



TVI Pacific Inc.

Annual Information Form

June 30, 2020

(Information provided in this AIF is as of December 31, 2019 unless otherwise stated)

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ITEM 1: PRELIMINARY NOTES

Date of Information

Unless otherwise indicated, all information contained in this Annual Information Form (“AIF”) of TVI Pacific Inc. (“TVI” or the “Company”) is as of December 31, 2019.

Financial Information

The Company’s consolidated financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). The consolidated financial statements are presented in Canadian Dollars which is the functional and reporting currency of TVI. TVI holds an Investment in Equity Securities of IGES while its investment in Mindoro is reported as an Associate. The functional currency of IGES is the Australian dollar and that of Mindoro is the Canadian dollar. TVI’s joint venture entity, TVIRD, has the Philippine Peso as its functional currency.

Forward-looking Information

Certain statements in this AIF constitute forward-looking information. Forward-looking statements are often, but not always, identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “estimate”, “expect”, “may”, “will”, “intend”, “could”, “might”, “should”, “believe”, “schedule” and similar expressions. Forward-looking statements are based upon the opinions and expectations of TVI as at the effective date of such statements and, in certain cases, information received from or disseminated by third parties. Although TVI believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions and that information received from or disseminated by third parties is reliable, TVI can give no assurance that those expectations will prove to have been correct.

Forward-looking statements are subject to certain risks and uncertainties (known and unknown) that could cause actual outcomes to differ materially from those anticipated or implied and should not be read as guarantees of future performance or results. These factors include, but are not limited to, such things as: (i) general economic conditions in Canada, the United States, the Philippines and elsewhere; (ii) volatility of prices for precious metals, base metals, and oil and gas; (iii) commodity supply and demand; (iv) fluctuations in currency and interest rates; (v) inherent risks associated with the exploration and development of mining properties, including but not limited to geological characteristics, metallurgical characteristics of the mineralization, the availability of equipment and facilities necessary to complete development and the ability to develop adequate processing capacity; (vi) the cost of consumables and mining and processing equipment; (vii) unforeseen technological and engineering problems; (viii) inherent risks associated with the exploration of oil and gas properties; (ix) ultimate recoverability of reserves; (x) production, timing, results and costs of exploration and development activities; (xi) political factors, political stability or civil unrest, including but not limited to acts of sabotage or terrorism; (xii) availability of financial resources or third-party financing; (xiii) changes in laws or regulations (domestic or foreign); (xiv) changes in administrative practices; (xv) changes in exploration plans or budgets; (xvi) the availability of skilled labour; (xvii) the failure of parties to contracts with the Company to perform as agreed, including its joint venture partners; (xviii) the impact of the COVID-19 pandemic; and (xix) extreme weather conditions and forces of nature (i.e. typhoons, heavy rains, earthquakes, and the like) that may disrupt operations and explorations.

Forward-looking statements regarding TVIRD’s development works at Balabag are based upon, but are not limited to, TVIRD’s past construction and project development experience in the region and in such terrain, current and previous exploration activities, discussions with third parties, the availability of financing and TVIRD’s overall plans, budget and strategy for Balabag (which are all subject to change). The forward-looking statements include information relating to opportunities for further exploration and development of the Agata Nickel Laterite project

and Agata Limestone project. Forward-looking information respecting the anticipated timing of various critical events associated with the IPO is based upon various assumptions and factors, including the receipt by TVIRD of all regulatory approvals required to permit the IPO and the listing of the TVIRD shares on the PSE (such as approvals from the SEC and PSE); advice received from professional advisors to TVIRD with respect to legally mandated time frames for various applications and steps/events associated with the IPO; there being no material changes in the business, affairs, capital, prospects or assets of TVIRD prior to completion of the IPO and the listing of the TVIRD shares on the PSE; and satisfaction or waiver of all conditions for the benefit of BDO Capital set out in the underwriting agreement between BDO Capital and TVIRD.

Forward-looking statements related to IGES and its global strategy or status of projects, most notably its current Amsterdam project, as well as the ability, timing and likelihood of securities of IGES to resume trading on the ASX are based upon public notices and announcements issued by IGES.

Forward-looking statements are based upon the opinions and expectations of TVI as at the effective date of such statements and, in certain cases, information received from or disseminated by third parties. Although TVI believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions and that information received from or disseminated by third parties is reliable, it can give no assurance that those expectations will prove to have been correct. Forward-looking statements are subject to certain risks and uncertainties that could cause actual events or outcomes to differ materially from those anticipated or implied by such forward-looking statements.

The forward-looking statements of TVI contained in this AIF are expressly qualified, in their entirety, by this cautionary statement. Various risks to which TVI is exposed in the conduct of its business (including but not limited to mining and oil and gas activities) are described in detail in this AIF under the heading "Risks That Can Affect Our Business", any of which could cause actual results to differ materially from the projected forward-looking information. Subject to applicable securities laws, TVI does not undertake any obligation to publicly revise the forward-looking statements included in this AIF to reflect subsequent events or circumstances.

Currency Information

All dollar amounts in this AIF are expressed in Canadian dollars ("\$", "C\$" or "CAD") unless otherwise indicated. The Company's accounts are maintained in Canadian dollars and the Company's financial statements are prepared in accordance with IFRS. All references to "U.S. dollars", "USD" or to "US\$" are to United States dollars.

Glossary of Terms

The following is a glossary of certain terms used in this AIF.

"**AIF**" means Annual Information Form;

"**AMVI**" means Agata Mining Ventures Inc.;

"**API**" means Agata Processing Inc.;

"**ASX**" means Australian Stock Exchange;

"**Au**" means gold;

"**AUD\$**" "**AUD**" or "**A\$**" means Australian dollars;

"**\$**", "**C\$**" or "**CAD**" means Canadian dollars;

"**Balabag**" means the Balabag Gold and Silver Project, a property owned 100% of TVIRD and located in Depore, Zamboanga del Sur, Philippines;

"**Committee**" means TVI Pacific's Audit Committee;

"**Company**" or "**TVI**" means TVI Pacific Inc., or its subsidiaries and affiliates as applicable;

"**DENR**" means the Philippines Department of Environment and Natural Resources;

"**DFS**" means definitive feasibility study;

"**dmt**" means dry metric tonne;

"**DMPF**" means Declaration of Mining Project Feasibility;

"**DOE**" means Department of Energy;

"**DSO**" means Direct Shipping Ore;

"**ECC**" means Environmental Compliance Certificate, under the laws of the Philippines;

"**EDCO**" means Exploration Drilling Corporation, a wholly-owned subsidiary of TVIRD;

"**EMB**" means Philippines Environmental Management Bureau, a unit of the DENR;

"**FOY Group**" means FOY Group Limited, an ASX listed company engaged in the commercialization of technologies related to converting waste plastics to fuel in Australia and internationally, FOY Group was formerly known as Foyson Resources Limited and continues to be the operator and 90% interest holder of Amazon Bay in Papua New Guinea. The company changed its name to Integrated Green Energy Solutions Limited on August 7, 2017.

"**Foyson**" means Foyson Resources Limited, an ASX listed issuer operating in the resource industry in Papua New Guinea; the company changed its name to FOY Group Limited on August 26, 2015, and to Integrated Green Energy Solutions Limited on August 7, 2017.

"**g**" means gram;

"**g/t**" means grams per tonne;

"**HOA**" means Heads of Agreement;

"**IGES**" means Integrated Green Energy Solutions Limited, an ASX listed company engaged in the commercialization of technologies related to converting waste plastics to fuel in Australia and internationally. IGES was formerly known as FOY Group Limited and, prior to that, as Foyson Resources Limited.

"**IPO**" means Initial Public Offering;

"**km**" means kilometre;

"**L**" or "**l**" means litre;

"**massive**" means a mineral deposit characterized by a great concentration of ore in one place, as opposed to disseminated or vein deposits; also said of any rock that has a homogeneous texture or fabric over a wide area, with an absence of layering, foliation, cleavage, or any similar directional structure;

"**m**" means metre;

"**MGB**" means the Philippines Mines and Geosciences Bureau, a unit of the DENR;

"**mi**" means mile;

"**Minimax**" means Minimax Mineral Exploration Corporation;

"**Mindoro**" or "**MRL**" means Mindoro Resources Limited, a publicly listed company incorporated in Canada with shares listed on the NEX in Canada and the Frankfurt Stock Exchange;

"**MOA**" means Memorandum of Agreement;

"**MPSA**" means Mineral Production Sharing Agreement: an agreement between the government of the Philippines and a company in which the government grants a company the right to conduct smaller scale mining operations within the contract area in exchange for a share of final mine production. This share is generally exercised as an excise tax;

"MRL" or **"Mindoro"** means Mindoro Resources Limited, a publicly listed company incorporated in Canada with shares listed on the NEX in Canada and the Frankfurt Stock Exchange.

"mm" means millimetre;

"NEX" means a separate board of TSX Venture Exchange that provides a trading forum for listed companies that have fallen below the listing standards of the TSX Venture Exchange. This is comprised of companies that have low levels of business activity or have ceased to carry on active business.

"Ni" means nickel;

"NI 43-101" means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*;

"Nido" means Nido Petroleum Philippines Pty Ltd, a subsidiary of Nido Petroleum Limited, the Operator of SC 54A; **"oz"** means ounce;

"PAVI" means Prime Assets Ventures, Inc.

"PDA" means Pan de Azucar.;

"PMIEA" means the Philippines Presidential Mineral Industry Environmental Awards;

"PRHI" means Pe Resources Holdings Inc., a wholly-owned subsidiary of Prime Assets Ventures, Inc. ("PAVI");

"PSE" means Philippines Stock Exchange;

"Regent" means Regent Parkway 3202 Management Inc., a company controlled by the TVI Pacific President & CEO, and Chairman of the Board of the Company, Clifford M. James;

"SC 54A" means Service Contract 54A, TVI's offshore Philippine oil property;

"Seajay" means Seajay Management Enterprises Ltd., a Company controlled by the TVI Pacific President & CEO, and Chairman of the Board of the Company, Clifford M. James;

"SEC" means Securities and Exchange Commission in the Philippines;

"sulphide" means a mineral characterized by the linkage of sulphur with a metal or semi-metal: at Canatuan, this underlying portion of the deposit was previously being mined for copper and zinc;

"TSX" means the Toronto Stock Exchange;

"TSX-V" means the TSX Venture Exchange;

"TG World" means TG World Energy Corp., an international petroleum exploration and development company currently holding a 12.5% equity interest in Service Contract ("SC") 54A in the Philippines.

"TVI" or **"Company"** means TVI Pacific Inc., or its subsidiaries and affiliates as applicable;

"TVI Marketing" means TVI's subsidiary, TVI International Marketing, Ltd.

"TVI Minerals" means TVI Minerals Processing, Inc., a Philippine incorporated subsidiary of TVI Marketing.

"TVIRD" means TVI Resource Development Phils, Inc., a corporation formed under the laws of the Philippines. TVI owns 30.6% of the shares of TVIRD through its subsidiary TVI International Marketing Ltd.

"US\$" means United States dollars; and

"wmt" means wet metric tonne.

ITEM 2: CORPORATE STRUCTURE

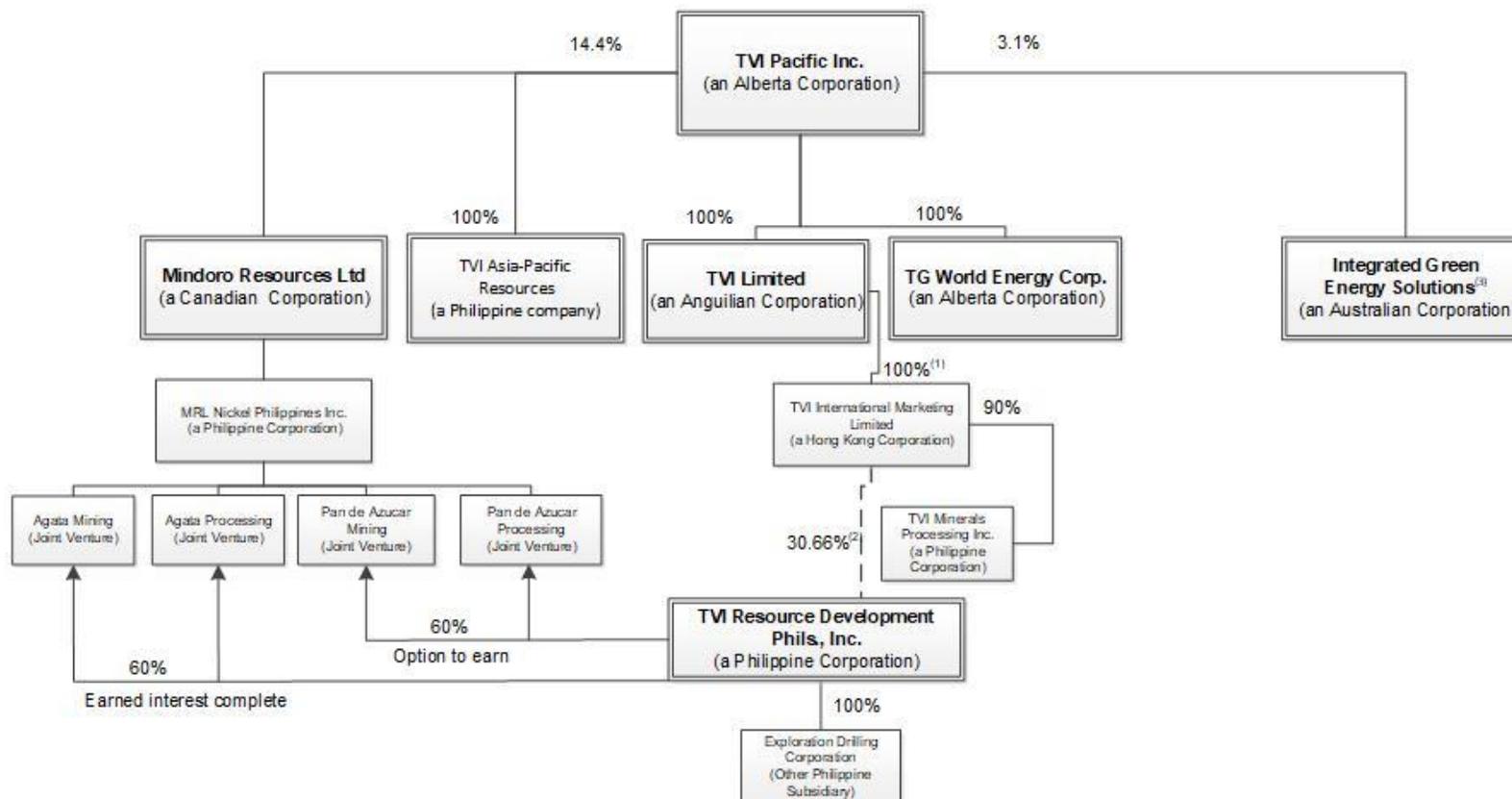
Name, Address and Incorporation

TVI was incorporated under the *Alberta Business Corporations Act* on January 12, 1987, as Travel Ventures Inc. On October 20, 1992, TVI changed its name to TVI Copper Inc. and on July 11, 1994, the name became TVI Pacific Inc. The head, principal and registered office of TVI is located at Suite 806, 505 – 2nd Street S.W., Calgary, Alberta, Canada, T2P 1N8.

Intercorporate Relationships

The chart set out below illustrates the corporate structure of the Company and its material subsidiaries, their respective jurisdictions of incorporation, the percentage of voting securities held and their respective interests in various mineral projects and mining properties as at December 31, 2019.

TVI Pacific Inc. Corporate Structure



Notes:

- (1) Two non-voting, non-participating redeemable deferred shares are held by Prime Resource Holdings, Inc., who also holds 68.42% of TVIRD and 10% of TVI Minerals Processing as well as 5% equity of TVI Pacific.
- (2) TVI Resource Development Phils, Inc. – The 30.66% interest is held directly by TVI Pacific while 68.42% is held by Prime Resource Holdings, Inc. (a Philippine corporation) and 0.92% is held by other Class B shareholders.
- (3) Formerly FOY Group Ltd.

ITEM 3: GENERAL DEVELOPMENT OF THE BUSINESS

TVI is a Canadian resource company focused on the acquisition of diversified resource projects in the Asia Pacific region. Led by a management team with the proven ability to design, build and operate mines, TVI is focused on evaluating and acquiring resource projects that can be rapidly developed and put into production to generate revenue and cash flows. The Company does not presently have an active resource property but holds equity and joint venture investments in resource companies engaged in production, development and/or exploration activities in the Philippines as well as the commercialization of plastics-to-fuel technology and biomass to fuel and energy conversion technologies in Australia and internationally.

Three Year History

2017

On February 2, 2017, TVI announced that AMVI is among 12 mining companies that have passed an audit performed by the DENR and that it will therefore be allowed to continue its operations together with 11 other mining companies. A further 21 mining companies shall be closed while another 6 mining companies are suspended.

On February 15, 2017, TVI announced that MPSA No.086-97-IX, relating to Balabag, is among 75 MPSAs recommended for cancelation by the DENR as a result of being located in what is their definition of a critical watershed area. Affected companies were reported to have not yet received a formal letter from the DENR but would have seven days to respond following receipt. TVIRD has said it is their understanding that MPSA No.086-97-IX is not in a critical watershed as defined by the Philippine Mining Act.

On February 22, 2017, TVI announced that TVRD had issued a cash dividend of 30 million Philippine pesos (CAD \$787,647) to all shareholders of record as of December 31, 2016. TVI Marketing, the direct shareholder of TVIRD and a subsidiary in which TVI holds a 100% equity interest, was reported to have received as its share of the dividend 9.2 million Philippine pesos (CAD \$241,529), prior to Philippine dividend tax, and to have subsequently transferred a net 7.8 million Philippine pesos (CAD \$205,300) through to TVI as a repayment of intercompany advances. This represented the first of five dividends to be issued by TVIRD through 2017 for a total of 56.7 million Philippine pesos (CAD \$1,451,000) prior to Philippine dividend tax.

All dividends received by TVI Marketing from TVIRD have been transferred through to TVI as a repayment of intercompany advances.

On February 27, 2017, TVI announced that TVIRD had filed a response on February 23, 2017, to the Show Cause letter received from the DENR further to their announcement at a news conference on February 14 that MPSA No.086-97-IX, in which Balabag is located, is among 75 MPSAs recommended for cancelation. TVIRD has emphasized in their response that there exists no grounds to validly cancel, terminate or suspend the MPSA between the government and TVIRD as there is neither violation of the terms of the MPSA nor of any law, rule or regulation that would merit its cancellation, termination or suspension. TVIRD defends its position in that there is no absolute ban on mining operations in "watershed" areas and that the Balabag MPSA is in fact not located in a government proclaimed watershed, and the Company believes also that the exploration license and legal right to the MPSA relating to TVIRD's interest in Balabag is intact.

On June 23, 2017, TVI announced the results of its Annual General Meeting of Shareholders which, in addition to the appointment of directors and external auditors, included approval of TVI's Share Option Plan. TVI made note that its move to the TSX-V on August 2, 2016 resulted in a change in the requirement for approval of the rolling option plan from every 3 years to annually.

2018

On January 30, 2018, TVI announced that IGES had completed its relisting to the Australian Stock Exchange, thereby resulting in its securities being reinstated to official quotation from the commencement of trading on January 30, 2018. While the ASX has advised that all shares and unlisted options held by TVI are not subject to any ASX restrictions, IGES has reported that 129,784,699 other fully paid ordinary shares are subject to a 24 month escrow period from the date of reinstatement to the official quotation of IGES' securities on the ASX, and a further 101,048,606 other fully paid ordinary shares are subject to a 12 month escrow period from the date of issue. In addition, IGES has reported that 82,241,054 other unlisted options are subject to a 24 month escrow period from the date of reinstatement to the official quotation of IGES' securities on the ASX, and 65,758,950 other unlisted options are subject to a 12 month escrow period from the date of issue. TVI announced also that it continues to hold 17,592,908 shares and 9,158,622 options in IGES with a conversion price of A\$0.20 and expiry date of December 31, 2019, representing at that time a 5.22% equity interest in issued shares of IGES and diluted from its previously reported 19.54% equity interest at December 31, 2017, following IGES' capital raise completed as part of their relisting process.

On June 6, 2018, TVI provided an update with respect to its various investments, reporting that its investment in IGES had at that time a fair value of \$14.1 million, including \$10.2 million in free trading shares and \$3.9 million in options to purchase IGES shares. The fair value was calculated at an IGES share price of A\$0.38 (\$0.37) that was in effect as at that date. TVI announced at that time also that it had received to date \$1.5 million in regular quarterly and special dividends from TVIRD, after Philippine dividend tax, \$0.2 million of which had been received to date within the current year.

On June 11, 2018, TVI provided an update with respect to the status of TVIRD projects, reporting that 9.4 million wet metric tonnes of nickel laterite DSO had been shipped through 173 shipments since commencement of nickel laterite DSO operations by AMVI in October 2014 and that the Special Tree-Cutting and Earth Balling Permit for Balabag had been received.

On June 22, 2018, TVI announced the results of its Annual General Meeting of Shareholders which, in addition to the appointment of directors and external auditors, included annual approval of TVI's Share Option Plan.

2019

On June 21, 2019, TVI announced the results of its Annual General Meeting of Shareholders which, in addition to the appointment of directors and external auditors, included annual approval of TVI's Share Option Plan.

On October 18, 2019 (this news release was subsequently clarified and partially retracted – see description of November 22, 2019 news release below) TVI announced that TVIRD, a Philippines corporation in which TVI holds a 30.66% interest, had filed an updated National Instrument NI 43-101 technical report ("Updated NI 43-101") in relation to Balabag.

On October 22, 2019, TVI announced that TVIRD had closed an Omnibus Loan and Surety Agreement with China Banking Corporation, providing for a U.S. \$28.5 million principal amount 5-year term loan facility (the "Facility"), the proceeds of which are to be used to finance development activities at Balabag.

On October 24, 2019, TVI announced that TVIRD completed its first drawdown (U.S. \$6 million) under the Facility to finance Balabag development works.

On November 22, 2019, TVI announced that, at the request of the Investment Industry Regulatory Organization of Canada ("IIROC"), it was: (i) clarifying and retracting certain disclosure contained in the news release dated October 18, 2019 entitled "TVI Pacific's 30.66% owned TVIRD Completes Updated NI 43-101 for its Balabag Gold Project"; and (ii) withdrawing the Updated NI 43-101 itself as the disclosure was not in compliance with NI 43-101 criteria.

On November 22, 2019, TVI announced that TVIRD had determined to advance Balabag towards commercial production and was progressing with various development works.

On December 2, 2019, TVI announced that TVIRD completed its second drawdown (U.S. \$3 million) under the Facility to finance Balabag development works.

On December 19, 2019, TVI provided a construction update with respect to Balabag.

2020

On January 3, 2020, TVI announced that TVIRD completed its third drawdown (U.S. \$3 million) under the Facility to finance Balabag development works.

On February 3, 2020, TVI announced that TVIRD completed its fourth drawdown (U.S. \$2 million) under the Facility to finance Balabag development works.

On February 4, 2020, TVI provided a construction update with respect to Balabag.

On March 2, 2020, TVI announced that TVIRD completed its fifth drawdown (U.S. \$3 million) under the Facility to finance Balabag development works.

On March 3, 2020, TVI provided a construction update with respect to Balabag.

On April 6, 2020, TVI provided a construction update with respect to Balabag and an update with respect to Agata Direct Shipping Nickel/Iron operations.

On April 20, 2020, TVI announced that TVIRD completed its sixth drawdown (U.S. \$5 million) under the Facility to finance Balabag development works.

On April 27, 2020 TVI announced that COVID-19-related restrictions had delayed the audit of the Company's annual financial statements and that the Company would not be in a position to file its audited financial statements for the years ended December 31, 2019 and December 31, 2018 (the "Annual Financial Statements") and associated Management's Discussion and Analysis ("MD&A") prior to the April 29, 2020 deadline prescribed by National Instrument 51-102 – Continuous Disclosure Obligations ("NI 51-102"). The Company said it would rely upon blanket orders and similar instruments (including Alberta Securities Commission Blanket Order 51-517 – Temporary Exemption from Certain Corporate Finance Requirements) granted by various securities regulatory authorities in Canada (collectively, the "Blanket Relief"), which provide temporary relief to reporting issuers from certain requirements of NI 51-102, and, subject to the ability of the Company's external auditors to complete their audit in the Philippines, planned to file the Annual Financial Statements and MD&A on or about June 1, 2020.

On May 12, 2020, TVI announced that TVIRD completed its seventh and final drawdown (U.S. \$6.5 million) under the Facility to finance Balabag development works.

On May 20, 2020, TVI provided a construction update with respect to Balabag.

On May 29, 2020 TVI announced its continuing reliance upon the Blanket Relief as COVID-19-related restrictions had continued to delay the audit of the Annual Financial Statements and completion of the interim financial statements and interim MD&A for the quarter ended March 31, 2020 (the "Interim Filings"). Subject to ability of the Company's external auditors to complete their audit in the Philippines, the Company said it planned to file the Annual Financial Statements and Annual MD&A on or about July 1, 2020 and to file the Interim Filings on or about July 31, 2020.

On June 3, 2020, TVI announced that it had made an application to the Alberta Securities Commission to approve a temporary management cease trade order under National Policy 12-203 – Management Cease Trade Orders (“NI 12-203”) due to the continuing inability of the Company’s external auditors in the Philippines to conclude various audit procedures and to thereby file its audited financial statements for the years ended December 31, 2019 and December 31, 2018, as well as its interim financial statements for the quarter ended March 31, 2020, by the extended filing dates provided by the Blanket Relief.

On June 17, 2020, TVI provided a bi-weekly default status report (the “Default Status Report”) as required by NI 12-203 and further also to its announcement of June 3, 2020 of continuing delays associated with the filing of its audited financial statements for the years ended December 31, 2019 and December 31, 2018, as well as its interim financial statements for the quarter ended March 31, 2020. The Company also announced that it will rely on the exemptions provided in Alberta Securities Commission Blanket Order 51-518 – Temporary Exemptions from Certain Requirements to File or Send Securityholder Materials and similar exemptions provided by members of the Canadian Securities Administrators in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario and Québec to postpone the filing of its executive compensation disclosure for the year ended December 31, 2019 required under Section 9.3.1(2.2) of NI 51-102.

June 23, 2020 – TVI provided a construction update with respect to Balabag.

COVID-19 Implications on the 2020 Annual General Meeting of Shareholders

As noted in various Company announcements commencing on April 27, 2020, the inability of the Company's external auditors to complete audit work in the Philippines impaired the Company's ability to complete and file its: (i) Annual Financial Statements and Annual MD&A on or prior to the April 29, 2020 deadline prescribed by NI 51-102; and (ii) Interim Financial Statements and Interim MD&A on or prior to the May 30, 2020 deadline prescribed by NI 51-102. While the Company indicated that it would rely upon Alberta Securities Commission Blanket Order 51-517 – Temporary Exemption from Certain Corporate Finance Requirements and similar orders granted by various securities regulatory authorities in Canada in late March 2020 to allow it to file the Annual Financial Statements, Annual MD&A, Interim Financial Statements and Interim MD&A at later dates, the delay has affected the Company's ability to confirm a date for its 2020 annual general meeting of shareholders (the "AGM") as the Company is not yet in a position to finalize and circulate to shareholders all of the required AGM materials.

Due to ongoing public health concerns and to help protect the health and well-being of the Company's shareholders, colleagues, communities and other stakeholders, TVI has made the decision to postpone its AGM to a date no later than December 31, 2020. With the benefit of further advice from governmental and medical authorities, TVI expects in mid July 2020 to set a date for the AGM (which will likely be held in September 2020) and file a notice of meeting and record date on SEDAR (www.sedar.com). Given the postponement of the AGM, the date on which the Company files and sends the management information circular for the AGM, which includes the Company's executive compensation disclosure, has also been postponed (as permitted under Alberta Securities Commission Blanket Order 51-518 – Temporary Exemptions from Certain Requirements to File or Send Security Holder Materials and similar orders granted by various securities regulatory authorities in Canada in late April 2020). TVI is relying on the Bulletin issued on March 23, 2020 by the TSX Venture Exchange, which provides listed issuers temporary relief from certain requirements related to the holding of annual general meetings. In particular, the TSX Venture Exchange relief permits listed issuers to hold their 2020 annual meeting at any time during the 2020 calendar year. The Company also anticipates that it will apply to the Court of Queen's Bench of Alberta for relief in relation to the AGM, to permit it to present its audited Annual Financial Statements and unaudited Interim Financial Statements (as at and for the three-month period ended March 31, 2020) to shareholders at the AGM. Once a date for the AGM is determined, TVI will provide shareholders with the same disclosure documents they would normally receive ahead of an annual meeting, including the executive compensation disclosure, in accordance with applicable legislation.

ITEM 4: NARRATIVE DESCRIPTION OF THE BUSINESS

Summary

Established in 1987, TVI is a Canadian resource company with a track record of success in developing and operating resource projects in challenging mining jurisdictions located in the Asia Pacific region. The company is currently focused on evaluating and acquiring new resource projects in the Asia Pacific region that can be rapidly developed and put into production to generate revenue and cash flows. Outside of its project acquisition activities, TVI holds equity and joint venture investments in resource companies engaged in production, development and/or exploration activities in the Philippines as well as the commercialization of plastics-to-fuel technology and biomass to fuel and energy conversion technologies in Australia and internationally.

Prior to 2014, TVI successfully operated the Canatuan gold, silver, copper and zinc mine in the Philippines through TVIRD, its Philippine operating subsidiary company at that time and a Philippines corporation in which TVI currently holds a 30.66% interest. From 2004 to mid-2008, TVIRD generated gross operating revenues of US\$86 million from the production of 105,200 ounces of gold and 1.8 million ounces of silver from the Canatuan mine. From March 2009 to February 2014, TVIRD generated gross revenues of US\$393 million from the sale of 199,778 dry metric tonnes of copper concentrate and 30,548 dmt of zinc concentrate. As at the date of this AIF, Canatuan is in the process of completing its final rehabilitation activities under the supervision of the Multi-Partite Monitoring Team (“MMT”) that includes members of the Local Government Units (“LGU”), representatives of the local community, the municipal and provincial government, and the DENR (as representatives of the national government).

While TVI did not hold a majority interest in TVIRD (40%) prior to 2014, it held Class B shares entitled to a 95% economic interest in TVIRD after payment of preferred dividends to Class A shares and was the sole entity able to govern TVIRD’s strategic operating, investing and financing policies. TVI was therefore able to consolidate TVIRD as a subsidiary within its financial statements and report its respective revenues and cash flows.

During 2013, TVI was focused on obtaining additional financing for working capital and investment purposes and entered into various definitive agreements with PRHI, a private Philippine investment corporation, involving a private placement of common shares in TVI and the acquisition of an interest in its indirectly held Philippine assets including TVIRD (“Transactions”) in December 2013. The Transactions occurred in multiple closings with the final closing in July 2014 and TVI received total proceeds of US\$10.65 million and US\$11.85 million for the sale of a portion of its interest in TVIRD and various subsidiaries, each before tax and related fees.

As a result of the Transactions, TVI’s interest in TVIRD was reduced from 40% to 30.66% and TVI’s management determined that TVI no longer had control in TVIRD due to the reduction of interest and by virtue of an agreement with PRHI which requires unanimous consent from both parties on decisions concerning relevant activities, resulting in joint control. Consequently, TVIRD was deconsolidated from TVI’s financial statements.

As part of PRHI’s agreement to invest in TVI and TVIRD, the parties agreed that TVIRD would seek a listing on the PSE following completion of the Transactions. As at December 31, 2015, TVIRD had filed a preliminary prospectus with the SEC and the PSE relating to a proposed IPO of TVIRD shares in the Philippines. But due to the uncertain environment in which the Philippine mining industry has operated since the nationwide audit of metallic mines was ordered by the DENR Secretary under the Duterte Administration that came into power in June 2016, TVIRD has placed all activities relating to its proposed listing on the PSE and IPO on hold.

Since the closure of the Canatuan mine in early 2014, TVIRD has successfully commissioned a nickel laterite DSO operation at its 60% owned Agata joint venture project in October 2014 and in November 2019 commenced development works at its 100% owned Balabag gold-silver project. Clifford M. James, TVI’s Chairman and Chief Executive Officer, has continued as Chairman of TVIRD following PRHI’s involvement given his extensive project development and operating experience.

In addition to its 30.66% indirect investment in TVIRD, TVI also holds as at the date of this AIF the following investments:

- 1) A 2.95% interest in IGES. IGES is an ASX listed company engaged in the commercialization of technologies related to converting waste plastics to fuel in Australia and internationally.
- 2) A 14.4% interest in Mindoro, a Canadian company listed on the NEX engaged in mining exploration in the Philippines. Mindoro's Philippine subsidiary MRL Nickel Philippines Inc. has a joint venture with TVIRD in the Agata Mining, Agata Processing, Pan de Azucar Mining and Pan de Azucar Processing projects.
- 3) A 100% interest in TG World, an international petroleum exploration and development company holding a 12.5% equity interest in SC 54A in the Philippines along with joint venture partners Nido, IMC Oil and Gas Investments Ltd and Hague and London Oil B.V .

As at December 31, 2019, TVI maintained a staff of one management employee and one administrative staff member. The Company also relied upon consultants and contractors to carry on many of its activities for project evaluation purposes.

Risk Factors

An investment in the securities of the Company should be considered highly speculative due to the nature of the Company's business and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. This AIF also contains forward-looking statements that involve risks and uncertainties. The Company's actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including the risks described below and elsewhere in this AIF. See "Forward-looking Information." The risks and uncertainties described below are not the only risks and uncertainties that the Company faces. Additional risks and uncertainties of which the Company is not aware or that the Company currently believes to be immaterial may also adversely affect the Company's business, its exploration and development plans and activities, financial condition, results of operations or prospects. If any of the possible events described below occur, the Company's exploration and development plans and activities, business, financial condition, results of operations or prospects could be materially and adversely affected.

Cashflow and Liquidity: TVI does not currently generate any cash directly and is dependent on cash sources over which it does not have control. Specifically, TVI is currently dependent on the sale of portions of its interest in IGES shares and possible distributions from its joint venture investment in TVIRD. The securities of IGES were suspended from quotation on the ASX on January 20, 2020 and are not currently available to trade publicly but may continue to be traded off-market. While IGES is working to resolve the issue with the ASX and to again become relisted, there is no certainty as to when this relisting may occur. Of further note is the IGES announcement of June 19, 2020 through which IGES reported that a foreign entity that had invested in its projects received a consent judgement through the Supreme Court of NSW (Australia) on May 27, 2020 for A\$12.5 million and that a creditor's statutory demand has been placed against IGES that must be settled by December 4, 2020 (see "Investment in Integrated Green Energy Solutions Ltd."). This creditor's statutory demand may further delay IGES' efforts to relist.

Distributions from its joint venture in TVIRD currently require that TVIRD provide prior notice to China Banking Corporation certifying that TVIRD is in compliance with various terms associated with the Facility provided in relation to Balabag. Failure of TVIRD to comply with the various terms of the Omnibus Loan and Surety Agreement with China Banking Corporation and to thereby be able to declare and pay dividends could have a material and adverse effect on the Company.

At December 31, 2019 the Company had accumulated losses of \$22.6 million since inception (December 31, 2018 - \$19.0 million), a working capital deficiency of \$0.5 million (December 31, 2018 - surplus of \$1.6 million) and reported a net loss for the twelve months ended December 31, 2019 of \$3.6 million (December 31, 2018 - \$5.1 million net income). These conditions indicate a material uncertainty which lends significant doubt about the Company's ability to continue as a going concern.

Risk on Investments and applicable to Joint Ventures: In its joint venture investments in TVIRD, investment in equity securities in IGES and equity investments in Mindoro, as well as in its subsidiaries TG World, TVI Limited, TVI Marketing, TVI Asia-Pacific and TVI Minerals, TVI is exposed to the risk that it may not realize the expected returns from these investments. TVI and its management do not control the actions of these companies and projected cash flows from these investments may change depending on the outcome of the projects and movements in the share price of the equity investments in IGES and Mindoro. Market value of the shares may decline, affecting the valuation of the investments and any related derivatives. Losses may also be incurred by TVIRD that would require a write-down in the value of TVI's investment. TVI does not have control over TVIRD's efforts to list on the PSE and TVIRD's listing efforts are subject to approval by the PSE and SEC and are also affected by general market conditions and investor sentiment. Similarly, TVI does not have control over its joint venture partner in TVIRD and failure of the Company's joint venture partner to meet their contractual obligations and commitments to TVIRD or to third parties in respect of TVIRD could have a material and adverse effect on the Company. The Company may experience disputes or disagreements within the joint venture and, if any were to arise, such could be time-consuming, costly and distracting for the Company and could also disrupt the timely progress of development of projects or even result in the loss of a project. The occurrence of any of the foregoing could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

As at March 31, 2014, the carrying value of TVI's investment in Mindoro was fully written-down as a result of recognizing TVI's share in the losses of Mindoro. As for the value of investment in TVIRD, this continues to be adjusted at each reporting period by TVI's share in the income or loss of the joint venture.

Property Competition: Competition in the mining industry may adversely affect the Company. There are large and well established mining companies, many of which have greater technical and financial resources in the worldwide market. Competition in the mining industry is primarily for: (i) properties which can be developed and can produce economically; (ii) the technical expertise to find, develop, and operate such properties; (iii) labour to operate the properties; and (iv) capital to fund such properties. Such competition may result in the Company being unable to acquire desired properties on terms it considers acceptable, to recruit or retain qualified employees or to acquire the capital necessary to fund its operations and develop its properties. Accordingly, there can be no assurance that TVI will acquire any interest in additional operations that would yield reserves or result in commercial mining operations and the Company's inability to compete with other mining companies for these resources could have a material adverse effect on TVI's business, financial condition, results of operations or prospects. As many competitors also conduct refining and marketing operations on a worldwide basis in addition to their exploration and mining activities, the Company may also compete with such mining companies in refining and marketing its products to international markets.

Exploration, Development and Operating Risks: The exploration for and development of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by TVI or TVIRD, in which it holds a 30.66% equity interest, will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use,

importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in TVI not receiving an adequate return on invested capital.

Mining operations generally involve a high degree of risk. Any future operations will be subject to all the hazards and risks normally encountered in the exploration, development and production of ore, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, 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 and possible legal liability. Although adequate precautions to minimize risk will be taken, milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability.

TVI may or may not be able to insure against these hazards or to cover its risks at economically feasible premiums. This may result in destruction of mines and other facilities, damage to life and property, environmental damage, delayed production, increased production and exploration costs, and possible legal liability for any and all damages. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Losses from these events may cause the Company to incur significant costs which could have a material adverse effect on TVI's business, financial condition, results of operations or prospects.

Government Regulations: Mining operations, including exploration drilling programs, require permits from state or federal governments. Any exploration, development or mining operations carried on by the Company and TVIRD will be subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. The Company cannot predict whether or not such legislation, policies or controls, as presently in effect, will remain so, and any changes therein (for example, significant new royalties or taxes), which are completely outside the control of the Company, may materially adversely affect the ability of the Company to continue its planned business within any such jurisdictions. The Company may be unable to obtain permits on reasonable terms in the future, on terms that provide the Company sufficient resources to develop its properties, or at all. Even if the Company is able to obtain such permits, the time and funding required by the permitting process is significant. If the Company cannot obtain or maintain the necessary permits, or if there is a delay in receiving these permits, the timetable and business plan for exploration, if any, will be adversely affected, which may adversely affect its results of operations, financial condition and cash flow. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions which could have a material adverse effect on TVI's business, financial condition, results of operations or prospects.

Environmental Protection: The mining and mineral processing industries are subject to extensive government regulations for the protection of the environment, including regulations relating to air and water quality, mine reclamation, solid and hazardous waste handling and disposal and the promotion of occupational health and safety. These laws, regulations and the governmental policies for implementation of such laws and regulations are constantly changing and are generally becoming more restrictive. The costs associated with compliance with these laws and regulations are substantial and possible future laws and regulations and changes to existing laws and regulations (including the imposition of higher taxes and mining royalties) could cause additional expense or capital expenditure, or result in restrictions or delays in the Company's development plans. TVI cannot give any assurance that, notwithstanding its precautions, breaches of environmental laws, whether inadvertent or not, or environmental pollution, will not occur. In the event of environmental misconduct, the Company's rights to develop certain mineral interests may be canceled or suspended and result also in possible fines, penalties or other civil or criminal sanctions as well as lawsuits, all of which could have a material adverse effect on TVI's business, financial condition, results of operations or prospects.

Capital Investment: The ability of the Company to acquire an interest in and perform exploration and development of an exploration property will be dependent upon its ability to raise significant additional financing. There is no assurance that adequate financing will be available to the Company or that the terms of such financing will be favourable.

Price Volatility: Even if TVI discovers commercial quantities of mineral resources, there is no assurance that a profitable market will exist for the sale of such resources. Factors beyond the control of TVI may affect the marketability of any minerals discovered. There are several factors that may impact the volatility of metal prices including, but not limited to, international economic and political trends; global weather or geological disruptions; inflation or deflation; interest rates; global and regional supply, demand and consumption patterns; currency exchange fluctuations; speculative activities; and increased production due to improved mining and production methods.

Dependence Upon Others and Key Personnel: The success of the Company's operations will depend upon numerous factors, many of which are beyond the Company's control, including (i) the ability of the Company to enter into strategic alliances through a combination of one or more joint ventures, mergers or acquisition transactions; and (ii) the ability to attract and retain additional key personnel in exploration, mine development, sales, marketing, technical support and finance. These and other factors will require the use of outside suppliers as well as the talents and efforts of the Company's management. TVI believes that it has been successful in recruiting excellent personnel to meet its corporate objectives. As TVI grows, it will require additional key financial, administrative, operational, marketing and investor relations personnel. Although TVI believes that it will be successful in attracting and retaining qualified personnel, there can be no assurance of such success.

Current Global Financial Conditions: Financial markets globally have been subject to increased volatility. Access to financing has been negatively impacted by liquidity crises throughout the world. These factors may impact the ability of the Company to obtain loans and other credit facilities in the future and, if obtained, on terms favourable to the Company. If these increased levels of volatility and market turmoil continue, the Company may not be able to secure appropriate debt or equity financing, any of which could affect the trading price of the Company's securities in an adverse manner.

COVID-19 Estimation Uncertainty: In March 2020, the World Health Organization declared a global pandemic related to COVID-19. The current and expected impacts on global commerce are expected to be far-reaching. To date there have been significant stock market declines and volatility, significant volatility in commodity and foreign exchange markets, restrictions on the conduct of business in many jurisdictions and the global movement of people and some goods has become restricted. There is significant ongoing uncertainty surrounding COVID-19 and the extent and duration of the impacts that it may have on the Company and its investments, in particular both TVIRD and IGES, with respect to current and planned exploration and development programs, demand on suppliers, on employees, and on global financial markets. While TVI and TVIRD have no suspected or diagnosed cases of the COVID-19 virus at its sites or offices, the Company cannot provide any assurance that it and its investments will not be adversely affected by the COVID-19 virus, whether directly or indirectly. The Company and TVIRD have made efforts to safeguard the health of employees and are monitoring the situation and following guidance from public health officials in all respective jurisdictions. Countries in which the Company operates and also holds investments, namely Canada, the Philippines and Australia, have declared full or partial country-wide lock downs. The potential inability for a prolonged period of time of employees, contractors and other personnel to continue to work on the projects as well as potential delays in the supply chain as a result of the COVID-19 pandemic may materially delay or affect the development of projects. As well, should the COVID-19 virus be contracted by any person working at any projects of the Company or its investments, such an event may cause a halt, delay or even an entire suspension of development activities until such time as the project's workforce can be quarantined and cleared. Any such events could have a material adverse effect on TVI's business and financial condition.

Investment in TVI Resource Development (Phils.), Inc. (TVIRD)

TVIRD is a private Philippine resource company responsible for putting the first foreign-invested mine into production after the passage of the Philippine Mining Act of 1995. This was the Canatuan mine which produced over 105,200 ounces of gold and 1.8 million ounces of silver from 2004 to 2008 and 199,778 dry metric tonnes of copper concentrate and 30,548 dry metric tonnes of zinc concentrate from 2009 to 2014. During the 10-year period in which the Canatuan gold-silver and copper-zinc mines were in production, TVIRD generated over US\$479 million in revenues. TVIRD's Canatuan mining operations also received multiple prestigious awards from the annual Philippine PMIEA ceremony and established TVIRD as a preeminent mining company committed to the highest levels of safety, environmental stewardship and sustainable development.

As at the date of this AIF, Canatuan is in the process of completing its final rehabilitation activities under the supervision of the MMT that includes members of the LGU, representatives of the local community, the municipal and provincial government, and the DENR (as representatives of the national government).



Canatuan Sulphide Dam – November 2012.



Canatuan Sulfide Dam – June 2020

TVI announced on November 22, 2019 that TVIRD had determined to advance Balabag towards commercial production and was progressing with various development works. This followed TVI's announcement on October 22, 2019 that TVIRD had closed an Omnibus Loan and Surety Agreement with China Banking Corporation, providing for a US \$28.5 million principal amount 5-year term loan facility (the "Facility") to finance development activities at Balabag and on October 24, 2019 that TVIRD had completed its first drawdown (US \$6 million) under the Facility to finance Balabag development works. On May 12, 2020, TVI announced that TVIRD had completed its seventh and final drawdown (US \$6.5 million) under the Facility.

The Company does not currently have any spending commitments with respect to Balabag whatsoever. TVIRD is not funded by new shareholder capital or shareholder loans and TVIRD does not have the contractual right to compel the Company to provide any funding. Balabag construction and development is currently financed by the previously described Facility while all prior development works were funded by internally generated funds of TVIRD. The plant from the former Canatuan processing plant has also been decommissioned, fully rehabilitated and is undergoing installation at Balabag so as to reduce overall capital expenditures. Further to the Company's press release of November 22, 2019, in which the Company announced the withdrawal of the scientific and technical disclosure set out in the Technical Report entitled "NI 43-101 Technical Report: Balabag Gold and Silver Project, Balabag, Depore, Zamboanga del Sur, Philippines" and filed on October 18, 2019, the Company wishes to clarify that in making the decision to put Balabag into production, TVIRD, a Philippine corporation that the Company does not control, relied exclusively on technical and economic analysis prepared under Philippine regulations and did not rely on TVI's October 18 report or any feasibility study classifying mineral reserves

prepared in accordance with NI 43-101. Historically such projects have a much higher risk of economic and technical failure.

Development works at Balabag have continued to progress as reflected in the following photos:



Aerial view of Mill Plant Site of the Balabag Gold Project on January 27, 2020.



Aerial view of the Mill Plant Site of the Balabag Gold Project on May 31, 2020.

Project development has continued at Balabag amidst the COVID-19 pandemic as TVIRD has continued its focus to ensure that all staff are aware of and adhering to COVID-19 precautionary measures. Required materials and supplies continue to arrive to site and construction to date has been ongoing and has progressed satisfactorily.

TVIRD holds a 60% interest in and is operator of the Agata direct shipping Nickel/Iron project, Agata Mining Ventures Inc. ("AMVI"), which commenced operations in October 2014 and includes also Mindoro (15%) and Minimax (25%). AMVI has completed a total project-to-date of 269 shipments of 14.62 million wet metric tonnes through to May 31, 2020. The Agata site is situated in a 4,995 hectare MPSA area located in the adjacent municipalities of Tubay, Jabonga and Santiago in Agusan del Norte province where AMVI is continuing to also evaluate as at the date of this AIF the feasibility of commencing a limestone DSO operation or producing hydrated lime and a higher value ground calcium carbonate product marketable to the paper and plastics industries in Asia and has commenced the ECC process in February 2020. Attention to health and safety has also continued to be a key priority at Agata where no disruption in the profitable activities of direct shipping Nickel/Iron mineralized material has been experienced as a result of the COVID-19 pandemic.

Up to the end of 2013, TVI's 40% interest in TVIRD was held indirectly through its 100% owned subsidiary TVI International Marketing Limited and the remaining 60% interest was split 20% by an independent Philippine director of TVIRD and 40% by a Philippine management company. While TVI did not hold a majority interest, it held Class B shares entitled to a 95% economic interest in TVIRD after payment of a preferred dividend to Class A shares and was the sole entity able to govern TVIRD's strategic operating, investing and financing policies. TVI was therefore able, up to the end of 2013, to consolidate TVIRD as a subsidiary within its financial statements and report revenues and cash flows.

Following completion in 2014 of the Transactions between TVI and PRHI in which TVI's indirect 40% interest in TVIRD was reduced to 30.66%, management determined that TVI no longer had control in TVIRD due to the reduction of interest and by virtue of an agreement with PRHI which requires unanimous consent from both parties on decisions concerning relevant activities, resulting in joint control. Consequently, TVIRD and EDCO were deconsolidated from TVI's financial statements. The retained interest of approximately 30.66% has subsequently been considered an investment in joint venture to be accounted for using the equity method in the consolidated financial statements. As such, TVI has, since the end of 2013, not reported any revenues and cash flows of TVIRD directly within its own financial statements but rather adjusts its investment in TVIRD, as recorded on its balance sheet as an investment in joint venture, at each reporting period for its share of net income or net loss of TVIRD.

As part of PRHI's 2013 agreement to invest in TVI and TVIRD, the parties agreed that TVIRD would seek a listing on the PSE following completion of the Transactions. But due primarily to the uncertain environment in which the Philippine mining industry has operated since the nationwide audit of metallic mines was ordered by the DENR Secretary under the Duterte Administration that came into power in June 2016, TVIRD has placed all activities relating to its proposed listing on the PSE and IPO on hold.

TVIRD has issued the following cash dividends to date, all of which have been received by TVI Marketing as the direct shareholder of TVI's 30.66% interest in TVIRD:

Date Received	Total TVIRD Dividend Declared		Total TVI International Marketing Share			
	PHP (millions)	\$ (thousands)	Prior to Philippine Dividend Tax		Net of Philippine Dividend Tax	
			PHP (millions)	\$ (thousands)	PHP (millions)	\$ (thousands)
February 22, 2017	30.0	\$ 789.1	9.2	\$ 242.0	7.8	\$ 205.7
May 15, 2017	30.0	\$ 821.4	9.2	\$ 251.9	7.8	\$ 214.1
August 15, 2017	40.0	\$ 1,006.1	12.3	\$ 306.8	10.4	\$ 260.8
October 5, 2017	35.0	\$ 860.5	10.7	\$ 263.9	9.1	\$ 224.3
December 13, 2017	50.0	\$ 1,270.5	15.3	\$ 389.6	13.0	\$ 331.2
Total 2017 Dividends	185.0	\$ 4,747.6	56.7	\$ 1,454.2	48.2	\$ 1,236.1
April 23, 2018	30.0	\$ 737.1	9.2	\$ 226.0	7.8	\$ 192.1
July 10, 2018	30.0	\$ 738.0	9.2	\$ 226.3	7.8	\$ 192.3
Total 2018 Dividends	60.0	\$ 1,475.1	18.4	\$ 452.3	15.6	\$ 384.4
March 28, 2019	30.0	\$ 764.8	9.2	\$ 234.5	7.8	\$ 199.3
October 18, 2019	30.0	\$ 769.1	9.2	\$ 235.8	7.8	\$ 200.4
Total 2019 Dividends	60.0	\$ 1,533.9	18.4	\$ 470.3	15.6	\$ 399.7
Total Dividends	305.0	\$ 7,756.6	93.5	\$ 2,376.7	79.5	\$ 2,020.3

Withholding tax is 15%

All dividends received by TVI Marketing from TVIRD have been transferred through to TVI as a repayment of intercompany advances. TVI cannot independently control the declaration and payment of dividends from TVIRD as such decision requires both joint venture partners to approve. The Omnibus Loan and Surety Agreement concluded with China Banking Corporation and announced by TVI Pacific on October 22, 2019 does not preclude the declaration and payment of dividends by TVIRD but does require that TVIRD provide prior notice to China Banking Corporation certifying that TVIRD is in compliance with various terms associated with the Facility provided in relation to Balabag.

For more information on TVIRD and its projects, please visit www.tvird.com.ph.

Investment in Mindoro Resources Ltd.

During the third quarter of 2012, TVI entered into a HOA with Mindoro, a NEX listed issuer who is engaged in mineral exploration in the Philippines and who owns a 15% equity interest in AMVI. The HOA, dated July 6, 2012, set out the terms of various proposed transactions that initially resulted in TVI acquiring ownership and control of 18,779,353 Mindoro shares on September 28, 2012, as well as an equal number of warrants entitling TVI to purchase shares at a price of \$0.10 per share. The warrants have since expired on September 28, 2017 but the 18,779,353 shares of Mindoro acquired through this transaction continue to be held by TVI as at the date of this AIF.

On October 10, 2012, TVI announced that it completed the purchase of an additional 24,000,000 units of Mindoro at an aggregate purchase price of \$1.2 million (\$0.05 per Unit). Each Unit consisted of one common share in the capital of Mindoro and one Common Share purchase warrant, and increased TVI's direct equity interest in Mindoro to 14.4%. The purchase warrants have since also expired on October 10, 2017 but the total 42,779,353 shares of Mindoro acquired through the transactions in September 2012 and October 2012 continue to be held by TVI as at the date of this AIF.

The TSX-Venture Exchange announced on July 6, 2016, that Mindoro had been halted from trading for failure to pay their annual sustaining listing fees and announced further on January 26, 2018, that it had not maintained the requirements for a TSX Venture Exchange Tier 2 company and its listing was therefore transferred to the NEX. The trading of common shares of the company continues to be suspended.

As of December 31, 2019, TVI had a 14.4% direct equity interest in Mindoro.

Investment in Integrated Green Energy Solutions Limited

On August 17, 2012, TVI entered a HOA with Integrated Green Energy Solutions Limited ("IGES"), an ASX listed issuer who was at that time exploring resource extraction opportunities in Papua New Guinea but has since changed its focus to the commercialization of technologies related to plastics-to-diesel conversion plants in Australia and internationally. The HOA set out the terms of various proposed transactions consisting of a loan to IGES and acquisition of equity interests by way of private placement undertaken in two tranches with IGES (or affiliates).

As at December 31, 2019, TVI had a 3.10% direct equity interest in IGES that has been reduced further to 2.97% as at the date of this AIF. TVI's interest in IGES has been reduced since its initial investment by the sale of IGES shares by the Company and the issue of additional shares by IGES to raise additional working capital and to fund business development. TVI's current interest in IGES has been derived as follows:

Date		Notes	IGES Investment Held by TVI Pacific			
			Cash Outlay	Share Price	Shares	Options
Aug.28.2012	Tranche 1 Share Subscription	(1)	AUD 884,000	AUD 0.3250	2,720,000	
May 03.2013	Tranche 2 Share Subscription	(1)	100,000	AUD 0.1750	571,429	
Dec.09.2013	Tranche 2 Share Subscription	(1)	315,000	AUD 0.1750	1,800,000	
Mar.26.2014	Tranche 2 Share Subscription	(1)	585,000	AUD 0.1750	3,342,857	
Mar.31.2015	Loan Conversion	(1),(2),(3),(5)	211,528	AUD 0.0625	3,384,451	3,384,451
Jul.31.2015	Loan Conversion	(1),(2),(4),(5)	188,472	AUD 0.0625	3,015,549	3,015,549
Jul.31.2015	Capital Promissory Note #1 - conversion	(1),(2),(5)	100,000	AUD 0.0725	1,379,311	1,379,310
Jul.31.2015	Capital Promissory Note #2 - conversion	(1),(2),(5)	100,000	AUD 0.0725	1,379,311	1,379,310
Jan-Dec.2018	Sale of IGES shares	(6)			(1,981,014)	
Jan-Dec.2019	Sale of IGES shares	(7), (8)			(3,345,153)	(9,158,621)
Jan-Jun.2020	Sale of IGES shares	(9)			(560,847)	
			AUD 2,484,000	AUD 0.2122	11,705,894	0

Notes:

- (1) Post 25:1 share consolidation of August 17, 2015. Cash Outlay and Share Price is reflected in actual A\$.
- (2) Loan was initially provided in August 2012 to IGES and changed to a convertible note on October 1, 2014.
- (3) Part conversion of loan as previously agreed with IGES on October 1, 2014, and approved by shareholders on March 31, 2015.
- (4) Conversion of remaining balance of loan previously agreed with IGES on October 1, 2014, and further approved by shareholders at EGM of July 30, 2015.
- (5) Options may be exercised at a conversion price of A\$0.20 at any time through to their expiry on December 31, 2019.
- (6) Shares sold at average share price of A\$0.446 for net proceeds of \$840,285.
- (7) Shares sold at average share price of A\$0.176 for net proceeds of \$536,309.
- (8) All options to acquire additional shares of IGES expired at December 31, 2019.
- (9) Shares sold at average share price of A\$0.228 for net proceeds of \$115,985.

Integrated Green Energy Pty Ltd ("IGE") entered a private placement with IGES on October 23, 2014, following an announcement on July 4, 2014, that Foyson had commenced exclusive negotiations for a strategic relationship

with IGE to acquire and fund the commercialization of its plastics-to-diesel technology. Foyson subsequently changed its name to FOY Group Limited on August 26, 2015 and on August 7, 2017 the company name was again changed to Integrated Green Energy Solutions Limited (“IGES”). Following receipt of shareholder approval on November 16, 2016 to restructure its business and change its focus from resource extraction to resource recovery through exploiting opportunities from three key technologies – namely: (i) plastics to fuel; (ii) biomass to fuel; and, (iii) biomass to energy/power – IGE proceeded to complete equity financing that resulted in the issue of 32,235,000 IGES shares and included also through a Business Sale Agreement with IGE the issue of 209,700,000 shares and 148,000,000 options to IGE in return for its Business Assets as outlined in the Replacement Prospectus of September 12, 2017. The relisting to the ASX was completed on January 30, 2018 and IGES securities were reinstated to official quotation from the commencement of trading on that date.

IGES announced on March 8, 2018, that it had commenced site work on its Amsterdam project and reported on October 1, 2019 that high-volume Near InfraRed technology to sort and separate plastics during the final stages of the waste sorting process had been largely assembled and was being stored offsite. A second 50 tonnes per day (TPD) module arrived in July 2019 and was scheduled for installation at that time to allow ramp-up to full capacity by November 2019, at which time production of finished product had been scheduled in preparation for the first offtake sale in December 2019.



Module as reported to be installed in Amsterdam with scaffolding in place for ancillary equipment installation (source: IGES news release of April 24, 2019).

Funding delays further hampered by the outset of the COVID-19 pandemic have reportedly stalled completion of the Amsterdam project and the global strategy previously announced by IGES to establish sites in key locations.

The securities of IGES were suspended from trading on the ASX on January 20, 2020, under Listing Rule 17.3 pending further enquiries by the ASX on issues of funding. ASX Listing Rule 17.3 indicates a suspension may be necessary to prevent a disorderly or uninformed market. The IGES share price at time of suspension of trading was A\$0.13 as compared to A\$0.16 at December 31, 2019. IGES has since issued several announcements to advise of continuing delays in anticipated funding making reference in part to obstacles encountered as a result of the COVID-19 pandemic and as at the date of this AIF the securities of IGES continue to be suspended from trading.

On June 19, 2020, IGES announced that Mac Wealth Holdings Pte Ltd (“MWH”), a foreign entity that invested A\$10 million into the IGES Amsterdam project, had received a consent judgement through the Supreme Court of NSW (Australia) on May 27, 2020 for A\$12.5 million plus costs. MWH subsequently served a creditor’s statutory demand on IGES on June 4, 2020, for which the final date to settle is December 4, 2020. This follows an earlier announcement by IGES on April 6, 2020, that all matters had been resolved between the parties on mutually beneficial terms at mediation held on April 2, 2020 and detailed in a Deed of Settlement and Release. IGES has further announced in their press release of June 19, 2020 that they expect the amount payable through the creditor’s statutory demand will be covered by their loan funding arrangements, both in terms of timing and amount.

On September 27, 2017, TVI resigned from its one director position that it held from December 27, 2014 (and previously from August 2012 to July 2013) on the Board of IGES in recognition of the substantial change in business and direction of IGES and that it no longer reflects the investment mandate of TVI, which is to invest in resource projects.

TG World Energy Corp.

On March 10, 2011, TVI acquired control of TG World, an international petroleum exploration and development company. Its major areas of focus were Alaska, Niger and the Philippines. Subsequently on November 9, 2011, the Company sold the Alaskan assets and in December 2011 withdrew from its Niger interests.

Philippine Offshore

Through TG World, TVI continues to hold a 12.5% equity interest in SC 54A in the Philippines. SC 54A is situated offshore, northwest of the Palawan islands, and contains several development-ready discoveries and mutually exclusive exploration targets. Project partners in SC 54A include project operator Nido at 42.4% working interest, IMC Oil and Gas Investments Ltd at 30.1% and Hague and London Oil B.V. at 15%. On August 6, 2017, a three-year moratorium that had included SC 54A and was granted by the Philippine DOE expired and was replaced by a three-year suspension that was granted through Force Majeure. The suspension runs through to August 5, 2020, unless the West Philippines Sea dispute is lifted prior to that time. The suspension continues to provide the joint venture sufficient time to study the development of the discovered marginal resources in the block. Once the suspension is lifted, the joint venture has the option to either enter sub-phase 7 with a commitment to drill one well or to relinquish SC 54A in good standing.

The suspension was granted after the DOE had previously approved the moratorium and three additional applications by the joint venture partners for 12-month extensions to Sub-phase 6 of SC 54A to allow the joint venture partners additional time to fully integrate the results of the exploration and development studies they have conducted, prior to electing to enter Sub-phase 7. These studies included analysis of the Tindalo results, the acquisition of 2D and 3D seismic data over the Lawaan-Libas Prospects, engineering studies targeting a development strategy for the three discovered fields on the SC 54A Block: Nido 1X1, Yakal and Tindalo, and most recently an exploration upside study.

TVI has fully written-down its investment in SC 54A during the year ended December 31, 2015.

ITEM 5: DIVIDENDS AND DISTRIBUTIONS

TVI has not declared or paid any dividends or distributions on its common shares since its incorporation and does not foresee the declaration or payment of any dividends or distributions on the common shares in the near term. Any decision to pay dividends or distributions on the common shares in the future will be made on the basis of TVI's earnings, financial requirements and other factors that the Board of Directors may consider appropriate in the circumstances.

ITEM 6: DESCRIPTION OF CAPITAL STRUCTURE

TVI is authorized to issue an unlimited number of common shares. Each common share carries the right to vote, right to dividends, as and when declared, and the right to receive the remaining assets of TVI on a dissolution or wind-up. TVI's outstanding common shares as at December 31, 2019 were 655,537,039. Additionally, an unlimited number of non-voting preferred shares issuable in series are authorized for issuance, of which none have been issued.

ITEM 7: MARKET FOR SECURITIES

The common shares of TVI were first listed on the TSX on September 15, 1995, under the symbol "**TVI**". As part of an ongoing initiative to reduce annual operating costs, TVI applied in July 2016 to voluntarily delist its common shares from the TSX and to list them on the TSX-V through the streamlined listing procedures of the TSX-V. The

transfer to the TSX-V was completed on August 2, 2016. TVI continues to be listed on the TSX-V under the symbol "TVI".

Trading Price and Volume

The following table provides the reported high and low trading prices (\$/share) and volume (shares) of trading of the common shares on the TSX-V by month during 2019:

Month	High	Low	Volume
January	0.010	0.005	2,778,074
February	0.010	0.005	6,646,492
March	0.015	0.005	5,187,725
April	0.010	0.005	946,933
May	0.015	0.010	1,709,394
June	0.020	0.010	2,256,790
July	0.005	0.005	2,753,739
August	0.010	0.005	3,762,912
September	0.008	0.005	2,757,024
October	0.010	0.005	15,862,696
November	0.010	0.005	13,228,512
December	0.010	0.005	3,616,837

On August 24, 2010, the common shares of TVI also commenced trading in the United States on the OTCQX Market's premium-tier, OTCQX International, under the symbol "TVIPF". On December 1, 2014, TVI moved its activity from the OTCQX to the OTCQB, and on December 31, 2015, TVI moved its listing from the OTCQB to the OTC Pink Sheets.

ITEM 8: ESCROWED SECURITIES

TVI does not have any securities subject to escrow or subject to any contractual restrictions on transfer.

ITEM 9: DIRECTOR AND EXECUTIVE OFFICERS

Name, Occupation and Security Holding

The following table sets out the names and municipalities of residence of the directors and executive officers of TVI, their positions and offices with TVI and their principal occupations during the last five years. The term of office of each director expires at the date of TVI's next Annual General Meeting of Shareholders.

Name and Municipality of Residence	Position(s) with the Corporation	Principal Occupation or Employment	Became a Director	Number and Percentage of Common Shares Owned or Controlled
Robert C. Armstrong Castle Rock, Colorado United States of America (2, 3)	Lead Director	President, Armstrong Associates International, LLC. (since 1998), a private company involved in the mining industry.	June 1998	9,337,744 1.42%

Name and Municipality of Residence	Position(s) with the Corporation	Principal Occupation or Employment	Became a Director	Number and Percentage of Common Shares Owned or Controlled
C. Brian Cramm Englewood, Colorado United States of America (1, 2)	Director	President, Number Sense Corp. (since July 2010), a private personal and business financial management services firm.	June 1997	420,698 <1%
Jan R. Horejsi Calgary, Alberta Canada (1, 2, 3)	Director	President, CEO, and a director of Shooting Star Petroleum Ltd. (since July 1983), a private oil and gas and investment company. Director and CEO, Jadex International Ltd. (from January 2001 to December 2012), an independent oil and gas exploration company.	December 1991	1,437,358 <1%
Clifford M. James Calgary, Alberta Canada	Chairman, President, Chief Executive Officer and Director	Chairman, President and Chief Executive Officer, TVI Pacific Inc. since January 1987, and Chairman of TVI Resource Development Phils, Inc. since 2006. In addition, Mr. James has served as President and Chief Executive Officer of Seajay Management Enterprises Ltd. (Seajay) since 1977 and President and CEO of Regent Parkway 3202 Management Inc. (Regent) since 2007, both of which are private management and investment companies. Director of FOY Group Limited (formerly Foyson Resources Limited and now renamed to Integrated Green Energy Solutions Limited), (August 2012 to July 2013, and December 2014 to September 2017), an ASX listed company engaged in the commercialization of technologies related to converting waste plastics to fuel in Australia and internationally. Director of Mindoro Resources Ltd. (October 2012 to August 2015) an Alberta incorporated company engaged in exploration in the Philippines.	January 1987	65,264,419 9.96% 6,859,608 held by Mr. James; 33,789,049 held by Seajay; 24,615,762 held by Regent
David Moscovitz Toronto, Ontario Canada (1, 3)	Director	Independent advisor since January 31, 2016, formerly Counsel, Dentons Canada LLP, formerly Fraser Milner Casgrain LLP (from 2007 until January 2016), a legal services firm. Prior thereto, Lawyer, Partner at Goodman and Carr LLP, a legal services firm. On January 31, 2016, Mr Moscovitz retired from Dentons. Mr Moscovitz is currently an independent advisor.	May 2011	717,541 <1%

Name and Municipality of Residence	Position(s) with the Corporation	Principal Occupation or Employment	Became a Director	Number and Percentage of Common Shares Owned or Controlled
Patrick B. Hanna	Vice President, Finance & Admin. and Chief Financial Officer	Officer of TVI Pacific Inc., formerly Director of Financial Excellence, Kazakhmys Copper Corporation, Kazakhstan (from September 2008 to July 2010). In addition, Mr. Hanna has served as Finance Director of Berezitovy Mine (Russia), High River Gold (from February 2006 to August 2008), General Director/Finance Director of JSC SeverTEK, a Russian oil & gas joint venture of Lukoil and Neste Oil (from March 2002 to December 2005), Vice President – Project Finance at Glencore’s Kazzinc mining interest (from September 1997 to June 1999), and Finance Director of Hurricane Kumkol Munai, a Kazakh oil & gas conglomerate (from March 1997 to June 1999). Mr. Hanna was previously also a Management Consultant with Ernst & Young (Russia & CIS) (from February 1995 to March 1997).	December 2010	0

Notes:

- ⁽¹⁾ Member of the Audit Committee.
- ⁽²⁾ Member of the Compensation Committee
- ⁽³⁾ Member of the Corporate Governance and Nominating Committee

As at June 30, 2020, directors and executive officers, as a group, beneficially own, or control, or direct, directly or indirectly an aggregate 11.77% of the total outstanding common shares. TVI also has a share option plan pursuant to which options may be granted to directors, officers, and employees of the Company. The options generally vest over a period of up to three years and expire no more than 5 years from the date of grant. At June 30, 2020, TVI had 41,350,000 options outstanding, of which 38,400,000 are held by directors and executive officers to acquire additional common shares. If all options to acquire common shares of TVI were to be fully exercised, TVI directors and executive officers, as a group, would beneficially own, or control, or direct, directly or indirectly an aggregate 16.58% of the total outstanding common shares.

Approval of a rolling option plan is an annual requirement of the TSX-V and TVI’s current stock option plan (the “Option Plan”) was last approved at the 2019 Annual Meeting of Shareholders. Under the Option Plan, the options will expire if not exercised by the later of: (i) the end of the option period; or (ii) if the expiry date occurs during a black-out period established under the Company’s Disclosure Policy, or within five business days thereafter, the date that is ten business days following the end of such black-out period, provided however that options will expire 60 days after the participant ceases to be a director, officer, employee or consultant of the Company or any of its subsidiaries by virtue of resignation and immediately if the participant is terminated for cause. As such, given the Company has been in a continuous black-out period through all of 2019 and through to the date of this AIF, stock options that had been originally scheduled to expire in May 2019 and June 2020 have been extended in accordance with the Option Plan.

Accordingly, TVI’s Directors and executive officers, as a group, continue to hold the following stock options to purchase up to the following numbers of common shares until the dates shown:

- a) 25,400,000 common shares exercisable at \$0.015 per Common Share that were initially to expire in May 2019 but for which the expiration date has been extended (fully vested) as provided in the shareholder approved Option Plan;

- b) 13,000,000 common shares exercisable at \$0.015 per Common Share that were initially to expire in June 2020 but for which the expiration date has been extended (fully vested) as provided in the shareholder approved Option Plan.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

A Management Cease Trade Order (the "MCTO") was issued by the Alberta Securities Commission on June 15, 2020 as a result of delays experienced by TVI in the filing of its: (i) Annual Financial Statements and associated MD&A (collectively, the "Annual Unfiled Documents"); and (ii) Interim Financial Statements and associated MD&A (the "Interim Unfiled Documents"). TVI filed the Unfiled Annual Documents contemporaneously with the filing of the AIF and expects to file the Unfiled Interim Documents on or about July 31, 2020. The MCTO applies to Mr. Clifford James (TVI's Chairman, President and CEO) and Patrick Hanna (TVI's Vice President, Finance & Administration, and CFO).

Other than the above-noted MCTO, and to the knowledge of TVI, no director or executive officer of TVI is, as at the date of this AIF, or was, within the 10 year period preceding the date of this AIF, a director, chief executive officer or chief financial officer of any issuer that: (i) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) 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, but which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer. For purposes of this paragraph, the term "order" means (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant issuer access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days.

As at the date of this AIF, TVI is on the list of defaulting reporting issuers maintained by the Alberta Securities Commission. TVI was added to that list as a result of the circumstances described in its November 22, 2019 news release and expects to be removed from that list following its filing of an updated technical report for the Balabag project.

To the knowledge also of TVI, no director, executive officer or security holder holding a sufficient number of securities of TVI to affect materially the control of TVI is as of the date of this AIF, or has been within the 10 year period preceding the date of this AIF, a director or executive officer of any issuer that, while such 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.

There were no: (i) penalties or sanctions imposed against TVI by a court relating to securities legislation or by a securities regulatory authority during the year ended December 31, 2019; or (ii) other penalties or sanctions imposed by a court or regulatory body against TVI that TVI believes would be considered important by a reasonable investor in making an investment decision. In addition, during the year ended December 31, 2019, no settlement agreements were entered into by TVI before a court relating to securities legislation or with a securities regulatory authority.

Conflicts of Interest

Certain Directors and officers of TVI are directors, officers and/or shareholders of other private and publicly listed companies, including companies that engage in mineral exploration and development and companies that hold Common Shares or other securities of TVI. To the extent that such other companies may participate in or be affected by ventures involving TVI, these Directors and officers of TVI may have conflicting interests in negotiating, settling and approving the terms of such ventures. Conflicts of interest affecting the Directors and officers of TVI

will be governed by TVI's "Code of Business Conduct and Ethics", the Articles of TVI and other applicable laws and relevant stock exchange policies and requirements. In the event that such a conflict of interest arises at a meeting of the Directors, a Director affected by the conflict must disclose the nature and extent of his interest and abstain from voting for or against matters concerning the matter in respect of which the conflict arises.

ITEM 10: PROMOTERS

TVI does not presently have, and has not had within the two most recently completed fiscal years or the current fiscal year, any promoters.

ITEM 11: LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

The Company is not currently, and has not been through the period, a party to any legal proceedings.

There have not been any penalties or sanctions imposed against TVI by a court relating to securities legislation or by a securities regulatory authority during the 2019 Fiscal Year, any other penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority that would likely be considered important to a reasonable investor making an investment decision, or any settlement agreements entered into by TVI before a court relating to securities legislation or with a securities regulatory authority during the 2019 Fiscal Year.

As at the date of this AIF, TVI is on the list of defaulting reporting issuers maintained by the Alberta Securities Commission. TVI was added to that list as a result of the circumstances described in its November 22, 2019 news release and expects to be removed from that list following its filing of an updated technical report for the Balabag project.

ITEM 12: INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as described below, there are no material interests, direct or indirect, of directors, executive-officers or any shareholder of the Company who beneficially owns, controls or directs, directly or indirectly, more than 10% of the outstanding common shares or any known associate or affiliate of such persons, in any transaction within the three most recently completed financial years that has materially affected or is reasonably expected to materially affect the Company.

As at June 30, 2020, Mr. James beneficially owns, or is deemed to beneficially own, 9.96% of the total number of issued and outstanding common shares. Assuming the exercise in full of equity instruments to acquire TVI common shares, Mr. James would beneficially own, or would be deemed to beneficially own, approximately 11.95% of the total number of issued and outstanding common shares.

ITEM 13: TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the common shares is Computershare Trust Company of Canada and its principal offices are in Calgary, Alberta and Toronto, Ontario.

ITEM 14: MATERIAL CONTRACTS

There are no material contracts (other than contracts entered into in the ordinary course of business, that are material to TVI and that are required to be filed under Section 12.2 of NI 51-102) that were entered into within the most recently completed financial year, or entered into before the most recently completed financial year, that are still in effect.

ITEM 15: NAMES AND INTERESTS OF EXPERTS

The persons or companies who are named as having prepared or certified a statement, report or valuation described or included in a filing, or referred to in a filing, made under NI 51-102 by the Company during, or relating to, the most recently completed financial year and whose profession or business gives authority to the statement, report or valuation made by the person or company are PricewaterhouseCoopers LLP (TVI's independent auditors), Clifford James (TVI's Chairman, President and CEO), Patrick Hanna (TVI's Vice President, Finance & Administration, and CFO) and Michael Bue (TVI's Qualified Person). PricewaterhouseCoopers LLP have performed the external audit of the consolidated financial statements for the fiscal year ended December 31, 2019.

Michael Bue, Bsc. Eng, M.Eng, P.Eng is acting as the Qualified Person in compliance with NI 43-101 Standards of Disclosure for Mineral Projects reporting requirements by virtue of his membership in the Professional Engineers of Ontario and Canadian Institute of Mining and Metallurgy. He has approved any reference to scientific and technical information contained in this document and has confirmed compliance with NI 43-101 requirements.

PricewaterhouseCoopers LLP are independent of the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of Alberta. Neither PricewaterhouseCoopers LLP nor any director, officer or employee of PricewaterhouseCoopers LLP is, or is expected to be, elected, appointed or employed as a director, officer or employee of the Company or of any associates or affiliates of TVI.

Interests of Experts

As at June 30, 2020, Clifford James, TVI's President and CEO, owns directly and indirectly 65,264,419 common shares and holds 18,000,000 options to purchase common shares of the Company (see Item 9: Directors and Executive Officers).

As at the date hereof, Patrick Hanna, TVI's Vice President, Finance & Administration, and CFO, holds 8,000,000 options to purchase common shares of the Company.

As at the date hereof, Michael Bue, TVI's Qualified Person, does not own any common shares or options to purchase common shares of TVI.

ITEM 16: ADDITIONAL INFORMATION

Information, including directors' and officers' remuneration and indebtedness, principal holders of the TVI's securities, options to purchase securities and interests of insiders in material transactions, will be contained in TVI's Management Proxy Circular for its next annual meeting of shareholders. Additional financial information is provided in TVI's financial statements for the year ended 2019 and the related management's discussion and analysis. A copy of such documents may be obtained upon request from the Chief Financial Officer of TVI or may be obtained online on the SEDAR site (www.sedar.com) maintained by the Canadian securities regulators.

Audit Committee Information

Pursuant to the provisions of Section 171 of the *Alberta Business Corporations Act* and applicable securities legislation, TVI is required to have an Audit Committee comprised of at least three directors, all of whom, subject to certain specific exceptions, must be independent and financially literate. For purposes of NI 52-110, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer's financial statements.

Composition of the Audit Committee

Member	Independent/Not Independent	Financially Literate/Not Financially Literate
C. Brian Cramm, Chairman	Independent	Financially literate ⁽¹⁾
Jan R. Horejsi	Independent	Financially literate ⁽¹⁾
David Moscovitz	Independent	Financially literate ⁽¹⁾

Notes:

⁽¹⁾ As defined by National Instrument 52-110.

Relevant Education and Experience

In addition to each member's general business experience, the education and experience of each Committee member that is relevant to the performance of his responsibilities as a Committee member is as follows:

Member	Experience and Education
C. Brian Cramm	Mr. Cramm has served as Chief Financial Officer, Vice President Corporate Development, and Executive Vice President for several senior and junior gold mining and exploration companies, both in the private and public sectors, including General Minerals Corporation and Echo Bay Mines Ltd. Mr. Cramm also served as a contract President & CEO for a TSX-V listed company through his consulting company, Number Sense Corp. Mr. Cramm is a Chartered Professional Accountant (formerly known as a Certified Management Accountant) and has a BA in Finance from Regis University, a Denver, Colorado based Jesuit college.
Jan R. Horejsi	President, CEO, and a director of Shooting Star Petroleum Ltd. (since July 1983), a private oil and gas and investment company. Mr. Horejsi has extensive business, administrative and operating experience in the oil and gas industry. He holds a Bachelor of Science Degree in Geology from the University of Alberta.
David Moscovitz	Former Counsel, Dentons Canada LLP, formerly Fraser Milner Casgrain LLP (since 2007), a legal services firm. Prior thereto, Lawyer, Partner at Goodman and Carr LLP, a legal services firm. On January 31, 2016, Mr Moscovitz retired from Dentons. Mr Moscovitz is currently an independent advisor.

Audit Committee Oversight

At no time since incorporation was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

The Committee is mandated to pre-approve, in accordance with applicable law, any non-audit services and consider the impact of providing such services on the independence of the external audit. In no event can the external auditor undertake non-audit services prohibited by legislation or by professional standards.

External Auditor Service Fees (By Category)

The aggregate fees billed by TVI's external auditors in each of the last three fiscal years for service fees are as follows:

Financial Year Ending	Audit Fees	Tax Fees (1)	All Other Fees (2)
2019	\$ 133,281	\$ 3,645	\$ -
2018	\$ 130,680	\$ 3,653	\$ -
2017	\$ 135,924	\$ 1,539	\$ -

Notes:

(1) Fees charged for tax compliance, tax advice and tax planning services.

(2) Fees for services other than disclosed in any other column.

The reported service fees reflect the year services were provided rather than the year respective invoices for service fees were received or paid, and do not include any additional out-of-pockets expenses incurred by the external auditor and applicable local taxes.

APPENDIX 1 - AUDIT COMMITTEE CHARTER

1. General

The Board of Directors (the "Board") of TVI Pacific Inc. (the "Corporation") has established an Audit Committee (the "Committee") to assist the Board in fulfilling its oversight responsibilities regarding:

- a) the accuracy and completeness of the Corporation's financial statements;
- b) the internal control and financial reporting systems of the Corporation;
- c) the selection and activities of the Corporation's external auditor;
- d) risk management;
- e) the Corporation's compliance with legal and regulatory requirements, and
- f) any additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

2. Members

The Board will in each year appoint a minimum of three (3) directors of the Corporation as members of the Committee. All members of the Committee shall be independent directors.

All members of the Committee shall be financially literate. While the Board shall determine the definition of and criteria for financial literacy, this shall, at a minimum, include the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

Directors who are not members of the Committee may attend all or any part of meetings of the Committee but shall not vote.

3. Duties

The Committee shall have the following duties:

a) Financial Reporting and Disclosure

- i. *Audited Annual Financial Statements*: Review the audited annual financial statements as prepared by management in conjunction with the external auditors, related management discussion and analysis ("MD&A") and earnings press releases for submission to the Board for approval.
- ii. *Quarterly Review*: Review the unaudited quarterly financial statements, the related MD&A and earnings press releases for submission to the Board for approval.
- iii. *Significant Accounting Practices and Disclosure Issues*: Review with management and the external auditor significant accounting practices employed by the Corporation and disclosure issues, including complex or unusual transactions, judgmental areas such as reserves or estimates, significant changes to accounting principles, and alternative treatments under Canadian GAAP for material transactions. This review process shall be undertaken in order to have reasonable assurance that the financial statements are complete, do not contain any misrepresentations, and present fairly the Corporation's financial position and the results of its operations in accordance with Canadian GAAP.
- iv. *Compliance*: Confirm through discussions with management that Canadian GAAP and all applicable laws or regulations related to financial reporting and disclosure have been complied with.
- v. *Legal Events*: Review any actual or anticipated litigation or other events, including tax assessments, which could have a material current or future effect on the Corporation's

financial statements, and the manner in which these have been disclosed in the financial statements.

- vi. *Off-Balance-Sheet Transactions:* Discuss with management the effect of any off-balance sheet transactions, arrangements, obligations and other relationships with unconsolidated entities or other persons that may have a material current or future effect on the Corporation's financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources, or significant components or revenues and expenses.
- vii. *Disclosure Procedures:* Satisfy itself that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted from the Corporation's financial statements and periodically assess the adequacy of those procedures.

b) Oversight of Internal Controls

- i. *Review and Assessment:* Review and assess the adequacy and effectiveness of the Corporation's system of internal control and management information systems through discussions with management and the external auditor.
- ii. *Oversight:* Oversee system of internal control, by:
 - Consulting with the external auditor regarding the adequacy of the Corporation's internal controls;
 - Monitoring policies and procedures for internal accounting, financial control and management information, electronic data control and computer security;
 - Obtaining from management adequate assurances that all statutory payments and withholdings have been made; and
 - Taking other actions as considered necessary.
- iii. *Fraud:* Oversee investigations of alleged fraud and illegality relating to the Corporation's finances and any resulting actions.
- iv. *Complaints:* Establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters, and for the protection from retaliation of those who report such complaints in good faith.

c) External Audit

- i. *Appointment or Replacement:* Recommend the appointment or replacement of the external auditor to the Board, for the Board's consideration.
- ii. *Oversight:* Oversee the work of the external auditor engaged to prepare or issue an audit report or perform other audit, review or attestation services.
- iii. *Compensation:* Review with management, and make recommendations to the Board, regarding the compensation of the external auditor. In making a recommendation with respect to compensation, the Committee shall consider, in addition to such other matters as it thinks fit, the size, complexity and financial condition of the Corporation.
- iv. *Reporting Relationships:* The external auditor will report directly to the Committee and the Committee will have the authority to require the external auditor to so report.
- v. *Performance:* Review with management the terms of the external auditor's engagement, accountability, experience, qualifications and performance and evaluate the performance of the external auditor.
- vi. *Transition:* Review management's plans for an orderly transition to a new external auditor, if required.
- vii. *Audit Plan:* Review the audit plan and scope of the external audit with the external auditor and management, and consider the nature and scope of the planned audit procedures.

- viii. *Audit Plan Changes:* Discuss with the external auditor any significant changes required in the approach or scope of their audit plan, management's handling of any proposed adjustments identified by the external auditor, and any actions or inactions by management that limited or restricted the scope of their work.
- ix. *Review of Results:* Review, independently from management and without management present, the results of the annual external audit, the audit report thereon and the auditor's review of the related MD&A, and discuss with the external auditor the quality (not just the acceptability) of accounting principles used, any alternative treatments of financial information that have been discussed with management, the ramifications of their use and the auditor's preferred treatment, and any other material communications with management.
- x. *Disagreements with Management:* Resolve any disagreements between management and the external auditor regarding financial reporting.
- xi. *Material Written Communications:* Review all other material written communications between the external auditor and management, including the post-audit management letter containing the recommendations of the external auditor, management's response and, subsequently, follow up identified weaknesses.
- xii. *Interim Financial Statements:* Engage the external auditor to read all interim financial statements and MD&A and report the compliance with reporting requirements. Review the results of the auditor's findings of the interim financial statements and the related MD&A independent of and without management present.
- xiii. *Other Audit Matters:* Review any other matters related to the external audit that are to be communicated to the Committee under generally accepted auditing standards or that relate to the external auditor.
- xiv. *Meeting with External Auditor:* Meet with the external auditor independently from management and without management present (1) at least annually to discuss and review specific issues; and (2) as appropriate with respect to any significant matters that the auditor may wish to bring to the Committee for its consideration.
- xv. *Correspondence:* Review with management and the external auditor any correspondence with regulators or governmental agencies, employee complaints or published reports that raise material issues regarding the Corporation's financial statements or accounting policies.
- xvi. *Independence:* At least annually, and before the external auditor issues its report on the annual financial statements, review and confirm the independence of the external auditor through discussions with the auditor on their relationship with the Corporation, including details of all non-audit services provided. Consider the safeguards implemented by the external auditor to minimize any threats to their independence, and take action to eliminate all factors that might impair, or be perceived to impair, the independence of the external auditor. Consider the number of years the lead audit partner has been assigned to the Corporation, and consider whether it is appropriate to recommend to the Board a policy of rotating the lead audit partner more frequently than every five years, as is required under the rules of the Canadian Public Accountability Board.
- xvii. *Non-Audit/Audit Services:* Pre-approve, in accordance with applicable law, any non-audit services to be provided to the Corporation by the external auditor, with reference to compatibility of the service with the external auditor's independence.
- xviii. *Hiring Policies:* Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor.

d) Risk Management

Review and assess the adequacy of the Corporation's risk management policies and procedures with respect to the Corporation's principal business risks. Review and assess the adequacy of the

implementation of appropriate systems to mitigate and manage the risks, and report regularly to the Board. Review the Corporation's insurance program.

e) Regulatory Compliance

Review with management the Corporation's relationship with regulators and the timeliness and accuracy of Corporation filings with regulatory authorities.

f) Related Party Transactions

Review with management all related party transactions and the development of policies and procedures related to those transactions.

g) Board Relationship and Reporting

- i. *Adequacy of Charter:* Review and assess the adequacy of the Committee Charter annually and submit such amendments as the Committee proposes to the Board.
- ii. *Disclosure:* Oversee appropriate disclosure of the Committee's Charter, and other information required to be disclosed by applicable legislation, in the Corporation's Annual Information Form and all other applicable disclosure documents, including any management information circular distributed in connection with the solicitation of proxies from the Corporation's security holders.
- iii. *Reporting:* Report regularly to the Board on Committee activities, issues and related recommendations.

4. Chair

The Board will in each year appoint the Chair of the Committee. The Chair shall be financially literate. In the Chair's absence, or if the position is vacant, the Committee may select another member as Chair. The Chair will have the right to exercise all powers of the Committee between meetings but will attempt to involve all other members as appropriate prior to the exercise of any powers and will, in any event, advise all other members of any decisions made or powers exercised.

5. Meetings

The Committee shall meet at the request of its Chair, but in any event it will meet at least four times a year. Notices calling meetings shall be sent to all Committee members, to the CEO of the Corporation, to the Chair of the Board and to all other directors. The external auditor or any member of the Committee may call a meeting of the Committee.

6. Quorum

A majority of members of the Committee, present in person, by teleconference, or by videoconference will constitute a quorum.

7. Removal and Vacancy

A member may resign from the Committee, and may be removed and replaced at any time by the Board, and will automatically cease to be a member as soon as the member ceases to be a director. The Board will fill vacancies in the Committee by appointment from among the directors of the Board in accordance with Section 2 of this Charter. Subject to quorum requirements, if a vacancy exists on the Committee, the remaining members will exercise all its powers.

8. Experts and Advisors

In order to carry out its duties, the Committee may retain or appoint, at the Corporation's expense, such independent counsel and other experts and advisors as it deems necessary. The Committee shall provide notice to the Governance Committee of its actions in this regard.

9. Access

The Committee may have access to and direct contact with any employee, contractor, supplier, customer or other person that is engaged in any business relationship with the Corporation to confirm information or to investigate any matter within the mandate of the Committee.

10. Secretary and Minutes

The Chair of the Committee shall appoint a secretary for each meeting to keep minutes of such meeting. The minutes of the Committee will be in writing and duly entered into the books of the Corporation. The minutes of the Committee will be circulated to all members of the Board.