A copy of this preliminary short form base shelf prospectus has been filed with the securities regulatory authorities in each of the provinces of Canada, other than the Province of Quebec, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for this short form base shelf prospectus is obtained from the securities regulatory authorities.

This short form base shelf prospectus has been filed under legislation in all provinces of Canada, other than the Province of Quebec, that permits certain information about these securities to be determined after this short form base shelf prospectus has become final and that permits the omission from this short form base shelf prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities.

*The offering of these securities has not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or the applicable securities laws of any state of the United States and, subject to certain exceptions, may not be offered, sold or otherwise disposed of, directly or indirectly, in the United States, its territories or possessions, any State of the United States or the District of Columbia (collectively, the "**United States**") except in transactions exempt from registration under the U.S. Securities Act and under the securities laws of any applicable state. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby in the United States. See "Plan of Distribution".*

***Information has been incorporated by reference in this short form base shelf prospectus from documents filed with securities commissions or similar authorities in Canada.** Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Marimaca Copper Corp. at Suite 1504, Cerro el Plomo 5420, Las Condes, Santiago, 7560742, Chile (Telephone: + 56 224317600) and are also available electronically at www.sedar.com.*

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

PRELIMINARY SHORT FORM BASE SHELF PROSPECTUS

New Issue December 11 , 2020

marimaca
COPPER CORP.

MARIMACA COPPER CORP.

$100,000,000

Common Shares
Warrants
Units
Subscription Receipts

Marimaca Copper Corp. (the "**Corporation**") may from time to time offer and issue (i) common shares ("**Common Shares**"), (ii) warrants ("**Warrants**") to purchase Common Shares, (iii) units ("**Units**") comprised of any combination of Common Shares or Warrants, and (iv) subscription receipts ("**Subscription Receipts**") exchangeable into any of the foregoing (Common Shares, Warrants, Units and Subscription Receipts are collectively referred to herein as the "**Securities**") with an aggregate offering price not to exceed $100,000,000 (or its equivalent in any other currency or currency unit used to denominate the Securities at the time of offering) during the 25 month period that this short form base shelf prospectus (this "**Prospectus**"), including any amendments hereto, remains valid.

The Corporation's registered and records office is located at the 25th Floor, 666 Burrard Street Vancouver, British Columbia V6C 2X8 and its head office is located at Suite 1504, Cerro el Plomo 5420, Las Condes, Santiago, 7560742, Chile.

The specific terms of the Securities in respect of which this Prospectus is being delivered will be set forth in an accompanying shelf prospectus supplement (a "**Prospectus Supplement**") and may include, where applicable, (i) in the case of Common Shares, the number of Common Shares offered, the offering price (in the event the offering is a fixed price distribution) or the manner of determining the offering price (in the event the offering is a non-fixed price distribution), whether the Common Shares are being offered for cash and any other specific terms, (ii) in the case of Warrants, the offering price or manner of determining the offering price, whether the Warrants are being offered for cash, the designation, the number and the terms of the Common Shares or other securities purchasable upon exercise of the Warrants, any procedures that will result in the adjustment of these numbers, the exercise price, the dates and periods of exercise and any other specific terms, (iii) in the case of Units, the number of Units offered, a description of the Units (including the Securities comprising the Units), the offering price or manner of determining the offering price, and any other specific terms and (iv) in the case of Subscription Receipts, the number of Subscription Receipts being offered, the offering price or manner of determining the offering price, whether the Subscription Receipts are being offered for cash, the Securities issuable in exchange for the Subscription Receipts, the release conditions in respect thereof, the procedures for the exchange of the Subscription Receipts for Securities and any other specific terms. Where required by statute, regulation or policy, and where Securities are offered in currencies other than Canadian dollars, appropriate disclosure of foreign exchange rates applicable to the offering price of the Securities will be included in the Prospectus Supplement describing the Securities.

All information omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus. Each Prospectus Supplement will be deemed to be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the applicable Prospectus Supplement and only for the purposes of the distribution of the Securities to which the applicable Prospectus Supplement pertains.

The outstanding Common Shares are listed on the Toronto Stock Exchange (the "**TSX**") under the symbol "MARI". **There is currently no market through which Securities, other than the Common Shares, may be sold and purchasers may not be able to resell such Securities purchased under this Prospectus. In the case of Securities other than Common Shares, this may affect the pricing of the Securities in the secondary market, the transparency and availability of trading prices, the liquidity of these Securities and the extent of issuer regulation. See "*Risk Factors*".**

This Prospectus constitutes a public offering of the Securities only in those jurisdictions where they may be lawfully offered for sale and only by persons permitted to sell the Securities in those jurisdictions. The Corporation may offer and sell the Securities to or through underwriters or dealers purchasing as principals, and may also offer and sell certain Securities directly to other purchasers or through agents pursuant to exemptions from registration or qualification under applicable securities laws. See "*Plan of Distribution*". A Prospectus Supplement relating to each issue of Securities offered thereby will identify each underwriter, dealer or agent, as the case may be, engaged by the Corporation in connection with the offering and sale of the Securities and will set forth the terms of the offering of such Securities, including the method of distribution, the proceeds to the Corporation and any fees, discounts or any other compensation payable to underwriters, dealers or agents and any other material terms relating to the offering of such Securities.

Unless otherwise specified in the applicable Prospectus Supplement, each series or issue of Securities will be a new issue of Securities. The Securities may be sold from time to time in one or more transactions at a fixed price or prices or at non-fixed prices. If offered on a non-fixed price basis, the Securities may be offered at market prices prevailing at the time of sale, at prices determined by reference to the prevailing price of a specified security in a specified market or at prices to be negotiated with purchasers, in which case the compensation payable to an underwriter, dealer or agent in connection with any such sale will be increased or decreased by the amount, if any, by which the aggregate price paid for the Securities by the purchasers exceeds or is less than the gross proceeds paid by the underwriter, dealer or agent to the Corporation. The price at which the Securities will be offered and sold may vary from purchaser to purchaser and during the period of distribution.

In connection with any offering of the Securities, the underwriters, dealers or agents may over-allot or effect transactions which stabilize or maintain the market price of the Securities offered at a higher level than that which might exist in the open market. These transactions may be commenced, interrupted or discontinued at any time. See "*Plan of Distribution*".

Certain directors of the Corporation (Michael Haworth, Colin Kinley, Alan Stephens and Luis A. Tondo) and each of Luis A. Tondo (Chief Executive Officer) and Leonardo Araya Muńoz (Chief Financial Officer) reside outside of Canada. Each of these individuals has appointed Cartan Limited, Box 48, Suite 5300, Toronto Dominion Bank Tower, Toronto, Ontario M5K 1E6 as agent for service of process in Canada. In addition, certain of the "qualified persons" described under the heading "*Interest of Experts*" (Francisco Castillo, Luis Oviedo, Carlos Guzman, Marcelo Jo and Sergio Rivera) reside outside of Canada. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if such person or company has appointed an agent for service of process.

No underwriter has been involved in the preparation of this Prospectus nor has any underwriter performed any review of the contents of this Prospectus.

Investing in the Securities involves certain risks. Prospective purchasers of the Securities should carefully consider all the information in this Prospectus, in the documents incorporated by reference in this Prospectus and, if applicable, in the applicable Prospectus Supplement. See "*Risk Factors*".

Unless the context otherwise requires, all references to the "Corporation" in this Prospectus include Marimaca Copper Corp. and its predecessors and subsidiaries.

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NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain information provided in this Prospectus and any documents incorporated by reference herein may constitute "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information in this Prospectus and any documents incorporated by reference herein includes but is not limited to information with respect to:

- the Corporation's expected production from, and the further potential of, the Corporation's properties;
- the future price of minerals, particularly gold and copper;
- estimations of mineral reserves and mineral resources;
- conclusions of economic evaluation;
- the realization of mineral reserve estimates;
- the timing and amount of estimated future production;
- costs of production;
- capital expenditures;
- success of exploration activities;
- mining or processing issues;
- currency exchange rates;
- government regulation of mining operations; and
- environmental risks.

Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking information is based on management's expectations and reasonable assumptions at the time such statements are made. Estimates regarding the anticipated timing, amount and cost of exploration and development activities are based on assumptions underlying mineral reserve and mineral resource estimates and the realization of such estimates are set out herein. Capital and operating cost estimates are based on extensive research of the Corporation, purchase orders placed by the Corporation to date, recent estimates of construction and mining costs and other factors that are set out herein. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Corporation and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include:

- uncertainties of mineral resource estimates;
- risks and uncertainties inherent in and relating to estimates of future production and operations, cash and all-in sustaining costs;
- the nature of mineral exploration and mining;
- variations in ore grade and recovery rates; cost of operations;
- fluctuations in the sale prices of products;
- foreign currency fluctuations;
- volatility of mineral prices (including copper prices);
- exploration and development risks;
- liquidity concerns and future financings;
- risks associated with operations in foreign jurisdictions;
- potential revocation or change in permit requirements and project approvals;
- mining operations including but not limited to environmental hazards, industrial accidents, ground control problems and flooding;
- geology including, but not limited to, unusual or unexpected geological formations and events (including but not limited to rock slides and falls of ground), estimation and modelling of grade, tonnes, metallurgy continuity of mineral deposits, dilution, and mineral resources and mineral reserves, and actual ore mined or metal recoveries varying from such estimates;
- mine life and life-of-mine plans and estimates;
- the possibility that future exploration, development or mining results will not be consistent with expectations;

- the potential for and effects of labour actions, disputes or shortages, community or other civil protests or demonstrations or other unanticipated difficulties with or interruptions to operations;
- potential for unexpected costs and expenses including, without limitation, for mine closure and reclamation at current and historical operations;
- uncertain political and economic environments;
- changes in laws or policies, foreign taxation, delays or the inability to obtain and maintain necessary governmental approvals and permits;
- regulatory investigations, enforcement, sanctions or related or other litigation;
- competition;
- no guarantee of titles to explore and operate;
- environmental liabilities and regulatory requirements;
- dependence on key individuals;
- conflicts of interests;
- insurance;
- fluctuation in market value of the Corporation's shares;
- rising production costs;
- availability of equipment material and skilled technical workers;
- volatile current global financial conditions;
- the potential impact of the COVID-19 pandemic ("**COVID-19**") on the Corporation and/or its operations, and the mining industry and currency fluctuations; and
- other risks pertaining to the mining industry, as well as those factors discussed in the section entitled "Risk Factors" in this Prospectus and in the AIF (as defined herein).

Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information in this Prospectus and each of the documents incorporated by reference herein are made as of the date of this Prospectus or as of the date of the documents incorporated by reference, as the case may be, and the Corporation does not undertake to update any such forward-looking information, except in accordance with applicable securities laws. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers are cautioned not to place undue reliance on forward-looking information.

The forward-looking information contained in this Prospectus and each of the documents incorporated by reference herein is presented for the purpose of assisting persons in understanding the financial position, strategic priorities and objectives of the Corporation for the periods referenced and such information may not be appropriate for other purposes.

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

This Prospectus contains references to United States dollars and Canadian dollars. Canadian dollars are referred to as "Canadian dollars" or "$". United States dollars are referred to as "United States dollars" or "US$".

The high, low and daily average exchange rates for Canadian dollars in terms of the United States dollar for each of the periods indicated, as reported by the Bank of Canada, were as follows:

	Year Ended December 31,		**Nine Months Ended September 30,**	
	2019	**2018**	**2020**	**2019**
High	1.3600	1.3642	1.4496	1.3600
Low	1.2988	1.2288	1.2970	1.3038
Daily Average	1.3269	1.2957	1.3541	1.3292

On December 10, 2020, the daily average exchange rate for United States dollars expressed in terms of the Canadian dollar, as reported by the Bank of Canada, was US$1.00 = $1.2805.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference into this Prospectus from documents filed with securities commissions or similar authorities in each of the provinces of Canada, other than the Province of Quebec. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of the Corporation at the address set forth on the cover page of this Prospectus, or at +56 224317600 and are also available electronically at www.sedar.com ("**SEDAR**").

The following documents of the Corporation filed with the securities commissions or similar authorities in each of the provinces of Canada, other than the Province of Quebec, are specifically incorporated by reference into and form an integral part of this Prospectus:

(a) the annual information form of the Corporation for the year ended December 31, 2019 dated April 8 2020 (the "**AIF**");

(b) the audited consolidated financial statements of the Corporation for the years ended December 31, 2019 and 2018, together with the notes thereto and the auditor's report thereon;

(c) the management discussion and analysis of the Corporation for the year ended December 31, 2020 ("**Annual MD&A**");

(d) the amended and restated unaudited condensed consolidated interim financial statements of the Corporation for the three and nine months ended September 30, 2020 and 2019, together with the notes thereto;

(e) the management discussion and analysis of the Corporation for the nine months ended September 30, 2020;

(f) the management information circular of the Corporation dated October 7, 2020 in respect of the annual meeting of shareholders of the Corporation held on November 18, 2020; and

(g) the material change report of the Corporation dated November 24, 2020 filed in connection with the announcement of the December 2020 Offering (as defined herein).

Any document of the type required by National Instrument 44-101 – *Short Form Prospectus Distributions* to be incorporated by reference into a short form prospectus, including any annual information forms, material change reports (except confidential material change reports), business acquisition reports, interim financial statements, annual financial statements and the independent auditor's report thereon, management's discussion and analysis and information circulars and any template version of "marketing materials" (as defined in National Instrument 41-101 – *General Prospectus Requirements* ("**NI 41-101**")) filed with securities commissions or similar authorities in Canada after the date of this Prospectus, and prior to the completion or withdrawal of the distribution of Securities, shall be deemed to be incorporated by reference into this Prospectus.

Any statement in this Prospectus or contained in a document incorporated or deemed to be incorporated by reference in this Prospectus is deemed to be modified or superseded, for purposes of this Prospectus, to the extent that a statement contained in this Prospectus or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Prospectus, modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseded statement will not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

When the Corporation files a new annual information form and audited consolidated financial statements and related management's discussion and analysis with, where required by and where accepted by, the applicable securities regulatory authorities during the time that this Prospectus is valid, the foregoing documents will be deemed no longer incorporated by reference in this Prospectus for purposes of future offers and sales of securities under this Prospectus: any previous annual information form, any previous audited consolidated financial statements and related management's discussion and analysis, all unaudited interim consolidated financial statements or reports and related management's discussion and analysis, all material change reports filed prior to the commencement of the Corporation's financial year in which the new annual information form is filed and any information circular filed prior to the commencement of the Corporation's financial year in respect of which the new annual information form is filed.

Investors should rely only on the information contained in or incorporated by reference in this Prospectus or any applicable Prospectus Supplement. The Corporation has not authorized anyone to provide investors with different or additional information. The Corporation is not making an offer of Securities in any jurisdiction where the offer is not permitted by law. Investors should not assume that the information contained in or incorporated by reference in this Prospectus or any applicable Prospectus Supplement is accurate as of any date other than the date on the front of the applicable Prospectus Supplement.

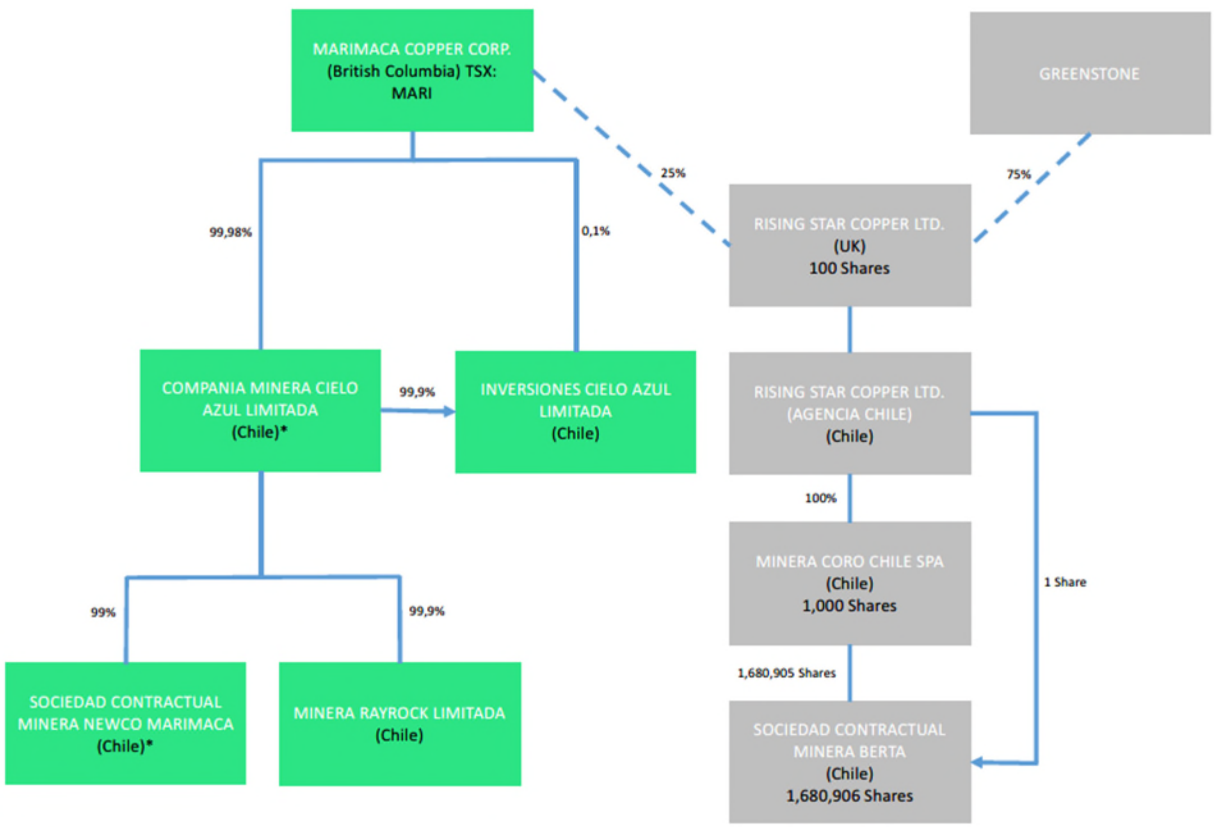
Certain "marketing materials" (as that term is defined under NI 41-101) may be used in connection with a distribution of Securities under this Prospectus and the applicable Prospectus Supplement(s). Any "template version" of any "marketing materials" (as those terms are defined in NI 41-101) that is provided in connection with a distribution of Securities and filed by the Corporation with applicable regulatory authorities after the date of the applicable Prospectus Supplement for the offering and before the termination of the distribution of such Securities will be deemed to be incorporated by reference into that Prospectus Supplement.

References to the Corporation's website in any documents that are incorporated by reference into this Prospectus do not incorporate by reference the information on such website into this Prospectus, and we disclaim any such incorporation by reference.

THE CORPORATION

The Corporation was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) as "Coro Mining Corp." on September 22, 2004. By Notice of Articles effective April 6, 2005, the Corporation increased its authorized share capital to an unlimited number of common shares without par value. On October 25, 2016, the Corporation simplified its corporate structure by completing vertical short form amalgamations with Sea to Sky Holdings Ltd., 0904213 B.C. Ltd., Sky Dust Holdings Limited and Machair Investments Ltd., which are its four direct and indirect wholly owned British Columbia subsidiaries. On May 21, 2020, the Corporation changed its name to "Marimaca Copper Corp." to align with its flagship development project in Chile and undertook a 25:1 share consolidation (the "**Share Consolidation**"), pursuant to approval by the Corporation's board of directors (the "**Board**") as permissible under the Corporation's Articles.

The Corporation has the following direct or indirect subsidiaries, all of which are 100% beneficially owned by the Corporation, with the exception of Rising Star Copper Ltd. ("**RSC**") and its subsidiaries, including Sociedad Contractual Minera Berta ("**SCM Berta**"). RSC is 75% owned by Greenstone Resources II, L.P. ("**Greenstone Resources II**") following the Conversion (as defined herein).



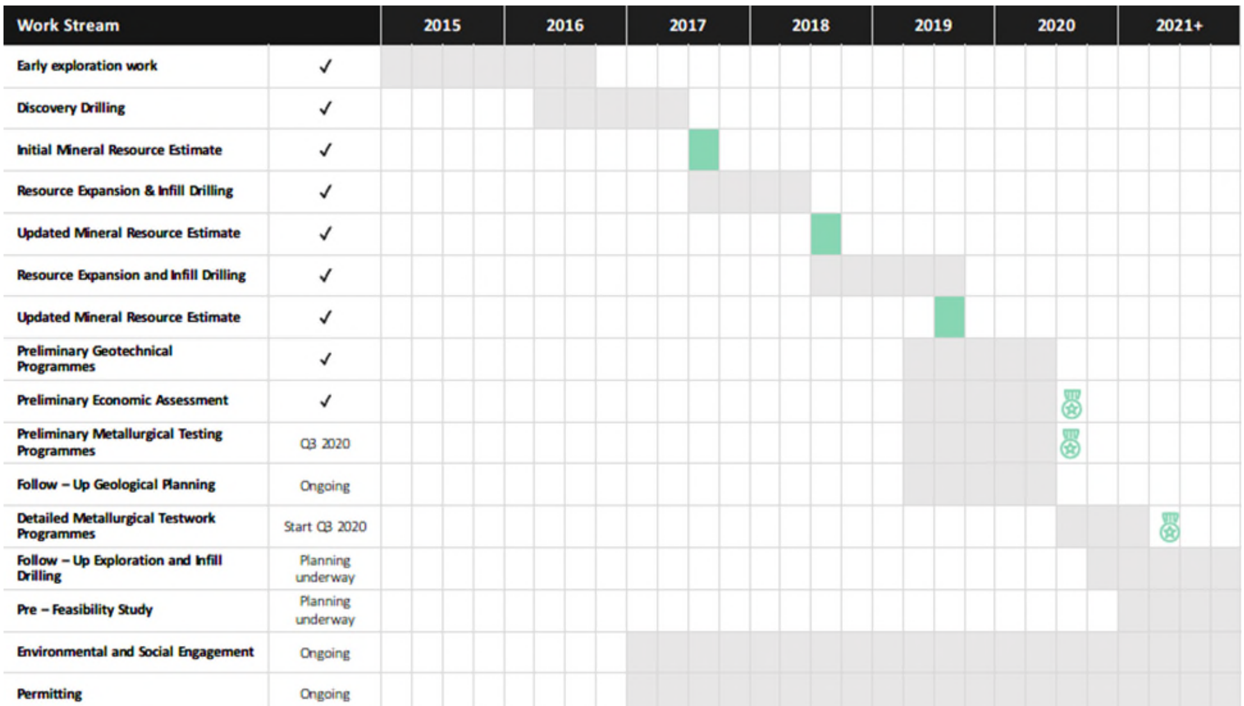
* The remaining 0.02% interest in Compania Minera Cielo Azul Limitada is held by local counsel in trust for the Corporation. The remaining 1% interest in Sociedad Contractual Minera Compañía Minera NewCo Marimaca is held by Inversiones Cielo Azul Limitada.

The Corporation's registered and records office is located at the 25th Floor, 666 Burrard Street, Vancouver, British Columbia V6C 2X8 and its head office is located at Suite 1504, Cerro el Plomo 5420, Las Condes, Santiago, 7560742, Chile.

The Corporation's Common Shares are quoted on the TSX under the symbol "MARI".

Summary Description of the Business

The Corporation is principally a Canadian based copper company. Through its subsidiaries, the Corporation is involved in the exploration and development of new sources of copper situated in Chile. The Corporation is currently developing the Marimaca Copper Project (the "**Marimaca Project**" or "**Marimaca**") in the Antofagasta region of Chile, for which the Corporation published the Technical Report (as defined herein). The Technical Report contains a preliminary economic assessment of the Marimaca Project and a resource estimate update for the Marimaca Project (the "**Resource Estimate**"). The Marimaca Project has the potential to be a low capital cost, high margin copper development in a tier-one mining jurisdiction. The Corporation is focusing on continuing to move the Marimaca Project towards production while assessing the exploration potential near Marimaca and beyond. A roadmap towards production is set forth below.



COVID-19 and the Corporation's Business

On March 11, 2020, COVID-19 was declared a pandemic by the World Health Organization, which is causing significant financial market and social dislocation. In May 2020, the Corporation provided an update on its business operations and cost reduction initiatives in relation to the Marimaca Project. At the outset of the pandemic, in March 2020, the Corporation repatriated all personnel and contractors from the field, leaving a skeleton team to manage the site. While the lockdowns have impacted mining businesses in Chile, especially those with large scale operations, the Corporation focused on the technical workstreams that could continue despite the lockdowns. The Corporation made significant changes to its cost structures and sought to minimize expenditures wherever possible to preserve its cash position, while still allowing high value de-risking workstreams to continue. As part of its efforts, the Corporation restructured and repositioned its business for the future development of the Marimaca Project. The Corporation was also able to negotiate an extension on several of its upcoming payments on properties comprising the Marimaca Project due between May 2020 and February 2021.

Although the Corporation has taken proactive steps to mitigate the effects of COVID-19 and to minimize disruption to its business, there are challenges and risks related to COVID-19 that are outside of the Corporation's control, that could result in adverse impacts on the Corporation's operations. For example, future lockdowns in the Antofagasta region could impact the Corporation's ability to conduct planned exploration work.

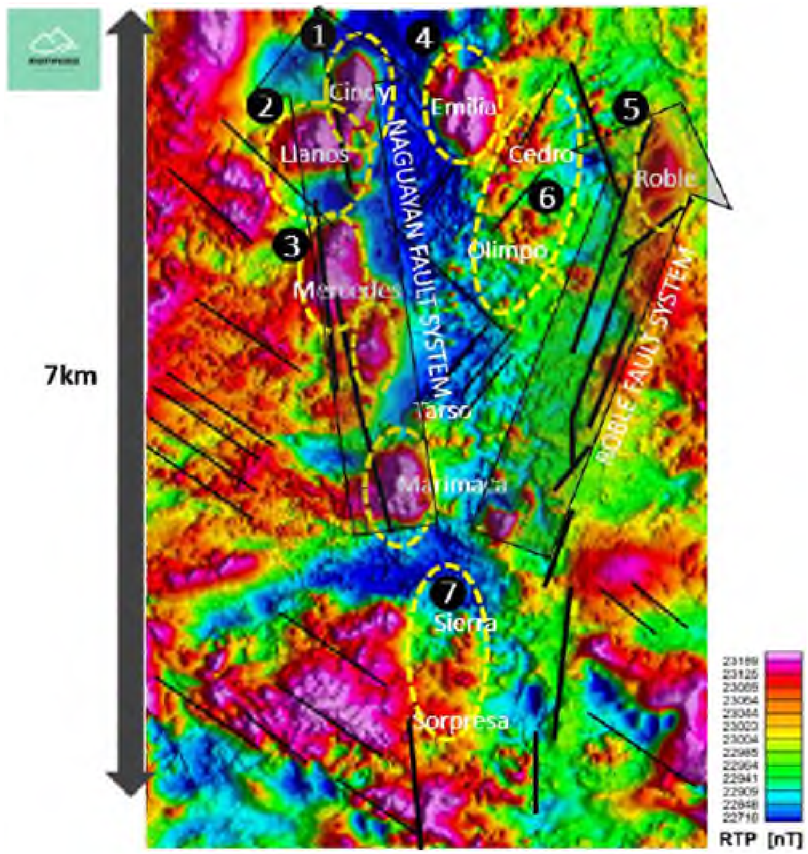
RECENT DEVELOPMENTS

On December 3, 2020, the Corporation closed an overnight marketed prospectus offering (the "**December 2020 Offering**"), pursuant to which it issued an aggregate of 9,200,000 units, including 1,200,000 units issued in connection with the full exercise of the over-allotment option granted to the Underwriters (as defined herein), at a price of $3.15 per unit for aggregate gross proceeds of $28,980,000. Each unit comprised one Common Share and one-half of one Common Share purchase warrant of the Corporation (the "**December 2020 Warrants**"). Each December 2020 Warrant entitles the holder thereof to purchase one additional Common Share at an exercise price of $4.10 for a period of 24 months from the closing of the December 2020 Offering. The Corporation used $8.3 million of the December 2020 Offering to repay outstanding indebtedness of approximately $8.3 million under its unsecured working capital facility dated March 5, 2020 (the "**Working Capital Facility**") with Greenstone Resources II and Tembo Capital Mining Fund II LP ("**Tembo**") and intends to use the balance of the net proceeds to complete additional exploration, mining and engineering studies and metallurgical test work at the Marimaca Project. The December 2020 Offering was completed through a syndicate of underwriters led by Canaccord Genuity Corp., and included BMO Capital Markets, Paradigm Capital Inc. and Tamesis Partners LLP (collectively, the "**Underwriters**"). In addition to paying the Underwriters a commission equal to 6.0% of the gross proceeds of the December 2020 Offering, other than gross proceeds on (i) $2.5 million of sales made to President's List purchasers, on which a reduced fee of 3.0% was paid to the Underwriters, and (ii) sales made to the certain existing shareholders of the Corporation pursuant to the exercise of pre-emptive rights, the Corporation granted the Underwriters an aggregate of 88,873 common share purchase warrants ("**December 2020 Compensation Warrants**"). Each December 2020 Compensation Warrant entitles the holder thereof to purchase one Common Share at a price of $3.15 per share for a period of 24 months from the closing of the December 2020 Offering.

On November 27, 2020, the Board reconstituted its audit committee (the "**Audit Committee**") in accordance with corrective action requested by the Ontario Securities Commission (the "**OSC**") in connection with its review of a prospectus dated November 30, 2020 and the requirements of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), with Tim Petterson replacing Michael Haworth as a member of the Audit Committee. On February 18, 2020, the Board determined that Mr. Haworth should no longer be considered "independent" within the meaning of NI 52-110 as a result of his prior appointment as Executive Chair. Subject to certain exceptions, section 3.1 of NI 52-110 requires that each member of the Audit Committee must be independent. Under section 3.6 of NI 52-110, an issuer is exempt from the requirement that each member of the Audit Committee must be independent if, among other things, the Board determines, under exceptional and limited circumstances, that (i) such member of the Audit Committee is able to exercise the impartial judgment necessary to fulfill his or her responsibilities as a member of the Audit Committee, and (ii) the appointment of such member is required by the best interests of the Corporation and its shareholders. Following the determination that Mr. Haworth was no longer independent within the meaning of NI 52-110, the Board in good faith determined that Mr. Haworth should continue to serve on the Audit Committee on an interim basis pursuant to the exemption in section 3.6 of NI 52-110. Further to discussions with the OSC staff, the Board subsequently determined that it was not appropriate to rely on this exemption in the circumstances and, as a consequence, that the Audit Committee had not complied with the independence requirements in section 3.1 of the NI 52-110 since Mr. Haworth's appointment as Executive Chair in February 2020. Following Mr. Petterson's appointment on November 27, 2020, each member of the Audit Committee is financially literate and independent in accordance with the requirements of NI 52-110.

On November 5, 2020 the Corporation announced that the Antofagasta Environmental Evaluation Commission had approved the Corporation's new exploration campaigns, which will encompass further drilling at the Marimaca Oxide Deposit ("**MOD**") and exploration drilling at the Marimaca Sulphide Target and in the broader Marimaca District.

On September 18, 2020, the Corporation announced the results of a high resolution, drone mounted, magnetic survey (the "**Survey**") in the district surrounding the Marimaca Project. The Survey identified four large-scale magnetic anomalies, with the potential to create a new unexplored/under explored copper district.



On September 8, 2020, the Corporation announced the results of its phase 4 metallurgical testing program for the Marimaca Project. The results confirmed the recovery assumptions made in the August 4, 2020 Preliminary Economic Assessment ("**PEA**").

On August 4, 2020, the Corporation announced the results of the PEA for the Marimaca Project. The PEA confirmed that the Marimaca Project has the potential to be a low capital and operating cost copper producer, with the summary of economic assumptions and results set forth below. The PEA also confirmed a capital intensity of $7,125/tonne of copper production capacity and a profitability index (NPV/Capex) of 1.8x for the Marimaca Project, at $3.30/lb.

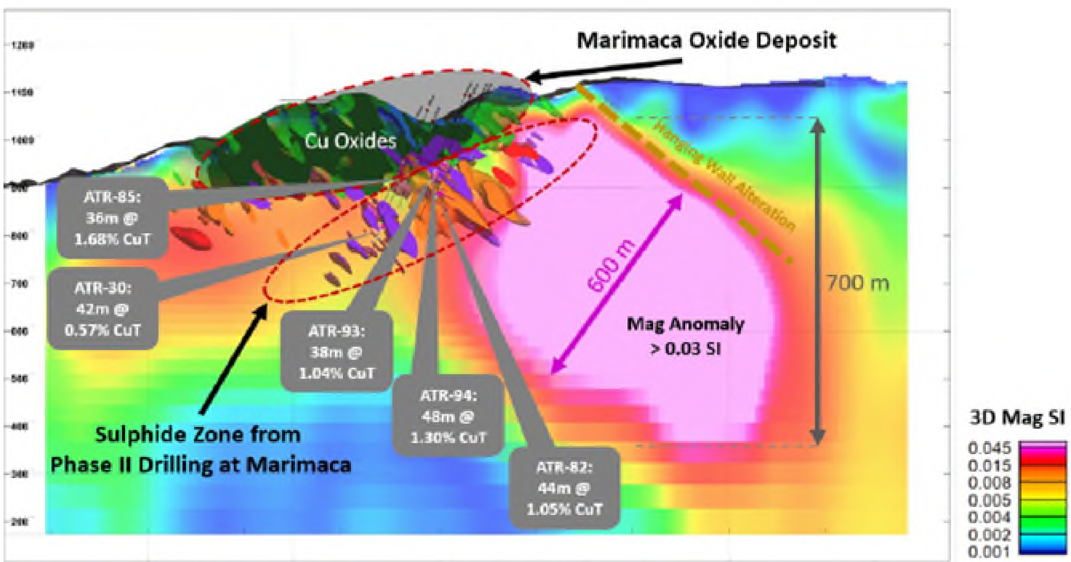
Item	**Value**
Copper Price Assumption	US$3.15/lb flat real
Pre-Tax NPV_8 & IRR	US$757 million / 39.9%
Post-Tax NPV_8 & IRR	US$524 million / 33.5%
Payback Period from First Production	2.6 years
Pre-Production Capital Costs	US$285 million[1]
Life of Mine Sustaining Capital	US$66 million
Ave. Annual Steady State EBITDA	US$169 million
Life of Mine C1 Operating Costs	US$1.22/lb of copper[2]

Life of Mine All-in-Sustaining Cash Costs	US$1.29/lb of copper[3]
Mine Life	12 years
Ave. Annual Metal Production (first 6 years)	Approximately 40,000 tonnes
Ave. Annual Metal Production Life of Mine (incl. ramp up)	35,600 tonnes
Steady State Average Process Recovery (Heap and ROM)	76% / 40%

1. Assumes mining fleet is financed through a lease to own contract structure to minimize upfront capital cost.
2. All in sustaining costs is defined as cash cost (C1) plus general and administrative expenses, sustaining capital expenditure, deferred stripping, royalties and lease payments and is used by management to evaluate performance inclusive of sustaining expenditure required to maintain current production levels.
3. C1 cash cost includes all mining and processing costs less any profits from by-products and is used by management to arrive at an approximated cost of finished metal.

On July 20, 2020, the Corporation announced the appointment of Mr. Hayden Locke as President of the Corporation.

On July 14, 2020, the Corporation announced the results of a high resolution, drone mounted, magnetic survey at the Marimaca Project. This work followed the geological interpretation reported on June 8, 2020, which indicated strong potential for sulphide mineralization beneath the MOD. A large magnetic anomaly was discovered adjacent to the MOD, of about 175 million m^3.



On July 9, 2020 the Corporation announced an extension of several of its upcoming payments on properties comprising the Marimaca Project. The extension of the payment deadlines reduces the total option payments due between May 2020 and February 2021 from US$9.2 million to just over US$2 million over this period.

On July 2, 2020 the Corporation announced that Greenstone Resources II exercised its conversion option (the "**Conversion**") pursuant to the US$12.0 million convertible loan facility associated with certain of the Corporation's subsidiaries, SCM Berta and RSC. These subsidiaries hold an interest in the Nora project, which consists of a processing plant and certain mining concessions, which are not connected to the Marimaca deposit. The Conversion occurred at the RSC level, resulting in Greenstone Resources II holding a 75% equity stake in RSC and the Corporation holding the remaining 25% interest. As a result of the Conversion, the Corporation no longer controls RSC or SCM Berta and de-consolidated those operations from its financial position and operating results as of June 30, 2020.

On June 8, 2020, the Corporation announced it completed a thorough review of the data from previous drilling campaigns and its associated geology at the Marimaca Project. This review resulted in an updated geological interpretation indicating the potential for sulphide mineralization beneath the MOD.

On June 1, 2020, the Corporation released the high-level results of a detailed trade-off analysis, conducted by independent consultants, Gestion y Economia Minera Limitada ("**GEM**"), for the development of the Marimaca Project. GEM conducted a detailed option trade-off and analysis and risk assessment for the development of the Marimaca Project. The GEM analysis concluded that a full-scale development is the optimum strategy and that Marimaca is an exciting, mid-size, copper project.

On May 27, 2020, the Corporation announced it had changed its name to "Marimaca Copper Corp." to align with its flagship development in Chile. The Corporation also undertook the Share Consolidation. Prior to the Share Consolidation, the Corporation had 1,608,946,194 Common Shares issued and outstanding and 42,995,539 options issued and outstanding. Following the Share Consolidation, the Corporation had 64,357,847 Common Shares issued and outstanding and 1,719,821 options issued and outstanding.

On May 14, 2020, the Corporation announced that due to the COVID-19 pandemic, it would postpone its continuous disclosure filings and 2020 annual meeting of shareholders and rely on the exemptions provided for in BC Instrument 51-505 – *Temporary Exemption from Certain Corporate Finance Requirements* and BC Instrument 51-516 – *Temporary Exemptions from Certain Requirements to File or Send Securityholder Materials*. The Corporation received an extension from the British Columbia Registrar to delay its 2020 annual meeting of shareholders to December 31, 2020.

On February 8, 2020, the Corporation announced certain changes to the roles of its Board members, including the transition of Mr. Colin Kinley from Non-Executive Chairman to a Non-Executive Director role and the appointment of Mr. Michael Haworth as the Executive Chair, reflecting the increasing time commitment that Mr. Haworth has agreed to make as the Corporation advances the development of the Marimaca Project. Mr. Haworth does not receive any additional compensation for acting as Executive Chair.

MINERAL PROPERTIES

Information in this section is derived substantially from the technical report titled "Preliminary Economic Assessment, Marimaca Project, Antofagasta, II Region Chile" dated effective August 4, 2020 (the "**Technical Report**"), prepared by Robin Kalanchey (P. Eng.) of Ausenco Engineering Canada Inc. ("**Ausenco**"), Francisco Castillo (Member of Chilean Mining Commission) of Ausenco, Scott Weston (P. Geo.) of Ausenco, Luis Oviedo (Member of Chilean Mining Commission) of NCL Ingenieria y Construcción ("NCL"), Carlos Guzman (FAusIMM) of NCL and Marcelo Jo (Member of Chilean Mining Commission) of Jo & Loyola Consultores de Procesos, all of whom are qualified persons ("**Qualified Persons**") within the meaning of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*. To obtain further information readers should consult the Technical Report which is available for review electronically on SEDAR at www.sedar.com under the Corporation's profile. For greater certainty, the Technical Report is not incorporated by reference in this Prospectus.

Project Setting

The Marimaca Project is located in Chile's Antofagasta Province, Region II, approximately 45 km north of the city of Antofagasta and approximately 1,250 km north of Santiago. The coastal cities of Antofagasta and Mejillones can be accessed from the Marimaca Project via a well-maintained multi-lane highway. The regional Cerro Moreno airport is located 45 km from the Marimaca Project. Marimaca is accessible by maintained dirt roads, either from the Cerro Moreno Airport or the Route Antofagasta-Tocopilla.

The Marimaca Project is located about 39 km north of the Tropic of Capricorn. The climate is dry, with average daily rainfall of 2–3 mm. However, rare intense rainfall events of 12–30 mm in a short period can occur. It is expected that any future mining operations will be conducted on a year-round basis.

The Marimaca Project is situated within the Cordillera de la Costa, a mountainous area, with relief ranging from 400–1,000 m elevation. Vegetation is minimal outside of inhabited valleys where irrigation and the "Camanchaca" sea mist that comes from the nearby ocean, support vegetation that is capable of withstanding the desert environment. The Mejillones and Naguayán quebradas drain the project area from east to west and south to north, respectively.

Mineral Tenure, Surface Rights, Water Rights, Royalties and Agreements

The Marimaca Project is held 100% by the Corporation. The Corporation has four Chilean subsidiaries that have actual, or eventual, rights over various mining properties that make up the Marimaca Project:

- Compañía Minera Cielo Azul Limitada (MCAL);
- Compañía Minera NewCo Marimaca (Newco Marimaca);
- Compañía IvanSpA (Compañía Ivan); and
- Minera Rayrock Limitada (Rayrock) (collectively, the "**Chilean Subsidiaries**").

There are several agreements and options in force over the mineral tenures. There are also staged payments that must be met for certain of the agreements. As of the date of this Prospectus, each of these payments were met as they became due.

Through direct acquisition and option agreements, the Corporation holds 100% of 385 granted concessions and concession applications, covering an area of 74,248 ha. These are, for convenience, divided into two packages:

- Marimaca area: 265 claims (62,568 ha) held in the names of the following the Corporation`s subsidiaries and/or third party companies (according to the option agreements): Compañía Minera Cielo Azul Limitada, Compañía Minera Naguayán SCM, Sociedad Contractual Minera NewCo, Sociedad Legal Minera Rodeada Uno, Proyecta S.A and Sociedad Contractual Minera Proyecto; and
- Iván area: 120 claims (11,680 ha) held in the names of Minera Rayrock Limitada or Compañía Minera Cielo Azul Limitada.
    - The surface land in the Commune of Mejillones is owned by the State and managed and represented by the Ministerio de Bienes Nacionales. The Corporation has developed a strategy to obtain the necessary surface rights to cover mine, plant, tailings storage facilities and transmission lines. The Corporation holds one easement and a second has been applied for.

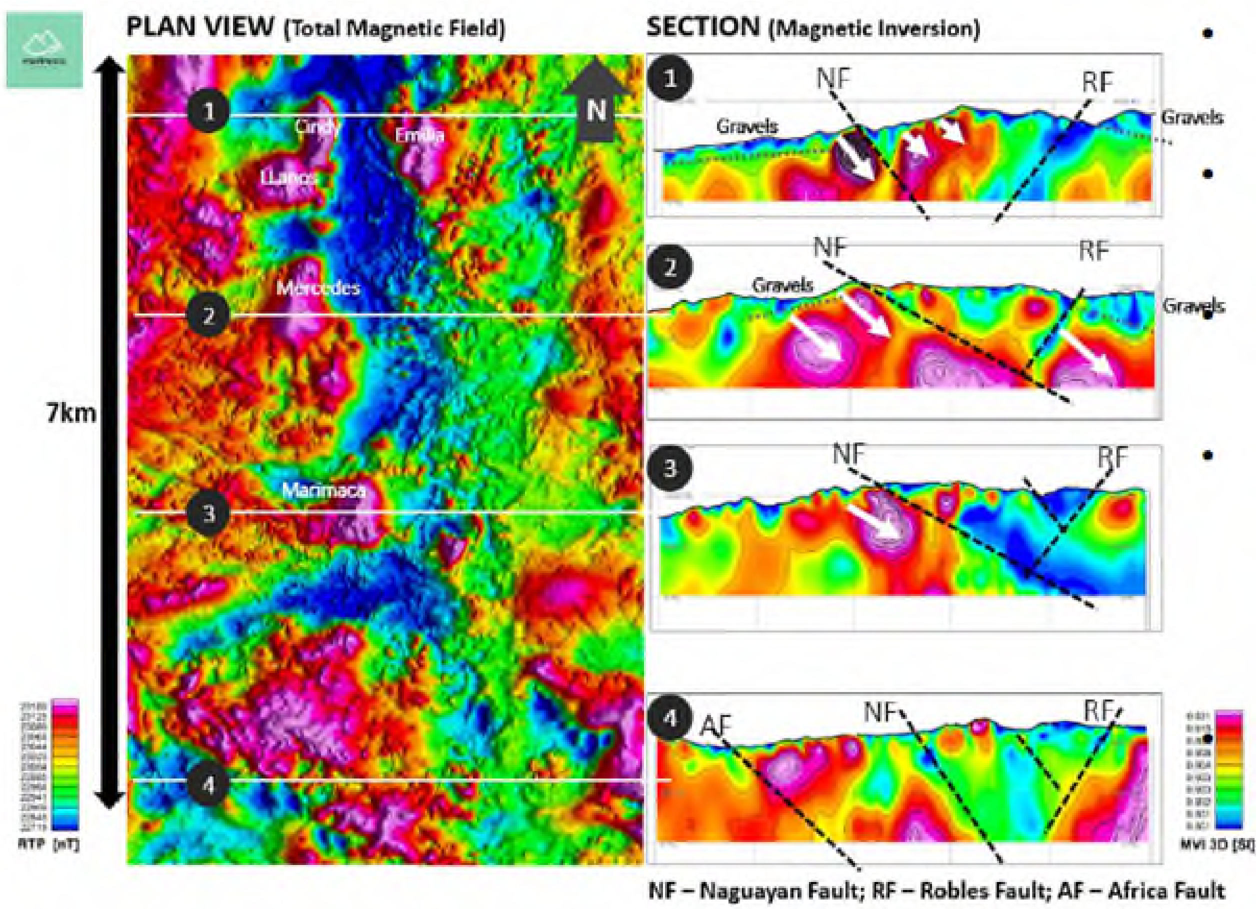
The Corporation holds no water rights in the Marimaca Project area.

The Marimaca Project is subject to several NSR royalties, which range from 1–2%. The Corporation has the right to buy back some of the NSR percentages for all of the royalty agreements.

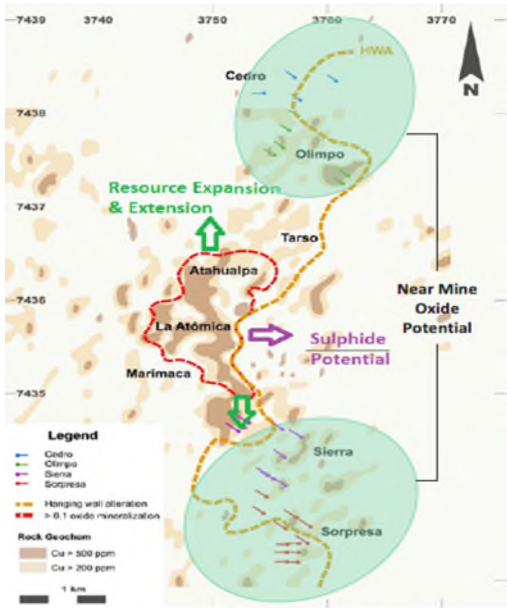
Geology and Mineralization

The Marimaca deposit appears to be a new deposit style as it does not readily conform to any of the major published geological models. It has affinities with vein-style iron ore–copper–gold (IOCG) deposits and "manto-type" mineralization styles.

The regional geology consists of Jurassic volcanic and intrusive rocks, with minor older Triassic acid volcanic occurrences, intermediate intrusive units, sediments and Palaeozoic metamorphic rocks. The main regional structure is the Atacama Fault System ("**AFS**") which forms the eastern border of the Coastal Cordillera in the region. To the west of the AFS, the Naguayán Banded Fracture Belt ("**NBFZ**") forms an approximately 15 km long and 3 km wide zone of sub-parallel fractures that trend north–south to north–northeast, dipping at 40–60º to the east or southeast. The rhyodacitic-composition regional dyke swarm end members are preferentially associated with the NBFZ.



The local geology consists of monzonite, diorite and monzodiorite intrusions correlated with the Naguayán Plutonic Complex, and dykes belong to the regional bimodal dyke swarm. Alteration related to mineralization consists of development of actinolite and magnetite, with lesser chlorite, sericite, and hematite, that is associated with veins, feeders, and banded rocks. The diorite unit has undergone biotite–magnetite replacement. A major alteration feature is the so-called hanging wall alteration front, which controls the mineralization toward the "top" of the parallel-fractured monzonite and diorite units and the mineralization associated with dikes, and has been identified more than 10 km across the Marimaca Project area. Hematite, in association with sericite and pyrite, forms band replacements and veins. The feeders that crosscut the alteration limit displays a well-developed "argillic" halo. Supergene oxidation has resulted in the formation of limonite, clays, and copper oxides. Goethite and hematite stain fractures or fill open fractures. Iron oxides can be associated with clay, gypsum and rock flour within fault gouge. Jarosite can occur in the halo of some of the northwest-trending faults zones in the southern part of the project area.



The Marimaca deposit consists of a supergene copper blanket (oxides and enriched sulphides). The oxide zone is exposed on surface, and has dimensions of about 1.4 km long, 400–600 m in width, and a thickness that ranges from 150–350 m. Mineralization in the Marimaca area has formed in association with the fractures of the NBFZ, and in association with north–south to northeast-oriented "feeder" zones or vein-like structures. It consists of chalcopyrite, moderate to minor pyrite, minor bornite, covellite and primary chalcocite forming massive bodies, zones of replacement and fracture fills. The copper oxide blanket overlies the primary mineralization, which resulted from the alteration of a secondary sulphide-enriched blanket that produced a chemical zonation from brochantite to atacamite at the core of the alteration zone, with a surrounding outboard halo of predominantly chrysocolla, followed by a wad halo.

History

Small-scale artisanal mining activities were undertaken in the general Marimaca Project area from the 1990s to mid-2000s. Underground workings are at maximum of 100 m deep.

No modern exploration was undertaken in the general Marimaca Project area before the Corporation began to assemble the Marimaca Project ground holdings. The Marimaca deposit was identified in 2016, following a reverse circulation ("**RC**") drill program. The Corporation subsequently detailed geological surface mapping and rock chip sampling, additional RC drilling, core drilling to support geotechnical and geometallurgical studies, metallurgical testwork, and mining studies. An initial resource estimate was completed in January 2017, and Mineral Reserves (as defined in the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) Definition Standards for Mineral Resources and Mineral Reserves) were first estimated in 2018.

The Corporation completed a feasibility study in June 2018 (the "**2018 Feasibility Study**"). This study considered an open pit mining using conventional equipment to feed a refurbished process plant, referred to as the Ivan plant, that would have the capability of producing 10,000t of cathode copper per year. The 2018 Feasibility Study is not currently considered to be the preferred Marimaca Project development option. The Corporation is not treating the study as current, and the Mineral Reserve estimates are also not considered to be current. However, some of the baseline information generated in support of the 2018 Feasibility Study is used in the 2020 PEA.

An Environmental Impact Statement (Declaraciónde Impacto Ambiental, "DIA" in the Spanish acronym) and the Mining Safety Regulations and Environmental Qualification Resolution (RCA) was approved on 5 July, 2018. Mineral Resources were updated in late 2019. The PEA was completed in 2020.

Drilling and Sampling

A total of 346 RC holes (82,234 m) and 39 core holes (8,976 m) have been completed. The RC drilling was completed by PerfoChile Ltda, with drill hole diameters from 5¾" to 5⅝". Core drilling was performed at PQ (85 mm core diameter), HQ (63.5 mm) and HQ3 (61.1 mm) sizing, by Superex, a Chilean drilling contractor. Collar locations were at 100 m or 50 m spacing, as dictated by topography, and the ability to construct drill platforms and pad accesses. Drill holes were typically oriented at either 220º or 310º. However, some holes were oriented at 270º to test high-grade zones controlled by north–south-trending feeders and veins. Drill holes were angled at -60º.

All drill holes were geologically logged using digital data capturing methods. Information logged included lithology, structure, alteration and mineralization based on drilling intervals, recoveries and analytical results. RC drill cuttings were cleaned prior to geological description. The first pass logging recorded lithology, structure and alteration. Oxide mineralogy was relogged when assay data were received. A chip tray record of the drill holes was stored. Core holes were initially logged for lithology, structure and alteration. When assay data were available, the data were correlated with the logged mineralization. Rock quality designation (RQD) data were also recorded. In addition to measuring deviations, most of the holes were surveyed using an optical televiewer (OPTV or BHTV), which continuously recorded structures and orientation measurements down the length of the drill hole.

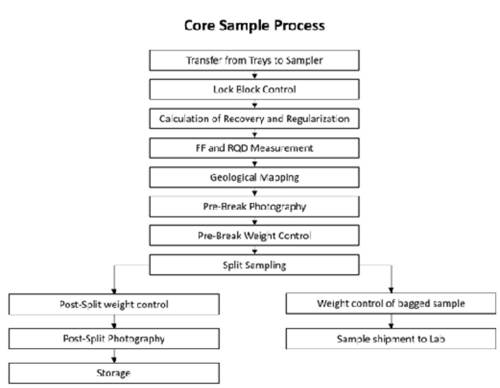
Recovery data were recorded for the RC and core drill holes. Measured recoveries are over 95% for both types of drilling, without significant variations and recovery is unrelated to copper grades.

Local contractors carried out the supervision of the drilling operation. An experienced surveyor recorded the collar locations. Collars are marked in the field using PVC pipe and a metal plate with the name of the drill hole. Down hole surveys were completed by either Data Well Services or Comprobe. The instrumentation includes Giroscope NSG for survey and Optv, Hirat and Caliper probes for video. All readings were continuous to the end of the holes.

In the opinion of the authors of the Technical Report, the quantity and quality of the lithological, collar and down-hole survey data collected in the drilling programs are sufficient to support Mineral Resource estimation.

Continuous rock sampling along exposures in road cuts was completed during 2018–2019. Samples consisted of continuous chip-channel samples at 2 m intervals for a total 5,120 m of sampling. Detailed and systematic rock sampling was extended to the underground mine workings, using the same criteria and methods from the surface samples. A total of 8,028 m was sampled from the artisanal mine workings. RC drill holes were sampled on a 2 m continuous basis, with all the dry samples riffle split on-site and one quarter sent to the laboratory for preparation and assaying. The description of core sampling is in Figure 1.

Figure 1: Core Sampling Process



Note: Figure prepared by Marimaca Copper Corp., 2020.

Specific gravity (SG) was measured systematically on core samples at approximately 20 m intervals. The core samples ranged in length from 7–26 cm. The SG was determined on wax-coated core using a water displacement method where the core was weighed in air, and then in water. Measurements were performed by the Mecánica de Rocas (Rock Mechanics) laboratory at Calama.

Initially, the primary sample preparation and assay laboratory was Geolaquim Ltda. ("**Geolaquim**") in Copiapó. Geolaquim held ISO 9001:2000 accreditations for selected analytical techniques and was independent of the Corporation. From the 2017 infill drilling campaign onward, samples were prepared in the Andes Analytical Assay Ltda (Andes Analytical) Calama laboratory and assayed by the Andes Analytical laboratory in Santiago. Andes Analytical holds ISO 9001:2008 accreditations for selected analytical techniques and is independent of Coro. Andes Analytical acted as an umpire laboratory for the 2015 drill campaign. The Corporation did not employ an umpire laboratory for the remainder of the campaigns.

Samples were prepared by drying, crushing to 85% passing 10 mesh, and pulverizing to 95% passing 150 mesh. Total copper ("**CuT**") was analysed using a four-acid digest followed by an atomic absorption spectroscopy (AAS) finish. Soluble copper ("**CuS**") was analysed using a single acid digest, followed by AAS. The analytical quality assurance and quality control (QA/QC) programs involved the use of pulp duplicates for precision analyses, standard reference materials (SRMs) and check samples for accuracy analyses.

To validate the use of data from the core and RC exploration campaigns, a comparison was undertaken of 11 drill holes that were within a maximum of 10 m separation. The average CuT and CuS grades from the core and RC drilling were compared. In the QP's opinion, these averages are very similar.

The sample preparation and analytical procedures used by the independent laboratories are in line with industry norms. Sample security practices are acceptable. The analytical data are considered acceptable to support Mineral Resource estimation.

Data Verification

The exploration and production work completed by the Corporation was conducted using internally documented procedures and involved verification and validation of exploration and production data prior to use of the data in geological modelling and Mineral Resource estimation.

NCL staff performed site visits, and observed core and RC drill sites, collars, and collar monumenting. NCL examined core from several RC and DDH drill holes, finding that the logging information accurately reflected the inspected core and cuttings. The lithology and grade contacts checked by NCL matched the information reported in the core logs. The QP reviewed the drill hole database and concluded that it was adequate to support block models, and Mineral Resource estimates. NCL visually compared the block models against the informing samples on plans and sections to confirm that the estimations were generally an adequate representation of the distribution of the copper mineralization.

The authors of the Technical Report are of the opinion that the data verification programs completed on the data collected from the Marimaca Project are consistent with current industry practices and that the database is sufficiently error-free to support the geological interpretations Mineral Resource estimation, and preliminary mine planning.

Metallurgical Testwork

Metallurgical testwork was completed in three campaigns, Geomet I, II and III. Geomet IV is underway at effective date of the Technical Report. Most of the mineralized material is planned to be crush leached, using crushing, agglomeration, leaching, solvent extraction (SX) and electrowinning (EW). Low-grade mineralized material will be sent to a run-of-mine (ROM) leach.

Crush Heap Leach

Preliminary tests evaluated parameters such as mineral subzone, agglomeration conditions, granulometry, column height, irrigation rates and acid concentration in the irrigation solution. Five mineralization subzones were defined, listed below with their predicted leaching recoveries (calculated over the total copper content of the material that will be processed):

- BROC/ATA: classified as oxide; copper in the form of brochantite and atacamite; 82% recovery
- CRIS: classified as oxide; copper in the form of chrysocolla; 77%
- WAD: classified as oxide; copper in tahe form of wad; 65%
- MIX: classified as sulphide; mixed oxide/sulphides; 62%
- ENR: classified as sulphide; sulphides; 49%.

The overall copper recovery prediction for the combined mineralized subzones is 76%. Acid consumption is predicted to be 40 kg/t for oxide mineralization (BROC/ATA, CRIS and WAD) and 35 kg/t for sulphide mineralization (MIX and ENR). The carbonate content is relatively low and accounts for about 30% of the expected overall acid consumption. The other major acid consumers that will be dissolved are iron and aluminium, which are estimated to represent about 30% and 20% of the overall acid consumption, respectively.

A particle size distribution after crushing of P90 <1/2" with a content of fines of less than 12% -100# Tyler is considered applicable to the process design.

Two phases of column tests were completed, using 30 cm columns and 1.5 m columns at different operating parameters.

Agglomeration will be conducted with raffinate solution and concentrated sulphuric acid at the rate of 15–30 kg/t. Later in the proposed mine life, addition of NaCl in the agglomerate is assumed to be used at the rate of 15 kg/t to improve sulphide oxidation during the resting period. Resting time without salt addition is forecast at about 2–3 days. When salt is added, a resting time of 15–30 days will be required. The chloride leaching process is proposed for the later mine plan with the chloride base level defined by the use of seawater and the chloride present in the mineralized material to support, the recovery of some of the copper present in the sulphide subzones.

A trade-off analysis between heap height and the area needed for a crush heap leach pad was conducted to determine the preferred combination and leaching time (residence time). The analysis suggested that a 4m high heap pad with a total leaching area of 500,000 m^2 was the preferred configuration. This combination would result in a leach cycle of 95 days.

An irrigation rate of 12L/hr/m^2 add by sprinklers was recommended for the crush heap leaching process.

The oxidized mineralization subzones (BROC, CRIS and WAD) are planned to have three days of resting time and 92 days of irrigation, completing a leaching cycle of 95 days. The sulphide mineralization subzones (MIX and ENR) will have 30 days of resting time and 110 days of irrigation, to complete a leaching cycle of 140 days.

For the first part of the 2020 PEA process plan (Years 0 to 5), MIX and ENR mineralization will be mixed with WAD and treated as if they were oxides without the need of salt addition. The latter part of the PEA process plan (Years 6 to 12), oxide and sulphide subzones are planned to be processed in separate leach pad modules.

It is estimated that the plant will operate with high dissolved impurity levels, including chloride (63–73 g/L), iron (40 g/L) and sulphates (200 g/L). As a result, an SX plant with two washing stages was considered for the 2020 PEA, to avoid impurities to report to electrowinning.

ROM Leach

The ROM feed will predominantly be WAD material, which is forecast to achieve a 40% total copper recovery.

The ROM material is recommended to be stacked in 10-m layers, with a leaching cycle of six months, 10 g/L of sulphuric acid in irrigation and a continuous application rate of 5 L/hr/m^2 using drippers.

Mineral Resource Estimation

Estimation was conducted using commercially available Leapfrog and GEMS software. The primary support for the Mineral Resource estimate is data collected from the 2016, 2017 and 2018 drill programs. All samples without a grade value in the database were eliminated prior to resource modelling. Values labelled <0.001% were changed to 0.001% for both CuT and CuS.

Lithology, structure, and mineralization were interpreted on approximately 50 m-spaced cross-sections that were oriented northeast, northwest, and east–west at 1:1,000 scale. The mineralization interpretations are used as the domains for resource estimation. The domains are brochantite, chrysocolla, enriched, wad CuT≥0.1%, wad CuT<0.1%, and chalcopyrite. Samples from the database were coded based on the 3D solid codes, based on the solid that contained the sample centroid.

A review of the sample lengths was conducted to determine if compositing was warranted. This check showed that only three samples within the modelled solids had a length of <1 m. All the remaining samples were 2 m in length. No compositing was conducted as a result. Review of CuT and CuS domain boundaries indicated that all contacts should be treated as hard boundaries. Grade capping was used in all domains to restrict outlier CuT and CuS assay values. In addition, a 5 m search ellipse was used during estimation to locally restrict the samples with grades above the cap value. Prior to estimation, all SG outliers were removed from the 562 SG determinations available. Average SG values were assigned to each of the estimation domains.

Correlograms were computed for five zones considered to be structurally separated (Tarso, Atahualpa, Atahualpa–La Atomica, La Atomica and Marimaca) to provide search distances to be used in estimation. A percentage model was run in GEMS for each mineralized domain. The block size was 5 m x 5 m x 5 m in size, rotated to N 40º E to match the geological section interpretations. The remaining blocks below the surface topography were coded as waste. Grade was interpolated using ordinary kriging (OK) and a series of four passes. Pass 1 resulted in Measured Mineral Resources, Pass2 in Indicated, and Pass 3 in Inferred. All blocks estimated in the fourth pass were considered unclassified. Model validation used a combination of visual inspection, a nearest-neighbour (NN) analysis, and trend analyses.

Reasonable prospects of eventual economic extraction were addressed by applying a resource pit shell defined using Whittle software and the parameters outlined in Table 1. Pit slope angles were derived from a study carried out by Ingeroc S.A, (Ingeroc) in 2019.

Table 1: Pit Shell Input Parameters

Item	**Unit**	**Value**
Mining cost	US$/t	2.00
Heap leach process cost (including G&A and SX/EW cost)	US$/t	9.00
ROM process cost including G&A	US$/t	2.50
Selling cost	US$/lb Cu	0.07
Heap leach recovery	%	76
ROM recovery	%	40
Pit slope angle	Degrees	44–46
Cu price	US$/lb Cu	3.00

Mineral Resource Statement

Mineral Resources and Mineral Reserves are reported in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) Definition Standards for Mineral Resources and Mineral Reserves (May 2014; the 2014 CIM Definition Standards) and the CIM Estimation of Mineral Resources and Mineral Reserves Best Practice Guidelines 2019 edition (2019 CIM Best Practice Guidelines). Mineral Resources are reported on a 100% basis. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. The Qualified Person for the estimate is Mr Luis Oviedo, CMC, an NCL employee. Mineral Resources are provided in Table 2.

Areas of uncertainty that may materially impact the Mineral Resource estimates include: changes to long-term copper price and exchange rate assumptions; changes in local interpretations of mineralization geometry and continuity of mineralized zones; changes to geological and grade shape and geological and grade continuity assumptions; changes to interpretations of the structural zones; changes to the density values applied as averages to the estimated domains; changes to metallurgical recovery assumptions; changes to the input assumptions used to derive the conceptual open pit used to constrain the estimate; changes to the cut-off grades applied to the estimates; variations in geotechnical, hydrogeological and mining assumptions; forecast dilution; and changes to environmental, permitting and social license assumptions.

Table 2: Mineral Resource Statement

Classification	**Tonnes (t x 1,000s)**	**Grade**		**Contained Metal**	
				CuT Tonnes (kt)	**CuS Tonnes (kt)**
		CuT (%)	**CuS (%)**		
Measured					
Brochantite	10,890	0.76	0.55	82	60
Chrysocolla	4,918	0.59	0.45	29	22
Enriched	1,176	0.75	0.17	9	2
Mixed	475	1.02	0.26	5	1
Wad	3	0.27	0.17	0	0
Wad GT 0.1 %	3,260	0.34	0.2	11	7
Total Measured	*20,721*	*0.66*	*0.44*	*136*	*92*
Indicated					
Brochantite	24,719	0.68	0.49	167	121
Chrysocolla	9,581	0.5	0.37	48	36
Enriched	3,468	0.69	0.14	24	5
Mixed	1,177	0.86	0.21	10	2
Wad	36	0.26	0.14	0	0
Wad GT 0.1%	10,686	0.32	0.18	34	19
Total Indicated	*49,666*	*0.57*	*0.37*	*284*	*184*
Measured and Indicated					
Brochantite	35,609	0.7	0.51	250	181
Chrysocolla	14,499	0.53	0.4	77	58
Enriched	4,644	0.7	0.15	33	7
Mixed	1,652	0.9	0.22	15	4

Wad	38	0.26	0.14	0	0
Wad GT 0.1%	13,945	0.32	0.19	45	26
Total Measured and Indicated	***70,387***	***0.6***	***0.39***	*420*	*276*
Inferred					
Brochantite	17,618	0.63	0.42	111	74
Chrysocolla	9,978	0.47	0.33	47	33
Enriched	2,193	0.63	0.13	14	3
Mixed	3,661	0.63	0.15	23	6
Wad	43	0.27	0.09	0	0
Wad GT 0.1%	9,521	0.31	0.17	30	16
Total Inferred	***43,015***	***0.52***	***0.31***	*224*	*132*

1. Mineral Resources are reported using the 2014 CIM Definition Standards. The Qualified Person for the estimate is Mr Luis Oviedo, CMC, an NCL employee. Mineral Resources have an effective date of January 15, 2020 and are reported on a 100% basis.
2. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability.
3. Mineral Resources are reported within a constraining pit shell developed using Whittle™ software. Input assumptions include a copper price of US$3.00/lb, mining recovery of 100%, metallurgical recoveries of 76% for CuT leaching and 40% for Cu ROM leaching, a mining cost of US$ 2.00/t, processing costs of US$9.0/t for leach processing and US$2.50/t for the ROM process. General and administrative costs are included in the processing costs.
4. Base case Mineral Resources are reported using a 0.22% total copper (CuT) grade. Tonnages contained in the chalcopyrite subzone are not included in the tabulation.
5. Wad GT0.1% unit corresponds to the "high grade Wad", which was separated from the low-grade Wad to refine the geological model, better reflecting the grade distribution within the deposit.
6. Mineral Resource contained copper estimates have been rounded as required by reporting guidelines.

Table 3: Mineral Resource Estimate

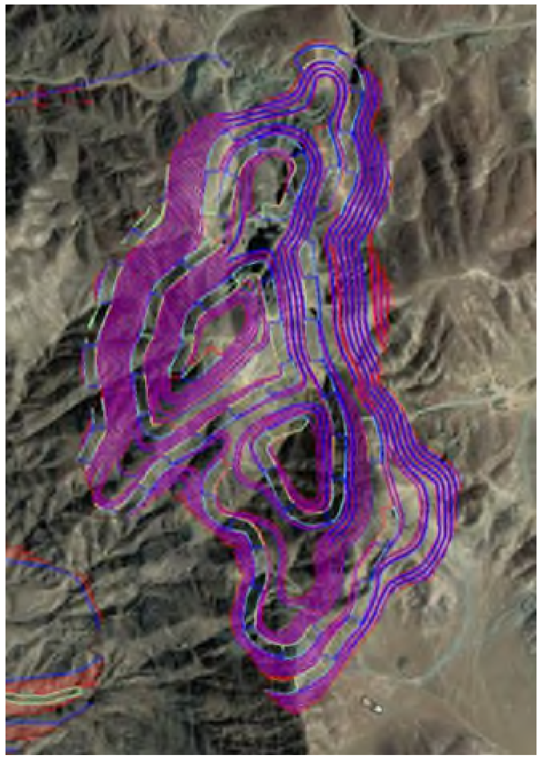
Cut-off grade (% CuT)	Measured			Indicated			Measured + Indicated			Inferred		
	Mineral kt	CuT (%)	CuS (%)	Mineral kt	CuT (%)	CuS (%)	Mineral kt	CuT (%)	CuS (%)	Mineral kt	CuT (%)	CuS (%)
0.60	9,272	1.00	0.65	18,375	0.91	0.58	26,727	0.95	0.61	12,182	0.90	0.48
0.50	**11,397**	**0.91**	**0.61**	**23,285**	**0.83**	**0.53**	**34,682**	**0.85**	**0.56**	**16,926**	**0.80**	**0.44**
0.40	14,403	0.81	0.55	30,600	0.74	0.48	45,003	0.76	0.50	23,607	0.70	0.40
0.30	**17,865**	**0.72**	**0.49**	**40,253**	**0.64**	**0.42**	**58,118**	**0.67**	**0.44**	**33,410**	**0.60**	**0.35**
0.22	**20,721**	**0.66**	**0.44**	**49,666**	**0.57**	**0.37**	**70,387**	**0.60**	**0.39**	**43,015**	**0.52**	**0.31**
0.18	22,072	0.63	0.42	54,109	0.54	0.35	76,181	0.57	0.37	47,164	0.49	0.29
0.10	23,087	0.61	0.41	57,619	0.52	0.33	80,706	0.54	0.35	50,641	0.47	0.27

1. CuT means total copper and CuS means acid soluble copper.
2. Mineral resources that are not mineral reserves do not have demonstrated economic viability.
3. Does not include primary sulphides.
4. For detailed information, refer to the Corporation's news release titled "Coro Announces Substantial Increase in Resources; Development Studies Underway" from December 2, 2019.
5. Technical and economic parameters included: copper price US$3.00/lb; mining cost US$2.00/t; HL processing cost including G&A US$9.00/t; ROM processing cost including G&A US$2.50/t; selling cost US$0.07/lb; heap leach recovery 76% of CuT; ROM recovery 40% of CuT; pit slope angle 44-46°.

Mining Methods

Open pit mining is contemplated, using equipment conventional to the industry.

The open pit area was divided into three geotechnical zones, with pit slope angles that range from 42–52º. Mining dilution, based on a cut-off grade of 0.2% CuT is assumed to be 2.3% for tonnes, and a contained copper loss of 4.6% will result.



Eight pit phases are planned. Phase 1 targets the material with the highest grade in the central area, down to 920masl. Phases 2 and 3 are successive expansion to the north, down to 960masl and 870masl, respectively. Phase 4 is an almost independent pit at the northern area of the deposit with an exit to the north and a connection with Phase 3 for exiting to the primary crusher to the south. This phase will extend to the 890masl. Phase 5 is an expansion to the west of the main pit, to 830masl. Phases 6 and 7 are final expansions to the south and west, respectively to 890masl and 830masl. Phase 8 corresponds to the final expansion of the north pit, to 880masl.

A road width of 30 m was selected to accommodate trucks up to 190t. NCL used a 10% road gradient which is common in the industry for this type of truck. The 2020 PEA mine plan is designed with 10 m benches stacked to 20 m (i.e. double benching) for the geotechnical Zone 1 (East wall). Mining costs are based on blasting 10 m benches for every material type. Additional 20 m wide safety berms were included in the design when the slope height exceeds 150 m, in accordance with geotechnical recommendations.

Table 4: Pit Shell Input Parameters

Item	**Unit**	**Value**
Copper Price	US$/lb	3.0
Mine	US$/t mined	2.10

Mineralized material haulage	US$/t processed	0.48
Crush Heap Leach	US$/t processed	4.33
Crush Heap Leach	US$/lb	0.25
G&A	US$/t processed	2.00
ROM Dump Leach	US$/t ROM	2.54
ROM Dump Leach	US$/lb	0.25
Selling Cost	US$/lb	0.07

The mine plan was tailored toward a copper cathode production rate of 40,000 t/y. An initial pre-stripping period of 4.0 Mt would be required to expose sufficient mineralised material to start commercial production in Year 1. The mineralised material mined during pre-stripping will be stockpiled in the stockpile area and will make up part of the Year 1 plant production. The total stockpiled for later re-handling during Year 1 will amount to 139 kt, plus 32 kt of low-grade material. The pre-stripping period will be approximately three months. Three separate mining rates will be used during commercial production. An initial three-year period will mine at a rate of 14.5 Mt/y. This will be followed by a two-year period that will mine at a rate of 18.54 Mt/y, which will meet the initial plant throughput capacity of 5.4 Mt/y. To meet the second plant throughput capacity rate of 9.0 Mt/y a total mining rate of 23.5 Mt/y is required for the remainder of the mine life.

Two waste rock storage facilities area (WRSFs), will be located to the west (WSFN) and south(WSFS) of the pit. A ROM pad area was designed in a flat valley, located in between the WRSFs, where the ROM leach process will take place. The leaching of this low-grade material is planned in 10 m lifts. The mine plan assumes that 42.3 Mt are placed in the facility. The life of mine ("**LOM**") plan stockpiles low-grade material for later re-handling at the end of the LOM to the primary crusher for crush leaching. The low-grade stockpile was designed at the toe of the WSFS and will accommodate 1.3 Mt.

The drilling equipment will consist of diesel units capable of drilling 7⅞" diameter holes in all material types.

The major equipment was selected based on the mine production schedule, nine months of pre-production and approximately 12 years of commercial mining operations. The pre-production period will include an initial pioneering period estimated at six months for preparing initial roads and bench openings and storage material facilities, followed by a pre-stripping period estimated to be three months long. The total material mined during pre-stripping will be 4 Mt. Re-handling of material will be required in Year 1 for material mined during pre-stripping to meet the plant feed requirements. The mining operation will use 22 m3 hydraulic excavators, 23 m3 front-end-loaders and trucks with a capacity of 150 t. This type of equipment can achieve the required productivity for an annual total material movement of 23.5 Mt. The fleet will be complemented with drill rigs for material delineation. Auxiliary equipment will include track dozers, wheel dozers, motor graders and a water truck. The mine fleet will also include the necessary equipment to re-handle the material from the stockpiles to the primary crusher. This operation will be carried out using a front-end loader and the same 150 t trucks used in the open pit.

Recovery Methods

The Marimaca Project will operate a conventional salt acid leaching process consisting of a comminution circuit, crush leach (HL) and ROM leach facilities, SX and EW to produce Grade-A copper cathodes. All leaching will be performed using seawater-based process solutions, with sulphuric acid and salt addition to both acid-leach the copper oxide mineralization and chloride-leach the sulphide copper mineralization sent to crush heap leaching.

Water devoid of chloride for SX/EW requirements will be provided by a dedicated reverse osmosis (RO) plant. The brine RO plant reject stream will be recovered as process water, hence providing additional chloride to the process and making full use of all available water to meet process needs.

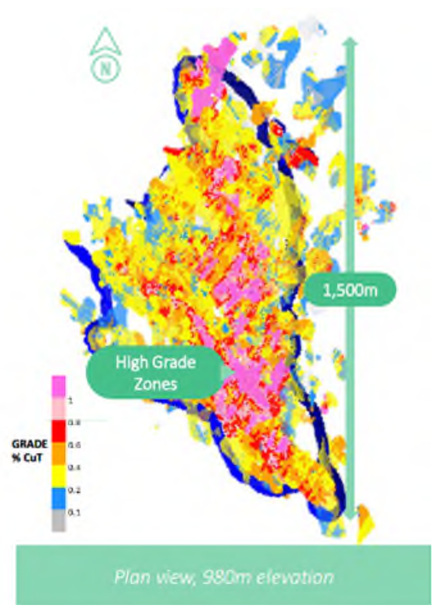
The SX plant was designed to operate with high levels of chloride present in the pregnant leach solution (PLS) and includes two organic washing stages that will allow for a low and manageable transfer of chloride to EW through entrainment.

As explained in the sections before the mine plan assumes two mining phases. Phase 1 will run from Year 1 to Year 5 will see primarily oxide mineralization being sent to the crush heap leach at a processing capacity of 5.4 Mt/y. This initial period is expected to see minimal mining of sulphide copper mineralization. The second mine phase will run from Year 6 to Year 12 and assumes that 9 Mt/y of mineralization will be sent to the crush heap leach. The material will still be dominated by oxide copper minerals, but there will be a higher proportion of sulphide copper mineralization, including mixed oxide-sulphide mineralization. Phase 2 of the mine plan requires an expansion of the crushing and leaching facilities. However, the other plant facilities such as the SX/EW units are sized for Phase 2 capacity from the start.

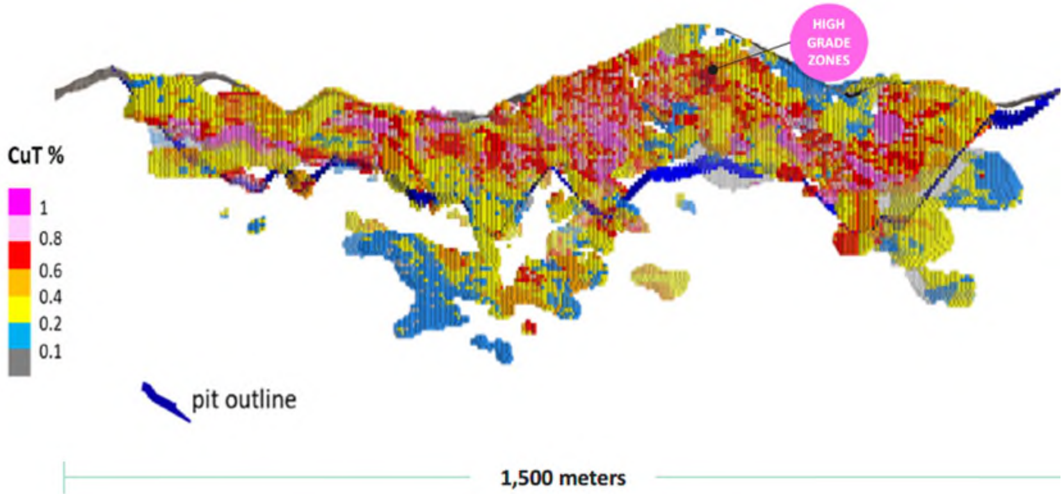
The addition of salt is only considered necessary for Phase 2 of the mine plan; chloride build up in the leaching solutions is considered sufficient to enhance recovery from the minor copper sulphide fractions during the first stage of the mine plan.

Facilities for copper cathode production will have a nominal capacity of 40,000 t/y Cu. Full cathode production will be achieved during the first phase of the mine plan from processing high-grade mineralized material. The second phase will treat lower-grade mineralization, requiring a capacity increase to meet the proposed cathode production tonnage from the EW circuit. The design considers an installed power capacity of 30 MVa, with a peak power consumption of 155 GWh per year occurring at year 6 when the second phase starts. Water requirements are 1,612,000 m^3/y for phase 1 and 2,558,000 m^3/y for phase 2.

The assumed mine life is 12 years. The strip ratio of the mine plan is 0.84:1, with the favourable geometry of the ore body reducing the strip. Mineralization that will be sent to the crush heap leach facility will be crushed at the crushing plant, totals 88,586 kt of copper-bearing mineralization over the LOM.



For phase 1 of the mine plan, which includes a lower capacity first year due to ramp-up considerations, an average of 5,130 kt/y of feed will be delivered during that five-year period, at an average copper grade is 0.78%. High grade zones typically shorten payback periods and improve early years head grade delivered to leach pads. Phase 2 will average of 8,991 kt/y including a final year of slightly lower feed at an average copper grade of 0.49%. Recoveries will be about 79% for the first phase of the mine plan, reducing to approximately 74% on average during the second stage.



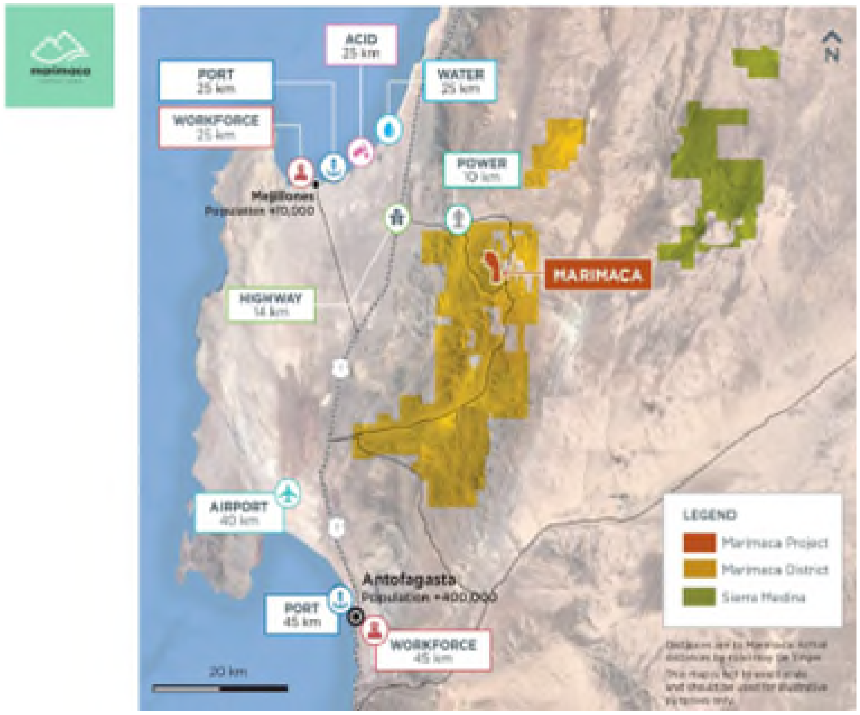
The crush heap leach plant is designed to process a nominal of 5,400kt/y for phase 1 of the mine plan, equivalent to a daily balance tonnage of 14,795 t/d (with 365 d/y), consistent with the mine plan for Year 2 to Year 5. For phase 2 (year 6 to 12) nominal capacity will be 9,000 kt/y, equivalent to a daily balance tonnage of 24,658 t/d.

Total copper cathode production is estimated to be approximately 430kt of cathodes during the LOM, which includes both copper metal recovered from the heap leach and the ROM leach.

Project Infrastructure

Planned infrastructure will include:

- Road network: The road network includes connections from the open pit to the WRSFs, main processing area, crush leach facilities, ROM leach facilities, maintenance complex, and administrative facilities.
- Processing plants: Crushing plant, agglomeration plant, and SX/EW facilities, tank farm, as well as salt and acid storage system.
- Conveyor systems: Overland conveyor from the agglomeration plant to the heap leach pad area, a transfer conveyor with tripper car, mobile (grasshopper)and radial stacking conveyors.
- Heap leach facilities: On/off acid heap, irrigation system, drainage system for pregnant leach solution (PLS) and intermediate leach solution (ILS)and process ponds.
- ROM leach facilities: Permanent acid heap, irrigation system and a drainage system.
- Solutions ponds and pumping system: PLS, ILS and raffinate ponds, emergency ponds for the spent rock (ripios) and crush leach facilities and a seawater pond.
- WRSFs: Two facilities, north and south.
- Administration building: Offices for mine management and supervisory staff, human resources, accounting, procurement, information technology, and safety staff.
- Maintenance workshop: Truck shop, warehouse, and laboratory.
- Electrical substation: 110 kV transmission line from the connection point on the national grid to the project, and a substation on site to receive and step down power for distribution to on site facilities.
- Fuel storage: Tank farm with storage tanks.
- Process control system.
- Communications system.
- Water supply: Potable and process.



Note: Figure prepared by Marimaca Copper Corp., 2020.

Power will be taken from the national grid. The most convenient connection would be with the 110 kV line that follows the B240 road and is about 7 km north of the proposed plant site. For the purposes of the 2020 PEA it was assumed that a tap-off from that line will be permitted. A 7 km, 110 kV line will be built from the tap-off point to the main substation, which will be placed close to the SX/EW plant. From the main substation power will be distributed to the user centers via 23 kV overhead lines.

The water demand is assumed to be supplied by Aguas de Antofagasta S.A. (ADASA), a major Chilean water supplier, are at an expected rate of 1,612,000 m3 /y year for phase 1. phase 2 will need 2,558,000 m3 /y. The make-up water is considered to be extracted by ADASA from an existing seawater pipeline, which also follows the B-240 road. ADASA will deliver the water into Marimaca' s seawater pond. A reverse RO plant will be required to produce the water quality needed in the SX/EW facilities, and a second RO plant will be installed for the administration building.

The installation of an operational man camp is not considered in this PEA due to the proximity of the project to Mejillones and Antofagasta; it is assumed that the majority of the workforce will come from these cities. The Marimaca Project is within 25 km of the Port of Mejillones and within 40 km of Antofagasta, which will ensure access to the airport and no requirement for housing or site accommodation for the workforce. The Corporation will implement high standards of safety to mitigate risks and ensure the health, safety and wellbeing of employees.

Environmental, Permitting and Social Considerations

(i) Environmental Considerations

The Corporation received an Environmental Impact Declaration ("**DIA**" in the Spanish acronym) in July 2018. The main infrastructure approved in this DIA included: mine pit, WRSF, mineralization stockpile, auxiliary installations (shops, offices, waste management, etc.), and an explosives magazine. The original Marimaca Project considered mineral extraction from the Marimaca 1-23 Claims Project (Marimaca 1-23) and the use of the existing processing plants and auxiliary installations in the Rayrock facilities (Ivan Plant).

Baseline studies for the Marimaca 1-23 DIA were completed within a surface area of 147 ha. This comprised the original Marimaca 1-23 Claims Project area, and depending on the study, additionally covered the area representing an indirect effects study area. Baseline studies included the following:

- Physical environment: climate, meteorology, air quality, noise, natural hazards, soils, hydrology, hydrogeology.
- Biotic environment: fauna and flora.
- Human environment: setting, heritage, archaeology; and visual landscape.

The 2020 PEA represents an expansion of the original Marimaca 1-23 Claims Project and assumes construction of a new processing plant and auxiliary facilities to be located 5 km west of the proposed open pit. This change was evaluated in a 2020 Options Study performed by GEM Gestion y Economia Minera Ltda and it was preferred over the existing Ivan Plant facilities because of the shorter distance to the mine and from Mejillones. The plant complex will include a crushing plant, leach pads, and ripios facilities and is estimated to occupy approximately 281 ha of surface area. In addition, the project will increase the mine pit footprint, which translates into an increase in tonnage processed and a surface area of the mine of 257 ha. This new configuration will require an environmental permit via a new Environmental Impact Assessment (EIA) or DIA. The Chilean authorities may require that existing baseline studies be updated for a new DIA or EIA; and based on the type of document, the amount of information needed will differ. Should the project require an EIA, additional studies will be needed to account for seasonal differences and the need for one year's worth of data for air emissions monitoring. There are uncertainties that will need to be addressed to confirm DIA or EIA. The expansion of the pit and WRSFs will need to be considered with respect to any additional impact to the surrounding environment. Traffic studies may be required to understand potential disruptions in Mejillones or Antofagasta and or increases in air and noise emissions.

The original Marimaca 1-23 Claims Project received approval for various Environmental Sectorial Permits, (PAS in the Spanish acronym) for infrastructure and activities approved in the 2018 Marimaca 1-23 DIA. The Marimaca Project will also require various PAS that will have to be included in the new DIA or EIA document. The PAS will have to be amended or renewed based on the new Marimaca Project areas and/or installations, and some will have to be updated with the modifications to the pit and WRSFs in the mine area.

The Marimaca Project as described in the 2020 PEA will have to identify and classify the Sectorial Permits (PS in the Spanish acronym) needed along with critical path permits. Among the critical permits are those approved by the mining, water, and roads authorities that have long approval timelines, complex level of technical studies/data required or that have pre-requisites that could impact the Marimaca Project schedule. To date, the Corporation has not submitted applications for the approved Marimaca Project installations.

The Corporation operates in an environmentally responsible manner, to minimize impacts of its activities, and where possible, aims to improve and enhance the environment in which it operates. The Corporation considers sustainable practices in exploring, developing and producing to be a priority.

(ii) Closure and Reclamation Planning

The Marimaca Project will require a Closure Plan, approved by the Mining Authority (Sernageomin) and regulated by Supreme Decree N°41/2012. The Closure Plan will specify closure measures defined through risk assessment and will include an estimate of the closure costs. The Closure Plan will consider all the facilities included in the approved Environmental documents as per Sernageomin's Methodology Guide.

The Closure Plan will have to be approved before operation starts and a bond will have to be delivered to the Government of Chile during the first year of operation. The Closure Plan approval is preceded by obtaining all mining permits from Sernageomin, including those for the WRSFs, process plant, and open pits (mine operation). To date, the Corporation has not obtained permits for mine operation, the process plant, or the WRSFs.

No closure and salvage costs have been considered at this stage.

(iii) Social Considerations

The area of influence of the Marimaca Project, the Antofagasta Region, and particularly the communities and cities of Mejillones and Antofagasta. The land is predominantly government owned or controlled. There are no indigenous lands or territories of any kind being claimed in the Marimaca Project area. The closest indigenous community (Atacama La Grande) is more than 150 km from the Marimaca Project area. Formal community consultations have not occurred.

The Corporation values the trust and support of local communities and will endeavour to work collaboratively with such communities to deliver shared value. The Corporation is committed to employing locally, upskilling its workforce and respecting cultures while promoting diversity and inclusion.

Markets and Contracts

No formal marketing studies were completed as part of this preliminary economic assessment and as of the effective date, no definitive contracts are in place for purchase of the copper produced or supply of the acid required at Marimaca.

Copper cathode is a common commodity that is traded in transparent and liquid markets. The value of the product is high in relation to their mass and volume and freight costs are not therefore a fundamental driver of expenditure.

Accordingly, for the purpose of the 2020 PEA, it is appropriate to assume that the product can be sold and at standard market rates.

Capital Cost Estimates

Capital costs were estimated from a variety of sources including derivation from first principles, equipment quotes and factoring from actual costs incurred in the construction of other similar facilities. Costs are estimated in US dollars to an accuracy of ±25% which is equivalent to an AACE International, Class 4 Estimate.

Capital costs are summarised in Table 5 and show initial costs of US$284.7 million, with sustaining costs of US$66 million, for a LOM total capital cost of US$350.7 million.

Table 5: Estimated Capital Cost

Estimated Capital Costs	**Costs (US$M)**
Mining Equipment	14.0
Mine Development	9.2
Crushing & Agglomeration	22.7
Leaching	43.5
SX-EX Plant	81.1
Infrastructure (incl acid tanks, power supply, buildings)	14.7
Total Direct Costs	185.1
Indirect Costs	42.6
Contingency	56.9

Total Initial Capital Cost	284.7
LOM Sustaining Capital (including indirect costs)	66.0
Total Life of Mine Capital	**350.7**

Operating Cost Estimates

All operating costs are presented in US dollars. Operating cost estimates are accurate to within ±25%. An overall contingency was not explicitly included in the operating cost estimate, yet it does consider contingencies for specific cost contributors to allow for at-present unspecified miscellaneous details, such as electrical consumption of minor auxiliary equipment (sump pumps, dust suppression, maintenance equipment, services).

The operating costs are estimated C1 cash costs over the life of mine, at an average of US$1.22/lb. C1 cash costs consist of mining costs, processing costs, site G&A and transport charges and royalties. All in sustaining costs ("**AISC**") are estimated at an average of US$1.29/lb. AISC includes cash costs plus sustaining capital.

Table 6 summarises the LOM average C1 operating costs, including mining, processing and general and administrative (G&A) costs. Average operating cost is US$8.68/t of processed mineralized material (ROM and crush leach); offsite transport and royalties is US$0.11/t of processed mineralized materials. Operating costs consider crush leach tonnes sent to the crusher and subsequent crush leach processing, as well as ROM leaching; ROM mineralized material haulage costs to ROM facility are included in the mining haulage cost.

Table 6 Operating Costs

Operating Cost	**US$/t mineral Processed**	**US$/lbCu Processed**
Mining	3.19	0.44
Processing	4.95	0.69
Site G&A	0.54	0.07
Transport & Royalties	0.11	0.02
TOTAL	**8.79**	**1.22**

Economic Analysis

(i) Cautionary Statement

The 2020 PEA is preliminary in nature, and is partly based on Inferred Mineral Resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves, and there is no certainty that the 2020 PEA based on these Mineral Resources will be realized. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.

The results of the economic analyses discussed in this section represent forward-looking information as defined under Canadian securities law. The results depend on inputs that are subject to several known and unknown risks, uncertainties, and other factors that may cause actual results to differ materially from those presented herein.

Information that is forward-looking includes the following:

- Mineral resource estimates
- Assumed commodity prices and exchange rates
- Proposed mine production plan
- Projected mining and process recovery rates
- Assumptions as to mining dilution
- Capital cost and proposed operating cost estimates
- Assumptions about environmental, permitting, and social risks

Additional risks to the forward-looking information include:

- Changes to costs of production from what is assumed
- Unrecognised environmental, permitting or social risks
- Unanticipated reclamation expenses
- Unexpected variations in quantity of mineralised material, grade or recovery rates
- Geotechnical considerations during mining being different from what was assumed
- Failure of mining methods to operate as anticipated
- Failure of plant, equipment or processes to operate as anticipated
- Changes to assumptions as to the availability of electrical power, and the power rates used in the operating cost estimates and financial analysis
- Ability to maintain the social licence to operate
- Accidents, labour disputes and other risks of the mining industry
- Changes to interest rates
- Changes to tax rates

Calendar years used in the financial analysis are provided for conceptual purposes only. Permits still must be obtained in support of operations; and approval to proceed is still required from the Board.

(ii) Methodology Used

An economic model was developed to estimate annual pre-tax and post-tax cash flows and sensitivities of the project based on an 8% discount rate. It must be noted that tax estimates involve complex variables that can only be accurately calculated during operations and, as such, the after-tax results are approximations. A sensitivity analysis was performed to assess the impact of variations in metal prices, initial capital cost, total operating cost, discount rate and grade. The economic analysis was run on a constant dollar basis with no inflation.

A base case copper price of US$3.15/lb is based on consensus analyst estimates and recently published economic studies.

The economic analysis was performed using the following assumptions:

- Construction starting January 1, 2023
- Construction costs capitalised by 30% and 70% in Year -2 and Year -1 respectively
- Commercial production starting (effectively) on January 1st, 2025, with first revenue and expensed costs in Year +1
- Mine life (LOM) of 12 years
- Cathode premium of US$100/t of copper
- Cost estimates in constant 2020 United States dollars with no inflation or escalation
- 100% ownership with 0.5% royalty payable on mineralized materials mined from the Marimaca 1-2 claims and a 1% royalty payable on mineralized materials mined from the La Atomica claims
- Capital costs funded with 100% equity (no financing costs assumed)
- Copper is assumed to be sold in the same year it is produced
- No contractual arrangements for refining currently exist

- At the effective date of this Prospectus, the project was assumed to be subject to the following tax regime:
  - The Chilean corporate income tax system consists of 27% income tax
  - Total undiscounted tax payments are estimated to be US$430 million over the life of mine

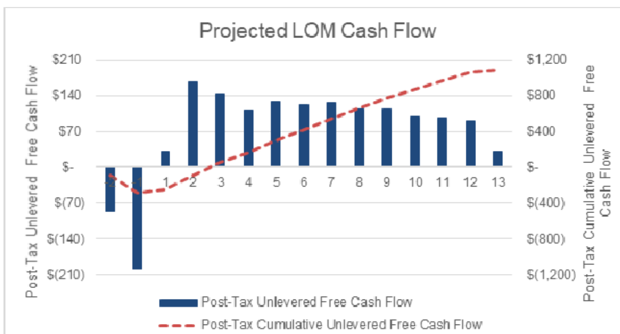
(iii) Results

The economic analysis was performed assuming an 8% discount rate. The pre-tax NPV discounted at 8% is US$757 million; the internal rate of return IRR is 39.9%; and payback period is 2.4 years. On an after-tax basis, the NPV discounted at 8% is US$524 million or approximately C$10.80 per share on an unfunded basis (calculated using an exchange rate of 0.75 and 64.4 million shares on issue); the IRR is 33.5%; and the payback period is 2.6 years.

(iv) Sensitivity Analysis

A sensitivity analysis was conducted on the base case pre-tax and after-tax NPV and IRR of the Marimaca Project, using the following variables: metal prices, initial capital costs, total operating cost, and discount rate. The analysis revealed that the Marimaca Project is most sensitive to revenue attributes such as copper price followed by operating cost and capital cost.

Figure 2: Projected LOM Cash Flows



Note: Figure prepared by Ausenco, 2020.

Table 7: Copper Price Sensitivity Summary

Copper Price US$/Lb	**Post-Tax NPV8% Base Case (US$)**	**Post-Tax NPV8% Capital cost (-10%) (US$)**	**Post-Tax NPV8% Capital cost (+10%) (US$)**	**Post-Tax NPV8% Operational cost (-10%) (US$)**	**Post-Tax NPV8% Operational cost (+10%) (US$)**	**IRR Base Case**
$2.85	$408	$434	$381	$455	$360	28.6%
$3.00	$466	$492	$439	$514	$418	31.1%
$3.15	$524	$551	$498	$572	$476	33.5%
$3.30	$582	$609	$556	$630	$535	35.7%
$3.45	$640	$667	$614	$688	$592	37.9%

CONSOLIDATED CAPITALIZATION

Except in connection with the December 2020 Offering, there have been no material changes in the share and loan capital of the Corporation from September 30, 2020 to the date of this Prospectus. Following the completion of the December 2020 Offering, there were an additional 9,200,000 Common Shares issued and outstanding, as well as 4,600,000 December 2020 Warrants and 88,873 December 2020 Compensation Warrants (see "*Recent Developments*").

The Corporation used $8.3 million of the net proceeds of the December 2020 Offering to repay the Working Capital Facility, resulting in an $8.3 million reduction in indebtedness.

The applicable Prospectus Supplement will describe any material change, and the effect of such material change, on the Corporation's share and loan capitalization that will result from the issuance of Securities pursuant to such Prospectus Supplement.

USE OF PROCEEDS

Unless otherwise specified in a Prospectus Supplement, the net proceeds to the Corporation from the sale of the Securities will be used to advance the Corporation's business objectives and for general corporate purposes. Specific business objectives the Corporation may seek to advance with the net proceeds from any sale of Securities include without limitation completing additional exploration, mining and engineering studies and metallurgical test work at the Marimaca Project and further exploration and other works in the district surrounding the Marimaca Project, advancing and completing a full feasibility study for the Marimaca Project, option and other property payments related to the Corporation's land package and, if the Corporation makes a decision to develop the Marimaca Project, construction and development costs. The amount of net proceeds expected to be received from the sale of Securities, and each of the principal purposes for which the Corporation will use those net proceeds, will be set forth in the applicable Prospectus Supplement. The Corporation may, from time to time, issue securities (including Securities) other than pursuant to this Prospectus.

Notwithstanding that the Corporation intends to spend the net proceeds from the sale of the Securities as stated above, there may be circumstances, including due to COVID-19, where for sound business reasons the Corporation determines that a reallocation of funds may be deemed prudent or necessary, in which case, the Corporation may spend the net proceeds from the sale of the Securities on such reallocated basis. Accordingly, management of the Corporation will have broad discretion in the application of the proceeds of the offering (see "*Risk Factors - COVID-19*").

PLAN OF DISTRIBUTION

The Corporation may sell Securities (i) to or through underwriters or dealers, (ii) directly to purchasers, (iii) through agents, or (iv) through a combination of any of these methods of sale.

The distribution of the Securities of any series may be effected from time to time in one or more transactions at a fixed price or prices or at non-fixed prices. If offered on a non-fixed price basis the Securities may be offered at market prices prevailing at the time of sale, at prices determined by reference to the prevailing price of a specified security in a specified market or at prices to be negotiated with purchasers. The price at which the Securities will be offered and sold may vary from purchaser to purchaser and during the period of distribution.

In connection with the sale of the Securities, underwriters, dealers or agents may receive compensation from the Corporation or from other parties, including in the form of underwriters', dealers or agents' fees, commissions or concessions. Underwriters, dealers and agents that participate in the distribution of the Securities may be deemed to be underwriters for the purposes of applicable Canadian securities legislation and any such compensation received by them from the Corporation and any profit on the resale of the Securities by them may be deemed to be underwriting commissions.

The Prospectus Supplement relating to each distribution of Securities will also set forth the terms of the offering of the Securities including to the extent applicable, the initial offering price, the proceeds to the Corporation, and the underwriters', dealers' or agents' compensation or other discount or selling concession to be allowed or re-allowed to underwriters' or dealers. Any underwriters, dealers or agents with respect to a particular offering of Securities will be named in the Prospectus Supplement relating to such offering.

In connection with any offering of Securities, the underwriters may over-allot or effect transactions which stabilize, maintain or otherwise affect the market price of the Securities at a level other than those which otherwise might prevail on the open market. Such transactions may be commenced, interrupted or discontinued at any time. Any purchaser who acquires Securities forming part of the underwriters' over-allocation position acquires those Securities under the applicable Prospectus Supplement, regardless of whether the over-allocation position is ultimately filled through the exercise of the over- allotment option or secondary market purchases.

Under agreements which may be entered into by the Corporation, underwriters, dealers and agents who participate in the distribution of the Securities may be entitled to indemnification by the Corporation against certain liabilities, including liabilities under the securities legislation of each of the provinces of Canada or to contribution with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof. The underwriters, dealers and agents with whom the Corporation enters into agreements may be customers of, engage in transactions with, or perform services for, the Corporation in the ordinary course of business.

Each distribution of Securities will be a new issue of securities for which there is no established trading market. Unless otherwise specified in a Prospectus Supplement relating to a series of Securities, the Securities will not be listed on any securities exchange. Certain broker dealers may make a market in the Securities, but will not be obligated to do so and may discontinue any market making at any time without notice. No assurance can be given that any broker dealer will make a market in the Securities of any series or as to the liquidity of the trading market, if any, for the Securities of any series.

Unless otherwise specified in the applicable Prospectus Supplement, this Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any Securities in the United States. Unless otherwise specified in the applicable Prospectus Supplement, the Securities have not been and will not be registered under the U.S. Securities Act or any state securities laws, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons, unless the Securities are registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available. Each underwriter, dealer and agent who participates in the distribution will agree not to sell or offer to sell or to solicit any offer to buy any Securities within the United States or to, or for the account or benefit of, a U.S. Person, except pursuant to an exemption from the registration requirements of the U.S. Securities Act and any applicable state securities laws.

DESCRIPTION OF SHARE CAPITAL

General Description of Capital Structure

The Corporation is authorized to issue an unlimited number of Common Shares without par value. As of December 10, 2020, 73,641,072 Common Shares were issued and outstanding as fully paid and non-assessable.

Common Shares

Holders of Common Shares are entitled to receive notice of and attend all meetings of shareholders of the Corporation and are entitled to cast one vote per Common Share on all matters to be voted upon at all such meetings. Holders of Common Shares are entitled to receive such dividends if, as and when declared by the Board. Holders of Common Shares also have rights to the net assets of the Corporation after payment of debts and other liabilities, upon dissolution or winding up of the Corporation, on a pro rata basis. The Common Shares do not carry any preemptive, subscription, conversion or redemption rights, nor do they contain any sinking or purchase fund provisions.

The Corporation has not declared any dividends or distributions on the Common Shares since its incorporation. Any future determination to pay dividends or make distributions will be at the discretion of the Board and will depend on the Corporation's capital requirements, financial performance and such other factors as the Board considers relevant.

The Securities offered pursuant to this Prospectus may include Common Shares issuable upon exercise or conversion of any Warrants, and Common Shares issuable in exchange for any Subscription Receipts.

DESCRIPTION OF WARRANTS

The Corporation may issue Warrants independently or together with other Securities, and Warrants sold with other Securities may be attached to or separate from the other Securities. Warrants will be issued under and governed by the terms of one or more warrant agreements or indentures that the Corporation will enter into with one or more banks or trust companies acting as warrant agent or trustee that will be named in the applicable Prospectus Supplement.

Selected provisions of the Warrants and the warrant agreements or indentures are summarized below. This summary is not complete. The statements made in this Prospectus relating to any warrant agreement or indenture, and any Warrants to be issued thereunder, are summaries of certain anticipated provisions thereof and should be read together with the applicable Prospectus Supplement and the provisions of the applicable warrant agreement or indenture.

A description of the material terms of any Warrants that the Corporation offers, and the extent to which the general terms and provisions described in this section apply to those Warrants, will be set out in the applicable Prospectus Supplement. The Prospectus Supplement will describe some or all of the following terms relating to the Warrants being offered:

- the designation of the Warrants;
- the aggregate number of Warrants offered and the offering price, if any;
- the designation, number and terms of the Common Shares or other Securities purchasable upon exercise of the Warrants, and procedures that will result in the adjustment of those numbers;
- the exercise price of the Warrants;
- the dates or periods on, after or during which the Warrants are exercisable;
- the designation and terms of any Securities with which the Warrants are issued and the number of Warrants that will be issued with each such Security;
- if the Warrants are issued as a Unit with another Security, the date on and after which the Warrants and the other Security will be separately transferable;
- the currency or currency unit in which the offering price, if any, and exercise price are denominated;
- any minimum or maximum amount of Warrants that may be exercised at any one time;
- whether such Warrants will be listed on any securities exchange;
- any terms, procedures and limitations relating to the transferability, exchange or exercise of the Warrants;
- whether the Warrants will be subject to redemption or call and, if so, the terms of such redemption or call provisions; and
- any other terms of the Warrants.

Warrant certificates will be exchangeable for new warrant certificates of different denominations at the office indicated in the Prospectus Supplement. Prior to the exercise of their Warrants, holders of Warrants will not have any of the rights of holders of the securities subject to the Warrants.

Modifications

The Corporation may amend the warrant agreements or indentures and the Warrants, without the consent of the holders of the Warrants, to cure any ambiguity, to cure, correct or supplement any defective or inconsistent provision, or in any other manner that will not materially and adversely affect the interests of holders of the outstanding Warrants. Other amendment provisions shall be as indicated in the Prospectus Supplement.

Enforceability

The warrant agent or trustee, as applicable, will act solely as the Corporation's agent. The warrant agent or trustee, as applicable, will not have any duty or responsibility if the Corporation defaults under the warrant agreements or indentures or the warrant certificates. A Warrant holder may, without the consent of the warrant agent or trustee, as applicable, enforce by appropriate legal action on its own behalf the holder's right to exercise the holder's Warrants.

DESCRIPTION OF UNITS

The Corporation may issue Units comprised of one or more of the other Securities described in this Prospectus in any combination. Each Unit will be issued so that the holder of the Unit is also the holder of each Security included in the Unit. Thus, the holder of a Unit will have the rights and obligations of a holder of each included Security. The unit agreement under which a Unit is issued may provide that the Securities included in the Unit may not be held or transferred separately, at any time or at any time before a specified date.

A description of the material terms of the Units that the Corporation offers, and the extent to which the general terms and provisions described in this section apply to those Units, will be set out in the applicable Prospectus Supplement. The Prospectus Supplement will describe some or all of the following terms relating to the Units being offered:

- the designation and terms of the Units and of the Securities comprising the Units, including whether and under what circumstances those Securities may be held or transferred separately;
- any provisions for the issuance, payment, settlement, transfer or exchange of the Units or of the Securities comprising the Units; and
- whether the Units will be issued as global securities and, if so, who the depositary will be.

DESCRIPTION OF SUBSCRIPTION RECEIPTS

The Corporation may issue Subscription Receipts, independently or together with other Securities, and Subscription Receipts sold with other Securities may be attached to or separate from the other Securities. Subscription Receipts will be issued under one or more subscription receipt agreements that the Corporation will enter into with one or more escrow agents. If underwriters or agents are involved in the sale of Subscription Receipts, one or more of such underwriters or agents may also be parties to the subscription receipt agreement governing those Subscription Receipts. The relevant subscription receipt agreement will establish the terms of the Subscription Receipts.

A Subscription Receipt is a security of the Corporation that will entitle the holder to receive a specified number of Securities, for no additional consideration, upon satisfaction of one or more release conditions. A description of the material terms of any Subscription Receipts that the Corporation offers, and the extent to which the general terms and provisions described in this section apply to those Subscription Receipts, will be set out in the applicable Prospectus Supplement. The Prospectus Supplement will describe some or all of the following terms relating to the Subscription Receipts being offered:

- the designation of the Subscription Receipts;
- the aggregate number of Subscription Receipts offered and the offering price;
- the currency or currency unit in which the Subscription Receipts will be offered;
- the terms, conditions and procedures for which the holders of Subscription Receipts will become entitled to receive Securities;
- the number of Securities that may be obtained upon the conversion of each Subscription Receipt, the anti-dilution provisions that will result in the adjustment of that number and the period or periods during which any conversion must occur;
- the designation and terms of any other Securities with which the Subscription Receipts will be offered and the number of Subscription Receipts that will be offered with each Security;
- the gross proceeds from the sale of such Subscription Receipts, including (if applicable) the terms applicable to the escrow agent holding in escrow all or a portion of the gross proceeds from the sale of such Subscription Receipts, plus any interest earned thereon, pending satisfaction of the release conditions;
- the material income tax consequences of owning, holding and disposing of such Subscription Receipts;

- whether such Subscription Receipts will be listed on any securities exchange;
- procedures for the refund by the escrow agent to holders of Subscription Receipts of all or a portion of the subscription price for their Subscription Receipts, plus any pro rata entitlement to interest earned or income generated on such amount, if the release conditions are not satisfied;
- any entitlement of the Corporation to purchase the Subscription Receipts in the open market by private agreement or otherwise;
- provisions as to modification, amendment or variation of the subscription receipt agreement or any rights or terms attaching to the Subscription Receipts;
- any terms, procedures and limitations relating to the transferability, exchange or conversion of the Subscription Receipts; and
- any other material terms and conditions of the Subscription Receipts.

OTHER MATTERS RELATING TO THE SECURITIES

General

The foregoing descriptions of the terms of the Warrants, Units and Subscription Receipts set forth certain general terms and provisions of such Securities. The particular terms and provisions of the Warrants, Units and Subscription Receipts offered by any Prospectus Supplement, and the extent to which the general terms and provisions described herein may apply to them, will be described in the Prospectus Supplement filed in respect of such Securities.

The Corporation reserves the right to include in a Prospectus Supplement specific terms pertaining to Warrants, Units and Subscription Receipts that are not within the descriptions set forth in this Prospectus, provided that such Securities will not be specified derivatives or asset-backed securities. To the extent that any terms or provisions or other information pertaining to Warrants, Units and Subscription Receipts described in a Prospectus Supplement differ from any of the terms or provisions or other information described in this Prospectus, the description set forth in this Prospectus shall be deemed to have been superseded by the description set forth in the Prospectus Supplement with respect to those Securities. If applicable, prospective investors should rely on information in the applicable Prospectus Supplement and read this Prospectus.

Securities offered under this Prospectus may be issued in certificated form or in book-entry only form.

Certificated Form

Securities issued in certificated form will be registered in the name of the purchaser or its nominee on the registers maintained by the Corporation's transfer agent and registrar or the applicable Trustee.

Book-Entry Only Form

Securities issued in "book-entry only" form must be purchased, transferred or redeemed through participants ("**participants**") in a depository service of a depository identified in the Prospectus Supplement for the particular offering of Securities. Each of the underwriters, dealers or agents, as the case may be, named in the Prospectus Supplement will be a participant of the depository. On the closing of a book-entry only offering, the Corporation will cause a global certificate or certificates representing the aggregate number of Securities subscribed for under such offering to be delivered to, and registered in the name of, the depository or its nominee. Except as described below, no purchaser of Securities issued in book-entry only form will be entitled to a certificate or other instrument from the Corporation or the depository evidencing that purchaser's ownership thereof, and no purchaser will be shown on the records maintained by the depository except through a book-entry account of a participant acting on behalf of such purchaser. Each purchaser of such Securities will receive a customer confirmation of purchase from the registered dealer from which the Securities are purchased in accordance with the practices and procedures of such registered dealer. The practices of registered dealers may vary, but generally customer confirmations are issued promptly after execution of a customer order. The depository will be responsible for establishing and maintaining book-entry accounts for its participants having interests in the book-entry only Securities. Reference in this Prospectus to a holder of book-entry only Securities means, unless the context otherwise requires, the owner of the beneficial interest in the Securities.

If the Corporation determines, or the depository notifies the Corporation in writing, that the depository is no longer willing or able to discharge properly its responsibilities as depository with respect to the book-entry only Securities and the Corporation is unable to locate a qualified successor, or if the Corporation at its option elects, or is required by law, to terminate the book-entry system, then such Securities will be issued in certificated form to holders or their nominees.

Transfer or Conversion of Securities

Certificated Form

Transfer of ownership or conversion Securities held in certificated form will be effected by the registered holder of the Securities in accordance with the requirements of the Corporation's transfer agent and registrar and the terms of the indenture or certificates representing such Securities, as applicable.

Book-Entry Only Form

Transfer of ownership or conversion of Securities held in book-entry only form will be effected through records maintained by the depository or its nominee for such Securities with respect to interests of participants, and on the records of participants with respect to interests of persons other than participants. Holders who desire to purchase, sell or otherwise transfer ownership of or other interests in the Securities may do so only through participants. The ability of a holder to pledge a Security or otherwise take action with respect to such holder's interest in a Security (other than through a participant) may be limited due to the lack of a physical certificate.

Payments and Notices

Certificated Form

Any payment of a dividend or other payment in respect of a Security, as applicable, will be made by the Corporation, and any notices in respect of a Security will be given by the Corporation, directly to the registered holder of such Security, unless the applicable indenture in respect of such Security provides otherwise.

Book-Entry Only Form

Any payment of a dividend or other payment in respect of a Security, as applicable, will be made by the Corporation to the depository or its nominee, as the case may be, as the registered holder of the Security and the Corporation understands that such payments will be credited by the depository or its nominee in the appropriate amounts to the relevant participants. Payments to holders of Securities of amounts so credited will be the responsibility of the participants.

As long as the depository or its nominee is the registered holder of the Securities, the depository or its nominee, as the case may be, will be considered the sole owner of the Securities for the purposes of receiving notices or payments on the Securities. In such circumstances, the responsibility and liability of the Corporation in respect of notices or payments on the Securities is limited to giving or making payment of any dividend or other payment due on the Securities to the depository or its nominee.

Each holder must rely on the procedures of the depository and, if such holder is not a participant, on the procedures of the participant through which such holder owns its interest, to exercise any rights with respect to the Securities. The Corporation understands that under existing industry practices, if the Corporation requests any action of holders or if a holder desires to give any notice or take any action which a registered holder is entitled to give or take with respect to any Securities issued in book-entry only form, the depository would authorize the participant acting on behalf of the holder to give such notice or to take such action, in accordance with the procedures established by the depository or agreed to from time to time by the Corporation, any trustee and the depository. Accordingly, any holder that is not a participant must rely on the contractual arrangement it has, directly or indirectly through its financial intermediary, with its participant to give such notice or take such action.

The Corporation, any underwriters, dealers or agents and any trustee identified in a Prospectus Supplement relating to an offering of Securities in book-entry only form, as applicable, will not have any liability or responsibility for: (i) records maintained by the depository relating to beneficial ownership interests in the Securities held by the depository or the book-entry accounts maintained by the depository; (ii) maintaining, supervising or reviewing any records relating to any such beneficial ownership; or (iii) any advice or representation made by or with respect to the depository and contained in the Prospectus Supplement or in any indenture relating to the rules and regulations of the depository or any action to be taken by the depository or at the directions of the participants.

PRIOR SALES

Prior sales will be provided as required by applicable securities laws in the applicable Prospectus Supplement with respect to the issuance of Securities pursuant to such Prospectus Supplement.

MARKET FOR SHARES

Trading prices and volume will be provided as required by applicable securities laws in the applicable Prospectus Supplement with respect to the issuance of Securities pursuant to such Prospectus Supplement.

CERTAIN INCOME TAX CONSIDERATIONS

The applicable Prospectus Supplement may describe certain Canadian federal income tax consequences to an investor who is a resident of Canada with respect to the acquisition, ownership and disposition of any Securities offered thereunder.

In addition, the applicable Prospectus Supplement may describe certain Canadian federal income tax consequences to an investor who is a non-resident of Canada and who acquires any Securities offered thereunder, including whether the payments of dividends on Common Shares will be subject to Canadian non-resident withholding tax.

The applicable Prospectus Supplement may also describe certain material U.S. federal income tax consequences of the acquisition, ownership and disposition of any Securities offered thereunder by an initial investor who is a U.S. person (within the meaning of the United States Internal Revenue Code of 1986, as amended). Prospective investors should read the tax discussion in any Prospectus Supplement with respect to a particular offering and consult their own tax advisors prior to deciding to purchase any of the Securities.

EMERGING MARKET DISCLOSURE

Ownership of Property Interests and Assets

With respect to the Corporation's exploration activities, mining concessions and exploration permits, as well as other customary and routine permits obtained from time to time in the ordinary course, are required for the Corporation to be able to carry on business in Chile.

In order to satisfy itself of its ownership of its property interests in Chile, the Corporation has, among other things: (i) obtained and reviewed title opinions from certain local law firms in Chile; (ii) conducted searches in Chile as they relate to its property interests; (iii) applied for and obtained the granting of mining concessions according to the procedure established by the Chilean Mining Code and (iv) reviewed, negotiated and executed various agreements with third parties relating to the acquisition and/or transfer of certain mining titles and concessions.

The Corporation regularly takes legal advice from counsel with extensive experience working with mining properties in Chile and who is abreast of all current Chilean legal requirements, and specifically as they apply to the Corporation's activities. The Corporation also relies on the oversight by Qualified Persons who have conducted a review of its Chilean activities and external consultants who are engaged by the Corporation in connection with the Corporation's permitting, licensing and regulatory approval application process, to confirm it has all material permits, licenses and other regulatory approvals needed to carry on its activities.

The Corporation is not aware of any material restrictions against foreign investment in Chilean mining companies, nor any material legal requirements imposed on foreign ownership of Chilean mining companies.

Control by Corporation over Subsidiaries

As noted from the corporate structure chart above under *Mineral Properties*, the Corporation has subsidiaries in Chile. Chilean law requires foreign companies operating in Chile to have local operating subsidiaries.

The Corporation has the following direct or indirect subsidiaries, all of which are 100% beneficially owned by the Corporation, with the exception of **RSC** and its subsidiaries, including SCM Berta. RSC is 75% owned by Greenstone Resources II following the Conversion (as defined below).

With the exception of RSC its subsidiaries, including SCM Berta, all of the Chilean Subsidiaries of the Corporation are wholly-owned subsidiaries over which the Corporation has complete control. The directors on the boards and officers of its wholly-owned Chilean Subsidiaries are all members of the Corporation's senior management team, which ensures that the Corporation has appropriate control and direction over such Chilean Subsidiaries. RSC is 75% owned by Greenstone Resources II and was deconsolidated from the Corporation's financial statements and operating results effective as of June 30, 2020.

The Corporation also maintains and uses corporate controls to ensure that a process and mechanism of approvals is maintained and followed for the disbursement of corporate funds and operating capital and to ensure that investment decisions are reviewed and approved by the Board.

The Corporation is of the view that there are no material risks associated with its corporate structure and that any risks are effectively managed based on the controls described above.

Banking Matters in Chile

The Corporation conducts its banking in Chile through banks of international repute, which are subject to international standards. All material disbursements of corporate funds and operating capital to the Chilean Subsidiaries are reviewed and approved by the Board or its designees and are based upon pre-approved budget expenditures.

The Corporation adheres to Canadian and Chilean laws. The Corporation has a Business Code of Conduct that specifically addresses the Corruption of Foreign Public Officials Act (Canada) that is required to be followed by all directors, officers and employees.

Board and Management Experience in Chile and Board and Management Visits to Chile

A number of members of the Board and management have experience doing business and operating in Chile. All directors of the Corporation have visited the Corporation's operations in Chile. The directors have met with the senior management team in Chile on numerous occasions and there is continuous engagement between the Board and the management team. Furthermore, the directors are made aware of the local business practices in Chile as part of periodic business updates and risk reviews. The Corporation's directors and executive officers are also advised by experienced legal advisers in Chile and are made aware of new developments in the legal regime and new requirements that come into force from time to time. Any material developments are then discussed by the Corporation's senior management and at the board level.

Language Consideration

Certain of the Corporation's directors and executive officers are either fluent or conversant in Spanish. Local business in Chile is conducted largely in Spanish and the members of the Corporation's management team located in Chile who deal directly with employees in Chile and external consultants are all native or fluent Spanish speakers. In addition, the senior management team and the Corporation's advisors in Chile are fluent in English. Therefore, there is no material language barrier.

The Corporation's Communication Strategy in Chile

The Corporation's communication strategy in Chile includes having representatives of the Corporation formally meet with stakeholders as required in the context of the status of the Corporation's activities. Stakeholder engagement activities will progress as the Corporation progresses its milestone activities. The Corporation values transparent corporate governance and strives to ensure appropriate checks and balances are carried out to safeguard ownership at all levels of the business and provide accountability to stakeholders.

Access to Books and Records

The Corporation's corporate records are maintained at its registered and records office at 666 Burrard Street, Suite 2500 Vancouver, British Columbia. The Corporation's operational agreements and documents are maintained at its principal office in Chile at Suite 1504, Cerro el Plomo 5420, Las Condes, Santiago, 7560742, Chile. There are no restrictions on the Board's ability to access books and records. In addition to hard copy form, books and records are available electronically.

RISK FACTORS

Prospective purchasers of Securities should carefully consider the risk factors described in this Prospectus, those described in a document incorporated by reference in this Prospectus (including subsequently filed documents incorporated by reference) and those described in a Prospectus Supplement relating to a specific offering of Securities. An investment in the Securities is subject to various risks, including without limitation those risks inherent to the industries in which the Corporation operates. If any of the events contemplated by these risk factors occurs, the Corporation's revenues or financial condition could be materially harmed, which could adversely affect the value of the Securities. In addition to the below, discussions of certain risks affecting the Corporation in connection with its business are provided in the Corporation's disclosure documents filed with the various securities regulatory authorities which are incorporated by reference in this Prospectus. Additional risks not presently known to us or that we currently consider immaterial may also materially and adversely affect us. If any of the events identified in these risks and uncertainties were to actually occur, our business, financial condition or results of operations could be materially harmed.

Pre-Emptive Rights

Pursuant to an Investor Rights Agreement dated December 19, 2019 between the Corporation and Greenstone Resources L.P., Greenstone Co-Investment No. 1 (Coro) L.P. and Greenstone Resources II (collectively, "**Greenstone**"), Greenstone Co-Investment No. 1 (Coro) L.P. and Greenstone Resources II have a pre-emptive right to participate in future equity financings of the Corporation, including, without limitation, any sale of Securities. Pursuant to a subscription agreement dated August 3, 2018 between the Corporation and Ndovu Capital XIV B.V. ("**Ndovu**"), Ndovu has a pre-emptive right to participate in future equity financings of the Corporation, including, without limitation, any sale of Securities. Ndovu is an affiliate of Tembo. As of the date of this Prospectus, Greenstone Co-Investment No. 1 (Coro) L.P. and Greenstone Resources II have the right to participate in future equity financings on a 57.26% basis, in the aggregate, and Ndovu has the right to participate in future equity financings on a 15.19% basis.

If Greenstone and/or Ndovu wish to exercise such pre-emptive rights (collectively, the "**Pre-Emptive Rights**") but are unable to participate in any sale of the Securities due to timing or other constraints, the Corporation may be required, subject to compliance with applicable securities laws and stock exchange rules, to issue additional Securities to Greenstone or Ndovu on substantially the same terms as any Securities to be issued pursuant to a Prospectus Supplement. Sales or issuances of substantial numbers of Common Shares pursuant to the exercise of Pre-Emptive Rights may adversely affect prevailing market prices of the Common Shares. If and to the extent that any Common Shares are issued pursuant to the exercise of Pre-Emptive Rights, investors will suffer dilution to their voting power and the Corporation may experience dilution in its earnings per share.

Public Health Crises such as COVID-19 and other Uninsurable Risks

Events in the financial markets have demonstrated that businesses and industries throughout the world are very tightly connected to each other. General global economic conditions seemingly unrelated to the Corporation or to the mining industry, including, without limitation, interest rates, general levels of economic activity, fluctuations in the market prices of securities, participation by other investors in the financial markets, economic uncertainty, national and international political circumstances, natural disasters, or other events outside of the Corporation's control may affect the activities of the Corporation directly or indirectly. In the course of development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. The Corporation's business, operations and financial condition could also be materially adversely affected by the outbreak of epidemics or pandemics or other health crises. For example, the World Health Organization declared COVID-19 a pandemic in March 2020. The risks of public health crises such as COVID-19 to the Corporation's business include without limitation, the ability to gain access to government officials, the ability to continue drilling, the ability to raise funds, employee health, workforce productivity, increased insurance premiums, limitations on travel, the availability of industry experts and personnel, disruption of the Corporation's supply chains and other factors that will depend on future developments beyond the Corporation's control. In particular, the continued spread of the coronavirus globally, prolonged restrictive measures put in place in order to control an outbreak of COVID-19 or other adverse public health developments could materially and adversely impact the Corporation's business and the exploration and development of the Marimaca Project could materially slow down or the Corporation could be required to suspend its operations for an indeterminate period. There can be no assurance that the Corporation's personnel will not ultimately see its workforce productivity reduced or that the Corporation will not incur increased medical costs or insurance premiums as a result of these health risks. In addition, the coronavirus pandemic or the fear thereof could adversely affect global economies and financial markets resulting in volatility or an economic downturn that could have an adverse effect on the demand for copper and the Corporation's future prospects. Epidemics such as COVID-19 could have a material adverse impact on capital markets and the Corporation's ability to raise sufficient funds to finance the ongoing development of its material business. All of these factors could have a material and adverse effect on the Corporation's business, financial condition and results of operations. The extent to which COVID-19 impacts the Corporation's business, including its operations and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the outbreak and the actions taken to contain or treat the coronavirus outbreak. It is not always possible to fully insure against such risks, and the Corporation may decide not to insure such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the Common Shares. Even after the COVID-19 pandemic is over, the Corporation may continue to experience material adverse effects to its business, financial condition and prospects as a result of the continued disruption in the global economy and any resulting recession. COVID-19 may also have the effect of heightening other risks and uncertainties disclosed and described in this Prospectus, the AIF and the Annual MD&A. To date, COVID-19 has not materially impacted the Corporation's operations, financial condition, cash flows and financial performance. In response to the outbreak, the Corporation has instituted operational and monitoring protocols to ensure the health and safety of its employees and stakeholders, which follow the advice of local governments and health authorities where it operates. The Corporation has adopted a work from home policy where possible. The Corporation continues to operate effectively whilst working remotely. The Corporation will continue to monitor developments of the pandemic and continuously assess the pandemic's potential further impact on the Corporation's operations and business.

No Existing Trading Market (other than for Common Shares)

Other than for Common Shares, there is no market through which the Securities may be sold and purchasers may not be able to resell any such Securities purchased under this Prospectus and any Prospectus Supplement. There can be no assurance that an active trading market will develop for Warrants, Units or Subscription Receipts after an offering or, if developed, that such market will be sustained. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of the Securities, and the extent of issuer regulation.

The public offering prices of the Securities may be determined by negotiation between the Corporation and the applicable underwriters, dealers, agents or other purchasers based on several factors and may bear no relationship to the prices at which the Securities will trade in the public market subsequent to such offering, if any public market develops. See "*Plan of Distribution*".

LEGAL MATTERS

Unless otherwise specified in the Prospectus Supplement relating to the Securities, certain legal matters in connection with the offering of Securities will be passed upon on behalf of the Corporation by McCarthy Tétrault LLP. In addition, certain legal matters in connection with any offering of Securities will be passed upon for any underwriters, dealers or agents by counsel to be designated at the time of the offering in the applicable Prospectus Supplement by such underwriters, dealers or agents.

INTEREST OF EXPERTS

Certain technical information relating to the Marimaca Project contained within this Prospectus is based on the Technical Report. The Technical Report was prepared by Robin Kalanchey (P. Eng.), of Ausenco, Francisco Castillo (Member of Chilean Mining Commission) of Ausenco, Scott Weston (P. Geo.) of Ausenco, Luis Oviedo (Member of Chilean Mining Commission) of NCL, Carlos Guzman (Fellow of the Australian Institute of Mining and Metallurgy) of NCL and Marcelo Jo (Member of Chilean Mining Commission) of Jo & Loyola Consultores de Procesos, each of whom is a Qualified Person under NI 43-101.

All other scientific and technical information in this Prospectus has been reviewed and approved by Luis A. Tondo (Chief Executive Officer) and Sergio Rivera (Vice President of Exploration), each of whom is an employee of the Corporation and a Qualified Person under NI 43-101.

Except for Mr. Tondo and Mr. Rivera, none of the above mentioned experts has any registered or beneficial interest, directly or indirectly, in any securities or other properties of the Corporation.

AUDITORS, TRANSFER AGENT AND REGISTRAR

PricewaterhouseCoopers LLP is the auditor of the Corporation and is independent within the meaning of the Chartered Professional Accountants of British Columbia Code of Professional Conduct.

The Corporation's registrar and transfer agent for its Common Shares is Computershare Investor Services Inc. located at its principal offices in Vancouver, British Columbia and Toronto, Ontario, Canada.

PURCHASER'S STATUTORY RIGHTS

Subject to such further disclosure as may be provided in the applicable Prospectus Supplement, the following is a description of a purchaser's statutory rights in respect of a purchase of Securities under this Prospectus. Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment (irrespective, in the case of an offering on non-fixed price basis, of the determination at a later date of the purchase price of the Securities distributed). In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor. In an offering of Warrants or Subscription Receipts, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the Prospectus is limited, in certain provincial securities legislation, to the price at which such securities are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon a conversion, exchange or exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal advisor.

CONTRACTUAL RIGHTS OF RESCISSION

Original purchasers of Warrants or Subscription Receipts offered separately will have a contractual right of rescission against the Corporation in respect of the conversion, exchange or exercise of such Warrant or Subscription Receipt. The contractual right of rescission will entitle such original purchasers to receive, in addition to the amount paid on original purchase of the Warrant or Subscription Receipt, as the case may be, the amount paid upon conversion, exchange or exercise, upon surrender of the underlying securities gained thereby, in the event that this Prospectus (as supplemented or amended) contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of the convertible, exchangeable or exercisable security under this Prospectus; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of the convertible, exchangeable or exercisable security under this Prospectus. This contractual right of rescission will be consistent with the statutory right of rescission described under section 131 of the *Securities Act* (British Columbia), and is in addition to any other right or remedy available to original purchasers under section 131 of the *Securities Act* (British Columbia) or otherwise at law.

WHERE TO FIND MORE INFORMATION

Statements included or incorporated by reference in this Prospectus about the contents of any contract, agreement or other documents referred to are not necessarily complete, and in each instance, you should refer to the exhibits for a complete description of the matter involved. Each time we sell Securities under the registration statement, we will provide a Prospectus Supplement that will contain specific information about the terms of that offering. The Prospectus Supplement may also add, update or change information contained in this Prospectus.

We file annual and quarterly financial information and material change reports, business acquisition reports and other material with the securities commission or similar regulatory authority in each of the provinces of Canada, other than the Province of Quebec. You may read and download any public document that we have filed with the securities commission or similar regulatory authority in all provinces of Canada except the Province of Quebec on SEDAR at www.sedar.com. Documents filed on SEDAR are not incorporated by reference into the Prospectus or registration statement unless expressly provided herein or therein.

CERTIFICATE OF
MARIMACA COPPER CORP.

Dated: December 11, 2020

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of all provinces of Canada, other than the province of Quebec.

(Signed) Luis Albano Tondo Chief Executive Officer	(Signed) Leonardo Araya Muñoz Chief Financial Officer

On Behalf of the Board of Directors

(Signed) Petra Decher Director	(Signed) Tim Petterson Director