

**Form 62-103F1**

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

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

N/A

**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.*

**Condire Investors, LLC** (the “**Acquiror**”) has acquired control and direction over a total of **94,560,000** units of **Highland Copper Company Inc.** (the “**issuer**”) at a price of \$0.10 per unit (collectively, the “**Acquired Securities**”).

The issuer’s head office is: 1055 West Georgia Street, Suite 1500, Vancouver, B.C. V6E 4N7

*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.*

N/A

**Item 2 – Identity of the Acquiror**

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

Condire Investors, LLC  
2000 McKinney Avenue, Suite 2125  
Dallas, Texas, U.S.A.  
75201

The Acquiror is Condire Investors, LLC, an investment fund based in Dallas, Texas, U.S.A.

*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 acquiror acquired control and direction over the Securities on August 27, 2021 pursuant to a private placement at a price of \$0.10 per unit.

*2.3 State the names of any joint actors.*

N/A

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

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

The Acquiror acquired control and direction of the Acquired Securities on August 27, 2021 pursuant to a private placement. Immediately prior to the acquisition by the Acquiror of the Acquired Securities, it held 24,532,360 common shares of the issuer, representing 5.19% of the

472,933,689 common shares of the Issuer issued and outstanding prior to the closing of the private placement. As a result of the acquisition of the Acquired Securities, the Acquiror currently holds the following securities of the issuer :

- (a) 119,092,360 common shares, representing 16.41% of the 725,863,619 common shares of the issuer currently issued and outstanding; and
- (b) 47,280,000 share purchase warrants, each entitling the Acquiror to purchase one additional common share of the issuer at a price of \$0.18 per share until August 27, 2023.

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

The Acquiror acquired control and direction over the securities that triggered the requirement to file this report.

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

N/A

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

See item 3.1. above.

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

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

See item 3.1. above.

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

N/A

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

N/A

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.*

N/A

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.*

N/A

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

N/A

*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.*

N/A

#### **Item 4 – Consideration Paid**

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

The Acquiror acquired the Acquired Securities pursuant to a private placement at a price of \$0.10 per unit, for total consideration of \$9,456,000.

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

See item 1.1 above.

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

See item 1.1 above.

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

*State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer.*

The Acquiror acquired control and direction of the Acquired Securities for investment purposes.

Depending on market conditions and other factors, the acquiror may from time to time acquire and/or dispose of securities of the issuer or continue to hold its current positions.

#### **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.*

N/A

**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.*

N/A

**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”.*

N/A

**Item 9 – Certification**

**Certificate**

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

September 8, 2021

Date

(Signed) “Bradley J. Shisler”

Signature

Bradley J. Shisler  
A Managing Director of  
Condire Investors, LLC

Name/Title