

FORM 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

**Item 1 – Security and Reporting Issuer**

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

**This report relates to the common shares (“Common Shares”) in the capital of:**

**TVI Pacific Inc. (the “Issuer”)  
505 2nd St. Sw  
Suite 600  
Calgary, Alberta  
T2P 1N8**

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

**Not applicable.**

**Item 2 – Identity of the Acquiror**

- 2.1 State the name and address of the acquiror.

**Prime Resources Holdings, Inc. (“PRHI”)  
3L Starmall Las Pinas, CV Starr Avenue, Philamlife Village,  
Pamplona, Las Pinas City, Metro Manila, Philippines**

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

**The requirement to file this report was triggered on August 15, 2023 pursuant to the closing of the Issuer’s previously announced non-brokered private placement to PRHI (the “Private Placement”) of Common Shares. Pursuant to the Private Placement, PRHI, acquired control and direction over 53,600,000 Common Shares in the capital of the Issuer at a subscription price of \$0.025 per Common Share for an aggregate subscription price of \$1,340,000. PRHI is a Philippine company which is controlled by Mr. Manual Paolo A. Villar.**

- 2.3 State the names of any joint actors.

**Not applicable.**

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

- 3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.

**PRHI, acquired control and direction over 53,600,000 Common Shares, representing 7.5% of the issued and outstanding Common Shares of the Issuer**

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

**See Item 2.2 above.**

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

**Not applicable.**

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

**Immediately prior to the closing of the Private Placement, PRHI exercised control or direction over 33,333,333 Common Shares of the Issuer representing approximately 4.94% of the Common Shares prior to the closing of the Private Placement.**

**After giving effect to the Private Placement, PRHI, exercises control or direction over an aggregate of 86,933,333 Common Shares of the Issuer representing approximately 11.93% of the Common Shares.**

- 3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which:

- a. the acquiror, either alone or together with any joint actors, has ownership and control,

**See Items 2.2 and 3.4 above.**

- b. the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

**Not applicable.**

- c. the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

**Not applicable.**

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

**Not applicable.**

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

**Not applicable.**

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

**Not applicable.**

#### **Item 4 – Consideration Paid**

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

**See Item 2.2 above.**

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

**See Item 2.2 above.**

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

**Not applicable.**

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

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

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

**PRHI may, depending on market and other conditions, increase or decrease its beneficial ownership of Common Shares or other securities of the issuer whether in the open market, by privately negotiated agreement or otherwise.**

**Except as described herein, the acquiror has no current plans or intentions that relate to or would result in the items listed in (a) through (k) above. Depending on various factors including, without limitation, the Issuer's financial position, the price levels of the Common Shares, conditions in the securities markets and general economic and industry conditions, the acquiror or one or more of its joint actors may in the future engage in discussions with advisors to the Issuer, members of management or the board of directors of the Issuer and other stakeholders and potential stakeholders of the Issuer, with respect to the acquiror's plans concerning its investment in the Issuer. A transaction related to any such matters may result in one or more of the matters specified in items (a) through (k) above.**

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

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

**See Items 2.2 and 3.4 above.**

**The Issuer and PRHI entered into a customary standstill agreement and an investor rights agreement (the "IRA"), each dated August 15, 2023. Pursuant the IRA, provided it maintains the requisite ownership threshold, PRHI has the right, among other things, to nominate two designees to the board of directors of the Issuer and to certain pre-emptive rights. PRHI and Clifford M. James, the Chairman and CEO of the Issuer, also entered into a voting agreement on August 15, 2023 pursuant to which Mr. James has agreed to vote or cause to be voted all common shares of the Issuer beneficially owned, or over which control or direction is exercised, by Mr. James and his affiliates in favour of the PRHI's designees for election to the board of the issuer pursuant to the terms and conditions of that agreement.**

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

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

**Not applicable.**

#### **Item 8 – Exemption**

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

**Not applicable.**

#### **Item 9 – Certification**

Certificate

The undersigned, as the acquiror, certifies to the best of its knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated this 16<sup>th</sup> day of August, 2023.

**PRIME RESOURCES HOLDINGS, INC.**

*(signed) "Cynthia Marie S. Delfin"*

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**Cynthia Marie S. Delfin**  
**Authorized Signatory**