

## Form 62-103F1

### *Required Disclosure under the Early Warning Requirements*

#### **Item 1 – Security and Reporting Issuer**

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

Common shares and warrants of Kincora Copper Limited (the “**Issuer**”), head office located at 800, 1199 West Hastings Street, Vancouver, BC V6E 3T5 issued units (“**Units**”) each Unit comprised of one common share (a “**Share**”) and warrant (a “**Warrant**”) entitling the holder to acquire a further Share for \$0.25 for 24 months.

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

The transaction was a treasury offering of Units by the Issuer. The Issuer’s Shares are listed on the TSX Venture Exchange (the “**Exchange**”).

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

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

Century Development Limited (“**Century**”)  
31F Tower 11  
Shanghai Arch  
No. 533 Loushanquan Road  
Shanghai 200051 China

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

On June 11, 2019, Century acquired beneficial ownership but not control over 16,000,000 Units. The Units were issued pursuant to a subscription agreement entered into between the Issuer and Century as part of a larger private placement of the Issuer’s securities. New Prospect Capital Management Holdings Ltd. (“**NPC**”) provides investment management services to Century and has control over the Shares and Warrants beneficially owned by Century.

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

New Prospect Capital Management Holdings Ltd.

### **Item 3 – Interest in Securities of the Reporting Issuer**

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

16,000,000 Shares and 16,000,000 Warrants were issued to Century on June 11, 2019. Prior to the acquisition of the Units Century held no securities of the Issuer. The change in Century’s securityholding percentage in the Shares as a result of the acquisition of the Shares and the Warrants (the “**Acquisition**”) went from nil prior to the Acquisition to 23.84% following the Acquisition, assuming exercise of all warrants held by Century.

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

Century acquired ownership of 16,000,000 Shares and 16,000,000 Warrants.

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

Not Applicable.

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

Century held nil shares and nil warrants of the Issuer prior to the Acquisition and Century held 16,000,000 shares, and 16,000,000 warrants after the Acquisition (23.84% of the outstanding shares of the Issuer, assuming exercise of the warrants held by Century).

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

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

Century, together with NPC, has ownership and control over 16,000,000 Shares and 16,000,000 Warrants.

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

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

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

Not applicable.

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

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

Not applicable.

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

Not applicable.

#### **Item 4 – Consideration Paid**

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

The 16,000,000 Units issued to Century were acquired by way of private placement at \$1.00 per Unit or a total of \$1,600,000.

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

See section 4.1 above.

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

Not applicable

### **Item 5 – Purpose of the Transaction**

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

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

See section 2.2 above. Century may acquire shares in the future but has no current plans or future intentions to do so.

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

**Describe the material terms of any agreements, arrangements, commitments or understandings between Century and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of**

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

As a condition of the TSX Venture Exchange accepting the Acquisition as it applied to Century, the Units acquired by Century are held in trust pending the designated representative of Century filing a personal information form with the Exchange and having same cleared. Further, as the exercise of the Warrants could cause Century to become a “control person” under the policies of the Exchange, Century undertook not to exercise Warrants in circumstances where it would become a control person unless and until Century received disinterested shareholder approval to the exercise.

#### **Item 7 – Change in Material Fact**

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

Not Applicable

#### **Item 8 – Exemption**

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

Not Applicable.

#### **Item 9 – Certification**

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

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

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

**Certificate**

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

Dated this 27<sup>th</sup> day of June, 2019.

          “*Hui Wang*”            
Hui Wang