiency is becoming more stringent. Some of the costs associated with reducing emissions can be offset by increased energy efficiency and technological innovation. However, if the current regulatory trend continues, Empress expects this may result in increased costs at some of the properties underlying its royalties or other interests, which could have a material impact on the viability of the properties and impair the revenue derived from the applicable royalty or other interest, which could have a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

***Certain operators are subject to risks relating to foreign jurisdictions and developing economies, which could negatively impact Empress***

Certain of Empress's royalty or other interests relate to properties outside of Canada, including Mexico. In addition, future investments may expose Empress to new jurisdictions. The ownership, development and operation of properties, mines and projects in foreign jurisdictions by their owners are subject to the risks normally associated with conducting business in foreign jurisdictions. These risks include, depending on the country, nationalization and expropriation, social unrest and political instability, less developed legal and regulatory systems, uncertainties in perfecting mineral titles, trade barriers, exchange controls and material changes in taxation. These risks may, among other things, limit or disrupt the ownership, development or operation of properties, mines or projects in respect of which Empress holds, or will hold, royalty or other interests, restrict the movement of funds, or result in the deprivation of contractual rights or the taking of property by nationalization or expropriation without fair compensation. If any of these events were to occur, this may result in a write down or write-off of the carrying value of one or more of Empress's assets, which could have a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities. In addition, in the event of a dispute arising from foreign operations, Empress may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in Canada. Empress applies, and Empress will apply, various methods, where practicable, to identify, assess and, where possible, mitigate these risks prior to entering into contracts for royalty or other interests. Such methods generally include: conducting due diligence on the political, social, legal and regulatory systems and on the ownership, title and regulatory compliance of the properties subject to the royalty or other interest, engaging experienced local counsel and other advisors in the applicable jurisdiction; negotiating where possible so that the applicable contract contains appropriate protections, representations, warranties and, in each case as Empress deems necessary or appropriate in the circumstances, all applied on a risk-adjusted basis. There can be no assurance, however, that Empress will be able to identify or mitigate all risks relating to holding royalties and other interests in respect of properties, mines and projects located in foreign jurisdictions, and the occurrence of any of the factors and uncertainties described above could have a material adverse effect on Empress's profitability, results of operation and financial condition and the trading price of its securities.

***Changes in government regulation could inhibit exploration, construction and development on, or production from, the mineral properties underlying royalties or other interests***

The properties on which Empress holds, and Empress will hold, a royalty or other interest are and may in future be located in multiple legal jurisdictions and political systems. There can be no assurance that future political and economic conditions in such countries will not result in the adoption of different policies or attitudes respecting the development and ownership of resources. Changes in applicable laws, regulations, or in their enforcement or regulatory interpretation could result in adverse changes to mineral development or operations. Any such changes in policy or attitudes may result in changes in laws affecting ownership of assets, land tenure and resource concessions, licensing fees, taxation, royalties, price controls, exchange rates, export controls, environmental protection, labour relations, foreign investment, nationalization, expropriation, repatriation of income and return of capital, which may affect both the ability to undertake exploration, construction and development on, or production from, the properties in respect of which Empress holds a royalty or other interest or the payments under such royalties or other interests. In certain areas where Empress's royalty interests are currently located, and in areas whether Empress may hold a

royalty or other interest, the regulatory environment is in a state of continuing change, and new laws, regulations and requirements may be retroactive in their effect and implementation. Any changes in governmental laws, regulations, economic conditions or shifts in political attitudes or stability are beyond the control of a royalty holder and the owners and operators of the underlying properties and such changes may result in a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

***Adequate infrastructure may not be available to develop properties underlying a royalty or other interest which could inhibit operations at such properties***

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect or inhibit the operations at the properties in respect of which Empress holds a royalty or other interest, which may result in a material adverse effect on Empress's profitability, results of operations and financial condition and the trading price of its securities.

***Mineral properties underlying royalty or other interests may be subject to risks related to indigenous peoples which could inhibit operations at such properties***

Various international, national, state and provincial laws, codes, resolutions, conventions, guidelines, treaties and other principles and considerations relate to the rights of indigenous peoples. Empress holds, and Empress will hold, royalties and other interests in respect of operations located in some areas presently or previously inhabited or used by indigenous peoples. Many of these impose obligations on government to respect the rights of indigenous people. Some mandate consultation with indigenous people regarding actions which may affect indigenous people, including actions to approve or grant mining rights or permits. The obligations of government and private parties under the various international and national requirements, principles and considerations pertaining to indigenous people continue to evolve and be defined. The properties in respect of which Empress currently holds or Empress in the future may hold an interest are subject to the risk that one or more groups of indigenous people may oppose operation or new development. Such opposition may be directed through legal or administrative proceedings or protests, roadblocks or other forms of public expression against the operator's activities. Opposition by indigenous people to such activities may require modification of or preclude operation or development of projects or may require the entering into of agreements with indigenous people. Claims and protests of indigenous peoples may disrupt or delay activities of the operators of assets in respect of which Empress holds a royalty or other interest which may result in a material adverse effect on Empress profitability, results of operations and financial condition and the trading price of its securities.

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**Item 22: Promoters**

Not applicable.

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**Item 23: Legal Proceedings and Regulatory Actions**

There are no legal proceedings outstanding, threatened or pending, as of the date of the Circular, by or against the Company or which the Company is a party, nor to the Company's knowledge are any such legal proceedings contemplated, which could become material to the shareholders of the Company.

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**Item 24: Interests of Management and Others in Material Transactions**

Since the Company's incorporation, no director, executive officer, or shareholder who beneficially owns, or controls or directs, directly or indirectly, more than 10% of the outstanding Shares, or any known associates or affiliates of such persons, has or has had any material interest, direct or indirect, in any transaction or in

any proposed transaction that has materially affected or is reasonably expected to materially affect the Company other than the Arrangement Agreement, the Endeavour Cayman Agreement and the Bond Agreement.

Empress is party to a services agreement (the “**Endeavour Cayman Agreement**”) dated July 31, 2020 with Endeavour Financial Ltd. (Cayman), a company incorporated under the laws of Cayman Islands (“**Endeavour Cayman**”). Endeavour Cayman is a financial advisor providing services to businesses in the natural resources sector. Empress director David Rhodes is one of the five directors of Endeavour Cayman, and owns a minority interest in Endeavour Cayman Pursuant to the Endeavour Cayman Agreement, the Company has engaged Endeavour Cayman to act as its investment manager, and to provide the following services on a non-exclusive basis to the Company:

- (a) conducting due diligence in connection with potential opportunities in the resource sector, including potential streams and royalties (“**Business Investments**”);
- (b) identifying, structuring and negotiating transactions for possible Business Investments;
- (c) developing and assisting in the execution of the Business Investments;
- (d) supply any administrator of, or other service providers to, the Company with such information and instructions as may be necessary to enable such person or persons;
- (e) to perform their duties in accordance with applicable agreements;
- (f) support with marketing efforts, including preparing for, and if required, attending investor conferences, preparing analytics for marketing materials;
- (g) as required, oversight of technical due diligence being conducted internally or by third parties engaged to conduct technical due diligence on any Business Investments for the Company;
- (h) review cash flow models, valuation of streams/royalties, assisting with investment committee memos, for potential Business Investments; and
- (i) otherwise act for the Company as it, or the Chief Executive Officer of the Company, may deem necessary or advisable in connection with any investment management related matters.

In consideration for providing the foregoing services, Endeavour is paid a fee of US\$15,000 per month. Endeavour may also be paid bonuses in amounts to be determined either annually or on the completion of significant transactions undertaken by the Company, at the discretion of the Board. The Endeavour Agreement has an initial term of two years. It may be terminated on three months’ notice any time after the first 12 months, and is subject to automatic renewals for additional one year periods unless one of the parties gives the other three months’ notice prior to the commencement of any such extended term.

Empress is party to a services agreement (the “**Bond Agreement**”) dated April 1, 2020 with Jeremy Bond, a director of Empress. Mr. Bond is the Chief Investment Officer and founder of Terra Capital. Pursuant to the Bond Agreement, the Company has engaged Mr. Bond to act as its investment manager, and to provide the following services on a non-exclusive basis to the Company:

- (a) conducting due diligence in connection with Business Investments;
- (b) identifying, structuring and negotiating transactions for possible Business Investments;
- (c) developing and assisting in the execution of the Business Investments;
- (d) supply any administrator of, or other service providers to, the Company with such information and instructions as may be necessary to enable such person or persons
- (e) to perform their duties in accordance with applicable agreements;

- (f) support with marketing efforts, including preparing for, and if required, attending investor conferences, preparing analytics for marketing materials;
- (g) as required, oversight of technical due diligence being conducted internally or by third parties engaged to conduct technical due diligence on any Business Investments for the Company;
- (h) review cash flow models, valuation of streams/royalties, assisting with investment committee memos, for potential Business Investments; and
- (i) otherwise act for the Company as it, or the Chief Executive Officer of the Company, may deem necessary or advisable in connection with any investment management related matters.

In consideration for providing the foregoing services, Mr. Bond is paid a fee of US\$15,000 per month. Mr. Bond may also be paid bonuses in amounts to be determined either annually or on the completion of significant transactions undertaken by the Company, in the discretion of the Board. The Bond Agreement has a term of one year.

As of the date hereof the Company has a consulting contract with Richard Vigil (the “**Vigil Agreement**”) that sets out his compensation for the provision of consulting services to provide technical, financial, commercial and structuring services, where needed, by the Company. The Vigil Agreement is for an indefinite term, unless terminated in accordance with its terms. Vigil receives a service fee in the amount of US\$5,000 per month (the “**Vigil Service Fee**”). The Vigil Agreement may be terminated by Empress or Vigil upon one month prior written notice by the terminating party to the non-terminating party, or at such time as mutually agreed to between the parties. Further, the Vigil Agreement may be terminated by Empress immediately if Vigil fails to deliver the practices contemplated under the terms of the Vigil Agreement. Upon any such termination, all Vigil Service Fees will cease to accrue.

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#### **Item 25: Investor Relations Arrangements**

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Empress is party to a Marketing Services Agreement (the “**MSA**”) dated August 1, 2020 with Peak Investor Marketing Corp. (“**Peak**”) located at Suite 420 – 625 Howe Street, Vancouver, BC V6C 2T6 Canada. Peak provides marketing and financial consulting services to junior mining companies, including assistance in financing, retail investor focused marketing and general consulting. Pursuant to the terms of the MSA, Peak was engaged to provide marketing, public relations and advisory services. relations services to Empress for a period of 12 months for a fee of \$144,000 plus GST (the “**Peak Fee**”), of which 50% was paid on closing of the August Offering, and 50% of which will be payable on completion by Empress of its next financing. Peak is eligible for option grants under Empress’s incentive stock option plan and is entitled to reimbursement for its reasonable out of pocket expenses incurred in providing its services under the MSA. Peak does not own any securities of Empress as of the date of this Listing Statement.

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#### **Item 26: Auditors, Transfer Agents and Registrars**

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Empress’s auditor is Davidson & Company LLP of 1200-609 Granville, Vancouver BC V7Y 1G5.

Empress’s registrar and transfer agent is Computershare Investor Services Inc., 3rd Floor 510 Burrard Street, Vancouver, BC, V6C 3B9.

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#### **Item 27: Material Contracts**

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The following are the material contracts of the Company:

- the Endeavour Agreement;
- the Bond Agreement;
- the Pinos Royalty Agreement; and
- the McLeroy-Pinos Royalty Agreement.

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**Item 28: Experts**

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Davidson and Company LLP are the auditors for the Company. Davidson and Company LLP certified the auditors' report on the financial statements of Empress for the period from incorporation on March 2, 2020 to September 30, 2020 and has confirmed that they are independent with respect to Empress within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations.

Certain legal matters relating the Company have be passed upon by Stikeman Elliott LLP, legal counsel to Empress. None of the aforementioned persons nor any directors, officers, employees or partners, as applicable, of each of the aforementioned companies and partnerships, holds a direct or indirect interest in any Shares or property of he Company or any associate or affiliate of the Company, nor is currently expected to be elected, appointed or employed as a director, officer or employee of the Company or any associate or affiliate of the Company.

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**Item 29: Other Material Facts**

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There are no other material facts about Empress that are not elsewhere disclosed herein and which are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to Empress.

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**Item 30: Additional Information – Mining or Oil and Gas Applicants**

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Not applicable.

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**Item 31: Exemptions**

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Not applicable.

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**Item 32: Financial Statement Disclosure for Issuers**

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Attached as Schedule "B" to this Listing Statement are the audited financial statements of Empress for the period ended September 30, 2020. Attached as Schedule "D" to this Listing Statement are the Pro-Forma Financial Statements for the period ended September 30,2020.

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**Item 33: Significant Acquisitions**

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Empress has not completed any significant acquisitions.

**Item 34: Certificates**

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Each of the undersigned hereby certifies that the foregoing constitutes full, true and plain disclosure of all information required to be disclosed under each item of this Application and of any material fact not otherwise required to be disclosed under an item of this Application.

Dated December 18, 2020.

/s/ Alexandra Woodyer Sherron  
Alexandra Woodyer Sherron  
Chief Executive Officer, President and Director

/s/ Dan O'Brien  
Dan O'Brien  
Chief Financial Officer

/s/ David Rhodes  
David Rhodes  
Executive Chairman, Director

/s/ Paul Mainwaring  
Paul Mainwaring  
Director

**SCHEDULE “A”  
INVESTMENT POLICY**

**1. Investment Objectives**

- A. The Company’s objective is to seek high return investment opportunities in the resource sector.
- B. The Company will identify streaming and royalty opportunities primarily in lower mid-market precious and base metal mining projects, specifically those in production or development stage with attractive risk/reward ratios.
- C. The Company will prioritize target investments that provide the Company with exposure to the Precious Metals Sector. Subject to Board Approval, other sectors will be considered on an ad-hoc basis (subject to Board approval).

**2. Investment Strategy**

- A. In pursuit of investment opportunities, the Company, when appropriate, shall employ the following disciplines:
  - (i) Investments shall focus on the precious metals natural resources industries, concentrating on production and development stage projects.
  - (ii) The Company will maintain a flexible position with respect to the form of investment taken. The Company will focus on streams and royalties but may employ other investment instruments, including equity, bridge loans, secured loans, unsecured loans, convertible debentures, warrants and options, net profit interests and other hybrid instruments.
  - (iii) Counterparties may be either private or public companies.
- B. The Company will target a minimum Internal Rate of Return (“IRR”) of 10% for investments in the Precious Metals Sector.
- C. For ad-hoc investments being considered outside of the Precious Metals Sector the Board shall approve a specific IRR target prior to making any investment.
- D. In addition, to IRR investments will be considered on the basis of their ability to potentially be accretive to the Company’s valuation by considering the amount and timing of the investments potential cashflow or net asset impact on the Company.
- E. Target IRR, pay-back of initial investment and other valuation metrics considered by the Committee and presented to the Board, will be based on prudent assumptions regarding metals pricing and with more emphasis on the use of the then spot price; the average historic price over the last 5 years; and downside sensitivity testing (as opposed to being reliant on forward looking analysts’ estimates to achieve targeted returns). Should the board approve investments in non-exchange traded commodities, or commodities where pricing is opaque, the Company may seek guidance from independent metal marketing consultants.
- F. Should the form of investment be a loan, stream or royalty, cashflow coverage and the ability of the investee company to ‘carry’ the proposed investment shall also be a key consideration.
- G. After US\$25 million of capital has been deployed, in the event an investment in any one issuer exceeds 20% of the investment capital base of the Company at the time of the investment, the Committee shall notify the Board for discussion and ongoing evaluation.

- H. After US\$25 million capital deployed, in the event an investment would result in 20% of the investment capital base of the Company being exposed to a particular geopolitical region, the Committee shall notify the Board for discussion and ongoing evaluation.
- I. The Company may take equity holdings in companies within the framework of the above guidelines, and which from time to time may result in the Company holding a control position in a target company. If the Company holds a control position in any issuer additional governance criteria will be established at that time, including board representation, anti-dilution provisions and trading restrictions among other things.
- J. The Company will utilize the services of both independent technical organizations and securities dealers to gain additional information on target investments where appropriate.
- K. Notwithstanding the foregoing, from time to time, the Board may authorize such investments outside of these disciplines as it sees fit for the benefit of the Company and its shareholders.

**SCHEDULE "B"**  
**AUDITED FINANCIAL STATEMENTS FOR THE PERIOD ENDED SEPTEMBER 30, 2020**

**SCHEDULE "C"**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE PERIOD ENDED SEPTEMBER 30, 2020**

**SCHEDULE "D"**  
**PRO-FORMA FINANCIAL STATEMENTS FOR THE PERIOD FROM INCORPORATION ON**  
**MARCH 2, 2020 TO SEPTEMBER 30, 2020**