

SILVER CROWN  
ROYALTIES INC.



**SILVER CROWN ROYALTIES INC.**

**ANNUAL INFORMATION FORM**

For The Year Ended December 31, 2025

Dated as of March 31, 2026

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**SCHEDULE “A” Audit and Risk Committee Charter**

## ANNUAL INFORMATION FORM

### ARTICLE 1 EXPLANATORY NOTES AND CAUTIONARY STATEMENTS

#### 1.1 Explanatory Notes

The information in this Annual Information Form (“AIF”) is given as of December 31, 2025, except where otherwise noted. More current information may be available on our public website [www.silvercrownroyalties.com](http://www.silvercrownroyalties.com) or on our SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

In this AIF, unless the context requires otherwise, the “Company”, “Silver Crown”, “its”, “our” and “we”, or similar or related terms, refer to Silver Crown Royalties Inc. and its wholly-owned subsidiary.

Silver Crown’s financial statements incorporated herein are reported in Canadian dollars and are prepared in accordance with International Financial Reporting Standards. In this AIF, unless otherwise indicated, references in this AIF to “\$” refer to Canadian dollars and references to “US\$” refer to United States dollars.

#### 1.2 About Forward-Looking Information

This AIF contains certain forward-looking statements within the meaning of Canadian securities laws. These statements relate to future events or future performance and reflect management’s expectations regarding the growth, results of operations, performance and business prospects and opportunities of Silver Crown. All statements other than statements of historical fact are forward-looking statements. Such forward-looking statements reflect management’s current beliefs and are based on information currently available to management. In some cases, forward-looking statements can be identified by terminology such as “may”, “will”, “should”, “expect”, “plan”, “anticipate”, “believe”, “estimate”, “predict”, “potential”, “continue”, “target” or the negative of these terms or other comparable terminology. These statements are only predictions. In addition, this AIF may contain forward-looking statements attributed to third party industry sources.

Forward-looking information and statements include, but are not limited to, statements with respect to the activities, events or developments that Silver Crown expects or anticipates will or may occur in the future, including those regarding future growth and ability to create new streams or royalties, the development and focus of the Company, its acquisition strategy, the plans and expectations of the operators of the projects underlying its interests, including the proposed advancement and expansion of such projects; the results of exploration, development and production activities of the operators of such projects; and the Company’s expectations regarding future revenues.

Although management of Silver Crown believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. Silver Crown cannot guarantee future results, levels of activity, performance, or achievements. Some of the risks and other factors, some of which are beyond the control of Silver Crown, which could cause results to differ materially from those expressed in the forward-looking statements contained in this AIF include, but are not limited to:

- there is no assurance that the Company will declare a dividend (and currently there are no plans to declare any dividends in the near-term);
- evolving corporate governance and public disclosure regulations;
- risks related to liquidity;
- changes in the market price of metals; volatility in the price of silver;
- the significance of the PPX Royalty to Silver Crown;
- the limited operating history of Silver Crown;

- Silver Crown has a history of negative cash flow and no assurance can be given that the Company will ever attain positive cash flow;
- variations in foreign exchange rates;
- competition for royalties;
- delays in the receipt of payments or failure to receive payments;
- risks related to financing;
- risks related to third-party reporting;
- risks related to disclosure of mining operations;
- the acquisition strategy of the Company;
- risks related to cash flow of the Company;
- the rights of other interest holders;
- defects in royalty and other interests;
- changes in significant assets of the Company;
- dependence on key personnel;
- project operators may not respect contractual obligations;
- the enforceability of royalty interests;
- directors and officers may have conflicts of interest affecting operations;
- global financial conditions, including interest rates and inflation, may be volatile;
- natural disasters, terrorist acts, civil unrest, pandemics and other disruptions and dislocations;
- future financing and securities issuances;
- litigation affecting properties in which the Company has an interest;
- changes in tax laws impacting the Company;
- the information systems and cybersecurity of the Company;
- shareholder activism;
- reputational damage;
- expansion of the business model of the Company;
- risks applicable to owners and operators of mineral properties in which the Company has an interest;

- exploration, development and mining operations;
- additional costs to mineral property operators resulting from national or international climate control initiatives;
- risks related to silver and commodity prices and their effect on mining operations;
- operation and exploration activities are subject to environmental and endangered species laws and regulations;
- operations and exploration may be subject to governmental regulations, permits, and authorizations;
- permits and licences may not be forthcoming or available in a timely manner;
- adequate infrastructure may not be available to develop mineral properties;
- dependence and reliance on key employees of owners and operators of mineral properties;
- mineral resource and mineral reserve estimates;
- uninsured or uninsurable risks;
- risks related to international interests;
- risks related to permitting, construction and development; and
- risks related to indigenous peoples.

This list is not exhaustive of the factors that may affect any of the forward-looking statements regarding Silver Crown or the Company. Forward-looking statements are statements about the future and are inherently uncertain. Actual events or results could differ materially from those projected in the forward-looking statements including as a result of the matters set out in this AIF generally and certain economic and business factors, some of which may be beyond the control of Silver Crown (and therefore the Company). Some of the important risks and uncertainties that could affect forward-looking statements are described under the heading “*Risk Factors*”. Silver Crown does not intend to and is not obligated to update any of the forward-looking statements after the date of this AIF so as to conform such statements to actual results or to changes in the expectations of Silver Crown, other than as required by applicable securities law. For all these reasons, readers should not place undue reliance on the forward-looking statements contained herein, as the Company’s actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company’s business, or if Silver Crown’s estimates or assumptions prove inaccurate. The forward-looking statements contained in this AIF are expressly qualified by this cautionary statement.

#### **Cautionary Note Regarding Mineral Reserve and Mineral Resource Estimates**

The AIF has been prepared in accordance with the requirements of Canadian securities laws. Unless otherwise indicated, all Mineral Resource and Mineral Reserve estimates included in this AIF have been prepared by the owners or operators of the relevant properties (as and to the extent indicated by them) in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“NI 43- 101”) and the Canadian Institute of Mining and Metallurgy Classification System.

### 1.3 Technical and Third-Party Information

Except where otherwise stated, the disclosure in this AIF relating to the Igor Project is based on the technical report prepared and published in accordance with NI 43-101 entitled the Updated Mineral Resource Estimate of Callanquitas Gold-Silver Deposit and Potential of Igor project” (the “**Igor Technical Report**”), which was prepared for PPX Mining Corp. by Maria Munoz Lizarve, P. Geo, AIG, Alain-Jean Beauregard, P. GEO, OGQ, Daniel Gaudreault, P. ENG, OIQ, Eddy Canova, P. GEO, OGQ, Peter Kondos, PHD, FAusIMM and filed under PPX’s SEDAR+ profile on February 17, 2024. The disclosure in this AIF regarding the Igor Project is qualified in its entirety to the full text of the Igor Technical Report which is available on [www.sedarplus.ca](http://www.sedarplus.ca) under PPX Mining Corp.’s (“**PPX**”) profile. Sienna Minerals S.A.C., a wholly owned subsidiary of PPX, holds legal title to the Igor Project.

Silver Crown is dependent on the operators of the properties and their qualified persons to provide information to Silver Crown or on publicly available information to prepare disclosure pertaining to properties and operations on the properties on which Silver Crown holds royalty interests. Silver Crown generally has limited or no ability to independently verify such information. The assumptions and methodologies underpinning estimates of Mineral Reserves and Mineral Resources on a property, and the classification of mineralization in categories of proven and probable and measured, indicated and inferred within the estimates of Mineral Reserves and Mineral Resources, respectively, and the assumptions and methodologies employed in proposed mining and recovery processes and production plans, were made by owners or operators and their qualified persons. Although Silver Crown does not have any knowledge that such information may be inaccurate, there can be no assurance that such third-party information is complete or accurate. Some information publicly reported by operators may relate to a larger property than the area covered by Silver Crown’s royalty interest. For the avoidance of doubt, nothing stated in this paragraph operates to relieve Silver Crown from liability for any misrepresentation contained in this AIF under applicable Canadian securities laws.

The PPX Royalty is material to Silver Crown for the purposes of NI 43-101. Silver Crown will continue to assess the materiality of its assets as such assets undergo exploration and as new assets are acquired.

#### **CIM Definition Standards**

Any reference to Measured Mineral Resource, Indicated Mineral Resource and Inferred Mineral Resource herein (including as used in the Igor Technical Report) have been used in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum Definition Standards for Mineral Resources and Mineral Reserves adopted by the CIM Council on May 10, 2014, which are incorporated by reference in NI 43-101 (the “**CIM Definition Standards**”). The following definitions are reproduced from the CIM Definition Standards:

“**Indicated Mineral Resource**” means that part of a Mineral Resource (defined herein) for which quantity, grade or quality, densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of Modifying Factors as described below in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. Geological evidence is derived from adequately detailed and reliable exploration, sampling and testing and is sufficient to assume geological and grade or quality continuity between points of observation. An Indicated Mineral Resource has a lower level of confidence than that applying to a Measured Mineral Resource (defined herein) and may only be converted to a Probable Mineral Reserve (defined herein).

“**Inferred Mineral Resource**” means that part of a Mineral Resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.

“**Measured Mineral Resource**” means that part of a Mineral Resource for which quantity, grade or quality, densities, shape, and physical characteristics are estimated with confidence sufficient to allow the application of Modifying Factors to support detailed mine planning and final evaluation of the economic viability of the deposit. Geological evidence is derived from detailed and reliable exploration, sampling and testing and is sufficient to confirm geological and grade or quality continuity between points of observation. A Measured Mineral Resource has a higher level of

confidence than that applying to either an Indicated Mineral Resource or an Inferred Mineral Resource. It may be converted to a Proven Mineral Reserve (defined herein) or to a Probable Mineral Reserve.

**“Mineral Reserve”** means the economically mineable part of a Measured and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted and is defined by studies at pre-feasibility or feasibility level as appropriate that include application of Modifying Factors. Such studies demonstrate that, at the time of reporting, extraction could reasonably be justified. The reference point at which Mineral Reserves are defined, usually the point where the minerals are delivered to the processing plant, must be stated. It is important that, in all situations where the reference point is different, such as for a saleable product, a clarifying statement is included to ensure that the reader is fully informed as to what is being reported. The public disclosure of a Mineral Reserve must be demonstrated by a Pre-Feasibility Study or Feasibility Study.

**“Mineral Resource”** means a concentration or occurrence of solid material of economic interest in or on the earth’s crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade or quality, continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling.

**“Probable Mineral Reserve”** means the economically mineable part of an indicated, and in some circumstances, a Measured Mineral Resource. The confidence in the Modifying Factors applying to a Probable Mineral Reserve is lower than that applying to a Proven Mineral Reserve.

For the purposes of the CIM Definition Standards, **“Modifying Factors”** are considerations used to convert Mineral Resources to Mineral Reserves. These include, but are not restricted to, mining, processing, metallurgical, infrastructure, economic, marketing, legal, environmental, social and governmental factors.

## **Qualified Persons**

Mitchell E. Lavery, P.Geol. is a qualified person for the purposes of NI 43-101 and has reviewed and approved the scientific and technical disclosure contained in this AIF. Mr. Lavery is a consultant for Silver Crown.

## **1.4 Market and Industry Data**

Market and industry data presented throughout this AIF was obtained from third-party sources, and the market and industry data contained in this AIF are based upon information from independent industry and other publications and Silver Crown’s management’s knowledge of, and experience in, the industry in which Silver Crown operates. Market and industry data are subject to variations and cannot be verified with complete certainty due to limits on the availability and reliability of raw data at any particular point in time, the voluntary nature of the data gathering process or other limitations and uncertainties inherent in any statistical survey. Accordingly, the accuracy and completeness of this data are not guaranteed. Silver Crown has not independently verified any of the data from third party sources referred to in this AIF or ascertained the underlying assumptions relied upon by such sources. References in this AIF to research reports or to articles and publications should not be construed as depicting the complete findings of the entire referenced report or article. The information in each report or article is expressly not incorporated by reference into this AIF.

## **1.5 Reader Advisory**

On June 28, 2024, the Company consolidated the common shares in the capital of the Company (the **“Shares”**) on the basis of 20 pre-consolidation Shares for one (1) post-consolidation Share (the **“Consolidation”**). All figures set out in this AIF relating to a number, value or price of Shares have been retrospectively restated to present post-Consolidation amounts.

## ARTICLE 2 CORPORATE STRUCTURE

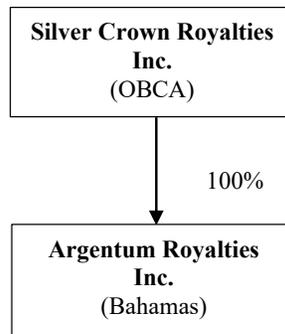
### 2.1 Name, Address, and Incorporation

The Company was incorporated on August 23, 2021, under the name “Silver Crown Royalties Inc.” pursuant to the provisions of the *Business Corporations Act* (Ontario)(the “**OBCA**”). On February 3, 2021, 1287412 B.C. Ltd (“**128**”) was incorporated under the *Business Corporations Act* (British Columbia)(the “**BCBCA**”) under the name “1287412 B.C. Ltd.” On June 28, 2024, the Company and 128 completed an amalgamation (the “**Amalgamation**”) under the provisions of the BCBCA pursuant to the amalgamation agreement dated May 15, 2024, as amended on May 27, 2024, entered into between 128 and Silver Crown (the “**Amalgamation Agreement**”), which provided for the reverse takeover of 128 by the shareholders of Silver Crown. Upon completion of the Amalgamation, 128 and Silver Crown continued as one corporation, which was renamed “Silver Crown Royalties Inc.” On July 25, 2024, the common shares of the Company (the “**Shares**”) commenced trading on Cboe Canada Inc. (the “**Exchange**”) under the symbol “SCRI”.

The Company’s principal place of business is located at 200 - 99 Yorkville Avenue, Toronto, ON M5R 1C1 and its registered and records office is located at 146 West Woodstock Avenue, Vancouver BC V5Y 0N1.

### 2.2 Intercorporate Relationships

Silver Crown has one subsidiary: Argentum Royalties Inc. (“**Argentum**”). The following chart sets forth the intercorporate relationship of Silver Crown:



Argentum was incorporated on September 11, 2023 under the laws of the Commonwealth of the Bahamas. Argentum is a wholly-owned subsidiary of Silver Crown.

## ARTICLE 3 GENERAL DEVELOPMENT OF THE BUSINESS

### 3.1 Three Year History

During the period from May 5, 2023 to June 15, 2023, Silver Crown completed a non-brokered private placement in four tranches, collectively consisting of 862,025 units at a unit price of \$4.00 per unit for aggregate gross proceeds of \$3,304,100 (the “**2023 Financing**”). Each unit consisted of one Share and one-half of one Share purchase warrant at an exercise price of \$8.00 for a period of two years following the closing (the “**2023 Silver Crown Warrants**”). In connection with this private placement, where applicable, Silver Crown paid a cash finder fee of 8% and issued 43,950 the broker warrants in the capital of Silver Crown (the “**Silver Crown Broker Warrants**”) (being the amount equal to 8% of the aggregate number of units sold by the broker) with each such Silver Crown Broker Warrant being exercisable at an exercise price of \$8.00 for a period of two years from the closing.

On May 12, 2023, Silver Crown announced its execution of the Gold Mountain Royalty Agreement (the “**Gold Mountain Royalty Agreement**”) dated May 11, 2023 pursuant to which Silver Crown agreed to purchase a net

smelter return royalty for 90% of the aggregate gross proceeds of silver (the “**Gold Mountain Royalty**”) produced from Elk Gold’s Elk Mine (the “**Gold Mountain Project**”) located in British Columbia, Canada.

On May 24, 2023, Silver Crown completed the acquisition of the Gold Mountain Royalty pursuant to the Gold Mountain Royalty Agreement pursuant to which Silver Crown purchased a net smelter return royalty for 90% of the aggregate gross proceeds of silver produced from the Gold Mountain Project located in British Columbia, Canada for cash consideration of \$2,500,000 and the issuance of 12,500 units on the same terms as the 2023 Financing.

On July 24, 2023, Silver Crown received payment from Elk Gold of \$29,169.31 in full satisfaction of Elk Gold’s obligation to pay the Gold Mountain Royalty for the period April 1, 2023 to June 30, 2023, pursuant to the Gold Mountain Royalty Agreement.

On August 1, 2023, Silver Crown announced the closing of the first tranche of a financing of units (the “**Pre-IPO Financing**”) at a price of \$8.00 per unit for gross proceeds of \$500,000. Each such unit consists of a Share of Silver Crown and one half of one Share purchase warrant. Each such warrant entitles the holder thereof to acquire an additional Share at a price of \$16.00 per Share for a period of 36 months from the date Silver Crown becomes a reporting issuer in any jurisdiction of Canada. The use of proceeds of this tranche was a \$500,000 bonus payment to Elk Gold as a result of the production of 6,666 ounces of silver from the Elk Gold Mine on a 6-month trailing annualized basis ending on May 31, 2023.

On August 1, 2023, Silver Crown announced the results of its annual and special general meeting of shareholders held on July 18, 2023. At the meeting, all of the management director nominees were elected: Peter Bures, Andres Tinajero, Peter Schloo and Peter Simeon. In addition, shareholders of Silver Crown approved Silver Crown’s omnibus equity incentive compensation plan as described in the management information circular dated July 7, 2023, as well as the re-appointment of Zeifmans LLP as the auditor of Silver Crown for the ensuing fiscal year and their related remuneration. Silver Crown further announced the appointment of Raymond Jannas to the board of Silver Crown (the “**Board**”).

On August 21, 2023, Silver Crown announced its entry into a definitive agreement providing for the creation and purchase of a net smelter return royalty (the “**Pilar Royalty**”) on 90% of the aggregate net proceeds of silver sold as a result of processing of ores extracted from Pilar Gold Inc.’s (“**Pilar**”) PGDM complex and related milling operations (the “**PGDM Complex**”) in Goias State, Brazil. The Pilar Royalty closed in tranches, with payments made by Silver Crown in exchange for a net smelter return royalty for up to 90% of the aggregate net proceeds of silver sold from the PGDM Complex as described above. The Pilar Royalty is currently in respect of 90% of the cash equivalent of the aggregate net proceeds of silver sold as a result of processing of ores extracted from Pilar’s PGDM Complex (as defined below), but no less than the cash equivalent of 4,000 ounces of silver quarterly priced at the London Bullion Market Association’s daily average price for such quarter in U.S. dollars, from the PGDM Complex. The Pilar Royalty is paid quarterly. Pilar may, through successful mill optimization, increase the minimum payments under the Pilar Royalty to the cash equivalent of 32,000 ounces of silver per year by achieving such annualized level of silver production on a 6-month trailing basis. Upon such election, Pilar is to receive a bonus payment of US\$1,500,000, payable in Shares or cash in Silver Crown’s sole discretion. Any Shares issuable will be priced at: i) a deemed price \$10.00 per Share if Silver Crown is a private company at the time of such issuance; or ii) a 5-day trailing VWAP if Silver Crown is a publicly listed company at the time of such issuance.

On October 10, 2023, Silver Crown announced the closing of the second tranche of the Pre-IPO Financing by issuing 90,062 units at a price of \$8.00 per unit for gross proceeds of \$720,500. Each such unit consists of a Share of Silver Crown and one half of one Share purchase warrant. Each such warrant entitles the holder thereof to acquire an additional Share at a price of \$16.00 per Share for a period of 36 months from the date Silver Crown becomes a reporting issuer in any jurisdiction of Canada. The use of proceeds of this tranche was to fund a portion of the purchase price of the Pilar Royalty as well as general corporate purposes.

On November 23, 2023, Silver Crown received payment from Elk Gold of \$42,627.21 in full satisfaction of Elk Gold’s obligation to pay the Gold Mountain Royalty for the period July 1, 2023 to September 30, 2023, pursuant to the Gold Mountain Royalty Agreement.

On November 28, 2023, Silver Crown closed the first tranche of the Pilar Royalty. To complete the first tranche, Silver Crown paid US\$500,000 (less transaction expenses) in cash in exchange for a net smelter return royalty for the cash equivalent of 22.5% of the silver produced from the PGDM Complex. In connection with the closing of the tranche, Silver Crown closed the third tranche of the Pre-IPO Financing by issuing 68,562 units at a price of C\$8.00 per Unit for gross proceeds of \$548,500. Each such unit consists of a Share of Silver Crown and one half of one Share purchase warrant. Each such warrant entitles the holder thereof to acquire an additional Share at a price of \$16.00 per Share for a period of 36 months from the date Silver Crown becomes a reporting issuer in any jurisdiction of Canada. The use of proceeds of this tranche was to fund the purchase price of the Pilar Royalty as well as general corporate purposes.

On January 30, 2024, Silver Crown announced that it has appointed Philip van den Berg to the position of independent director and audit committee chair, and that Andres Tinajero resigned from his position as independent director and Chair of the audit committee to focus on his responsibilities as CFO at JHI Associates Inc. and Talisker Resources Ltd.

On March 13, 2024, Silver Crown received prorated payment from Pilar of \$7,816.13 in full satisfaction of Pilar's obligation to pay the Pilar Royalty for the Q4 2023 period, pursuant to the definitive agreement (the "**Pilar Royalty Agreement**") between Silver Crown and Pilar providing for the creation and purchase of a net smelter return royalty on up to 90% of the aggregate net proceeds of silver sold as a result of processing of ores extracted from the PGDM Complex (as defined herein).

During the period from April 25, 2024, to May 14, 2024, Silver Crown announced the closing of the fourth and fifth tranches of the Pre-IPO Financing by issuing 76,161 units at a price of \$8.00 per unit for gross proceeds of \$601,290. Each such unit consists of one Share of Silver Crown and one half of one Share purchase warrant. Each such warrant entitles the holder thereof to acquire an additional Share at a price of \$16.00 per Share for a period of 36 months from the date Silver Crown becomes a reporting issuer in any jurisdiction of Canada. The use of proceeds of this tranche was to fund a portion of the purchase price of the Pilar Royalty as well as general corporate purposes. In connection with the Pre-IPO Financing, Silver Crown issued 11,650 Silver Crown Broker Warrants (being the amount equal to 8% of the aggregate number of units sold by the broker) with each such Silver Crown Broker Warrant being exercisable at an exercise price of \$8.00 for a period of three years from issuance.

On April 26, 2024, Silver Crown entered into an amended and restated royalty agreement (the "**Amended and Restated Pilar Royalty Agreement**") governing the Pilar Royalty to upsize from 22.5% to 31.05% of the silver production from the PGDM Complex by paying US\$190,000, US\$23,336 of which consisted of a credit for a royalty payment due to be paid by Pilar to Silver Crown on April 30, 2024.

On May 15, 2024, Silver Crown announced that it had entered into the Amalgamation Agreement with 128, pursuant to which 128 and Silver Crown have agreed to effect the Amalgamation, and that it was undertaking the private placement (the "**Concurrent Financing**") of 370,430 subscription receipts of the Company ("**Subscription Receipts**") at a price of \$10.00 per Subscription Receipt for aggregate gross proceeds to Silver Crown of \$3,704,300, which closed on June 27, 2024, all on the terms and subject to the conditions set out in the subscription agreements entered into between the subscribers for Subscription Receipts and Silver Crown.

On June 26, 2024, Silver Crown continued from Ontario, where it had been governed by the OBCA, to British Columbia, where it is governed by the BCBCA.

On June 27, 2024, Silver Crown closed the Concurrent Financing of 370,430 Subscription Receipts at a price of \$10.00 per Subscription Receipt for aggregate gross proceeds to Silver Crown of \$3,704,300, all on the terms and subject to the conditions set out in the subscription agreements entered into between the subscribers for Subscription Receipts and Silver Crown. In connection with the Concurrent Financing, Silver Crown issued 7,140 Silver Crown Broker Warrants to Canaccord Genuity Corp. (the "**Canaccord Finder Warrants**"), with each such Canaccord Finder Warrant being exercisable to purchase one Share at a purchase price of \$16.00 until three years from the date of issuance.

On June 28, 2024, the Subscription receipts converted into an equal number of units of Silver Crown, with each unit consisted of one Share and one Share purchase warrant exercisable into another Share at a price of \$16.00 until June

28, 2027. Also on June 28, 2024, Silver Crown effected the Amalgamation with 128, pursuant to the Amalgamation Agreement entered into among 128 and Silver Crown on May 15, 2024 as amended on May 27, 2024, pursuant to section 269 of the BCBCA. Pursuant to the Amalgamation, each Share of Silver Crown was exchanged for 1/20<sup>th</sup> of a common share in the amalgamated entity resulting from the Amalgamation.

On July 25, 2024, Silver Crown's Shares commenced trading on the Exchange. On July 26, 2024, Silver Crown entered into an agreement with Elk Gold to amend the payment terms of the Gold Mountain Royalty Agreement. On August 1, 2024, Silver Crown completed a post-listing offering of 115,912 units of the Silver Crown at a price of \$10.00 per unit for gross proceeds of \$1,159,120. Each unit consisted of one Share and one Share purchase warrant exercisable into another Share at a price of \$16.00 until June 28, 2027.

On August 13, 2024, Silver Crown exercised its additional royalty option under the Amended and Restated Pilar Royalty Agreement to increase its royalty from 31% to 90% of the aggregate net proceeds of silver sold as a result of the processing of ores from the PGDM complex and related milling operations in Goias State, Brazil. To exercise this royalty option, the Company paid to Pilar, US\$1,310,000 in cash.

On September 26, 2024, the Company listed 1,104,668 Share warrants on the Exchange. 405,261 Share warrants are exercisable into Shares at an exercise price of \$8.00 per Share for a period expiring on June 16, 2025 and are listed under the symbol "SCRI.WT.B" (the "**B Warrants**"). 699,407 of the Share warrants are exercisable into Shares at an exercise price of \$16.00 per Share for a period expiring on June 28, 2027 and are listed under the symbol "SCRI.WT.A" (the "**A Warrants**").

On September 30, 2024, Silver Crown received a C\$124,299.49 royalty payment from Elk Gold in satisfaction of Elk Gold's obligation to pay the Gold Mountain Royalty up to and including September 30, 2024.

On October 28, 2024, the Company entered into a definitive royalty purchase agreement with BacTech Environmental Corporation ("**BacTech**"), pursuant to which the Company was granted a royalty on BacTech's future bioleaching facility in Tenguel, Ecuador (the "**BacTech Project**") equal to the cash equivalent of 90% of the silver processed at the BacTech Project (the "**BacTech Royalty**"). The Company completed its acquisition of the Bactech Royalty on November 25, 2024.

On December 16, 2024, the Company announced the entering into of a definitive silver royalty agreement (the "**PPX Royalty Agreement**") with PPX Mining Corp. ("**PPX**"), which contemplates the acquisition of a royalty (the "**PPX Royalty**") for up to 15% of the cash equivalent of silver produced from PPX's Igor 4 project in Peru (the "**Igor Project**") less customary deductions for an aggregate of US\$2,500,000 in cash. The Company completed the first tranche of its acquisition of the PPX Royalty on February 6, 2025. To complete the first tranche, Silver Crown paid US\$1,000,000 in cash to PPX in exchange for a net smelter return royalty for the cash equivalent of six percent (6%) of the silver produced from the Igor Project.

On February 6, 2025, Silver Crown launched a non-brokered private placement of units (the "**Initial 2025 Non-Brokered Private Placement**") of the Company ("**Units**") of up to 461,548 units ("**Units**") of the Company at a price of \$6.50 per Unit for gross proceeds of up to C\$3,000,000. Each Unit consisted of one common share of the Company and one common share purchase warrant ("**Warrant**"). Each Warrant was exercisable to acquire one (1) additional Common Share at an exercise price of C\$13.00 for a period of three years from the date of the closing of the Initial 2025 Non-Brokered Private Placement. On February 24, 2025, the Company successfully closed the first tranche of the Initial 2025 Non-Brokered Private Placement and issued 67,538 units for gross proceeds of approximately C\$439,000. On March 31, 2025, the Company successfully closed the second tranche of the Initial 2025 Non-Brokered Private Placement and issued 75,310 Units for gross proceeds of approximately C\$489,515. On April 28, 2025, the Company successfully closed the third and final tranche of the Initial 2025 Non-Brokered Private Placement and issued 89,400 Units for gross proceeds of approximately C\$581,100. Proceeds of the Initial 2025 Non-Brokered Private Placement were used to fund the second tranche of its silver royalty acquisition on the Igor 4 project in Peru as well as a general and administrative expenses of the Company.

On March 21, 2025, the Company confirmed receipt of payments on its producing royalties. PPX paid the PPX Royalty for the period ending March 31, 2025 in full in the amount of US\$40,672.70 several weeks before it was due. Additionally, Elk Gold paid the first C\$29,811.99 of its royalty payment due for the quarter ended December 31, 2024. Pursuant to a letter agreement dated February 5, 2025, SCRi agreed to delay Elk Gold's payment of the residual \$30,070.25 royalty payment due to SCRi for the quarter ended December 31, 2024 until March 31, 2025.

On April 9, 2025, the Company announced its purchase of 1,000 ounces of physical silver at a price of \$30.65 per ounce.

On May 20, 2025, the Company launched a non-brokered private placement of units (the "**Subsequent 2025 Non-Brokered Private Placement**") of the Company ("**Units**") of up to 307,692 units ("**Units**") of the Company at a price of \$6.50 per Unit for gross proceeds of up to C\$2,000,000. Each Unit consisted of one common share of the Company and one common share purchase warrant ("**Warrant**"). Each Warrant was exercisable to acquire one (1) additional Common Share at an exercise price of C\$16.00 for a period of three years from the date of the closing of the Subsequent 2025 Non-Brokered Private Placement. On June 24, 2025, the Company successfully closed the first tranche of the Subsequent 2025 Non-Brokered Private Placement and issued 102,838 units for gross proceeds of approximately C\$668,447. On July 14, 2025, the Company successfully closed the final tranche of the Subsequent 2025 Non-Brokered Private Placement and issued 132,693 units for gross proceeds of approximately C\$862,505.50.

On June 24, 2025, the Company held its 2025 annual general meeting of shareholders. All management nominees for director received 100% votes in favour of re-election.

On August 1, 2025, the Company amended the PPX Royalty Agreement such that the second tranche payment, originally set at US\$1,470,000 and payable on or before August 6, 2025, was divided into two payments, with Silver Crown paying US\$833,000 of the second tranche payment to PPX on August 1, 2025 and with the remaining US\$637,000 of the second tranche payment being payable on or before December 31, 2025. Additionally, the commencement date for the minimum royalty payments under the PPX Royalty was deferred from October 1, 2025, to March 31, 2026, subject to earlier commencement upon the startup of metallurgical operations at the PPX beneficiation plant.

On August 7, 2025, the Company executed a royalty purchase agreement with EDM Resources Inc. ("**EDM**") providing for a royalty (the "**EDM Royalty**") equal to 90% of the net proceeds from silver ounces sold from the Scotia Mine each quarter, but no less than 1,750 oz (7,000 oz annually), commencing upon the start of commercial production at the Scotia Mine and continuing for a period of 10 years thereafter. The total purchase price for the EDM Royalty was C\$500,000 in cash, with C\$250,000 due at closing, which occurred on August 13, 2025, and the remaining C\$250,000 paid 30 days later. Additionally, the Company issued EDM 60,000 units (each, a "**Unit**") to EDM at closing, valued at C\$10.00 per Unit, with each unit comprising one common share and one common share purchase warrant exercisable at C\$13.00 per common share for 36 months.

On September 11, 2026, the Company launched a brokered private placement offering (the "**LIFE Offering**") pursuant to an agreement with Centurion One Capital Corp., acting as lead agent and sole bookrunner (the "**Lead Agent**") to raise up to \$2,000,000 through the sale of up to 363,636 units (each, a "**Unit**") at an issue price of \$5.50 per Unit on a commercially reasonable efforts basis (the "**LIFE Offering Price**"). Each Unit shall consist of one common share in the capital of the Company and one common share purchase warrant (a "**Warrant**"). Each Warrant shall entitle the holder to purchase an additional common share of the Company at a price of \$8.25 for a period of 36 months from the closing date (as defined herein). The Units under the LIFE Offering were offered for sale by way of private placement pursuant to the listed issuer financing exemption under section 5A.2 of National Instrument 45-106 – *Prospectus Exemptions*, as modified by Coordinated Blanket Order 45-935 – *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the "Listed Issuer Financing Exemption") in British Columbia, Alberta and Ontario, in the United States pursuant to an exemption from the registration requirements of the United States Securities Act of 1933, as amended, and in jurisdictions outside of Canada and the United States mutually agreed by the Company and the Lead Agent. On September 25, 2025, the Company upsized the LIFE Offering from 363,363 Units to 454,545 Units for gross proceeds of up to \$2,500,000 and October 1, 2025 the Company again upsized the LIFE Offering from 454,545 Units to 545,454 Units for gross proceeds of up to \$3,000,000. On October 6, 2025 the Company closed the LIFE Offering. On November 4, 2025, the Company listed warrants issued pursuant to the LIFE

Offering on the Exchange under ticker SCRI.WT.C. The Warrants will be subject to an acceleration right (the “**Warrant Acceleration Right**”) if, on any thirty (30) consecutive trading days, beginning on the date that is four months and a day following the closing date, the daily volume weighted average trading price of the Share is greater than \$11.00. On March 5, 2026, the Company exercised the Warrant Acceleration Right and accelerated the expiry of the Warrants to the close of trading on the Exchange on April 6, 2026.

On September 17, 2025 the Company appointed Christian Aramayo as an advisor to the Company.

On October 16, 2025, the Company closed the final tranche of the PPX Royalty by paying US\$637,000 in cash to PPX.

On November 4, 2025, the Company listed 629,017 of its warrants issued under the LIFE Offering under the symbol “SCRI.WT.C”. Each listed warrant is exercisable into one common share in the capital of the Company at an exercise price of \$8.25 until October 3, 2028.

On January 13, 2026, the Company announced a strategic investment on a non-brokered private placement basis (the “**Strategic Investment**”) by investor Michael Gentile. The Strategic Investment consisted of 424,500 units (“**Gentile Units**”) at a price of \$7.00 per Gentile Unit. Each Gentile Unit consisted of a common share in the capital of the Company and one common share purchase warrant entitling Michael Gentile to acquire an additional common share at a price of \$8.25 for a price of three years from the closing of the Strategic Investment. The Company closed the Strategic Investment on January 15, 2026.

## ARTICLE 4 DESCRIPTION OF THE BUSINESS

### 4.1 General

Silver Crown is a revenue-generating silver-only royalty company focused on silver as by-product credits. Its ongoing objective is to minimize the economic impact on mining projects and simultaneously maximize returns for its shareholders. Silver Crown provides capital to a mining entity to apply towards some aspect of their operation, such as exploration, mine development, or facility construction, in exchange for receipt of a percentage of the miner’s silver production. Silver Crown is continuing to build on this foundation, targeting additional operational silver-producing projects and is focused on generating consistent and growing income sources through an expanding portfolio of mining royalty interests.

#### Gold Mountain Royalty Agreement

Silver Crown acquired the Gold Mountain Royalty pursuant to the Gold Mountain Royalty Agreement with Elk Gold. Pursuant to the Gold Mountain Royalty Agreement, Silver Crown holds a net smelter return royalty for 90% of the cash equivalent of the aggregate net proceeds of silver produced, but no less than 90% of the cash equivalent of 1,500 ounces of silver quarterly priced at the London Bullion Market Association’s daily average price for such quarter in U.S. dollars, from the Gold Mountain Project. The Gold Mountain Royalty is paid quarterly.

Pursuant to the terms of the Gold Mountain Royalty Agreement, Silver Crown is contingently liable to pay Elk Gold up to seven contingent production bonus payments of \$500,000 each (the “**Production Bonuses**”), for a total of up to \$3,500,000, upon Elk Gold achieving the following production milestones measured on a trailing annualized basis for six consecutive calendar months (an “**Annualized Basis**”):

- the sale of 8,888 contained ounces of silver;

- the sale of 11,110 contained ounces of silver;
- the sale of 13,332 contained ounces of silver;
- the sale of 15,554 contained ounces of silver;
- the sale of 17,776 contained ounces of silver;
- the sale of 19,998 contained ounces of silver; and
- the sale of 22,220 contained ounces of silver.

On July 24, 2023, Silver Crown paid Elk Gold the first production payment in the amount of \$500,000 as Elk Gold achieved a the sale of 6,666 contained ounces of silver on an Annualized Basis. The Production Bonuses are due within sixty (60) days of Elk Gold providing notice that it achieved the applicable production target to Silver Crown for the first Production Bonus and then within thirty (30) days of notice for the remaining Production Bonuses. Silver Crown has the option to pay the Production Bonuses in cash or in Shares.

In the event Elk Gold files a technical report disclosing aggregate measured, indicated and inferred silver ounces contained in the Gold Mountain Project in excess of 2,210,000 ounces (the total number in-situ silver ounces as disclosed in the Gold Mountain Technical Report), Silver Crown will, within thirty (30) days of the filing of such technical report, pay Elk Gold the lesser of (i) \$1.00; and (ii) 20% of the then average silver price, in respect of each ounce of silver contained in the Gold Mountain Project disclosed in any such technical report which is in excess of the number of silver ounces disclosed in the Gold Mountain Technical Report.

Elk Gold retains the right to repurchase fifty percent (50%) of the Gold Mountain Royalty at any time by making a payment in the amount of the purchase price and any bonuses paid to Elk Gold at the time of such election.

#### Pilar Royalty Agreement

On August 21, 2023, Silver Crown announced its entry into a definitive agreement with Pilar Gold Inc. providing for the creation and purchase of a net smelter return royalty on up to 90% of the aggregate net proceeds of silver sold as a result of processing of ores extracted from the PGDM Complex. The Pilar Royalty will close in tranches, with payments made by Silver Crown in exchange for net smelter return royalties, up to 90% of the aggregate net proceeds of silver sold from the PGDM Complex as described above.

On November 28, 2023, Silver Crown announced the closing of the first tranche of the Pilar Royalty. To complete the first tranche, Silver Crown paid US\$500,000 (less transaction expenses) in cash in exchange for a net smelter return royalty for the cash equivalent of 22.5% of the silver produced from the PGDM Complex.

On April 26, 2024, Silver Crown and Pilar agreed to amend and restate the royalty agreement underlying the Pilar Royalty to upsize from 22.5% to 31.05% of the silver production from the PGDM Complex by paying US\$190,000, US\$23,336 of which consisted of a credit for a royalty payment due to be paid by Pilar to Silver Crown on April 30, 2024. Pursuant to the amended and restated Pilar Royalty Agreement, Silver Crown holds a net smelter return royalty for 31.05% of the cash equivalent of the aggregate net proceeds of silver sold as a result of processing of ores extracted from Pilar Gold Inc.'s PGDM Complex, but no less than the cash equivalent of 1,380 ounces of silver quarterly priced at the London Bullion Market Association's daily average price for such quarter in U.S. dollars, from the PGDM Complex. The Pilar Royalty is paid quarterly.

Pilar may, through successful mill optimization, increase the minimum payments under the Royalty to the cash equivalent of 32,000 ounces of silver per year by achieving such annualized level of silver production on a 6-month trailing basis. Pilar is to receive a bonus payment of US\$375,000, payable in Shares or cash in Silver Crown's sole discretion. In the event that Silver Crown has exercised its option under the Pilar Royalty Agreement to acquire a royalty for 90% of the aggregate net proceeds of silver sold from the PGDM Complex by paying Pilar an additional

US\$1,310,000, Pilar would be entitled to a bonus payment of \$1,500,000, payable in Shares or cash in Silver Crown's sole discretion. Any Shares issuable will be priced at: i) a deemed price C\$0.50 per Silver Crown Share if Silver Crown is a private company at the time of such issuance; or ii) a 5-day trailing VWAP if Silver Crown is a publicly listed company at the time of such issuance.

On August 13, 2024, Silver Crown exercised its additional royalty option under the Amended and Restated Pilar Royalty Agreement to increase its royalty from 31% to 90% of the aggregate net proceeds of silver sold as a result of the processing of ores from the PGDM complex and related milling operations in Goias State, Brazil. To exercise this royalty option, the Company paid to Pilar Gold Inc., US\$1,310,000 in cash.

#### BacTech Royalty Agreement

On October 28, 2024, the Company entered into a definitive royalty purchase agreement with BacTech, pursuant to which the Company was granted the BacTech Royalty. The total purchase price for the BacTech Royalty consisted of: (i) \$1,000,000 units of Silver Crown (the "**2024 Units**") issued at a deemed value of \$10 per 2024 Unit, with each 2024 Unit consisting of a Share and a Share warrant entitling the holder thereof to acquire one Share at a price of \$16.00 for a period expiring on the date that is 36 months from the date of issuance; (ii) 100,000 special warrants of Silver Crown exercisable into Shares for a period of 36 months from the date of issuance for no additional payment upon BacTech successfully financing the BacTech Project; and (iii) 200,000 special warrants of Silver Crown exercisable into Shares for a period of 36 months from the date of issuance for no additional payment upon BacTech achieving commercial production, meaning the commencement of regular processing operations at the BacTech Project. On November 25, 2024, the Company closed the purchase of the BacTech Royalty.

#### PPX Royalty Agreement

On December 16, 2024, the Company announced the entering into of the PPX Royalty Agreement, which contemplates the acquisition of the PPX Royalty for up to 15% of the cash equivalent of silver produced from the Igor Project, less customary deductions for an aggregate of US\$2,500,000 in cash. The first tranche of payment to be made thereunder was made upon closing of the PPX Royalty Agreement (the "**PPX Closing**"), which is expected to occur in 2025, with the second tranche (the "**PPX Second Tranche**") of US\$1,500,000 to be paid within six (6) months of the PPX Closing. Upon the PPX Closing, Silver Crown was granted six percent (6%) of the cash equivalent of silver produced from the Igor Project, which will automatically be increased to 15% upon completion of the PPX Second Tranche. If the PPX Second Tranche is not completed within 6 months of the PPX Closing, PPX may repurchase the PPX Royalty for US\$1,000,000 in cash, less any royalty payments made to date.

The PPX Royalty will be payable immediately based on current operations at the Igor Project and, beginning on and from the earlier of October 1, 2025 and the startup of metallurgical operations at the 250 tpd CIL and flotation plant currently under construction at the Igor Project (the "**Beneficiation Plant**"), will provide for minimum deliveries of the cash equivalent of 14,062.5 ounces of silver per quarter up to a total of 225,000 ounces. Upon closing of the PPX Second Tranche, and upon the delivery of the cash equivalent of an aggregate of 225,000 ounces of silver to Silver Crown, the Royalty will automatically terminate.

On August 1, 2025, the Company amended the PPX Royalty Agreement such that the second tranche payment, originally set at US\$1,470,000 and payable on or before August 6, 2025, has now been divided into two payments, with Silver Crown paying US\$833,000 of the second tranche payment to PPX on August 1, 2025 and with the remaining US\$637,000 of the second tranche payment being payable on or before December 31, 2025. Additionally, the commencement date for the minimum royalty payments under the PPX Royalty was deferred from October 1, 2025, to March 31, 2026, subject to earlier commencement upon the startup of metallurgical operations at the PPX beneficiation plant. On October 16, 2025, the Company closed the final tranche of the PPX Royalty by paying US\$637,000 in cash to PPX.

As at the date of this AIF, Silver Crown's royalty on the Igor Project is its only material asset. A description of the Igor Project is included below.

### EDM Royalty Agreement

On August 7, 2025, the Company executed a royalty purchase agreement with EDM Resources Inc. (“EDM”) providing for a royalty (the “EDM Royalty”) equal to 90% of the net proceeds from silver ounces sold from the Scotia Mine each quarter, but no less than 1,750 oz (7,000 oz annually), commencing upon the start of commercial production and continuing for a period of 10 years. Additionally, the Company will provide EDM with a C\$500,000 bonus if EDM doubles its silver production of 7,000 ounces sold over a 12-month period, (based on the trailing six-month average). This performance-based incentive, at the Company’s discretion, may be paid in cash or in Units, subject to the Cboe regulations and Cboe’s approval. The total purchase price for the EDM Royalty was C\$500,000 in cash, with C\$250,000 due at closing, which occurred on August 13, 2025, and the remaining C\$250,000 was paid 30 days later. Additionally, the Company issued EDM 60,000 units (each, a “Unit”) to EDM at closing, valued at C\$10.00 per Unit, with each unit comprising one common share and one common share purchase warrant exercisable at C\$13.00 per common share for 36 months.

### **Specialized Skill and Knowledge**

Silver Crown expects that it will hire, retain, and utilize specialized skills and knowledge in its initial stages as required. All of the necessary skills and knowledge to acquire attractive royalty, streaming and other interests in mining properties are readily available within the mining sector. In addition, governance, strategy, finance, marketing, and risk management expertise is required throughout all of these stages. The management team and Board members have extensive experience in all areas as well as established relationships to engage third parties where needed. See “*Directors and Officers*”.

### **Competitive Conditions**

The mining industry is intensely competitive in all of its phases, and Silver Crown’s ability to compete with other royalty companies and individuals, which may have greater financial resources and technical facilities, to acquire attractive royalty, streaming and other interests in mining properties in the future will depend on its ability to select suitable properties, be successful in any competitive process initiated by a mine operator in respect of a property, and enter into attractive royalty agreements.

### **Components**

Silver Crown expects to continue to create royalties, streams and other rights in the future. Commodity market trends can be cyclical in nature, and a general change in commodity prices would result in changes in revenue received.

### **Economic Dependence**

Silver Crown’s business is substantially dependent on the PPX Royalty Agreement.

### **Environmental Regulations**

The owners and operators of mining properties in which Silver Crown has interests are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions of spills, releases or emissions of various substances related to mining industry operations, which could result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require submissions to and approval of environmental impact assessments. Environmental legislation is evolving, which means stricter standards and enforcement, and fines and penalties for non-compliance are becoming more stringent. Environmental assessment of proposed projects carries a heightened degree of responsibility for companies and directors, officers and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect such operations, including its capital expenditures and competitive position.

## **Employees**

As of the date hereof, Silver Crown has no full time employees and eight consultants. The operations of Silver Crown are managed by its directors and officers. Silver Crown engages reputable consulting firms from time to time as required.

Each director and officer of Silver Crown commits the necessary time and focus to diligently execute their responsibilities as officers and directors, while also upholding their fiduciary obligations in alignment with the provisions outlined in the BCBCA, adapting to the dynamic requirements of the Company's operations as it continues to evolve.

## **Foreign Operations**

Silver Crown currently receives or expects to receive royalty and stream payments from mines or operations in Ecuador, Brazil and Peru. Silver Crown may, in the future, receive payments from mines or operations in other countries. Changes in legislation, regulations or governments in such countries are beyond Silver Crown's control and could adversely affect the Company's business. The effect of these factors cannot be predicted with any accuracy by Silver Crown or its management.

## **Bankruptcy and Similar Procedures**

Silver Crown is not subject to any bankruptcy, or any receivership or similar proceedings against it or any of its subsidiaries or any voluntary bankruptcy, receivership or similar proceedings by it or any of its subsidiaries within the three most recently completed financial years or the current financial year.

## **Reorganizations**

Other than with respect to the Business Combination, the Company nor any of its subsidiaries, has undergone any material reorganization with the within the three most recently completed financial years or the current financial year.

## **4.2 Risk Factors**

An investment in the securities of Silver Crown is highly speculative, involves a high degree of risk and should be undertaken only by persons whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Prior to investing in such securities, you should carefully consider the risks described below, together with other information included in or incorporated by reference into this AIF and filed on SEDAR+ at [sedarplus.ca](http://sedarplus.ca). If any of the following risks materialize, the business, financial condition, results of operation and future prospects of Silver Crown will likely be materially and adversely affected. This could cause actual future events to differ materially from those described in forward-looking statements and may cause the trading price of Silver Crown's securities to decline.

The risks presented below should not be considered exhaustive and may not be all the risks Silver Crown may face. Management of Silver Crown believes that factors set out below could cause actual results to be different from expected and historical results. New risks may emerge from time to time and management may not be able to predict all of them, or be able to predict how they may cause actual results to be different from those contained in any forward-looking statements. You should not rely upon forward-looking statements as a prediction of future results.

### **Risk Factors Relating to Shares**

#### ***Future Sales or Issuances of Debt or Equity Securities***

The Company may sell or issue additional debt or equity securities in offerings to finance our operations, acquisitions or other projects. Significant shareholders of the Company may also sell the securities they hold or may hold in the future. The Company cannot predict the size of future sales and issuances of debt or equity securities or the effect, if

any, that future sales and issuances of debt or equity securities will have on the market price of its securities. Sales or issuances of a substantial number of equity securities, or the perception that such sales could occur, may adversely affect prevailing market prices for the Company's securities. With any additional sale or issuance of equity securities, investors will suffer dilution of their voting power and may experience dilution in the Company's earnings per share. Sales of the securities of the Company by shareholders might also make it more difficult for Company to sell equity securities at a time and price that it deems appropriate.

### ***No Assurance of Payment of Dividends***

The declaration, timing, amount and payment of dividends are at the discretion of the Board of the Company and will depend upon the Company's future earnings, cash flows, acquisition capital requirements and financial condition, and other relevant factors. There can be no assurance that the Company will declare a dividend on a quarterly, annual or other basis.

### ***Evolving Corporate Governance and Public Disclosure Regulations***

The Company is subject to changing rules and regulations promulgated by a number of governmental and self-regulated organizations, including but not limited to the Canadian Securities Administrators, the Exchange, and the International Accounting Standards Board. These rules and regulations continue to evolve in scope and complexity making compliance more difficult and uncertain. The Company's efforts to comply with these and other new and existing rules and regulations are likely to result in increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

### ***Liquidity***

Shareholders of the Company may be unable to sell significant quantities of securities into the public trading markets without a significant reduction in the price of their securities, or at all. There can be no assurance that there will be sufficient liquidity of the securities of the Company on the trading market, or that the Company will continue to meet the listing requirements of the Exchange or achieve listing on any other public listing exchange.

## **Risks Related to Silver Crown's Business**

### ***Changes in Silver and Commodity Prices***

The revenue derived by the Company from its asset portfolio will be significantly affected by changes in the price of the commodities, including silver, underlying the royalties, streams and other interests. Commodity prices, including those to which the Company is exposed, fluctuate on a daily basis and are affected by numerous factors beyond the control of the Company, including levels of supply and demand, industrial investment levels, inflation and the level of interest rates, the strength of the US dollar and geopolitical events. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments.

Future material price declines may result in a decrease in revenue or, in the case of severe declines that cause a suspension or termination of production by relevant operators, a complete cessation of revenue from royalties, streams or other interests applicable to one or more relevant commodities. Moreover, the broader commodity market tends to be cyclical, and a general downturn in overall commodity prices could result in a significant decrease in overall revenue. Any such price decline may result in a material adverse effect on the Company's profitability, results of operations and financial condition and the trading price of its securities.

### ***No or Limited Control over the Operation of Properties***

Silver Crown is not directly involved in the operation of mines. The revenue derived from its asset portfolio is based on production by third-party property owners and operators. The owners and operators generally will have the power to determine the manner in which the properties are exploited, including decisions to expand, continue or reduce, suspend or discontinue production from a property, decisions about the marketing of products extracted from the

property and decisions to advance exploration efforts and conduct development of non-producing properties. The interests of third-party owners and operators and those of the Company on the relevant properties may not always be aligned. As an example, it will usually be in the interest of the Company to advance development and production on properties as rapidly as possible in order to maximize near-term cash flow, while third-party owners and operators may take a more cautious approach to development as they are at risk on the cost of development and operations. Likewise, it may be in the interest of property owners to invest in the development of and emphasize production from projects or areas of a project that are not subject to royalty, stream or other interests. The inability of the Company to control the operations for the properties in respect of which it has a royalty or stream interest may result in a material adverse effect on the Company's profitability, results of operations and financial condition and the trading price of its securities. In addition, the owners or operators may take action contrary to the Company's policies or objectives, be unable or unwilling to fulfill their obligations under their contracts with the Company, have difficulty obtaining or be unable to obtain the financing necessary to advance projects or experience financial, operational or other difficulties, including insolvency, which could limit the owner or operator's ability to perform its obligations under arrangements with the Company.

At any time, any of the operators of the properties in respect of which the Company will hold a royalty or stream interest or their successors may decide to suspend or discontinue operations. The Company may not be entitled to any material compensation if any of the properties in respect of which it holds a royalty, stream or other interest shuts down or discontinues their operations on a temporary or permanent basis.

#### ***The Igor Project is Significant to Silver Crown***

The PPX Royalty is currently the only material project for Silver Crown. As new assets are acquired or move into production, the materiality of each of our assets will be reconsidered. Any adverse development affecting the development or operation of, production from or recoverability of Mineral Resources from the Igor Project or any other significant property in the asset portfolio from time to time, such as, but not limited to, unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, pit wall failures, tailings dam failures, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage, or the inability to hire suitable personnel and engineering contractors or secure supply agreements on commercially suitable terms, may have a material adverse effect on the Company's profitability, results of operations and financial condition and the trading price of its securities. Any adverse decision made by the owners and operators, including for example, alterations to development or mine plans or production schedules, may impact the timing and amount of revenue that the Company receives and may have a material adverse effect on the Company's profitability, results of operations and financial condition and the trading price of its securities.

#### ***Limited Operating History and Uncertainty of Future Revenues***

Silver Crown has a limited operating history and does not have any history of earnings or profitability. Accordingly, potential investors will have a limited basis on which to evaluate the Company's ability to achieve its business objectives. The future success of the Company is dependent on management's ability to implement its strategy. Although management of Silver Crown is optimistic about the Company's prospects, there is no certainty that anticipated outcomes and sustainable revenue streams will be achieved and there is no certainty that the Company will successfully make profitable acquisition of royalties, streams or other interests. In particular, its future growth and prospects will depend on its ability to expand its operations and gain additional revenue streams whilst at the same time maintaining effective cost controls. Any failure to expand is likely to have a material adverse effect on the Company's business, financial condition and results of operations.

#### ***Variations in Foreign Exchange Rates***

Foreign exchange rates have seen significant fluctuation in recent years. A depreciation in the value of the Canadian dollar against one or more of the currencies in which the Company will receive payments under its royalty interests

could have a material adverse effect on the profitability of the Company, its results of operations and financial condition.

The Company's consolidated revenue, expenses and financial position may be impacted by fluctuations in foreign exchange rates as payments in foreign currencies are translated into Canadian dollars. The Company has not hedged its exposure to currency fluctuations. The operations of the Company are subject to foreign currency fluctuations and inflationary pressures, which may have a material adverse effect on the profitability of the Company, its result of operations and financial condition. There can be no assurance that the steps taken by management to address such fluctuations will eliminate the adverse effects and the Company may suffer losses due to adverse foreign currency fluctuations.

### ***Competition for Royalties***

Many companies are engaged in the search for and the acquisition of investments including royalties, streams and other interests, and there is a limited supply of desirable mineral interests. The mineral exploration and mining businesses are competitive in all phases. Many companies are engaged in the acquisition of mineral interests, including large, established companies with substantial financial resources, operational capabilities and long earnings records. The Company may be at a competitive disadvantage in acquiring those interests, whether by way of royalty, stream or other form of investment, as competitors may have greater financial resources and technical staffs. There can be no assurance that the Company will be able to compete successfully against other companies in acquiring new royalties, streams or other interests. In addition, the Company may be unable to acquire royalties, streams or other interests at acceptable valuations which may result in a material adverse effect on the Company's profitability, results of operations and financial condition and the trading price of its securities.

### ***Delay Receiving or Failure to Receive Payments***

Silver Crown is dependent to a large extent upon the financial viability and operational effectiveness of owners and operators of the relevant mines and mineral properties underlying the Company's royalties. Payments from production generally flow through the operator and there is a risk of delay and additional expense in receiving such revenues. Payments may be delayed by restrictions imposed by lenders, delays in the sale or delivery of products, the ability or willingness of smelters and refiners to process mine products, recovery by the operators of expenses incurred in the operation of the Royalty properties, the establishment by the operators of reserves for such expenses or the insolvency of the operator. Silver Crown's rights to payment under the royalties must, in most cases, be enforced by contract without the protection of the ability to liquidate a property. This inhibits Silver Crown's ability to collect amounts owing under its royalty interests upon a default. Additionally, some agreements may provide limited recourse in particular circumstances which may further inhibit Silver Crown's ability to recover or obtain equitable relief in the event of a default under such agreements. In the event of a bankruptcy of an operator or owner, it is possible that an operator may claim that the Company should be treated as an unsecured creditor and, therefore, have a limited prospect for full recovery of revenue and a possibility that a creditor or the operator may claim that the royalty agreement should be terminated in the insolvency proceeding. Failure to receive payments from the owners and operators of the relevant properties or termination of the Company's rights may result in a material and adverse effect on the Company's profitability, results of operations and financial condition.

### ***Royalties and other interests may not be honoured***

Royalties and other interests in respect of natural resource properties are largely contractual in nature. Parties to contracts do not always honor contractual terms and contracts themselves may be subject to interpretation or technical defects. To the extent grantors of royalties and other interests do not abide by their contractual obligations, the Company would be forced to take legal action to enforce its contractual rights. Such legal action may be time consuming and costly and there is no guarantee of success. Any pending proceedings or actions or any decisions

determined adversely to the Company, may have a material adverse effect on the Company's profitability, results of operations and financial condition and the trading price of its securities.

### ***Financing Risks***

Silver Crown expects to be substantially dependent upon the equity and debt capital markets or alternative sources of funding to pursue additional investments. There can be no assurance that such financing will be available to Silver Crown on acceptable terms or at all.

From time to time, the Company may rely on debt financing for a portion of its business activities, including capital and operating expenditures. There are no assurances that the Company will be able to comply at all times with any covenants under its debt arrangements, if applicable; nor are there assurances that the Company will be able to secure new financing that may be necessary to finance its operations and capital growth program. Any failure of the Company to secure financing or refinancing, to obtain new financing or to comply with applicable covenants under its borrowings could have a material adverse effect on the Company's financial results. Further, any inability of the Company to obtain new financing may limit its ability to support future growth.

Additional equity or debt financings may significantly dilute positions held by shareholders of Silver Crown, increase Silver Crown's leverage or require Silver Crown to grant security over its assets. If Silver Crown is unable to obtain such financing, it may not be able to execute on its business strategy. If Silver Crown is unable to obtain financing for business activities, it may determine to allocate income, if any, from other investments to finance business activities.

### ***Third-Party Reporting***

Silver Crown relies on public disclosure and other information regarding specific mines or projects that is received from the owners or operators of the mines or other independent experts. The information received may be susceptible to being imprecise as the result of it being compiled by certain third parties. The disclosure created by the Company may be inaccurate if the information received contains inaccuracies or omissions, which could create a material adverse effect on the Company. Further, the Company must rely on the accuracy and timeliness of the public disclosure and other information it receives from the owners and operators of the mining operations, and uses such information in its analyses, forecasts and assessments relating to its own business and to prepare its disclosure with respect to the royalties. If the information provided by such third parties to the Company contains material inaccuracies or omissions, the Company's disclosure may be inaccurate and its ability to accurately forecast or achieve its stated objectives may be materially impaired, which may have a material adverse effect on the Company.

In addition, a royalty agreement may require an owner or operator to provide the Company with production and operating information that may, depending on the completeness and accuracy of such information, enable the Company to detect errors in the calculation of royalty payments that it receives. As a result, the ability of the Company to detect payment errors through its associated internal controls and procedures is limited, and the possibility exists that the Company will need to make retroactive revenue adjustments. Of the royalty agreements that the Company enters into, some may provide the Company the right to audit the operational calculations and production data for associated payments; however, such audits may occur many months following the recognition by the Company of the applicable revenue and may require the Company to adjust its revenue in later periods.

As a holder of an interest in a royalty, the Company will have limited access to data on the operations or to the actual properties underlying the royalty. This limited access to data or disclosure regarding operations could affect the ability of the Company to assess the performance of the royalty. This could result in delays in cash flow from that which is anticipated by the Company based on the stage of development of the properties covered by the assets within the portfolio of the Company.

### ***Disclosure Regarding Operations***

Some royalties may be subject to confidentiality arrangements which govern the disclosure of information with regard to the royalty and, as such, the Company may not be in a position to publicly disclose non-public information with

respect to certain royalties. The limited access to data and disclosure regarding the operations of the properties in which the Company has an interest, may restrict the ability of the Company to enhance its performance which may result in a material and adverse effect on the profitability of the Company, results of operations for the Company and financial condition. There can be no assurance that the Company will be successful in obtaining these rights when negotiating the acquisition of royalties.

### ***Strategy for Acquisitions***

As the Company executes on its business plan it intends to seek to purchase additional royalties from third parties. The Company cannot offer any assurance that it can complete any acquisition or proposed business transactions on favourable terms or at all, or that any completed acquisitions or proposed transactions will benefit the Company. At any given time the Company may have various types of transactions and acquisition opportunities in various stages of review, including submission of indications of interest and participation in discussions or negotiations in respect of such transactions. This process also involves the engagement of consultants and advisors to assist in analyzing particular opportunities. Any such acquisition or transaction could be material to the Company and may involve the issuance of securities by the Company to fund any such acquisition. Any such issuance of securities may result in substantial dilution to existing shareholders and may result in the creation of new control positions. In addition, any such acquisition or other royalty transaction may have other transaction specific risks associated with it, including risks related to the project operators or the jurisdictions in which assets may be acquired.

Additionally, the Company may consider opportunities to restructure its royalties where it believes such a restructuring may provide a long-term benefit to the Company, even if such restructuring may reduce near-term revenues or result in the Company incurring transaction-related costs. The Company may enter into one or more acquisitions, restructurings or other royalty transactions at any time.

### ***Company Cash Flow Risk***

Silver Crown is not directly involved in the ownership or operation of mines. Silver Crown's royalty and other interests in properties or projects are subject to most of the significant risks of the operating mining company. The Company's cash flow will be dependent on the activities of third parties which could create risk that those third parties may, have targets inconsistent to the Company's targets, take action contrary to the Company's goals, policies or objectives, be unwilling or unable to fulfill their contractual obligations owed to the Company, or experience financial, operational or other difficulties or setbacks, including bankruptcy or insolvency proceedings, which could limit a third-party's ability to perform under a specific third-party arrangement. Specifically, the Company could be negatively impacted by an operator's ability to continue its mining operations as a going concern and have access to capital. A lack of access to capital could result in a third party entering a bankruptcy proceeding, which would result in the Company being unable to realize any value for its royalty or other interest.

### ***Rights of other Interest Holders***

Royalty interests may be subject to: (i) buy-down right provisions, pursuant to which an operator may buy-back all or a portion of the royalty, (ii) pre-emptive rights, pursuant to which certain parties have the right of first refusal or first offer with respect to a proposed sale or assignment of a royalty to Silver Crown, or (iii) claw back rights, pursuant to which the seller of a royalty to Silver Crown has the right to re-acquire the royalty. Holders may exercise these rights such that certain royalty interests would no longer be held by the Company. Any compensation received as a result

may be significantly less than the Company had budgeted receiving for the applicable royalty and may have a material adverse effect on the Company's income and business.

### ***Defects in Royalties***

A defect in a royalty and/or the underlying contract may arise to defeat or impair the claim of the Company to such royalty. Unknown defects in a royalty may result in a material and adverse effect on the Company's profitability, results of operations, financial condition and the trading price of the Company's securities.

### ***Change in Material Assets***

As at the date hereof, the Gold Mountain Royalty is currently a material asset to Silver Crown, although as new assets are acquired or move into production, the materiality of each of the assets of the Company will be reconsidered. Any adverse development affecting the operation of, production from or recoverability of mineral reserves from the Gold Mountain Project, or any other significant property in the asset portfolio from time to time, such as, but not limited to, unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage, or the inability to hire suitable personnel and engineering contractors or secure supply agreements on commercially suitable terms, may have a material adverse effect on the profitability, financial condition, and results of the operations of the Company.

### ***Dependence on Key Personnel***

The Company will be dependent on the services of a small number of key management personnel. The ability of the Company to manage its activities and its business will depend in large part on the efforts of these individuals. There can be no assurance that the Company will be successful in engaging or retaining key personnel. The loss of the services of a member of management could have a material adverse effect on the Company. From time to time, the Company may also need to identify and retain additional skilled management and specialized technical personnel to efficiently operate its business. The number of persons skilled in the acquisition of royalties is limited and competition for such persons is intense. Recruiting and retaining qualified personnel is critical to the success of the Company and there can be no assurance that the Company will be successful in recruiting and retaining the personnel it needs to successfully operate its business. If the Company is not successful in attracting and retaining qualified personnel, the ability of the Company to execute on its business model and strategy could be affected, which could have a material and adverse impact on its profitability, results of operations and financial condition.

### ***Project Operators may not Respect Contractual Obligations***

Royalties and other interests in properties or projects are contractual in nature. Parties to contracts do not always honour contractual terms and contracts themselves may be subject to interpretation or technical defects. To the extent grantors of royalties and other interests do not abide by their contractual obligations, the Company may be forced to take legal action to enforce its contractual rights. Such litigation may be time consuming and costly and there is no guarantee of success. Further, any such litigation may also be required to be pursued in foreign jurisdictions. Any pending proceedings or actions or any decisions determined adversely to the Company, may have a material and adverse effect on the Company's profitability, results of operations, financial condition, and the trading price of the securities of the Company.

### ***Enforceability of Royalty Interests***

The status of royalty interests at law can be uncertain and varies from jurisdiction to jurisdiction and in certain jurisdictions a royalty may not be a registrable interest which runs with the land. As a result it may be difficult for the

Company to enforce its rights with respect to royalties against a third party. Such a failure may result in the loss of the Company's rights to such a royalty in the event a third party assigns title to the underlying property.

***Registrations may not fully protect Royalties***

The right to record or register royalties or other interests in various registries or mining recorders offices may not necessarily provide any protection to the royalty or interest holder. Accordingly, the royalty or interest holder may be subject to risk from third parties. While Silver Crown seeks to confirm the existence, validity, enforceability, terms and geographic extent of its royalty interests, there can be no assurance that disputes or other problems concerning these and other matters will not arise. Confirming these matters is complex and is subject to the application of the laws of each jurisdiction to the particular circumstances of each parcel of mining property and to the documents reflecting the stream or royalty interests. Similarly, royalty interests in many jurisdictions are contractual in nature, rather than interests in land, and therefore may be subject to change of control, bankruptcy or insolvency of operators, and Silver Crown's royalty interests could be materially restricted, reduced or set aside through judicial or administrative proceedings. Silver Crown may often not have the protection of security interests, or its security interests may be found to be unenforceable, that could increase its recovery in such situations. In addition, Silver Crown will be subject to the risk that its counterparties under royalty arrangements do not have or lose valid title to the mineral property.

***Operators of mines may not be able to replace depleted mineral reserves and mineral resources, which would reduce revenue from royalties and other interests***

The revenue generated from Silver Crown's royalties is principally based on the exploitation of mineral reserves on assets underlying its royalties or other interests. mineral reserves are continually being depleted through extraction and the long-term viability of the Company's asset portfolio will depends on the replacement of mineral reserves through new producing assets and increases in mineral reserves on existing producing assets. As a mine matures, it can expect overall declines in production over the years unless operators are able to replace mineral reserves that are mined through mine expansion or successful new exploration. Exploration for minerals is a speculative venture necessarily involving substantial risk. There is no certainty that the expenditures made by the operator of any given project will result in discoveries of commercial quantities of minerals on properties underlying the asset portfolio or that discoveries will be located on properties covered by the relevant royalty or other interest. Even in those cases where a significant mineral deposit is identified and covered by the royalty or other interest, there is no guarantee that the deposit can be economically extracted. Substantial expenditures are required to establish mineral reserves through drilling, to develop processes to extract the resources and, in the case of new properties, to develop the extraction and processing facilities and infrastructure at any site chosen for extraction. Although substantial benefits may be derived from the discovery of a major deposit covered by the royalty or other interest, no assurance can be given that new mineral reserves will be identified to replace or increase the amount of mineral reserves currently in the asset portfolio. This includes mineral resources, as the resources that have been discovered have not been subjected to sufficient analysis to justify commercial operations or the allocation of funds required for development. The inability by operators to add additional mineral reserves or to replace existing mineral reserves through either the development of existing mineral resources or the acquisition of new mineral producing assets, in each case covered by a royalty or other interest, may result in a material adverse effect on the Company's profitability, results of operations and financial condition and the trading price of its securities.

***Conflicts of Interest***

Certain directors and officers of Silver Crown also serve as directors and/or officers of other companies that are involved in natural resource explorations, development and mining operations, and consequently there exists the possibility for such directors and officers to be in a position where there is a conflict of interest. Any decision made by any such directors and officers will be made in accordance with their duties and obligations to deal in good faith and in the best interests of the Company and its shareholders. Each director that is in a conflict of interest is required

to declare such conflict and abstain from voting on a matter in which that director is conflicted in accordance with applicable law.

### ***Global Financial Conditions***

Global financial conditions have been characterized by ongoing volatility. Global financial conditions could suddenly and rapidly destabilize in response to future events, as government authorities may have limited resources to respond to future crises. Global capital markets have continued to display increased volatility in response to global events. Future crises may be precipitated by any number of causes, including natural disasters, pandemics, geopolitical instability, changes to energy prices or sovereign defaults.

Market events and conditions, including disruptions in the international credit markets and other financial systems, in China, Japan and Europe, along with political instability in the Middle East and Russia and falling currency prices expressed in United States dollars have resulted in commodity prices remaining volatile. These conditions have also caused a loss of confidence in global credit markets, excluding the United States, resulting in the collapse of, and government intervention in, major banks, financial institutions and insurers and creating a climate of greater volatility, tighter regulations, less liquidity, widening credit spreads, less price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by governments, concerns about the general condition of the capital markets, financial instruments, banks and investment banks, insurers and other financial institutions caused the broader credit markets to be volatile and interest rates to remain at historical lows. These events are illustrative of the effect that events beyond the Company's control may have on commodity prices, demand for metals, including silver, availability of credit, investor confidence, and general financial market liquidity, all of which may adversely affect the Company's business. Global financial conditions have always been subject to volatility. Access to public financing has been negatively impacted by sovereign debt concerns in Europe and emerging markets, as well as concerns over global growth rates and conditions. Any sudden or rapid destabilization of global economic conditions could negatively impact the Company's ability, or the ability of the operators of the properties in which the Company will hold royalties or other interests, to obtain equity or debt financing or make other suitable arrangements to finance their projects.

These factors may impact the ability of the Company to obtain both debt and equity financing in the future and, if obtained, on terms favourable to the Company. Increased levels of volatility and market turmoil can adversely impact the operations of the Company and the value and the price of the securities of the Company could be adversely affected.

### ***Emerging Market Risk***

Silver Crown actively operates in Brazil, Peru and Ecuador, which are considered to be emerging markets. Mining projects in emerging markets present greater risks than those in non-emerging market jurisdictions. In addition to the risks faced by Silver Crown's international interests generally, Silver Crown's operations in Brazil, Peru and Ecuador will attract increased risks associated with political instability; extreme weather phenomena; unfavourable socioeconomic conditions; diseases or epidemics impacting the local labour force; high rates of inflation; potential military repression; social and labour unrest; high rates of violent crime and civil disturbances; threats of war or civil war; possible total failure of the state; extreme fluctuations in currency exchange rates; expropriation and nationalization; renegotiation or nullification of existing concessions, licenses, permits and contracts; government corruption and bribery; sabotage or government interference; sudden changes in laws and policies in areas such as taxation, royalties, imports, exports, duties, and currency; underdeveloped industrial and economic infrastructure; lack of certainty with respect to legal systems, corruption and other factors that are inconsistent with the rule of law; unenforceability of contractual rights; restrictions on foreign exchange and repatriation of earnings; and changing political norms, currency controls and governmental regulations that favour or require Silver Crown to award contracts in, employ citizens of, or purchase supplies from, a particular jurisdiction.

Emerging market jurisdictions suffer from higher rates of political instability than do other jurisdictions. Peru suffered from large-scale social unrest in late 2022 after the impeachment and arrest of the then-president Pedro Castillo, leading to mass roadway and infrastructure shutdowns. Despite improvements to the political stability of Peru following the unrest in 2022, the root causes of social unrest, including widespread disenfranchisement with political

systems and leaders, economic inequality, and political extremism, remain serious issues for the country. Silver Crown is not able to anticipate the likelihood of future social unrest occurring, nor the scale of the potential impact on Silver Crown's operations in Peru should such unrest occur.

Ecuador has also faced increasing crime and instability in the 21st century, with growing rates drug-related organized crime leading to a referendum in 2024 which placed increased power into the hands of President Daniel Noboa who has, in turn, increased the militarization of civilian security in the country. The increased centralization of government control in the hands of the president may result in more rapid changes to government policies, including laws and policies regulating natural resource extraction, land and mineral title ownership, imports and exports, foreign ownership, and taxes. Though Silver Crown is not aware of any proposed or incoming changes to the law in Ecuador which would negatively impact its operations therein, such new laws and policies may be instituted with little warning and may negatively impact Silver Crown's operations in Ecuador. In addition to organized crime, Ecuador has also seen the growth of a significant anti-mining sentiment in recent years, with local and indigenous groups protesting mining operations and causing road blockages surrounding certain mining sites.

Regardless of the degree of success achieved at Silver Crown's mines in Brazil, Ecuador and Peru, Silver Crown's operations and cash-flows may be negatively impacted by future governmental instability, legislative changes, violent crime, anti-mining sentiments, and civil unrest in these countries. Silver Crown has a limited capacity to anticipate or respond to certain of these factors, and Silver Crown's investors should exercise care in considering the risks associated with investing in operations in emerging markets as disclosed above. Though Silver Crown's operations are dispersed between properties in non-emerging and emerging markets, investors must decide for themselves whether an investment in Silver Crown is suitable from them based on their sophistication and tolerance for risk.

#### ***Natural Disasters, Terrorist Acts, Civil Unrest, Pandemics and Other Disruptions and Dislocations***

Natural disasters, terrorist acts, civil unrest, pandemics and other disruptions and dislocations, such as the recent COVID-19 (coronavirus), may adversely affect the Company. Upon the occurrence of a natural disaster, or upon an incident of war, riot or civil unrest, the impacted country, province, state or region may not efficiently and quickly recover from such event, which could have a materially adverse effect on the Company and/or its businesses or operations. Terrorist attacks, public health crises including epidemics, pandemics or outbreaks of new infectious disease or viruses including, most recently, the COVID-19 outbreak, domestic and global trade disruptions, infrastructure disruptions, civil disobedience or unrest, natural disasters, national emergencies, acts of war, technological attacks and related events can result in volatility and disruption to local and global supply chains, operations, mobility of people and the financial markets, which could affect interest rates, credit ratings, credit risk, inflation, business, financial conditions, results of operations and other factors relevant to the Company and/or its businesses or operations, which may have a material adverse effect on the Company's reputation, business, financial conditions or operating results.

#### ***Future Financing***

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could impede the funding obligations of the Company or result in delay or postponement of further business activities which may result in a material and adverse effect on the Company's profitability, results of operations and financial condition. The Company may require new capital to continue to grow its business and there are no assurances that capital will be available when needed, if at all.

#### ***Litigation Affecting Properties***

Potential litigation may arise on a property on which the Company holds or has a royalty interest (for example, litigation between joint venture partners or between operators and original property owners or neighbouring property owners). The Company will not generally have any influence on the litigation and will not generally have access to data. Any such litigation that results in the cessation or reduction of production from a property (whether temporary

or permanent) could have a material and adverse effect on the Company's profitability, results of operations, financial condition and the trading price of the securities of the Company.

### ***Changes in Tax Laws Impacting the Company***

There can be no assurance that new tax laws, regulations, policies or interpretations will not be enacted or brought into being in the jurisdictions where the Company has interests that could have a material adverse effect on the Company. Any such change or implementation of new tax laws or regulations could adversely affect the Company's ability to conduct its business. No assurance can be given that new taxation rules or accounting policies will not be enacted or that existing rules will not be applied in a manner which could result in the profits of the Company being subject to additional taxation or which could otherwise have a material adverse effect on the profitability of the Company, the Company's results of operations, financial condition and the trading price of the securities of the Company. In addition, the introduction of new tax rules or accounting policies, or changes to, or differing interpretations of, or application of, existing tax rules or accounting policies could make royalties or other investments by the Company less attractive to counterparties. Such changes could adversely affect the ability of the Company to acquire new assets or make future investments.

### ***Information Systems and Cybersecurity***

The Company's information systems, and those of its counterparties under the Royalty agreements and vendors, are vulnerable to an increasing threat of continually evolving cybersecurity risks. Unauthorized parties may attempt to gain access to these systems or the Company's information through fraud or other means of deceiving the Company's counterparties. The Company's operations depend, in part, on how well the Company and its suppliers, as well as counterparties under royalty, streaming and other agreements, protect networks, equipment, information technology systems and software against damage from a number of threats. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Company's reputation and results of operations. Although to date the Company has not experienced any material losses relating to cyberattacks or other information security breaches, there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cybersecurity and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access remain an area of attention.

### ***Activist Shareholders***

Publicly-traded companies are often subject to demands or publicity campaigns from activist shareholders advocating for changes to corporate governance practices, such as executive compensation practices, social issues, or for certain corporate actions or reorganizations. There can be no assurance that the Company will not be subject to any such campaign, including proxy contests, media campaigns or other activities. Responding to challenges from activist shareholders can be costly and time consuming and may have an adverse effect on the Company's reputation. In addition, responding to such campaigns would likely divert the attention and resources of the Company's management and Board, which could have an adverse effect on the Company's business and results of operations. Even if the Company were to undertake changes or actions in response to activism, activist shareholders may continue to promote or attempt to effect further changes and may attempt to acquire control of the Company. If shareholder activists are ultimately elected to the Board, this could adversely affect the Company's business and future operations. This type of activism can also create uncertainty about the Company's future strategic direction, resulting in loss of future business opportunities, which could adversely affect the Company's business, future operations, profitability and the Company's ability to attract and retain qualified personnel.

### ***Reputational Damage***

Reputational damage can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. While the Company will not ultimately have direct control over how it is

perceived by others, reputational loss could have a material adverse impact on our financial performance, financial condition, cash flows and growth prospects.

### ***Expansion of Business Model***

Silver Crown's operations and expertise have been focused on the acquisition and management of royalty interests. The Company may pursue acquisitions outside this area, including acquiring and/or investing in and/or developing resource projects. Expansion of the Company's activities into new areas would present challenges and risks that it has not faced in the past, including many of the risks described under the below section "*Risks Related to Mines and Mining Operations*". The failure to manage these challenges and risks successfully may result in a material and adverse effect on the Company's profitability, results of operations, financial condition and the trading price of the Company's securities.

### **Risks Related to Mines and Mining Operations**

#### ***Risk Factors applicable to Owners and Operators of Properties in which the Company will hold an Interest***

To the extent that they relate to the production of minerals from or the continued operation of, properties in which the Company will hold a royalty interest, the Company will be subject to the risk factors applicable to the owners and operators of such mines or projects.

#### ***Exploration, Development and Operating Risks***

Mining involves a high degree of risk. Mines and projects in which the Company has or may enter into a royalty agreement are subject to all of the hazards and risks normally encountered in the exploration, development and production of metals, including weather-related events, unusual and unexpected geology formations, seismic activity, rock bursts, cave-ins, pit-wall failures, flooding, environmental hazards and the discharge of toxic chemicals, explosions and other conditions involved in the drilling, blasting and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to property, injury or loss of life, environmental damage, work stoppages, delays in production, increased production costs and possible legal liability. Any of these hazards and risks and other acts of God could shut down mining operations temporarily or permanently. Mining operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability for the owners or operators of the mining operations.

The exploration for, development, mining and processing of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenditures may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the owners or operators of mining operations will result in profitable commercial mining operations. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: cash costs associated with extraction and processing, the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices which are highly cyclical; government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection; and political stability. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in one or more of the mining operations not receiving an adequate return on invested capital. Accordingly, there can be no assurance the mining operations which are not currently in production will be brought into a state of commercial production.

#### ***Climate Change***

Governments are moving to introduce climate change legislation and treaties at the international, national, state/provincial and local levels. Regulation relating to emission levels (such as carbon taxes) and energy efficiency

is becoming more stringent. The Paris climate accord was signed by 195 countries in December 2015 and marked a global shift toward a low-carbon economy. If the current regulatory trend continues, The Company expects that this will result in increased costs at some of the mining operations which could adversely impact the profitability or viability of such operations and may result in reduction or cessation of production which in turn would have an impact on the Company's revenue. In addition, the physical risks of climate change may also have an adverse effect on some of the mining operations. These risks include the following:

- *Sea level rise:* changes in sea level could affect ocean transportation and shipping facilities which are used to transport supplies, equipment and workforce to mining operations and products from those operations to world markets.
- *Extreme weather events:* extreme weather events (such as increased frequency or intensity of hurricanes, increased snowpack, prolonged drought) have the potential to disrupt mining operations. Extended disruptions to supply lines could result in interruption to production.
- *Resource shortages:* some of the mining operations depend on regular supplies of consumables (diesel, tires, sodium cyanide, etc.) and reagents to operate efficiently. In the event that the effects of climate change or extreme weather events cause prolonged disruption to the delivery of essential commodities, production efficiency at some of the mining operations is likely to be reduced.

There is no assurance that efforts to mitigate the risks of climate change will be effective and that the physical risk of climate change will not have an adverse effect on mining operations and their profitability.

### ***Silver and Commodity Prices***

The prices of silver and other metals are subject to fluctuation and any future significant decline could result in mines, mining operations and project development to cease. Owners and operators of mines and development projects could be forced to cease operations or discontinue development of a particular project, which could materially adversely affect the Company's business operations and profitability.

### ***Environmental Risks***

All phases of mine operation or development are subject to governmental regulation including environmental regulation in the various jurisdictions in which they operate. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and heightened responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the mines and projects in which the Company has an interest. Also, unknown environmental hazards may exist on the properties at present which were caused by previous or existing owners or operators of the properties and which could impair the commercial success, levels of production and continued feasibility and project development and mining operations on these properties. One or more of the mining companies may become liable for such environmental hazards caused by previous owners or operators of the properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

### ***Government Regulation, Permits and Authorizations***

The exploration and development activities related to mine operations are subject to extensive laws and regulations governing exploration, development, production, exports, taxes, labour standards, waste disposal, protection and

remediation of the environment, reclamation, historic and cultural resources preservation, mine safety and occupational health, handling, storage and transportation of hazardous substances and other matters.

The costs of discovering, evaluating, planning, designing, developing, constructing, operating and closing specific mine operations in compliance with such laws and regulations are significant. It is possible that the costs and delays associated with compliance with such laws and regulations could become such that the owners or operators of mines or projects would not proceed with the development of, or continue to operate, a mine. Moreover, it is possible that future regulatory developments, such as increasingly strict environmental protection laws, regulations and enforcement policies thereunder and claims for damages to property and persons resulting from mining operations could result in substantial costs and liabilities for the owners or operators of mines or projects in the future such that they would not proceed with the development of, or continue to operate, a mine.

Government approvals, licences and permits are currently, and will in the future be, required in connection with mining operations. To the extent such approvals are required and not obtained, mining operations may be curtailed or prohibited from proceeding with planned operations, which could have an impact on the business and financial condition of the Company. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on mining operations, resulting in increased capital expenditures or production costs, reduced levels of production at producing properties or abandonment or delays in development of properties.

### ***Permitting and Access***

The operation of a mine or project is subject to receipt and maintenance of permits from appropriate governmental authorities. The owners and operators of the mines and projects in which the Company has an interest may be subject to delays in connection with obtaining access to the property and all necessary renewals of permits for existing operations, additional permits for any possible future changes to operations, or additional permits associated with new legislation. Prior to any development on any of the properties, permits from appropriate governmental authorities may be required. There can be no assurance that the owners or operators of the mines or projects will continue to hold all permits necessary to develop or continue operating at any particular property.

### ***Infrastructure***

Natural resource exploration, development and mining activities are dependent on the availability of mining, drilling and related equipment in the particular areas where such activities are conducted. A limited supply of such equipment or access restrictions may affect the availability of such equipment to the owners and operators of mines or projects and may delay exploration, development or extraction activities. Certain equipment may not be immediately available or may require long lead time orders. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration, development or production at a mine or project. Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect operations at a mine or project.

### ***Dependence on Operator Employees***

Production from the properties in which the Company holds an interest depends on the efforts of operators' employees. There is competition for persons with mining expertise. The ability of the owners and operators of such properties to hire and retain geologists and persons with mining expertise is key to those operations. Further, relations with employees may be affected by changes in the scheme of labour relations that may be introduced by the relevant governmental authorities in the jurisdictions in which those operations are conducted. Changes in such legislation or otherwise in the relationships of the owners and operators of such properties with their employees may result in strikes, lockouts or other work stoppages, any of which could have a material adverse effect on such operations, results of operations and financial condition of the Company. If these factors cause the owners and operators of such properties

to decide to cease production at one or more of the properties, such decision could have a material adverse effect on the business and financial condition of the Company.

### ***Mineral Resource and Mineral Reserve Estimates***

Mineral reserve and or mineral resource estimates for a specific mine or project may not be correct. Any and all figures for mineral resources and mineral reserves in this AIF are estimates only and were obtained from public disclosure in respect of the Gold Mountain Project. There can be no assurance that estimated mineral reserves and mineral resources will ever be recovered or recovered at the rates as estimated. Mineral reserve and mineral resource estimates are based on sampling and geological interpretation, and are uncertain because samples used may not be representative. Mineral reserve and mineral resource estimates require revision (either to demonstrate an increase or decrease) based on production from the mine or project. The fluctuations of commodity prices and production costs, as well as changes in recovery rates, may render certain mineral reserves and mineral resources uneconomic and may result in a restatement of estimated reserves and/or mineral resources. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Due to the uncertainty of inferred mineral resources, there is no assurance that inferred mineral resources will be upgraded to proven and probable mineral reserves as a result of continued exploration.

### ***Uninsured or Uninsurable Risks***

The mining industry is subject to significant risks that could result in damage to, or destruction of, mineral properties or producing facilities, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability. Mining companies may or may not maintain insurance in adequate amounts, including insurance for workers' compensation, theft, general liability, all risk property, automobile, directors and officers liability and fiduciary liability and others. Such insurance, however, contains exclusions and limitations on coverage. Accordingly, a mining company's insurance policies may not provide coverage for all losses related to their business (and may not cover environmental liabilities and losses). The occurrence of losses, liabilities or damage not covered by such insurance policies could have a material adverse effect on the mining companies' profitability, results of operations and financial condition.

### ***Land Title***

Although title to specific mines or projects has been or will be reviewed by or on behalf of Silver Crown, no assurances can be given that there are no title defects affecting the properties and mineral claims owned or used by specific mines or projects. Companies may not have conducted surveys of the claims in which they hold direct or indirect interests; therefore, the precise area and location of such claims may be in doubt. It is possible that a specific mine or project may be subject to prior unregistered liens, agreements, transfers or claims, including native land claims, and title may be affected by, among other things, undetected defects. In addition, mining companies may be unable to operate the specific mine or project as permitted or to enforce their rights with respect to that specific mine or project which may ultimately impair the ability of these owners and operators to fulfill their obligations under their agreements.

### ***International Interests***

Certain operations that underlie Silver Crown's royalty interests are conducted, or will be conducted, outside of Canada, and could be exposed to political, economic or other risks or uncertainties. These types of risks or uncertainties may differ between countries and can include but are not limited to, terrorism, hostage taking, military repression, crime, political instability, currency controls, fluctuations in currency exchange rates, inflation rates, labour unrest, risk of war or civil unrest, expropriation and nationalization, renegotiation or nullification of mining or mineral concessions, licenses, permits, authorizations and contracts, illegal mining or mineral exploration, taxation changes, modifications, amendments or changes to mining and mineral laws, regulations, policies, and changes to government regulations in respect of foreign investment and mining.

Changes, if any, in mining or investment policies or shifts in political attitude may adversely affect the operations or profitability of mining operations in these countries. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency

remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use, mine safety and the rewarding of contracts to local contractors or requiring foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction or the imposition of additional local or foreign parties as joint venture partners with carried or other interests. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure, could result in loss, reduction or expropriation, cancellation or dispute of licenses or entitlements which could result in substantial costs, losses and liabilities in the future.

The Company may be exposed to ongoing volatility in U.S.–Canada trade policy, including the imposition, expansion, or threatened escalation of tariffs by either government. As of early 2026, the United States maintains significant tariff measures on Canadian goods, including 25% tariffs on steel and aluminum, 25% tariffs on Canadian automobiles, and a complex enforcement environment that has tightened exemptions under CUSMA/USMCA.

In January 2026, the U.S. administration announced the potential imposition of a 100% blanket tariff on all Canadian imports should Canada finalize certain trade arrangements with China. Analysts estimate that such a measure could materially increase inflation in the United States, disrupt integrated North American supply chains, and sharply raise energy and automotive prices. This threat represents the most significant escalation in bilateral trade tensions in decades and introduces substantial uncertainty for Canadian exporters, suppliers, and companies reliant on cross-border inputs.

In parallel, Canada continues to apply 25% counter-tariffs on U.S. steel, aluminum, and certain automotive products in response to U.S. measures, while having removed other counter-tariffs in September 2025. These reciprocal measures continue to affect pricing, procurement, and supply chain planning for Canadian businesses.

Additionally, recent U.S. executive actions have introduced a temporary 10% tariff under Section 122 (with potential increase to 15%) on most imported goods, alongside the suspension of the de minimis exemption for low-value shipments. These changes increase compliance burdens, customs clearance times, and landed costs for Canadian shipments into the United States.

The Company may be adversely affected by any expansion, modification, or enforcement of these tariff regimes. Potential impacts include increased costs for equipment, materials, and services sourced from the United States; reduced competitiveness of Canadian-origin goods; supply chain delays; and broader macroeconomic effects such as inflationary pressure and reduced demand. The outcome of the July 2026 USMCA joint review and evolving U.S. national-security-based trade actions may further heighten uncertainty.

The occurrence of these various factors and uncertainties related to the economic and political risks for operations in foreign jurisdictions cannot be accurately predicted and could have an adverse effect on mining operations resulting in substantial costs, losses and liabilities in the future.

Certain operators are subject to risks normally associated with the conduct of business in developing economies. Risks may include, among others, problems relating to power supply, labour disputes, delays or invalidation of governmental orders and permits, corruption, uncertain political and economic environments, civil disturbances and crime, arbitrary changes in laws or policies, foreign taxation and exchange controls, nationalization of assets, opposition to mining from environmental or other non-governmental organizations or changes in the political attitude towards mining, empowerment of previously disadvantaged people, local ownership requirements, limitations on foreign ownership, power supply issues, limitations on repatriation of earnings, infrastructure limitations and increased financing costs. The above risks may limit, disrupt or negatively impact the operator's business activities.

### ***Permitting, Construction and Development***

The Company may hold royalties over mines and projects that may be in various stages of permitting, construction, development and expansion. Construction, development and expansion of such mines or projects is subject to numerous risks, including, but not limited to: delays in obtaining equipment, materials, and services essential to completing construction of such projects in a timely manner; delays or inability to obtain all required permits; changes in environmental or other government regulations; currency exchange rates; labour shortages; and fluctuation in silver

and other metal prices. There can be no assurance that the owners or operators of such mines or projects will have the financial, technical and operational resources to complete the permitting, construction, development and expansion of such mines or projects in accordance with current expectations or at all.

### ***Indigenous Peoples***

Various international and national laws, codes, resolutions, conventions, guidelines, and other materials relate to the rights of indigenous peoples. The Company may hold royalty interests on operations located in some areas presently or previously inhabited or used by indigenous peoples. Many of these materials impose obligations on government to respect the rights of indigenous people. Some mandate that government consult with indigenous people regarding government actions which may affect indigenous people, including actions to approve or grant mining rights or permits. The obligations of government and private parties under the various international and national materials pertaining to indigenous people continue to evolve and be defined. The mining companies' current or future operations are subject to a risk that one or more groups of indigenous people may oppose continued operation, further development, or new development on those projects or operations on which the Company holds a royalty interest. Such opposition may be directed through legal or administrative proceedings or protests, roadblocks or other forms of public expression against the Company or the owner/operators' activities. Opposition by indigenous people to such activities may require modification of or preclude operation or development of projects or may require the entering into of agreements with indigenous people. Claims and protests of indigenous people may disrupt or delay activities of the owners/operators of the Company's royalty assets.

### **4.3 Material Investments**

Silver Crown's management conducted its annual assessment of the materiality of its royalty assets in early 2026 and determined that the Gold Mountain Royalty is no longer material to Silver Crown following Gold Mountain's cessation of operations at the Gold Mountain Mine in June 2025 and subsequent entry into receivership on July 31, 2025. While Silver Crown is confident the Gold Mountain Mine will be put back into production by the eventual purchaser of the Gold Mountain Mine and royalty payments will resume, it is impossible to predict when this will occur. As at the date of this AIF, Silver Crown considers the PPX Royalty on the Igor Project to be the only material asset due to the significance the PPX Royalty payments to its business and the significance of the book value of the PPX Royalty. A description of the Igor Project is included below.

#### **(1) Summary**

The following description of the Igor Project has been prepared in reliance, in part, on the "43-101 Technical Report Updated Mineral Resource Estimate of Callanquitas Gold-Silver Deposit and Potential of Igor project" (the "**Igor Technical Report**"), which was prepared for PPX Mining Corp. by Maria Munoz Lizarve, P. Geo, AIG, Alain-Jean Beauregard, P. GEO, OGQ, Daniel Gaudreault, P. ENG, OIQ, Eddy Canova, P. GEO, OGQ, Peter Kondos, PHD, FAusIMM and filed under PPX's SEDAR+ profile on February 17, 2024. Unless otherwise stated, the information that follows in this section relating to the Igor Project is derived from, and in some instances is an extract from the Igor Technical Report. The following information does not purport to be a complete summary of the Igor Technical Report. Reference should be made to the full text of the Igor Technical Report, which has been filed with certain Canadian securities regulatory authorities pursuant to NI - 43-101 and is available for review under PPX's profile on SEDAR+ at [sedarplus.ca](http://sedarplus.ca).

Because the following section is derived in part from the Igor Technical Report, defined terms in the following summary may differ from those used in this AIF. As such, readers are encouraged to reference the Igor Technical Report.

#### **(2) Location, Access and Physiography**

The Igor Project is located in Northwestern Peru approximately 150 kilometres northeast of the city of Trujillo, in the Huaranchal district of the Region de la Libertad, which until 2002 was known as the Departamento de la Libertad. The Igor property (the "**Igor Property**") consists of four mining concessions which occupy approximately 1,300 hectares. PPX holds all four mining concessions through its wholly owned subsidiary Sienna Minerals S.A.C. ("**Sienna**"). The

mineral rights to these concessions are subject to the paramount title of the Republic of Peru, administered by the Instituto Geologico Minero Metalurgico de Peru (“**INGEMET**”). In addition to the PPX Royalty, which only applies to the Igor 4 concession, the Igor Property is encumbered by a 2% net smelter return royalty held by RIVI Opportunity Fund LP.

Access to the Igor Property site is available via two land routes consisting of a combination of paved and unpaved roads. The northern route through the towns of Chicama, Sausal, 9 de Octubre and Lucma totals approximately 145 kilometers. The Southern route through Otuzco and Huaranchal is approximately 157 kilometres. The City of Trujillo has commercial airline service to the cities of Lima and Cuzco, Peru, and may be reached in approximately eight hours driving time from Lima via the Pan-American Highway.

The Igor Property consists of extremely rugged to rolling mountainous terrain. Elevation in the area ranges from 2,800 m above sea level (asl) to 3,800 masl, with abrupt topographic transitions. Slopes on the southern parts of the Igor Property are less severe. At lower elevations of the Igor Property, vegetation consists of mixed brush, grasses and trees. The upper elevations are mainly rocky alpine grasslands with sparse brush.

The mining concessions comprising the Igor Property must be maintained by continuing to invest in the exploration and exploitation and must reach certain production levels no later than the expiration of the tenth year, calculated from the following year in which the title was granted. If minimum productions levels are not reached, a series of escalating penalties are imposed. The title holder of the property can avoid the application of these penalties by annual investment. If the minimum production is not reached at the end of 30 years since the following year in which the title concession was granted, being 2039 in the case of the mining concessions making up the Igor Property, the termination of the mining concession must be declared by INGEMMET.

### (3) Ownership History

Mining activity in the Igor Property area dates back several centuries. Shallow underground workings are believed to have been developed as early as the 1500s, and the project area was explored by a Russian immigrant in the 1880s, from whom the Igor name is derived. The Igor Property concessions were formally recorded in 1979. During the 1980s, mineralized mantos on the eastern side of Cerro Bola de Igor were exploited for gold and silver, and a 50-tonne-per-day processing plant was constructed near the village of Igor; this plant is now abandoned.

Following this period, the concessions were acquired by Mr. Samuel Guia. In 1998, Mr. Guia optioned the property to Rio Amarillo Gold Ltd., but the option was not exercised and ownership reverted to Mr. Guia. In 2001, Matrix Gold Mining Investment S.A. (“**Matrix**”) entered into a purchase option agreement with Mr. Guia and subsequently acquired the Igor Property concessions.

Sienna, the Peruvian subsidiary of Sienna Gold Inc., acquired a 60% interest in the Igor concessions from Matrix in June 2005 and purchased the remaining 40% interest in 2006. Sienna subsequently acquired the Busqueda XVIII concession from Vena Resources in August 2010. Sienna Gold Inc. changed its name to Peruvian Precious Metals Corp. in July 2013, and in August 2016 the company changed its name to PPX Mining Corp., maintaining 100% ownership of the Igor Property through Sienna.

The IGOR Project is currently assigned to Proyectos La Paragonia S.A.C. (a company not related to PPX) (“**PLP**”) under a Mining Assignment Agreement signed between PLP and Sienna. It is under this contract, and the corresponding permits, that PLP is currently authorized to carry out mining activities in said concession.

### (4) Geological Setting, Mineralization and Deposit Types

The Igor Property lies within a well-established belt of high-sulfidation epithermal Au-Ag deposits hosted in sedimentary rocks of northern Peru. According to INGEMMET (2018), the region contains epithermal systems emplaced within Lower Cretaceous siliciclastic sequences of the Goyllarisquizga Group, with mineralization dated between 18 and 14 million years. The deposits occur within fractured sequences of the Chimú Formation, a 500–900

metre thick package of quartzites, sandstones, and shales with local coal layers. As described in the Technical Report, “the basal members exhibit a higher shale content, accompanied by coal layers.”

Mineralization in the district is structurally controlled, occurring in fracture systems, disseminated veins, and stockwork zones, with metal zonation ranging from Au-Ag-Cu at depth to Au-Ag in upper levels. Toward the upper stratigraphy, mineralization also occurs in breccias, lenticular bodies, and manto-style horizons. Alteration assemblages include silica, quartz-alunite, quartz-sericite, and argillic alteration, consistent with high-sulfidation epithermal systems. The Technical Report notes that the region hosts several significant deposits, including Lagunas Norte, La Virgen, Santa Rosa, Rosario de Belén, and Shahuindo.

The regional structural framework reflects intense tectonism associated with late Cretaceous orogenesis, producing compressed folding and block dislocations. Major structures trend north-northwest, and volcanic rocks in the region show limited deformation.

The Igor Property is located within the Cordillera Occidental of the Peruvian Andes, part of the Andean fold-and-thrust belt. The area has undergone multiple episodes of east-northeast vergent compressional deformation related to Cenozoic convergence between the Nazca and South American plates. The Igor Technical Report describes the local geology as comprising “multiple northwest-southeast striking anticlines and synclines that are largely upright and have been cut by southwest-dipping thrust faults.”

The oldest exposed rocks are Upper Jurassic marine shale, sandstone, and quartzite of the Chicama Formation, which form the cores of regional anticlines. These are overlain by the Lower Cretaceous Chimú Formation, consisting of quartz arenite with thin black shale and local coal seams. The Chimú Formation is the principal host to mineralization at the Igor Project.

The Igor Property is centered on the northwest-striking, southeast-plunging Igor anticline, a major fold whose core consists primarily of Chimú Formation quartz arenite. The limbs of the anticline host a clastic sedimentary sequence of interlayered sandstone, siltstone, and thin black shale seams assigned to the Santa and Carhuaz Formations.

A dacite porphyry stock, locally referred to as the Huevo de Condor stock, crops out on the southwestern limb of the anticline. Associated dacite porphyry dikes occur along the anticlinal axis and within north- and northeast-trending structural zones. These intrusions are interpreted as pre-mineralization, though the Igor Technical Report notes a spatial association with mineralized structures, suggesting that “the same structural zones which were favorable for intrusive emplacement were amenable to later hydrothermal fluid movement and subsequent mineralization” (Section 7.3). Minor granodiorite is also present in deeper drillholes.

The entire sequence is cut by a network of northwest, northeast, and north-trending faults, including the principal Callanquitas fault and vein system, a near-vertical, north-south structure at least 2.4 km long and up to 8.2 m wide. This system comprises multiple splays, fault breccias, hydrothermal breccias, discontinuous veins, vein breccias, stockworks, and brecciated dacite dikes. Two major splays, Callanquitas Este and Callanquitas Oeste, host the principal mineralized zones.

Mineralization at the Igor Property occurs within four primary target areas: Callanquitas, Domo, Tesoros, and Portachuelos. Mineralization commonly occurs at the transition between the Chimú Formation and the overlying Santa and Carhuaz Formations, and is spatially associated with dacite porphyry dikes emplaced within structural breccias.

### **Callanquitas Veins**

The Callanquitas vein system comprises the Callanquitas Este, Callanquitas Oeste, and Cianuro structures, occurring within a north-south striking zone of anastomosing faults extending approximately 2.4 km. Individual veins reach lengths of up to 1.5 km and thicknesses of 0.2 to 8.2m. The structures are open along strike and at depth.

Mineralization is classified as intermediate-sulfidation, hosted in structural breccias originally containing pyrite, arsenopyrite, and minor chalcopyrite, now strongly oxidized to significant depths. The host sequence includes

sandstone, siltstone, and quartzite, with silicified units more susceptible to brecciation and fluid flow. Dacite intrusions are generally poor hosts due to limited brecciation and open-space development.

### **Domo Zone**

The Domo Zone hosts gold-silver mineralization within bedded-parallel mantos and perpendicular veins along the crest of the southeast end of the Igor anticline. Mineralization is controlled by northeast-southwest trending faults and occurs as oxidized pyritic breccias with variable silicification. Mineralization is often present when a feeder system intersects the axial area of a significant anticlinal fold.

The zone includes five NNE-striking veins, three of which extend up to 1.2 km. Between 2006 and 2018, 13 diamond drillholes totaling 1,907.78 m were completed. Historical drilling includes an intersection of 12.6 g/t Au and 303.1 g/t Ag over 2.8 m in hole DO-05.

### **Tesoros Zone**

The Tesoros Zone hosts gold-silver mineralization in veins, breccias, and mantos along a major north-northeast striking fault associated with dacitic porphyry and pebble dike emplacement. The mineralized zone is an epithermal, high-sulfidation system hosted in brecciated Chimú sandstones.

Drilling between 2006 and 2018 totaled 4,283.83 m in 22 diamond drillholes. Significant intersections include 640 g/t Ag over 1.7 m (TE-18-01) and 1.03 g/t Au equivalent over 23.4 m (TE-18-05). The Tesoros Veins Zone extends over approximately 1.5 km.

### **Portachuelos Zone**

Portachuelos lies along the southern extension of the Callanquitas structural zone and is an early-stage exploration target. Mineralization occurs within breccias associated with a major fault system, with artisanal workings extending over 100 m of strike length. Samples collected in 2008 returned average grades of 2.8 g/t Au and 41.6 g/t Ag over a 3–5 m wide breccia zone.

Mineralization includes sphalerite, pyrite, chalcopyrite, goethite, and limonite within quartz-rich host rocks. Quartz vein structures range from 1.4 to 3.9 m wide and are mineralized with 2–25% pyrite, visible silver, and 1–5% chalcopyrite. The structure remains open along strike and at depth.

Multiple stages of veining and brecciation have been identified, including early quartz veining, pervasive hydrothermal brecciation (“HBx”), later sulfide veinlets, and late-stage tectonic breccia (“TBx”). The Technical Report notes that “the highest gold grades are associated with the early quartz and HBx while increased silver occurs with the late-stage sulfide veinlets”. Drilling confirms mineralization over a 1,400 m strike length and to depths of up to 500 m, with oxidation extending 200–300 m below surface. Ag/Au ratios range from approximately 10:1 in oxide zones to over 100:1 near the oxide-sulfide interface.

## **(5) Exploration**

Exploration activities on the Igor Property have focused on delineating structurally and stratigraphically controlled gold-silver mineralization across four principal target areas: Callanquitas, Domo, Tesoros, and Portachuelos. Mineralization often occurs at the transition zone from Chimu up into the Santa and Carhuaz rocks and is spatially associated with dacite porphyry dikes emplaced within structural breccias.

Exploration has included geological mapping, surface sampling, artisanal workings mapping, underground mapping, and multiple phases of diamond drilling. The Callanquitas area has been the primary focus of modern exploration and

resource delineation, while Domo and Tesoros have seen limited drilling and small-scale artisanal mining. Portachuelos remains an early-stage exploration target.

Key exploration observations include:

- Structural controls on mineralization, particularly along the north-south Callanquitas fault system, which extends at least 2.4 km and hosts multiple splays, breccias, and vein systems.
- Recognition of multiple stages of veining, brecciation, and alteration, including early quartz veining, hydrothermal brecciation (HBx), late sulfide veinlets, and late tectonic breccia.
- Identification of manto-style mineralization in the Domo and Tesoros zones, controlled by fold geometry and feeder structures.
- Early-stage sampling at Portachuelos, where 2008 samples returned average grades of 2.8 g/t Au and 41.6 g/t Ag over a 3–5 m breccia zone.

These exploration programs have defined multiple mineralized zones with significant strike length and depth potential, supporting ongoing drilling and resource evaluation.

## (6) Drilling

Drilling on the Igor Project has been conducted intermittently between 2006 and 2018 across the Callanquitas, Domo, and Tesoros zones, with Portachuelos currently in early-stage evaluation. Drilling has primarily consisted of diamond core drilling, supplemented by underground mapping and re-logging of earlier drillholes.

### **Callanquitas**

Callanquitas is the most extensively drilled zone and forms the basis of the current mineral resource estimate. Drilling demonstrates that mineralization in the Callanquitas Este and Oeste veins extends over a 1,400 m north-south strike length and to depths of up to 500 m below surface. The Technical Report notes that oxidation extends 200–300 m below surface.

Drilling confirms:

- Vein thicknesses ranging from 0.2 to 8.2 m.
- Intermediate-sulfidation mineralization with strong oxidation.
- Increasing Ag/Au ratios at depth, rising from ~10:1 in oxide zones to >100:1 near the oxide-sulfide interface.

### **Domo**

The Domo Zone has seen limited drilling, with 13 diamond drillholes totaling 1,907.78 m completed between 2006 and 2018. Earlier shallow holes (<50 m) encountered poor core recovery due to friable manto material. Significant results include:

- 12.6 g/t Au and 303.1 g/t Ag over 2.8 m in hole DO-05.

Drilling confirms the presence of five NNE-striking veins, three of which extend up to 1.2 km.

## **Tesoros**

The Tesoros Zone has been tested by 22 diamond drillholes totaling 4,283.83 m between 2006 and 2018. Drilling has identified:

- High-grade silver intersections, including 640 g/t Ag over 1.7 m (TE-18-01).
- Broader mineralized intervals such as 1.03 g/t Au equivalent over 23.4 m (TE-18-05).
- A north-south oriented vein system extending approximately 1.5 km.

Drilling indicates that the hydrothermal boiling zone did not extend below the 3100 m elevation, constraining vertical mineralization potential.

## **Portachuelos**

Portachuelos is currently an early-stage exploration target with no modern drilling reported in the uploaded sections. Artisanal workings and sampling indicate the presence of mineralized breccias and quartz veins with 2–25% pyrite, visible silver, and 1–5% chalcopyrite, with structures open along strike and at depth.

(7) Sampling, Analysis and Data Verification

### **Sampling Methods**

Diamond drilling conducted between 2006 and 2023 followed industry-standard core handling and sampling procedures. Core was transported from the drill site to secure logging facilities, where geotechnical and geological information was recorded. Core was cut longitudinally along a controlled cut line to produce symmetrical halves, with one half retained for reference and the other submitted for analysis. Sample intervals were based on geological boundaries and typically ranged from 0.5 to 2.0 metres, with longer intervals permitted only in zones of poor recovery. Field duplicates were produced either by quarter-core splitting or by splitting the remaining half-core, depending on the drilling campaign.

Underground channel sampling was conducted between 2017 and 2023. Channels were oriented perpendicular to mineralized structures and typically sampled across the full width of the vein or breccia zone. Channel lengths generally ranged from 0.2 to 3.5 metres, with a consistent width and depth. Samples were collected under geologist supervision, with procedures in place to ensure representative sampling and to avoid contamination.

### **Sample Preparation and Analytical Procedures**

Drill core samples collected between 2006 and 2008 were prepared and analyzed by ALS Chemex in Lima, Peru. Samples were crushed, a 250-gram split was pulverized to 85% passing 70 microns, and gold was analyzed by 30-gram fire assay with atomic absorption finish. Multi-element analyses, including silver, were performed by ICP following aqua regia digestion. Over-limit gold and silver assays were re-analyzed using gravimetric or atomic absorption methods as appropriate.

Samples collected from 2010 to 2023, including drill core and channel samples, were analyzed by SGS Laboratories in Lima, Peru. Sample preparation procedures were consistent with those used by ALS. Gold was analyzed by fire assay with atomic absorption finish, and multi-element analyses were completed by ICP. Over-limit assays were re-run using gravimetric or atomic absorption methods. Both ALS and SGS are independent, ISO/IEC 17025:2017-accredited laboratories.

## Quality Assurance and Quality Control

QA/QC programs were implemented during all drilling and channel sampling campaigns. QA/QC samples included coarse blanks, fine blanks, certified reference materials, pulp duplicates, coarse duplicates, and twin duplicates. For drilling completed between 2010 and 2018, QA/QC samples were inserted at a rate of approximately one QA/QC sample for every nine primary samples. Channel sampling programs incorporated QA/QC insertion rates ranging from approximately 13% to 20%.

Blank samples were used to monitor contamination during sample preparation and analysis. Failure rates for both coarse and fine blanks were low and within acceptable industry limits. Certified reference materials sourced from commercial suppliers were used to monitor analytical accuracy. Review of CRM performance indicates no material analytical bias. Twin duplicate samples were used to assess precision, with results showing acceptable levels of variability for gold and slightly higher variability for silver, consistent with the mineralization style.

## Sample Security

All drill core and channel samples remained under the supervision of PPX personnel from collection through transport. Samples were stored in secure facilities and transported by PPX staff to Trujillo, where they were transferred directly to laboratory personnel for shipment to Lima. Chain-of-custody documentation was maintained throughout all transfers. The Qualified Person responsible for the Technical Report concluded that sample security procedures were adequate.

## Data Verification

Data verification procedures included review of sampling methods, inspection of core and channel samples, assessment of QA/QC results, and validation of the drillhole and channel databases. The Qualified Person conducted site visits, reviewed sampling and logging procedures, and examined the chain-of-custody records. The QA/QC results were evaluated and found to be within acceptable limits, with no material issues identified that would adversely affect the reliability of the data. The Qualified Person concluded that the sampling, analytical, and data verification procedures were appropriate and that the data are suitable for use in mineral resource estimation.

## (8) Mineral Processing and Metallurgical Testing

Metallurgical test work for the Igor Project has been conducted over multiple campaigns between 2014 and 2023, including bottle-roll cyanide leach tests, agitation tank leach tests, gravity concentration, comminution testing, carbon-in-leach (CIL) testing, flotation testing, carbon loading studies, and cyanide destruction trials. The Technical Report notes that “a considerable amount of test work was carried out on heap leaching... only tank leaching is reported here as tank leaching will be used” (Section 13).

The metallurgical program supports the selection of a CIL flowsheet for oxide material and flotation for high-sulfide material.

Early bottle-roll cyanide leach tests (Alex Stewart Laboratories, 2014) demonstrated:

- Low gravity recoveries (28.2% Au; 1.7% Ag).
- Low flotation recoveries (49.5% Au; 13.0% Ag).
- Cyanidation recoveries of ~78–81% Au and 7–8% Ag at 120-hour leach times.
- High cyanide consumption (3.6 kg/t) and lime consumption (4 kg/t).
- Presence of gold tellurides contributing to refractory behaviour (“gold tellurides resistant to leaching”).

In 2020, agitation tank leach tests (K.W. Quimica Germana) using 48-hour leaching at 75 µm grind returned:

- 77.8–85.7% Au extraction
- 32.1–71.1% Ag extraction
- Very high cyanide consumption (6.8–7.0 kg/t)

(9) *Mineral Resources Estimate*

Mining Plus prepared the Mineral Resource Estimate (“MRE”) for the Callanquitas Mine with an effective date of 30 September 2023, in accordance with NI 43-101 and the CIM (2019) Best Practice Guidelines. The MRE was completed by Ms. María Muñoz, MAIG, an independent Qualified Person.

The MRE incorporates:

- 141 diamond drillholes (104 intersecting Callanquitas Este/Oeste)
- 769 channel samples
- Updated geological interpretation
- Updated economic parameters
- Depletion for mining to September 2023

A 3D grade shell at 2.3 g/t AuEq was used to define potentially economic mineralization.

Grades were estimated using Ordinary Kriging, except for the Sigmoid structure (ID<sup>2</sup>). Bulk densities were derived from 107 core samples and 39 underground samples.

**Callanquitas Mineral Resource as of September 30, 2023**

Zone	Material	Category	Tonnes	Au	Ag	Au Eq	Au	Ag	Au Eq
			m <sup>3</sup>	g/t	g/t	g/t	koz	koz	koz
Total	Oxides	Measured	22,900	5.25	48	5.56	4	35	4
		Indicated	640,800	3.75	141	4.67	77	2,905	96
		Meas+Ind	663,700	3.80	137	4.70	81	2,923	100
		Inferred	528,500	3.72	1 03	4.40	63	1,750	75
	Sulphides	Measured	-	-	-	-	-	-	-
		Indicated	-	-	-	-	-	-	-
		Meas+Ind	-	-	-	-	-	-	-
		Inferred	231,400	2.79	278	4.63	21	2,068	34

(10) *Mineral Reserves Estimates*

A Mineral Reserve estimate for the Igor Property was not developed as part of the Igor Technical Report. Significant additional data collection and technical work are required to elevate the technical confidence of the Igor Project to a level consistent with Mineral Reserve estimation, in accordance with the CIM Definition Standards on Mineral Resources and Mineral Reserves, adopted by CIM Council, as amended, NI 43-101, 29 November 2019. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.

(11) Interpretations, Conclusions and Recommendations

### **Geological Interpretation and Exploration Potential**

Recent exploration programs on the Igor Project have been completed using industry-standard methods and have confirmed the presence of multiple mineralized zones beyond the Callanquitas deposit. Work completed to date demonstrates that the Portachuelos, Domo, and Tesoros zones each host laterally continuous gold-silver mineralization with meaningful widths and strike lengths. These zones occur within favourable stratigraphic units of the Chimú–Santa Formations and are associated with structurally controlled breccias, faults, fold flanks, and manto-style horizons.

Sampling and drilling across these areas have consistently returned gold and silver grades above typical exploration thresholds, with both surface channel sampling and drill core confirming mineralization continuity and the presence of higher-grade intervals at depth. The geological setting and structural controls observed in these zones are similar to those at Callanquitas, supporting the potential for additional resource delineation along strike and at depth.

Geophysical surveys, including magnetics and IP-resistivity-chargeability, have successfully identified extensions of mineralized structures and potential targets for follow-up drilling. These results indicate that the broader Igor property remains prospective for further discoveries and resource expansion.

### **Mineral Resource Interpretation**

The updated mineral resource estimate incorporates historical drilling, recent channel sampling, revised geological interpretation, and depletion from ongoing mining. A grade shell based on a gold-equivalent cut-off was used to distinguish potentially economic mineralization. The resulting model includes Measured, Indicated, and Inferred resources within the oxide domain, with additional Inferred resources in the sulphide domain.

The oxide portion of the deposit contains Measured and Indicated resources totalling approximately 663,700 tonnes at an average grade of 4.70 g/t gold equivalent, representing approximately 100,000 ounces of contained gold equivalent. Inferred oxide resources total approximately 528,500 tonnes at an average grade of 4.40 g/t gold equivalent, representing approximately 75,000 ounces of contained gold equivalent. Sulphide material is classified as Inferred due to limited drilling and currently totals approximately 231,400 tonnes at an average grade of 4.63 g/t gold equivalent, representing approximately 34,000 ounces of contained gold equivalent.

The resource estimate reflects the current level of geological understanding and data density. Some mineralized intervals occur outside the modelled vein structures and require further geological interpretation. Differences between channel and drillhole grades remain under review, although reconciliation with mined production has been favourable.

### **Metallurgical Interpretation**

Metallurgical test work indicates that the mineralized material exhibits preg-robbing characteristics, requiring the use of a carbon-in-leach (“CIL”) process for effective gold recovery. Gravity concentration is not effective for oxide material. Recommended recoveries for oxide ore are approximately 87% for gold and 55% for silver. Reagent consumption is expected to be moderate, with cyanide and lime requirements consistent with test results. Carbon loading capacity is sufficient to support a conventional CIL circuit.

For sulphide material, flotation testing has demonstrated high recoveries of both gold and silver, indicating that a separate flotation circuit would be required should sulphide mining proceed in the future.

### **Geological and Exploration Work**

Additional exploration is recommended to improve the geological understanding and to evaluate the potential for resource expansion across the Portachuelos, Domo, and Tesoros zones. A staged program of surface work and drilling is proposed to refine the lateral and vertical continuity of mineralized structures and to support future resource classification. Recommended work includes:

- Surface trenching, outcrop stripping, detailed geological mapping, and systematic sampling to better define mineralized trends and structural controls.
- Geophysical surveys, including magnetics, IP-resistivity-chargeability, and orientation gravimetry, to identify extensions of known structures and potential new targets.
- Geochemical soil sampling over the projected extensions of the three principal mineralized zones.
- Initial confirmation drilling in each zone to validate geophysical and geochemical anomalies and to confirm mineralization continuity.
- A second-phase drilling program comprising infill and step-out drilling to support future resource estimation.

The combined budget for the recommended Phase 1 and Phase 2 programs is approximately CAD \$4.2 million, inclusive of supervision, management, and contingencies.

### **Mineral Resource Development**

Several actions are recommended to improve the confidence and reliability of future mineral resource estimates:

- Conduct infill drilling to upgrade Inferred and Indicated resources to higher confidence categories.
- Continue step-out drilling in areas where mineralization remains open to expand the resource base.
- Strengthen QA/QC protocols, including the use of appropriate reference standards, duplicates, and blanks across a range of grades.
- Increase density sampling within individual veins to improve bulk density modelling.
- Update underground workings where positional accuracy is uncertain and incorporate revised data into the geological model.
- Construct separate grade shells for gold and silver to reflect their differing spatial distributions.
- Review mineralized intervals occurring outside the current vein models to determine whether they should be incorporated into future geological interpretations.
- Implement regular mine reconciliation to identify potential biases in sampling or estimation and to support ongoing model refinement.
- Undertake a drill-spacing study to determine optimal spacing for Measured, Indicated, and Inferred classifications.

### **Metallurgical Work**

Metallurgical testing indicates that the mineralized material contains naturally occurring carbon capable of adsorbing gold during leaching. To maximize recoveries and manage reagent consumption, the following recommendations are made:

- Employ a CIL process for oxide ore to mitigate preg-robbing effects and achieve optimal gold recovery.
- Incorporate pre-aeration and adequate lime addition to maintain appropriate pH levels and reduce cyanide consumption.

- Design processing facilities to include a dedicated flotation circuit for sulphide ore, as flotation testing has demonstrated high recoveries for both gold and silver in sulphide material.

## ARTICLE 5 DIVIDENDS

### 5.1 Dividends

Silver Crown has not paid dividends since incorporation. The declaration, timing, amount and payment of dividends are at the discretion of the Board and will depend upon Silver Crown’s future earnings, cash flows, acquisition capital requirements and financial condition, and other relevant factors. There can be no assurance that Silver Crown will declare a dividend on a quarterly, annual or other basis.

## ARTICLE 6 DESCRIPTION OF CAPITAL STRUCTURE

The Company is authorized to issue an unlimited number of Shares without par value. As at the date of this AIF, 4,786,201 Shares were issued and outstanding. As of the date hereof, the Company also has: (i) 1,530,298 Share purchase warrants issued and outstanding; (ii) 101,791 broker warrants issued and outstanding; (iii) 437,500 performance warrants issued and outstanding; (iv) 300,000 special warrants issued and outstanding; and (v) 29,259 restricted share units (“RSUs”) issued and outstanding, each of which are convertible into one Share.

Holders of Shares have the right to receive notice of any meeting of shareholders of Silver Crown, to attend such meeting and to vote thereat, with the exception of meetings at which only holders of other classes of shares are entitled to vote. Holders of Shares are entitled to receive, *pari passu* with one another, non-cumulative dividends if, as and when declared by the Board. Furthermore, holders of Shares are entitled to receive, on a *pari passu* basis, (i) the remaining property of Silver Crown upon its liquidation, dissolution or winding-up, and (ii) the remaining proceeds in the event of a change of control.

## ARTICLE 7 MARKET FOR SECURITIES

### 7.1 Trading Price and Volume

The Company’s Shares were listed and posted for trading on the Exchange under the symbol “**SCRi**” at the commencement of trading on July 25, 2024. The table below sets forth the high and low prices and the volumes for the Shares traded through the Exchange for the period from January 1, 2025 to December 31, 2025, being the most recently completed financial year.

	High	Low	Volume
January 2025	\$7.06	\$6.58	116,103
February 2025	\$7.00	\$6.38	113,405
March 2025	\$6.61	\$6.08	44,566
April 2025	\$6.57	\$5.35	57,337
May 2025	\$6.50	\$5.99	101,738

June 2025	\$6.50	\$5.90	154,803
July 2025	\$7.83	\$6.35	41,100
August 2025	\$7.70	\$6.30	56,216
September 2025	\$7.05	\$5.30	212,306
October 2025	\$6.92	\$5.40	348,003
November 2025	\$6.35	\$5.27	162,163
December 2025	\$7.80	\$5.50	213,954

The Company's A Warrants were listed and posted for trading on the Exchange under the symbol "SCRI.WT.A" on September 26, 2024. Each A Warrant is exercisable into a Share at an exercise price of \$16.00 per Share for a period expiring on June 28, 2027.

	<b>High</b>	<b>Low</b>	<b>Volume</b>
January 2025	Nil	Nil	Nil
February 2025	Nil	Nil	Nil
March 2025	\$0.25	\$0.14	32,690
April 2025	Nil	Nil	Nil
May 2025	Nil	Nil	Nil
June 2025	\$0.20	\$0.20	25,000
July 2025	\$0.25	\$0.25	1,250
August 2025	Nil	Nil	Nil
September 2025	Nil	Nil	Nil
October 2025	Nil	Nil	Nil
November 2025	Nil	Nil	Nil
December 2025	\$194,305	\$0.25	0.10

The Company's C Warrants were listed and posted for trading on the Exchange under the symbol "SCRI.WT.C" on November 4, 2025. Each C Warrant is exercisable into a Share at an exercise price of \$8.25 per Share for a period expiring on October 3, 2028.

	High	Low	Volume
November 4-30, 2025	\$1.10	\$0.80	132,146
December 2025	\$1.10	\$0.90	45,528

## 7.2 Prior Sales

During the financial year ended December 31, 2025, the Company issued the following securities that are outstanding but not listed or quoted on a market place:

Date	Type of Security	Number of Securities	Issue/Exercise Price per Security
February 21, 2025	Warrants	67,538	\$13.00
February 21, 2025	Broker Warrants	4,480	\$13.00
March 31, 2025	Warrants	75,310	\$13.00
March 28, 2025	Broker Warrants	5,840	\$13.00
March 31, 2026	RSUs	29,262	\$6.28
April 25, 2025	Warrants	89,400	\$13.00
April 25, 2025	Broker Warrants	5,320	\$13.00
June 23, 2025	Warrants	102,838	\$13.00
June 23, 2025	Broker Warrants	8,320	\$13.00
July 11, 2025	Warrants	102,838	\$13.00
July 11, 2025	Broker Warrants	7,363	\$13.00
August 12, 2025	Warrants	60,000	\$13.00
September 15, 2025	RSUs	61,250	\$6.00
October 3, 2025	Warrants	599,064	\$8.25
October 3, 2025	Broker Warrants	47,925	\$8.25

October 3, 2025	Corporate Finance Fee Units	29,953	\$5.50
December 29, 2025	RSUs	18,260	\$6.98

**ARTICLE 8  
ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER**

**8.1 Escrowed Securities and Securities Subject to Restriction on Transfer**

The following table summarizes the Company's securities subject to restrictions on transfer as of the most recently completed financial year.

Designation of Class	Number of securities held in escrow or that are subject to contractual restriction on transfer <sup>(1)</sup>	Percentage of Class <sup>(2)</sup>
Shares	Nil	0%
Share purchase warrants	Nil	0%

**ARTICLE 9  
DIRECTORS AND OFFICERS**

**9.1 Name, Occupation and Security Holding**

The following table sets out the name, jurisdiction of residence of our directors and executive officers as well as their positions with the Company and principal occupation for the previous five years, and the number and percentage of the Shares owned, directly or indirectly, or over which control or direction is exercised, by each of our directors and executive officers.

Name and Residence	Position Held	Principal Occupations During the Past Five Years	Number and Percentage of Shares Beneficially Owned or Controlled <sup>(4)</sup>	Percentage of Shares Beneficially Owned or Controlled <sup>(5)</sup>
<b>Peter Bures</b> , <sup>(1)</sup> Toronto, Canada	Chairman and Chief Executive Officer	Peter Bures is a Geological and Mineral Engineer with 25+ years of mining and metals capital market expertise. Recent experience includes CEO at C2C Gold, Co-Founder and Chief Business Development Officer at Star Royalties, Director Global Mining Sales at BMO Capital Markets	314,582	6.57%

Name and Residence	Position Held	Principal Occupations During the Past Five Years	Number and Percentage of Shares Beneficially Owned or Controlled <sup>(4)</sup>	Percentage of Shares Beneficially Owned or Controlled <sup>(5)</sup>
		(New York) and Portfolio Management at Sentry Investments where he co-managed several top-ranked funds. He also held various equity research roles, including VP Analyst at Canaccord Genuity, HSBC (New York and Toronto) and Orion Securities. Mr. Bures began his career as a mining engineer at Placer Dome and is a graduate BAsc Geo. Eng. University of Toronto.		
<b>Hassnain Raza,</b> <sup>(2)</sup>  Toronto, Canada	Chief Financial Officer	Hassnain Raza is a CPA with 20+ years of financial experience in Canada, USA, Europe, Asia and the Caribbean serving both public and private sector clients. Mr Raza is the founding partner of a boutique consulting firm specializing in CFO advisory services to start-ups and SMEs. Previously held senior management and leadership roles at Namaste Technologies, and Senior Manager at KPMG. He is founder and patron of Allama Iqbal Model School in Pakistan, providing free education (kindergarten - grade 10).	102,126	2.13%
<b>Patrick Sullivan,</b> Vancouver, Canada	Corporate Secretary	Patrick Sullivan is a mining, M&A and securities lawyer and former partner at the leading national law firms Fasken Martineau Dumoulin LLP and Osler, Hoskin & Harcourt LLP. With over a decade of experience in the global mining industry, he has advised a wide range of clients in connection with mining capital markets, M&A, royalty and streaming, joint venture, option and mineral project acquisition transactions.	5,209	0.11%

Name and Residence	Position Held	Principal Occupations During the Past Five Years	Number and Percentage of Shares Beneficially Owned or Controlled <sup>(4)</sup>	Percentage of Shares Beneficially Owned or Controlled <sup>(5)</sup>
<p><b>Philip van den Berg,</b> Cadiz, Spain</p>	<p>Director</p>	<p>Philip van den Berg has over 35 years of capital markets expertise in Europe managing capital market transactions, public listings and mergers and acquisitions. Past experience includes, investment analyst, head of research and investment policy committee member. The majority of Mr. van den Berg's sell-side experience was with Goldman Sachs (1987 London) European equities division, then Deutsche Morgan Grenfell (1995) re-establishing its European equities division. In 1997 he moved to the buy-side as co-founder of Olympus Capital Management, and Taler Asset Management (2006) in Gibraltar. In 2014 he became an active investor in various start-up companies in Europe and the US in director and CFO roles. Mr. van den Berg graduated 1985 cum laude in economics at the University of Amsterdam.</p>	<p>17,669</p>	<p>0.36%</p>
<p><b>Peter Simeon,</b> Oakville, Canada</p>	<p>Director</p>	<p>Peter Simeon has over 20 years of experience as a lawyer focused on securities, corporate finance, and mergers and acquisitions. Since February 2015 he has been a partner at Gowling WLG (Canada) LLP and has extensive experience in corporate commercial and securities law. Prior to 2015, he was a partner at a boutique corporate law firm in Toronto. Mr. Simeon has a Bachelor of Arts from Queen's University and a law degree from Osgoode Hall at York</p>	<p>30,793</p>	<p>0.643%</p>

Name and Residence	Position Held	Principal Occupations During the Past Five Years	Number and Percentage of Shares Beneficially Owned or Controlled <sup>(4)</sup>	Percentage of Shares Beneficially Owned or Controlled <sup>(5)</sup>
		University. Mr. Simeon acts as an independent director on several publicly traded companies in Canada.		
Peter Schloo, <sup>(3)</sup> Toronto, Canada	Director	Peter Schloo is a CPA, CA and CFA with 10+ years of progressive experience in capital markets, operations and assurance. He is also a license prospector in Ontario, Canada. Currently CEO at Heritage Mining Ltd. and a Director at Pacific Empire Minerals Corp. (PEMC), he has held Senior Executive positions in a number of private companies, a majority in the Precious Metals sector including Ion Energy Ltd. and Spirit Banner Capital Corp. Mr. Schloo's past successes include over C\$85M in associated capital raising opportunities involving public and private companies.	87,976	1.84%

**Notes:**

- (1) Beneficially held by Mr. Bures in part through Investor Stratum Resources Inc. and VLK Capital Inc.
- (2) Beneficially held by Mr. Raza through 100576981 Ontario Inc.
- (3) Beneficially held by Mr. Schloo through Great White Capital Ltd.
- (4) Mr. van den Berg is the Chair of the Audit Committee. Mr. Simeon is the Chair of the Compensation Committee.
- (5) Based on 4,786,201 Shares issued and outstanding as of the date hereof.

The Directors of the Company are elected at each annual general meeting, unless appointed in the interim in accordance with the Company's Articles, and hold office until the next annual general meeting, or until their successors are duly elected or appointed in accordance with the Company's Articles, or until such director's earlier death, resignation or removal.

As of the date hereof, the executive officers and directors of the Company own, directly or indirectly, or exercise control or direction over: (i) 558,355 Shares, representing approximately 11.67% of the Shares issued and outstanding as of the date hereof.

## **9.2 Corporate Cease Trade Orders**

To the best of management's knowledge, no director or executive officer of the Company is or has been within 10 years before the date of this AIF, a director, CEO or CFO of any company that: (i) was the subject of a cease trade or similar order or an order that denied that person or company access to any exemption under securities legislation for a period of more than 30 consecutive days, or (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity of director, CEO or CFO.

## **9.3 Bankruptcies**

To the best of management's knowledge, no director, executive officer or shareholder holding a sufficient number of shares to materially affect control of the Company: (i) is or has been within the 10 years before the date of this AIF, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

## **9.4 Penalties/Sanctions**

To the best of management's knowledge, no director, executive officer or shareholder holding a sufficient number of shares to materially affect control of the Company, has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

## **9.5 Conflicts of Interest**

In the event conflicts arise at a meeting of the Board, a director who has such a conflict will declare the conflict and abstain from voting. In appropriate cases, the Company will establish a special committee of independent non-executive directors (drawn from the majority of its members who must at all times be "independent" within the meaning of National Instrument 52-110 – *Audit Committee*) to review a matter in which one or more directors or management may have a conflict.

To the best of the Company's knowledge there are no known existing or potential conflicts of interest between the Company and any director or officer of the Company, except that certain of the directors of the Company serve as directors and officers of other public and private companies and it is therefore possible that a conflict may arise between their duties as a director or officer of the Company and their duties as a director or officer of such other companies. Where such conflicts arise, they will be addressed as indicated above.

# **ARTICLE 10 LEGAL PROCEEDINGS AND REGULATORY ACTIONS**

## **10.1 Legal Proceedings**

The Company is subject from time to time to legal proceedings and claims, either asserted or unasserted, that arise in the ordinary course of business. While the outcome of these proceedings and claims cannot be predicted with certainty,

the Company's management does not believe that the outcome of any of these legal matters will have a material adverse effect on its consolidated financial position, results of operations or cash flows.

## **ARTICLE 11 INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

### **11.1 Interest of Management and Others in Material Transactions**

Within three (3) years prior to the date of this AIF, no director, executive officer, or person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of any class or series of outstanding voting securities of Silver Crown, or any known associates or affiliates of such persons, has or has had any material interest, direct or indirect, in any transaction that has materially affected or is reasonably expected to materially affect Silver Crown.

## **ARTICLE 12 TRANSFER AGENT AND REGISTRAR**

### **12.1 Transfer Agent and Registrar**

The transfer agent and registrar for the Shares, A Warrants, B Warrants and C Warrants is Odyssey Trust Company, located at their offices in Vancouver, British Columbia.

## **ARTICLE 13 MATERIAL CONTRACTS**

### **13.1 Material Contracts**

Except for those contracts entered into in the ordinary course of business, the only material contracts entered into by the Company during the financial year ended December 31, 2025, or since such time or before such time, which are still in effect, are as follows:

- (a) the Amalgamation Agreement;
- (b) the PPX Royalty Agreement; and
- (c) the omnibus incentive plan of the Company.

## **ARTICLE 14 EXPERTS**

### **14.1 Names of Experts**

Zeifmans LLP, the Company's independent auditors, have audited the Company's financial statements for the year ended December 31, 2025. As of the date hereof, Zeifmans LLP has confirmed they are independent with respect to the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants British Columbia.

PPX engaged Maria Munoz Lizarve, P. Geo, AIG, Alain-Jean Beaugard, P. GEO, OGQ, Daniel Gaudreault, P. ENG, OIQ, Eddy Canova, P. GEO, OGQ, Peter Kondos, PHD, FAusIMM to prepare the Igor Technical Report. The disclosure in this AIF regarding the Igor Project is qualified in its entirety to the full text of the Igor Technical Report which is available on [www.sedarplus.ca](http://www.sedarplus.ca) under PPX's profile.

Mitchell E. Lavery, P. Geo. is a qualified person for the purposes of NI 43-101 and has reviewed and approved the scientific and technical disclosure contained in this AIF. The QP is a "qualified person" as such term is defined in NI

43-101. All of the scientific and technical mining disclosure contained in this AIF has been reviewed and approved by the QP.

#### **14.2 Interest of Experts**

To the best of the Company's knowledge, none of the foregoing experts held any registered or beneficial interest, direct or indirect, in any securities or other property of the Company or any of its associates or affiliates and no securities or other property of the Company or any of its associates or affiliates were subsequently received or are to be received by such experts.

### **ARTICLE 15 ADDITIONAL INFORMATION**

#### **15.1 Additional Information**

Additional information relating to the Company may be found on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, will be contained in the Company's management information circular, which will be filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Additional financial information is provided in the Company's financial statements and MD&A for the twelve-month period December 31, 2025, available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

#### **15.2 Audit Committee**

The Company proposes to establish an Audit Committee comprised of Messrs. Philip van den Berg, Peter Schloo and Peter Simeon, all of whom will be considered "independent" as that term is defined in National Instrument 52-110 – *Audit Committees*. All of the Audit Committee members are expected to be "financially literate" as defined in National Instrument 52-110 – *Audit Committees*. The Charter of the Audit Committee is set out as Schedule "A" – *Audit Committee Charter*.

The mandate of the Audit Committee will be to assist the Board in fulfilling its oversight responsibilities relating to financial accounting, reporting and internal controls for the Company. The Audit Committee will be responsible for: conducting reviews and discussions with management and the external auditors relating to the audit and financial reporting; assessing the integrity of internal controls and financial reporting procedures; ensuring implementation of internal controls and procedures; reviewing the quarterly and annual financial statements and management's discussion and analysis of the Company; selecting and monitoring the independence, performance and remuneration of the external auditors; oversight of all disclosure relating to financial information; and pre-approving any non-audit services to be provided to the Company by any external auditors and the fees for those services. The Audit Committee will also be responsible for reviewing and following the procedures established in the Company's codes, policies and guidelines as may be established from time to time.

##### **(1) Relevant Education and Experience**

All members of the Audit Committee are able to understand and interpret information related to financial statement analysis. Each member of the Audit Committee has a general understanding of the accounting principles used by the Company to prepare its financial statements and will seek clarification from the Company's auditors, where required. Each of the proposed members of the Audit Committee also has direct experience in understanding accounting principles for private and reporting companies.

For additional details regarding the relevant experience of each member of the Company's Audit Committee, see the relevant biographical experiences for each of the Company's directors and officers under the heading "*Name, Occupation and Security Holding* – Article 9".

##### **(2) Pre-Approval Policies and Procedures**

The Audit Committee charter includes responsibilities regarding the provision of non-audit services by external auditors. This policy encourages consideration of whether the provision of services other than audit services is compatible with maintaining the auditor's independence and requires Audit Committee pre-approval of permitted audit and audit-related services.

### (3) Corporate Governance

#### Board of Directors

The board of directors of the Company (the "**Board**") exercises independent supervision over management through meetings of the independent directors at which non independent directors and management of the Company will not be present. All of the directors of the Company are considered "independent", as that term is defined in National Instrument 52-110 – *Audit Committees* except for Peter Bures who will not be considered independent as he will hold the office of Chief Executive Officer and President.

As not all the members of the Company Board are independent within the meaning of section 1.4 of NI 52-110, the independent directors will hold regularly scheduled meetings at which the non-independent directors and management of the Company will not be present.

The Board plans to adopt a written mandate reflecting its role to (i) assume responsibility for the overall strategy and oversight of management of the Company, and, operations with subsidiaries, (ii) identify the principal risks and opportunities of the Company's business and ensuring the implementation of appropriate systems to manage these risks, (iii) manage the cash reserve and token reserves, and (v) ensure the integrity of the Company's internal financial controls and management information systems.

#### Orientation and Continuing Education

The Company will not have a formal orientation and education program for new members of the Board, the Company plans to provide such orientation and education on an ad hoc and informal basis. The proposed directors believe that these procedures will be a practical and effective approach in light of the Company's particular circumstances, including the size of the Company and the number, experience and expertise of its proposed directors.

#### Ethical Business Conduct

As a responsible business and corporate citizen, the Company is committed to conducting its affairs with integrity, honesty, fairness and professionalism. In order to encourage and promote a culture of ethical business conduct, the Board has implemented a Code of Business Conduct and Ethics which all employees, officers and directors are expected to meet in the performance of their responsibilities.

The Company's reputation for honesty and integrity amongst its shareholders and other stakeholders is key to the success of its business. No employee or director will be permitted to achieve results through violation of laws or regulations, or through unscrupulous dealings.

Any director with a conflict of interest or who is capable of being perceived as being in conflict of interest with respect to the Company will be obligated to abstain from discussion and voting by the Board or any committee of the Board on any motion to recommend or approve the relevant agreement or transaction. The Board must comply with conflict of interest provisions of the *Business Corporations Act* (British Columbia).

#### Nomination of Directors

Responsibility for identifying new candidates to join the Company Board will belong to the Company Board as a whole. The Company Board will encourage all directors to participate in the process of identifying and recruiting new candidates. While there are no specific criteria for Company Board membership, it is expected that the Company will seek to attract and retain directors with business knowledge and a particular expertise in mineral exploration and

development or other areas of specialized knowledge (such as finance) which will assist in guiding the officers of the Company.

#### Compensation Committee

The Board has formed a compensation committee (the “**Compensation Committee**”), which is comprised of Philip van den Berg, Peter Schloo and Peter Simeon, to assist the Company’s board of directors in fulfilling its responsibilities for compensation philosophy and guidelines, and fixing compensation levels for the Company’s executive officers.

This Compensation Committee’s responsibilities include: reviewing and approving the compensation of the Chief Executive Officer and other officers of the Company appointed by the Company Board; reviewing and approving the compensation policies, plans and programs for the Company’s executive officers and other senior management, as well as its overall compensation plans and structure; reviewing and discussing with management and recommending to the Board the disclosure to be included under the caption “Executive Compensation” for use in any annual reports, prospectuses, proxy circulars or information circulars; and recommending to the board of directors the compensation for directors; administering the compensation plan and share compensation arrangements.

The Compensation Committee will seek to ensure an objective process for determining compensation through compliance with the board’s conflicts of interest guidelines. The Compensation Committee will review the various compensation elements both individually and in total to seek alignment with the Company’s compensation program objectives. The Compensation Committee will then make recommendations on all executive pay, short-term incentives and long-term incentive options to the Board for approval.

#### Assessment

The Board will not use formal assessments given the stage of the Company’s business and operations. However, the proposed directors believe that nomination to the Board is not open ended and that directorships should be reviewed carefully for alignment with the strategic needs of the Company. To this extent, the proposed directors will constantly review (i) individual director performance and the performance of the board of directors as a whole, including processes and effectiveness; and (ii) the performance of the Chair, if any, of the Company Board. A more formal assessment process will be instituted if and when the Company Board considers it to be advisable.

**SCHEDULE "A"**  
**AUDIT COMMITTEE CHARTER**

*[See Attached]*

**AUDIT COMMITTEE CHARTER**  
**SILVER CROWN ROYALTIES INC. (the “Corporation”)**

**1. PURPOSE AND OBJECTIVES**

The Audit Committee (the “**Committee**”) will assist the board of directors of the Corporation (the “**Board**”) in fulfilling its responsibilities. The Committee will oversee the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Corporation’s process for monitoring compliance with laws and regulations and its own code of business conduct. In performing its duties, the Committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each Committee member will obtain an understanding of the responsibilities of Committee membership as well as the Corporation’s business, operations and risks.

**2. AUTHORITY**

- 2.1. The Board authorizes the Committee, within the scope of its responsibilities, to seek any information it requires from any employee and from external parties, to obtain outside legal or professional advice and to ensure the attendance of Corporation officers at meetings, as the Committee deems appropriate.
- 2.2. The Committee shall receive appropriate funding, as determined by the Committee, for payment of compensation to the external auditors and to any legal or other advisers employed by the Committee, and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

**3. COMPOSITION, PROCEDURES AND ORGANIZATION**

- 3.1. The Committee will be comprised of at least three members of the Board.
- 3.2. Except as permitted by all applicable legal and regulatory requirements:
  - (a) each member of the Committee shall be “independent” as defined in accordance with National Instrument 52-110 – *Audit Committee*; and
  - (b) each member of the Committee will be “financially literate” with the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.
- 3.3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, will appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
- 3.4. The Committee shall elect from its members a Chairman. The Secretary shall be elected from its members, or shall be the Secretary, or the Assistant or Associate Secretary, of the Corporation.
- 3.5. Any member of the Committee may be removed or replaced at any time by the Board. A member shall cease to be a member of the Committee upon ceasing to be a director of the Corporation.
- 3.6. Meetings shall be held not less than quarterly. Special meetings shall be convened as required. External auditors may convene a meeting if they consider that it is necessary.
- 3.7. The times and places where meetings of the Committee shall be held and the procedures at such meetings shall be as determined, from time to time, by the Committee.
- 3.8. Notice of each meeting of the Committee shall be given to each member of the Committee. Subject to the following, notice of a meeting shall be given orally or by letter, telex, telegram, electronic mail, telephone facsimile transmission or telephone not less than 48 hours before the time fixed for the meeting. Notice of

regular meetings need state only the day of the week or month, the place and the hour at which such meetings will be held and need not be given for each meeting. Members may waive notice of any meeting.

- 3.9. The Committee will invite the external auditors, management and such other persons to its meetings as it deems appropriate. However, any such invited persons may not vote at any meetings of the Committee.
- 3.10. A meeting of the Committee may be held by means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other during the meeting.
- 3.11. The majority of the Committee shall constitute a quorum for the purposes of conducting the business of the Committee. Notwithstanding any vacancy on the Committee, a quorum may exercise all of the powers of the Committee.
- 3.12. Any decision made by the Committee shall be determined by a majority vote of the members of the Committee present or by consent resolution in writing signed by each member of the Committee. A member will be deemed to have consented to any resolution passed or action taken at a meeting of the Committee unless the member dissents.
- 3.13. A record of the minutes of, and the attendance at, each meeting of the Committee shall be kept. The approved minutes of the Committee shall be circulated to the Board forthwith.
- 3.14. The Committee shall report to the Board on all proceedings and deliberations of the Committee at the first subsequent meeting of the Board, and at such other times and in such manner as the Board or the articles of the Corporation may require or as the Committee in its discretion may consider advisable.
- 3.15. The Committee will have access to such officers and employees of the Corporation and to such information respecting the Corporation, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

#### **4. ROLES AND RESPONSIBILITIES**

The roles and responsibilities of the Committee are as follows.

- 4.1. Oversee the accounting and financial reporting processes of the Corporation and the audits of the financial statements of the Corporation.
- 4.2. Review with management its philosophy with respect to controlling corporate assets and Information systems, the staffing of key functions and its plans for enhancements.
- 4.3. Review the terms of reference and effectiveness of any internal audit process, and the working relationship between internal financial personnel and the external auditor.
- 4.4. Gain an understanding of the current areas of greatest financial risk and whether management is managing these effectively.
- 4.5. Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements, reviewing with management and the external auditor where appropriate.
- 4.6. Review any legal matters which could significantly impact the financial statements as reported on by the General Counsel and meet with outside counsel whenever deemed appropriate.
- 4.7. Review the annual financial statements and the results of the audit with management and the external auditors prior to the release or distribution of such statements, and obtain an explanation from management of all significant variances between comparative reporting periods.

- 4.8. Review the interim financial statements with management prior to the release or distribution of such statements, and obtain an explanation from management of all significant variances between comparative reporting periods.
- 4.9. Review all public disclosure concerning audited or unaudited financial information before its public release and approval by the Board, including management's discussion and analysis, financial information contained in any prospectus, private placement offering document, annual report, annual information form, takeover bid circular, and any annual and interim earnings press releases, and determine whether they are complete and consistent with the information known to Committee members.
- 4.10. Assess the fairness of the financial statements and disclosures, and obtain explanations from management on whether:
  - (a) actual financial results for the financial period varied significantly from budgeted or projected results;
  - (b) generally accepted accounting principles have been consistently applied;
  - (c) there are any actual or proposed changes in accounting or financial reporting practices; and
  - (d) there are any significant, complex and/or unusual events or transactions such as related party transactions or those involving derivative instruments and consider the adequacy of disclosure thereof.
- 4.11. Determine whether the auditors are satisfied that the financial statements have been prepared in accordance with generally accepted accounting principles.
- 4.12. Focus on judgmental areas, for example those involving valuation of assets and liabilities and other commitments and contingencies.
- 4.13. Review audit issues related to the Corporation's material associated and affiliated companies that may have a significant impact on the Corporation's equity investment.
- 4.14. Ascertain whether any significant financial reporting issues were discussed by management and the external auditor during the fiscal period and the method of resolution.
- 4.15. Review and resolve any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- 4.16. Recommend to the Board the selection of the firm of external auditors to be proposed for election as the external auditors of the Corporation.
- 4.17. Review and approve the proposed audit plan and the external auditors' proposed audit scope and approach with the external auditor and management and ensure no unjustifiable restriction or limitations have been placed on the scope.
- 4.18. Explicitly approve, in advance, all audit and non-audit engagements of the external auditors; provided, however, that non-audit engagements may be approved pursuant to a pre-approval policy established by the Committee that (i) is detailed as to the services that may be pre-approved, (ii) does not permit delegation of approval authority to the Corporation's management, and (iii) requires that the delegatee or management inform the Committee of each service approved and performed under the policy. Approval for minor non-audit services is subject to applicable securities laws.
- 4.19. If it so elects, delegate to one or more members of the Committee the authority to grant such pre-approvals. The delegatee's decisions regarding approval of services shall be reported by such delegatee to the full Committee at each regular Committee meeting.

- 4.20. Subject to the grant by the shareholders of the authority to do so, if required, review the appropriateness and reasonableness of the compensation to be paid to the external auditors and make a recommendation to the Board regarding such compensation.
- 4.21. Oversee the independence of the external auditors. Obtain from the external auditors a formal written statement delineating all relationships between the external auditors and the Corporation. Actively engage in a dialogue with the external auditors with respect to any disclosed relationships or services that impact the objectivity and independence of the external auditor.
- 4.22. Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.
- 4.23. Review the performance of the external auditors, and in the event of a proposed change of auditor, review all issues relating to the change, including the information to be included in any notice of change of auditor as required under applicable securities laws, and the planned steps for an orderly transition.
- 4.24. Review the post-audit or management letter, containing the recommendations of the external auditor, and management's response and subsequent follow-up to any identified weakness.
- 4.25. Review the evaluation of internal controls and management information systems by the external auditor, and, if applicable, the internal audit process, together with management's response to any identified weaknesses and obtain reasonable assurance that the accounting systems are reliable and that the system of internal controls is effectively designed and implemented.
- 4.26. Gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.
- 4.27. Review the process under which the Chief Executive Officer and the Chief Financial Officer evaluate and report on the effectiveness of the Corporation's design of internal control over financial reporting and disclosure controls and procedures.
- 4.28. Obtain regular updates from management and the Corporation's legal counsel regarding compliance matters, as well as certificates from the Chief Financial Officer as to required statutory payments and bank covenant compliance and from senior operating personnel as to permit compliance.
- 4.29. Establish a procedure for the:
  - (a) confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;
  - (b) receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters.
- 4.30. Meet separately with the external auditors to discuss any matters that the Committee or auditors believe should be discussed privately.
- 4.31. Endeavour to cause the receipt and discussion on a timely basis of any significant findings and recommendations made by the external auditors.
- 4.32. Ensure that the Board is aware of matters which may significantly impact the financial condition or affairs of the business.
- 4.33. Review and assess the adequacy of insurance coverage, including directors' and officers' liability coverage.
- 4.34. Perform other functions as requested by the full Board.

4.35. If it deems necessary, institute special investigations and, if it deems appropriate, hire special counsel or experts to assist, and set the compensation to be paid to such special counsel or other experts.

## **5. GENERAL**

In addition to the foregoing, the Committee will:

- (a) assess the Committee's performance of the duties specified in this charter and report its finding(s) to the Board;
- (b) review and assess the adequacy of this charter at least annually and recommend any proposed changes to the Board for approval; and
- (c) perform such other duties as may be assigned to it by the Board from time to time or as may be required by any applicable stock exchanges, regulatory authorities or legislation.