HORIZON COPPER

2023

Annual Information Form

For The Year Ended December 31, 2022

August 1, 2023

Horizon Copper Corp.
Suite 3200, 733 Seymour Street
Vancouver, B.C. V6B 5J3

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Introductory Notes

Unless otherwise noted, information contained in this annual information form (“**AIF**”) is provided as of August 1, 2023. Unless otherwise noted or the context otherwise indicates, references to the “Company”, “Horizon Copper”, “Horizon”, “we”, “us”, “our” and “our company” all refer to Horizon Copper Corp.

Cautionary Note Regarding Forward-Looking Information

This AIF contains “forward-looking statements” or “forward-looking information” within the meaning of applicable securities legislation. These forward-looking statements relate to future events or the Company's future performance, business prospects or opportunities. All statements other than statements of historical fact may contain forward-looking information. Forward-looking information is provided as of the date of this AIF and we do not intend, and do not assume any obligation, to update this forward-looking information, except as required by law.

All statements, other than statements of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words. Forward-looking statements include statements with respect to: expected revenues from the Antamina NPI (as defined below); the Company’s strategies and objectives, both generally and in respect of its mineral interests, the Company’s growth and future outlook, mineral resource and reserve estimates and expected costs (including, without limitations, capital costs, sustaining costs and operating costs), AISC, life of mine, IRR, NPV, production and other technical, economic and operational parameters for the Hod Maden Project (as defined below); expected costs (including, without limitations, capital costs and operating costs), life of mine and other technical, economic and operational parameters for the Antamina Mine (as defined below); the Company’s future cash requirements; the Company’s current exposure to legal proceedings; other statements that may relate to future financial conditions, results of operations, plans, objectives, performance or business developments of the Company; and the Mineral Reserve (as defined below) and Mineral Resource (as defined below) estimates for the Hod Maden Project and the Mineral Reserve and Mineral Resource estimates for any other of the mining operations. These statements speak only as of the date they are made and are based on information currently available and on the then current expectations of the Company and the Qualified Persons and assumptions concerning future events, which are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements, including but not limited to: the impact of general business and economic conditions; the absence of control over mining operations in which the Company has a minority interest or a royalty and risks related to those mining operations, including risks related to international operations, government and environmental regulation, delays in mine construction and operations, actual results of mining and current exploration activities, conclusions of economic evaluations and changes in project parameters as plans continue to be refined; problems inherent to the marketability of minerals; industry conditions, including fluctuations in the price of metals, fluctuations in foreign exchange rates and fluctuations in interest rates; government entities interpreting existing tax legislation or enacting new tax legislation; stock market volatility; competition; the potential impact of natural disasters, terrorist acts, health crises and other disruptions and dislocations, including the conflict between Russia and Ukraine; as well as those factors discussed in the section entitled "Risk Factors" herein.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those contained in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as future actions and events and actual results could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information.

Non-IFRS and Other Financial Measures Disclosure

The Company has included adjusted income (loss) and all-in sustaining costs ("AISC") per copper pound as non-IFRS performance measures. The presentation of these non-IFRS measures is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. These non-IFRS measures do not have any standardized meaning prescribed by IFRS, and other companies may calculate these measures differently.

i. Adjusted net income (loss) is a non-IFRS financial measure and is calculated by taking net income / (loss) and deducting share of loss in associates, fair value changes on the stream obligation and warrant liabilities, accretion of promissory notes and unrealized foreign exchange gains (losses). The Company presents Adjusted net income (loss) as it believes that certain investors use this information to evaluate the Company's performance in comparison to other companies. Figure 1.1 provides a reconciliation of Adjusted net income (loss).

Figure 1.1

In $000s	Year Ended December 31, 2022	Year Ended December 31, 2021
Net income (loss)	$ (15,822)	$ 2,808
ADD (DEDUCT):		
Share of loss in associates	1,467	-
Fair value changes on stream obligation	8,716	-
Fair value changes on warrant liability	-	(46)
Accretion expense on promissory note	3,194	-
Unrealized foreign exchange loss	1,370	12
EQUALS:		
Adjusted net income (loss)	**$ (1,075)**	**$ 2,774**

ii. The Company has also used the non-IFRS measure of AISC per copper pound on a co-product basis. AISC per copper pound on a co-product basis is a non-IFRS financial ratio that uses AISC on a co-product basis, a non-IFRS financial measure, as a component. With respect to the Hod Maden project, AISC on a co-product basis is calculated by summing certain costs (operating costs, royalties, treatment, refining & transport costs, sustaining capital, G&A, and other costs) associated with the copper produced. The resulting figure is then divided by the payable copper ounces produced. The Company presents AISC per copper pound as it believes that certain investors use this information to evaluate the Company's investment in Hod Maden in comparison to other companies in the mining industry. Figure 1.2 provides a reconciliation of AISC per copper pound using information from the Hod Maden Project Feasibility Study with an effective date of February 28, 2021.

Figure 1.2

In $ millions (except for ounces and per ounce amounts)	AISC on a co-product basis	
Operating Costs	$	135
Royalties		53
Treatment, Refining and Transport Costs		42
Sustaining Capital		23
G&A		19
Other Costs		13
All-in sustaining costs	**$**	**285**
DIVIDED BY:		
Payable Copper Pounds (Mlbs)		255
EQUALS:		
All-in sustaining cost per copper pound	**$**	**1.12**
Historical all-in sustaining cost per copper pound	$	-

Website and Third-Party Information

The Company may provide certain links to websites in this AIF. No such websites are incorporated by reference herein. The Company also produces other materials that may be of assistance when reviewing (but which do not form part of, nor are incorporated by reference into) this AIF.

Currency Presentation

All dollar amounts referenced, unless otherwise indicated, are expressed in United States dollars ("**US Dollars**").

The high, low, average and closing exchange rates for Canadian dollars in terms of the United States dollar for each of the three years in the period ended December 31, 2022, as quoted by the Bank of Canada, were as follows:

	Year Ended December 31		
	2022	2021	2020
High	C$1.3856	C$1.2942	C$1.4496
Low	C$1.2451	C$1.2040	C$1.2718
Average	C$1.3013	C$1.2535	C$1.3415
Year-End Closing	C$1.3544	C$1.2678	C$1.2732

Commodity Price Information

COPPER PRICES

The high, low, average and closing official cash settlement copper prices in United States dollars per pound for each of the three years in the period ended December 31, 2022, as quoted by the London Metal Exchange, were as follows:

	Year Ended December 31		
	2022	2021	2020
High	$4.87	$4.86	$3.61
Low	$3.18	$3.52	$2.09
Average	$4.00	$4.23	$2.80
Year-End Closing	$3.80	$4.40	$3.51

GOLD PRICES

The high, low, average and closing afternoon posted gold prices in United States dollars per troy ounce for each of the three years in the period ended December 31, 2022, as quoted by the London Bullion Market Association, were as follows:

	Year Ended December 31		
	2022	2021	2020
High	$2,039	$1,943	$2,067
Low	$1,629	$1,684	$1,474
Average	$1,800	$1,800	$1,770
Year-End Closing	$1,813	$1,820	$1,891

SILVER PRICES

The high, low, average and closing afternoon posted silver prices in United States dollars per troy ounce for each of the three years in the period ended December 31, 2022, as quoted by the London Bullion Market Association, were as follows:

	Year Ended December 31		
	2022	2021	2020
High	$26.18	$29.59	$28.89
Low	$17.77	$21.53	$12.01
Average	$21.73	$25.17	$20.51
Year- End Closing	$23.95	$23.09	$26.49

Corporate Structure

The Company was incorporated under the *Business Corporations Act* (British Columbia) ("**BCBCA**") on March 17, 2011. On February 17, 2016, the Company changed its name from "Bluefire Mining Corp." to "Royalty North Partners Ltd." and from "Royalty North Partners Ltd." to "Horizon Copper Corp." on August 31, 2022.

The Company has four (4) wholly owned subsidiaries being: (1) 1363013 B.C. Ltd., incorporated under the BCBCA, which holds shares of Entrée Resources Ltd. ("**Entrée**"); (2) 1359205 B.C. Ltd., incorporated under the BCBCA, which holds a 55% operating interest in the Peninsula Project (an exploration gold project located in Michigan, United States) (the "**Peninsula Project**"), through its subsidiary Upper Peninsula Holdings Inc., a Michigan company; (3) Hod Maden Holdings Ltd., incorporated under the BCBCA, the parent company of Mariana Resources Limited ("**Mariana Resources**"), incorporated under the laws of Guernsey, which in turn is the parent company of Mariana Turkey Limited ("**Mariana Turkey**"), incorporated under the laws of Guernsey, which holds a 30% non-operating interest in the Hod Maden Project (a copper-gold project in Artvin, Türkiye) ("**Hod Maden**" and/or the "**Hod Maden Project**") through its 30% equity interest in Artmin Madencilik AS ("**Artmin**"), a Turkish company; and (4) 1359212 B.C. Ltd., incorporated under the BCBCA, which holds a 1.66% net profits interest on the Antamina copper/zinc mine (producing and located in Peru, the "**Antamina Mine**") (the "**Antamina NPI**").

Until July 31, 2023, our registered, records and head office was located at Suite 1400, 400 Burrard Street, Vancouver, British Columbia V6C 3A6. Effective August 1, 2023 our new registered, records and head offices are located at Suite 3200, 733 Seymour Street, Vancouver, British Columbia, V6B 5J3.

General Development of the Business

Year Ended December 31, 2020

At the beginning of 2020, Horizon Copper Corp. (then known as Royalty North Partners Ltd.) was a TSX-Venture Exchange ("**TSXV**") listed company whose business was to hold cash generating royalties across various industries. In return for an investment, the Company typically received a percentage of the future gross sales as consideration.

On March 11, 2020, the COVID-19 outbreak was declared a pandemic by the World Health Organization. The Company's employees began to work remotely from home. Since then, the Company has reopened its offices and its employees have performed their duties through a combination of working remotely and in the office. Consistent with guidance from health authorities, the Company has implemented certain safety measures with respect to workplace management.

By the end of 2020, the Company held two cash-generating investments, being its investment in Advanced Wire Products ("**AWP**") which specialized in the design, prototyping and manufacturing of in-store display and merchandising solutions primarily for the retail grocery industry and its investment in Blue 360 Media "(**Blue**") which published a portfolio of law enforcement publications.

Year Ended December 31, 2021

On October 15, 2021, Blue voluntarily prepaid its loan with the Company in its entirety. Under the terms of the related loan agreement, Blue repaid $2,952,011 to the Company. The Company had originally invested $2,000,000 with Blue in return for a 4.5% annual royalty plus a fixed annual payment of $153,000. As a result of this repayment, the Company no longer held any investment in Blue. At the end of 2021, the Company held one remaining cash-generating investment, that being AWP.

Year Ended December 31, 2022

On February 17, 2022, the Company announced that it had entered into a letter of intent ("**LOI**") with Sandstorm Gold Ltd. ("**Sandstorm**") whereby the Company would acquire certain copper-gold assets from Sandstorm, repositioning the Company as a high-growth copper mining company. Due to the nature of this agreement, trading of the Company's common shares ("**Common Shares**") was halted on the TSXV on February 17, 2022, and remained halted until the completion of RTO Part B (as defined below). On May 1, 2022, the Company entered into an amended and restated LOI with Sandstorm in order to include the proposed purchase by the Company of the Antamina NPI from Sandstorm.

On August 3, 2022, the Company announced that AWP had made payment to the Company of C$5,546,637 as partial repayment of the loan between the Company and AWP. A further C$453,360 is to be paid to the Company by AWP in equal instalments over a 24-month period commencing on September 1, 2022, of which C$207,790 has been received to date.

On August 31, 2022, the Company completed the first part of its acquisition of certain copper-gold assets from Sandstorm ("**RTO Part A**") pursuant to an acquisition agreement entered into between the Company and Sandstorm dated July 22, 2022, (the "**Hod Maden/Peninsula Acquisition Agreement**"). Pursuant to RTO Part A, the Company acquired: (i) Sandstorm's 30% equity interest in the Hod Maden Project through the acquisition of a wholly-owned subsidiary of Sandstorm which indirectly held Sandstorm's interest in the Hod Maden Project; (ii) Sandstorm's 55% operating interest in a project known as the Peninsula Project, located in Michigan, USA, through the acquisition of a wholly-owned subsidiary of Sandstorm which indirectly held Sandstorm's interest in the Peninsula Project; (iii) $10 million in cash; (iv) $8.3 million receivable from Sandstorm to fund the Company's share of the Hod Maden budgeted cash calls and (v) a promissory note of a wholly-owned subsidiary of Horizon ("**Horizon Subco**"), in the principal amount of C$43.2 million that was previously held by Sandstorm pursuant to Sandstorm's earlier sale of 49,672,515 common shares of Entrée (as previously defined in this AIF), representing an approximate 25.2% equity interest in Entrée, to Horizon Subco, which transaction was completed on May 31, 2022. In exchange, Sandstorm received: (i) 25,475,487 Common Shares, resulting in Sandstorm holding an approximate 34% equity interest in the Company; and (ii) a $95 million secured convertible promissory note of the Company in favour of Sandstorm, which is convertible, at the Company's discretion and at the market price at the time of conversion, up to a maximum of 34% of the Common Shares, after giving effect to the conversion on a non-diluted basis (the" **Hod Maden Promisory Note**" and/or the "**Term Loan**") (provided that no conversion will be effected if it would result in Sandstorm holding a greater than 34% equity interest in the Company). This Term Loan will bear interest at the secured overnight financing rate plus a margin (currently 2.0% - 3.5% per annum) and has a maturity date of August 31, 2032,with an option to extend to 2034.

Concurrent with the foregoing consideration, the Company and Sandstorm entered into a gold purchase agreement dated August 31, 2022 (the "**Hod Maden Gold Stream**") pursuant to which, in exchange for a $200 million advance payment, Sandstorm will receive 20% of all gold produced from the Hod Maden Project (on a 100% basis) and will make ongoing payments of 50% of the gold spot price until 405,000 ounces of gold are delivered (the "**Delivery Threshold**"). Once the Delivery Threshold has been reached, Sandstorm will receive 12% of the gold produced for the life of the mine for ongoing payments of 60% of the gold spot price.

Also, in connection with RTO Part A, the Company entered into an investor rights agreement (the "**Investor Rights Agreement**") with Sandstorm on August 31, 2022 (which agreement has been filed under the Company's profile on SEDAR+), which Investor Rights Agreement provides for, among other things, a right of first refusal in favour of Sandstorm in respect of certain financing transactions and participation and top-up rights in respect of certain equity issuances in order to maintain its *pro rata* equity ownership percentage in the Company so long as Sandstorm holds at least a 30% equity interest in the Company.

In addition, Sandstorm also agreed to make available certain additional funds to the Company, subject to certain conditions, of up to a maximum of $150 million (the "**SSL RCF**"). The SSL RCF has a termination date of December 31, 2028, unless other such conditions have been met, such as the Company reaching a $400 million market cap.

As a result of these transactions, the Company acquired the 30% ownership interest previously held by Sandstorm in the Hod Maden Project, and Sandstorm received the Hod Maden Gold Stream and retained its existing 2.0% NSR royalty on the Hod Maden Project.

The Hod Maden Project is a high-grade copper-gold development project located in the Artvin Province, northeastern Türkiye. An updated NI 43-101 Technical Report and feasibility study entitled "*Hod Maden Project Feasibility Study – Updated Technical Report NI-43-101*" dated July 13, 2022, with an effective date of February 28, 2021 (the "**Hod Maden Report**"), was prepared for the Company and filed on the Company's profile on SEDAR+ on July 20, 2022. The feasibility study considers an underground mine with a processing rate of 800,000 tonnes per annum. The base case has a mine life of 13 years, with average recovery expected to be 85% for gold and 93% for copper.

Upon completion of RTO Part A (August 31, 2022), the Company changed its name to Horizon Copper Corp.

Subsequent Events to the Year Ended December 31, 2022

On May 8, 2023, SSR Mining Inc. ("**SSR Mining**"), a Canadian company with offices, inter alia, in Ankara, Türkiye, entered into an agreement with Lidya Madencilik Sanayi ve Ticaret A.S. ("**Lidya**") whereby SSR Mining will acquire up to a 40% operating interest in the Hod Maden Project and assume immediate operational control of the project. SSR Mining has agreed to pay cash consideration of $270 million (the "**SSR Transaction**") as follows:

- $120 million up front payment for a 10% interest; and

- $150 million in earn-in structured milestone payments to acquire an additional 30% interest in the project, payable between the start of construction and the first anniversary of commercial production.

In addition, SSR Mining will pay $84 million to Lidya upon discovery of an additional 500,000 ounces of gold equivalent Mineral Reserves (as defined below), beyond those currently identified in the Hod Maden Report (as defined above).

Assuming the terms of the earn-in milestone payments of the SSR Transaction are fulfilled, SSR Mining will hold a 40% operating interest in the Hod Maden Project, with the remaining passive ownership held by Lidya (30%) and the Company (30%). SSR Mining has stated that it will continue early-works activities at the Hod Maden Prolject with its development team mobilizing to site immediately. They will assume the project finance project which is currently underway, and they expect to advance the Hod Maden Project to a full construction decision in 2024 following a process to maximize project readiness and synergies. SSR Mining anticipates commercial production to commence in 2027.

On June 15, 2023, the Company completed the final part of the transaction with Sandstorm (the "**Antamina Transaction"** and/or **"RTO Part B**"), whereby the Company acquired the Antamina NPI, pursuant to the terms of a definitive agreement entered into with Sandstorm ("**Antamina Acquistion Agreement**") on July 22, 2022.

The Antamina NPI is calculated based on free cash flow at Compañía Minera Antamina S.A. The calculation includes net proceeds from all sales less all site costs, offsite costs, capital expenditures, all incoming and mining taxes and environmental costs, third-party financing inflows and outflows, third party interest, and working capital changes. The holder of the Antamina NPI cannot be called upon to contribute cash to the operation.

The consideration that the Company issued to Sandstorm to acquire the Antamina NPI includes:

- a residual royalty on the Antamina Mine with payments equal to approximately one-third (1/3) of the total Antamina NPI, after deducting the Antamina Silver Stream (as defined below) servicing commitments;

- $20 million in cash, funded from existing working capital and proceeds from a subscription receipt financing conducted by the Company (for gross proceeds of $5 million, completed in April 2023) (the "**Concurrent Financing**");

- a silver stream referenced to silver production from the Antamina Mine (the "**Antamina Silver Stream**") whereby the Company will sell to Sandstorm silver ounces equal to 1.66% of all silver produced at the Antamina Mine at a price equal to 2.5% of the silver spot price. The Antamina Silver Stream is secured by the Antamina NPI;

- 2,329,849 Common Shares issued to Sandstorm, which resulted in Sandstorm maintaining its 34% ownership of the issued and outstanding shares of the Company at the closing of the Antamina Transaction (the "**Antamina Consideration Shares**"); and

- a convertible promissory note secured by the Antamina NPI with a principal amount equal to $149.1 million (the "**Antamina Promissory Note**").

The Company's shareholders approved the Antamina Transaction at a meeting held on August 29, 2022.

Nolan Watson is the President, Chief Executive Officer and a director of Sandstorm. He is also a director ("**Director**") and the Chairman of the Company. Mr. Watson abstained from voting with respect to the approval of the aforementioned transactions with the Company by Sandstorm's Board of Directors and also by the Company's Board of Directors. Upon closing of the aforementioned transaction, Erfan Kazemi, who is Sandstorm's Chief Financial Officer, was appointed as an additional Director of the Company and as its President and Chief Executive Officer.

Certain of the Sandstorm's directors and officers and/or their associates currently own Common Shares and/or warrants of the Company. Each of these persons are independent of the Company (with the exception of Erfan Kazemi and Nolan Watson) and each currently hold less than 1% of the outstanding common shares of the Company, except for Messrs. Watson and Kazemi who each currently hold less than 3% of the outstanding common shares of the Company.

Financings

On July 13, 2020, the Company completed a private placement equity financing of 2,289,140 units, with each unit consisting of one Common Share and one-half of one common share purchase warrant (the "**2020 Warrants**"), for gross proceeds of C$572,285. Each whole 2020 Warrant entitles the holder to purchase one Common Share at a price of C$0.35 until July 13, 2025. The proceeds of this financing were used for general corporate purposes.

Further to the terms of the LOI entered into between the Company and Sandstorm in February of 2022, the Company completed a subscription receipt financing on March 18, 2022, of 35,595,503 subscription receipts (the "**Part A Subscription Receipts**") issued at a price of C$0.60, for gross proceeds of approximately C$20.9 million. The funds from the Part A Subscription Receipts were held in escrow by the Company until the closing of RTO Part A (as described above) and the satisfaction of certain escrow release conditions (collectively, the "**Part A Release Conditions**"). Each Part A Subscription Receipt consisted of a unit, with each unit comprised of one Common Share of the Company and one common share purchase warrant (a "**Part A Unit**").

On September 1, 2022, the Part A Subscription Receipts were converted into 35,595,593 Common Shares of the Company and 35,595,593 common share purchase warrants (the "**2022 Warrants**"). The net subscription proceeds were released from escrow upon satisfaction of the Part A Release Conditions and delivered to the Company. Each 2022 Warrant entitles the holder to purchase one Common Share of the Company at a price of C$0.80 until September 1, 2027. In connection with this financing, the Company paid to certain arms- length parties, finders fees of C$12,600 cash and the equivalent of C$423,799 in units (the "**Finder Units**") at a price of C$0.60 per Finder Unit. The Finder Units were issued on the same terms as the Part A Units. The net proceeds from this financing are expected to be used to partially fund the Company's share of the development costs related to the Hod Maden Project, the potential acquisition of other assets, as well as for general working capital.

On April 19, 2023, the Company completed a subscription receipt financing of 8,378,500 subscription receipts (the "**Part B Subscription Receipts**") at a price of C$0.80 per subscription receipt for gross proceeds of approximately C$6.7 million. The funds from the Part B Subscription Receipts were held in escrow by the Company until the closing of RTO Part B (as described above) and the satisfaction of certain escrow release conditions (collectively, the "**Part B Release Conditions**"). Each Part B Subscription Receipt consisted of a unit, with each unit comprised of one Common Share of the Company and one half of one common share purchase warrant (a "**Part B Unit**"). All securities issued pursuant to the Part B

Subscription Receipts are subject to a four month and one day hold period in accordance with applicable Canadian securities laws, expiring on August 20, 2023.

On June 15, 2023, the Part B Subscription Receipts were converted into 8,378,500 Common Shares of the Company and 4,189,250 common share purchase warrants (the "**2023 Warrants**"). Each 2023 Warrant entitles the holder to purchase one Common Share of the Company at price of C$1.10 until June 15, 2027. In connection with this financing, cash finders' fees of C$217,066 were paid upon the automatic conversion of the Part B Subscription Receipts. The net proceeds from this financing, along with existing working capital, were utilized by the Company to fund the cash consideration component for the Company's acquisition of the Antamina NPI from Sandstorm (as discussed above).

Sandstorm maintained its 34% shareholding in the Company by acquiring 1,468,750 Part B Subscription Receipts, as well as being issued 2,329,849 Common Shares (as discussed above).

Significant Acquisitions

RTO Part A (as discussed above), which closed on August 31, 2022, constitutes a "significant acquisition" within the meaning of National Instrument 51-102 ("**NI 51-102**") completed during the Company's most recently completed financial year. See "*General Development of the Business – Year Ended December 31, 2022*" for a summary of RTO Part A. The Company filed a Form 51-102F4, Business Acquisition Report, in accordance with NI 51-102 on October 11, 2022, which is available under the Company's profile on SEDAR+ at *www.sedarplus.ca*. ***The Business Acquisition Report is not incorporated by reference herein.***

RTO Part B (as discussed above), which closed on June 15, 2023, constitutes a "significant acquisition" within the meaning of NI 51-102 completed subsequent to the Company's most recently completed financial year. The Company does not consider the acquisition of the Antamina NPI to meet the definition of an acquisition of a "business" under Canadian securities laws and accordingly has not and will not file a Business Acquisition Report for this transaction. See "*General Development of the Business – Subsequent to the Year Ended December 31, 2022*" for a summary of RTO Part B.

Mineral Interests

Antamina Mine

As discussed above, the Company now holds the Antamina NPI, which represents an interest in the Antamina open-pit copper mine located in the Andes Mountain Range of Peru, 270 kilometers north of Lima. The Antamina Mine has been in consistent production since 2001 and since 2006, the Antamina NPI has paid between $7–$42 million per year, with an average annual payment of $19 million. The Antamina NPI payment was approximately $42 million in 2021 and $25 million in 2022. The Antamina NPI is paid to the Company by a Canadian affiliate of Teck Resources Limited ("**Teck**") and is guaranteed by Teck.

The Company's interest in the Antamina Mine is considered to be the sole material property to the Company for the purposes of NI 43-101.

For further details regarding the Antamina Mine, see "*Technical Information – Antamina Mine, Peru*" below.

Hod Maden Project

As discussed above, the Company has a 30% equity interest in the Hod Maden Project (gold-copper) which is located approximately 20 kilometres southeast of Artvin and 130 kilometres northeast of Erzurum in north-eastern Türkiye.

Following the SSR Transaction, and assuming the terms of the earn-in milestone payments are fulfilled, SSR Mining will hold a 40% operating interest in Hod Maden, with the remaining passive ownership held by Lidya (30%) and the Company (30%). SSR is the project's operator and will lead the development of the project to a formal construction decision and commercial production. SSR and Lidya are strong local partners with experience exploring, developing, permitting, and operating projects in Türkiye, including the producing Çöpler mine.

In November 2021, the Hod Maden project received the final approval of the Environmental Impact Assessment ("**EIA**") for the project from the Ministry of Environment, Urbanization and Climate Change of Türkiye. With the approval of the EIA, the release of the Feasibility Study and the receipt of all major permits (with the award of the final permit from the Ministry of Forestry in 2022), Hod Maden moved into the next stage of development including securing project debt financing and initiating long-lead construction items. For the remainder of 2023 early-works construction activities are expected to continue at Hod Maden focused on site access and earthworks.

The results of the Hod Maden Report demonstrate a Proven and Probable Mineral Reserve of 2.5 million ounces of gold and 129,000 tonnes of copper being mined over a 13-year mine life (8.7 million tonnes at 8.8 grams per tonne gold and 1.5% copper or 11.1 grams per tonne gold equivalent using a breakeven cut-off value of $82 per tonne and incremental cut-off values of $63 per tonne for stopes and $40 per tonne for development) and projects a pre-tax net present value (5% discount rate) of $1.3 billion and an internal rate of return of 41%. It is estimated that copper will be produced at an all-in sustaining cost ("**AISC**") on a co-product basis of $1.12 per pound.

Entrée Equity

The Company holds a 25% equity interest in Entrée, which holds a 20% interest in the resources of the Hugo North Extension and Heruga deposits located in Mongolia, (the "**Hugo North Extension**" and "**Heruga**", respectively).

The Hugo North Extension is a copper-gold porphyry deposit and Heruga is a copper-gold-molybdenum porphyry deposit, which are both part of the Oyu Tolgoi mining complex and are being developed by the Government of Mongolia (which owns 34% of the project) and its 66% owner and project manager Rio Tinto plc ("**Rio Tinto**").

On October 21, 2021, Entrée announced the completion of an updated NI 43-101 Technical Report on its interest in the Entrée/Oyu Tolgoi joint venture property, which report was SEDAR+ filed by Entrée on October 21, 2021. The updated report aligned Entrée's disclosure with that of other Oyu Tolgoi project stakeholders on development of the first lift of the underground mine. Entrée further announced that optimization studies on Panel 1 are currently underway which have the potential to further improve Lift 1 economics for the Entrée/Oyu Tolgoi joint venture.

On March 13, 2023, Rio Tinto announced that underground production began at Oyu Tolgoi. Thirty (30) drawbells have been blasted since January 2022 and copper is now being produced from the underground mine.

The Company is not required to contribute any further capital, exploration or operating expenditures to Entrée and Entrée has a carried joint venture interest in the Hugo North Extension and Heruga.

Peninsula Project

The Company holds a 55% interest in the Peninsula Project through its wholly owned subsidiary, Upper Peninsula Holdings Inc. The Peninsula Project is a gold project located in the State of Michigan in the United States, on the southern edge of the Superior Province in Archean aged rocks of the Ishpeming Greenstone Belt (IGB). Minerals Processing Corporation ("**MPC**") is the owner of the remaining 45% interest in the project. A technical report was prepared for the Company on the Peninsula Project in accordance with NI 43-101 entitled "*NI 43-101 Technical Report on the Peninsula Gold Deposit"* dated January 24, 2022, which was filed on the Company's profile on SEDAR+ on July 29, 2022.

Exploration and development activities at the Peninsula Project have been limited since 2015. In 2022, exploration activities recommenced pursuant to the terms of a joint venture agreement between Upper Peninsula Holdings Inc. and MPC. A work program for the project has been developed for $0.9 million (of which $0.3 million will be incurred by the Company to complete the required earn-in payments for its 55% interest), which is expected to be incurred in 2023 and includes a budget for 2,500 metres of core drilling for resource delineation and exploration purposes. Additional work plans include: geological mapping, soil sampling and geochemical analysis, and additional metallurgical testing.

Change of Auditors

Effective August 31, 2022, upon closing of RTO Part A, the Company completed its change of auditor processes and changed its auditors from KPMG LLP to PricewaterhouseCoopers LLP. The Company's shareholders approved the subject change of auditor at a meeting held on August 29, 2022.

Re-Commencement of Trading

On June 21, 2023, the Common Shares re-commenced trading on the TSXV. The Company's Common Shares were intiailly halted for trading by the TSXV on February 17, 2022, when the Company and Sandstorm entered into the LOI.

Change of Directors

Gregory Smith did not seek re-election as a Director at the Company's Annual General and Special Meeting of Shareholders (the "**AGSM**") held on June 9, 2023. Management presented Patricia Mohr as a new nominee for election as a Director by the shareholders and Ms. Mohr was successfully elected at the AGSM. Also, effective as at the close of the AGSM, Ms. Mohr was appointed as a member of the Company's Audit Committee in the place and stead of Mr. Smith.

Description of the Business

General

Following completion of RTO Part A and RTO Part B as discussed above, the Company's objective is to become a preeminent copper company, with a portfolio of high-quality cash-flowing and development stage copper assets.

With the acquisition of the Antamina NPI and the Company's equity interest in the Hod Maden Project and Entrée, Horizon believes that it now has the size and scale required to grow and diversify, while further strengthening its strategic partnership opportunities with Sandstorm.

Principal Markets

The Company is a reporting issuer in the provinces of Alberta, British Columbia and Ontario, with its Common Shares listed on the TSXV.

Competitive Conditions

The ability of the Company to acquire additional assets in the future will depend on its ability to select suitable properties and to enter into applicable agreements. See "*Description of the Business – Risk Factors – Risks Relating to the Company - Competition*".

Employees

As at December 31, 2022, and as of the date of this AIF, the Company and its subsidiaries had two (2) employees.

No management functions of the Company are performed to any substantial degree by any persons other than the Directors or executive officers of the Company.

Foreign Interests

The Company currently has interests, either directly or indirectly, in assets and/or properties located in Peru, Türkiye, Mongolia and the United States of America.

Any changes in legislation, regulations or shifts in political attitudes in such countries are beyond the control of the Company and may adversely affect its business. The Company may be affected in varying degrees by such factors as government legislation and regulations (or changes thereto) with respect to the restrictions on production, export controls, income and other taxes, the deprivation of contractual rights or the taking of property by nationalization or expropriation without fair compensation, the risk of repatriation of profits (capital and/or dividends), environmental legislation, land use, water use, land claims of local people and mine safety. The effect of these factors cannot be accurately predicted. See "*Description of the Business – Risk Factors – Risks Related to Mines and Mining Operations – International Interests*".

Social, Environmental and Other Key Policies

The properties in which the Company currently holds an interest are owned and/or operated by independent mining companies and the Company does not exercise control over the activities of the property owners/operators. However, the Company is committed to furthering the responsible development of mineral projects and the sustainable extraction of metals through its interests, including with respect to environmental factors (e.g., toxic emissions and waste, carbon emissions, biodiversity and land use, water stress), social considerations (e.g., occupational health and safety, labour management) and governance issues (e.g., corruption and instability, corporate governance) (collectively "**ESG**").

Indirect Exposure Overview

Because the Company does not directly or wholly own or operate the projects in which it has an interest, it has indirect exposure to ESG issues that can arise during the life cycle of a resource project. The Company is committed to furthering sustainable development in the mining and metals industry through its interests in mineral properties and seeks to address ESG risks through the Company's due diligence process that guides its investment decisions which involves a thorough investigation and evaluation of the risk factors related to a property prior to making an investment. The aim of the Company's due diligence process is to successfully identify projects and companies that will act and operate in a responsible and sustainable manner. The Company recognizes that a good investment is a mine that will function safely, successfully, and with mult-generational support of local communities and government.

The Company's management team applies a multi-disciplinary approach when evaluating potential transactions. In addition to relying on management's expertise, the Company benefits from the experience and expertise of its Board of Directors ("**Board**" or **Board of Directors**"). Board members are active in the review of potential material investments including participation in due diligence and providing technical, operational, political, financial, environmental, corporate social responsibility, and other expertise where applicable. The due diligence process may vary depending on the project's stage of development. The Company will determine if an investment should be made based on overall criteria, including ESG factors. The overall criteria are reviewed regularly by management and/or the Board where applicable. The Company may engage third-party experts to assist in the evaluation of new investments, which can include external legal counsel (including in the jurisdictions in which a project is located), technical consultants, and other consultants for purposes that can include ESG factors. We monitor and rely on public disclosures of the companies that are operators of the projects in which the Company holds an interest.

Direct Exposure Overview

The Company's direct environmental impact and carbon footprint is small. The Company operates solely within an office environment with a very small workforce in Vancouver, British Columbia, Canada. Until July 31, 2023, the Company was situated in a LEED Gold building. As of August 1, 2023, the Company has two (2) full-time employees situated in a brand-new building designed to achieve LEED Platinum status. The LEED Canada rating system applies a rigorous, internationally recognized standard measuring and evaluating the effectiveness of a property's sustainable practices and policies in a range of green categories. LEED addresses whole-building cleaning, general maintenance issues, recycling programs, exterior maintenance, and systems upgrade or modernization. As an office-based company with a small workforce, Horizon does not have any Scope 1 emission activities or sources within the Company's operational control to report. Within the office, the Company has a robust composting and recycling program.

Policies and Committees

CODE OF BUSINESS CONDUCT & ETHICS

The Board of Directors views good corporate governance as an integral component to the success of the Company and to meet responsibilities to shareholders. In 2012 the Company adopted a *Code of Business Conduct and Ethics* (the "**Code**") and in 2023 updated the Code to better align with current governance policies in this regard. Horizon has instructed its management, employees and consultants to abide by the Code. The Board intends that it will review compliance with the Code on an annual basis until the Company has grown to a size which warrants more frequent monitoring. The Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations; providing guidance to Directors, officers, employees and consultants to assist them in recognizing and dealing with ethical issues, promoting a culture of open communication, honesty and accountability; promoting a safe work environment; and ensuring awareness of disciplinary action for violations of ethical business conduct. In addition, the Board, through its meetings with management and other informal discussions with management, encourages a culture of ethical business conduct and believes the Company's high caliber management team promotes a culture of ethical business conduct throughout the Company's operations and is expected to monitor the activities of the Company's employees, consultants and agents in that regard. A copy of the updated Code is posted on SEDAR+ at *www.sedarplus.ca.*

AUDIT COMMITTEE

The primary function of the Company's *Audit Committee* is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders. The *Audit Committee* also oversees the Company's systems of internal controls regarding finance and accounting, and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the *Audit Committee* will encourage continuous improvement of, and should foster adherence to, governance best practices. For further information, please refer to the section below in this AIF entitled "AUDIT COMMITTEE". A copy of the *Audit Committee Charter* is attached to this AIF as Schedule "A".

WORKPLACE BULLYING & HARASSMENT

The Company is committed to creating and maintaining a workplace environment which fosters mutual respect, integrity and professional conduct. In keeping with this commitment, the Company has established a Workplace Bullying and Harassment Policy and a set of reporting/investigation procedures for all employees relating to the issue of workplace bullying and harassment. The Company will not tolerate bullying or harassment in the workplace and will make every reasonable effort to prevent and eliminate such conduct.

INVESTMENT POLICY

With the objective of growing the Company's existing portfolio of assets, with a focus on either operating or non-operating interests in high-quality copper mines, the Company has adopted a written investment policy to govern its investment activities (the "**Investment Policy**"). The Investment Policy sets out steps the Company will take to achieve long term investment objectives and processes. The Board will amend or supplement the Investment Policy at its discretion.

Risk Factors

The operations of the Company are speculative due to the nature of its business which risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. The risks described herein are not the only risks facing the Company. Additional risks and uncertainties not currently known to the Company, or that the Company currently deems immaterial, may also materially and adversely affect its business.

Risks Relating to the Company

MARKET PRICE OF THE COMMON SHARES AND SPECULATIVE NATURE OF INVESTMENT RISK

The Common Shares are listed and posted for trading on the TSXV. An investment in the Company's securities is highly speculative. Securities of companies involved in the resource industry have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. The price of the Common Shares is also likely to be significantly affected by short-term changes in commodity prices, the Company's financial condition or results of operations as reflected in its quarterly and annual financial statements, currency exchange fluctuations and the other risk factors identified herein.

NO CONTROL OVER UNDERLYING INVESTMENTS AND SECURITIES

With respect to the Company's investments in associates, the Company has no contractual rights over the operations of those investees. The Company does not control the investees' operations, their boards or management teams. The decisions of those entities could at times conflict with the interests of the Company. Any adverse developments with respect to those entities, its cooperation or in its exploration, development, permitting and operation of the underlying assets may adversely affect the Company's interests in those securities and investments.

RISKS RELATED TO THE COMPANY'S BUSINESS

The operations of the Company are speculative due to the nature of its principal business which is to actively grow its existing portfolio, with a focus on either operating or non-operating interests in high-quality copper mines. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

As the Company executes its business plan, it intends to seek to purchase interests in additional resource projects or 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, and the project operators or the jurisdictions in which assets may be acquired.

SUBJECT TO THE SAME RISK FACTORS AS MINING OPERATIONS

To the extent that they relate to the production of commodities from, or the continued operation of, mining operations, the Company is subject to the risk factors applicable to the operators of such mines or projects, some of which are set forth below under "*Risk Factors - Risks Relating to Mines and Mining Operations*".

NO CONTROL OVER MINING OPERATIONS

The Company is not directly involved in mining exploration activity and operations in which it owns an interest, other than the Company's 55% operating interest in the Peninsula Project (a non-material property). The value associated with these interests is dependent on third-party mine owners (or joint owners, where applicable) and operators.

The owners and/or 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/or operators and those of the Company, in respect of a relevant project or property, may not always be aligned. The inability of the Company to control the operations for the properties in which it has a royalty or other interest may result in a material adverse effect on the profitability of the Company, the results of operations of the Company and its financial condition. At any time, any of the operators of the mining operations or their succesors may decide to suspend or discontinue operations or may sell or relinquish mining operations, which may result in royalties or other monies not being paid or obligated to be paid to the Company. The Company will not receive compensation if a mine fails to achieve or maintain production or if the mine or operation is closed or discontinued.

In addition, the owners or operators may take action contrary to policies or objectives of Horizon; be unable or unwilling to fulfill their obligations under their agreements with Horizon; have difficulty obtaining or be unable to obtain the financing necessary to move projects forward; 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.

The Company is subject to the risk that a specific mine or project may be put on care and maintenance or have its operations suspended, on both a temporary or permanent basis. The owners (or joint owners, where applicable) or operators of the projects or properties in which the Company holds an equity or royalty interest may from time to time announce transactions, including the sale or transfer of the projects or of the operator itself, over which the Company has little or no control.

If such transactions are completed it may result in a new operator controlling the project, who may or may not operate the project in a similar manner to the current operator, which may positively or negatively impact the Company. If any such transaction is announced, there is no certainty that any such transaction will be completed, or completed as announced, and any consequences of such non-completion on the Company may be difficult or impossible to predict.

The Company is subject to the risk that mining exploration activity or operations may shut down on a temporary or permanent basis due to issues including but not limited to economic conditions, lack of financial capital, flooding, fire, weather related events, mechanical malfunctions, community or social related issues, social unrest, the failure to receive permits or having existing permits revoked, collapse of mining infrastructure including tailings ponds, expropriation or nationalization of property and other risks. These issues are common in the mining industry and can occur frequently. There is a risk that the carrying values of the Company's assets may not be recoverable if the owners and/or operators cannot raise additional finances to continue to develop those assets. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in mining operations becoming uneconomic resulting in their shutdown and closure.

ROYALTY/STREAM AND OTHER INTERESTS MAY NOT BE HONOURED

Royalties and/or other interests in natural resource properties are largely 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 such 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. Any pending proceedings or actions or any decisions determined adversely against 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 Company's securities.

THERE MAY BE UNKNOWN DEFECTS IN THE ASSET PORTFOLIO

A defect in royalties and/or other interests and/or the underlying contracts may arise to defeat or impair the claim of the Company to such royalty and/or other interest. Unknown defects in the royalty and/or other assets of the Company 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.

JOINT OPERATIONS RISKS

The Company has a 30% equity interest in the entity which owns the Hod Maden Project, with the remaining interest held by SSR and Lidya. The Company is not the operator and the Company's interest in the Hod Maden Project is subject to the risks normally associated with the conduct of joint ventures or joint operations. The existence or occurrence of one or more of the following circumstances and events could have a material adverse impact on the Company's profitability or the viability of its interests held through the joint arrangement, which could have a material adverse impact on the Company's future cash flows, earnings, results of operations and financial condition: increases in the capital requirements to develop the Hod Maden Project; the inability of the operator to secure project-level financing for a portion of the development costs for Hod Maden or not being able to obtain such financing on favourable terms to the Company or the other joint venture partners; changes in the timing or amount of cash calls to fund the equity portion of the Hod Maden Project by the joint venture partners and the ability of the joint venture partners (including the Company) to fund or finance such cash calls; disagreements with the partners on how to develop and operate the Hod Maden Project efficiently; the Company's inability to exert influence over certain strategic decisions made in respect of the Hod Maden Project; the inability of our operating partners to meet their obligations to the joint operation or third parties; and litigation with our partners regarding joint operation matters. The success of any joint operation will be dependent on the operator for the timing of activities related to the Hod Maden Project and the Company will be largely unable to direct or control the activities of the operator. The Company is subject to the decisions made by the operator in the operation of the Hod Maden Project and will rely on the operator for accurate information about the Hod Maden Project. The Company can provide no assurance that all decisions of the operator will achieve the expected goals, including the successful development of the Hod Maden Project and its transition to commercial production.

In addition, Türkiye may become subject to sanctions, which sanctions may adversely impact the Company's interest in the Hod Maden Project or may have adverse consequences in seeking equity or debt financing, as well as the possibility of reparation of capital and/or dividends in the future.

DELAY RECEIVING OR FAILURE TO RECEIVE ROYALTY PAYMENTS

The Company is dependent, to a large extent, upon the financial viability and operational effectiveness of owners and/or operators of the mines and mineral properties in which the Company has interests. 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.

The Company's rights to payment under royalties or other interests must, in most cases, be enforced by contract without the protection of the ability to liquidate a property. This inhibits the Company's ability to collect amounts owing to it upon default. Additionally, some agreements may provide limited recourse in particular circumstances which may further inhibit the Company'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.

CASH FLOW RISK

The Company's royalty and other interests in properties or projects are subject to most of the significant risks of operating mining companies as set forth below under "*Risk Factors - Risks Relating to Mining Operations*". 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 Comany'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 into bankruptcy proceedings, which would result in the Company being unable to realize any value for its royalty and/or other interest.

COMMODITY PRICES

The price of the Common Shares and the Company's financial results may be significantly adversely affected by changes in the price of metals (meaning gold, silver, copper and zinc, collectively "**Metals**"). The price of Metals fluctuates widely, especially in recent years, and is affected by numerous factors beyond the Company's control, including but not limited to, the sale or purchase of the Metals by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of major gold, silver, copper and zinc producing countries throughout the world.

Declines in market prices could cause an operator to reduce, suspend or terminate production from an operating project or construction work at a development project, which may result in a temporary or permanent reduction or cessation in revenue from those projects and the Company might not be able to recover any financial interest from those projects.

GLOBAL FINANCIAL CONDITIONS

Market events and conditions, including the disruptions in the international credit and financial markets and other financial systems, along with political instability, falling currency prices expressed in United States dollars, the uncertainty surrounding global supply chain and the critical measures implemented by governments globally related to the recent spread of diseases have resulted in commodity prices remaining volatile. These conditions have also caused fear and a loss of confidence in global credit markets, resulting in a climate of greater volatility, tighter regulations, less liquidity, widening credit spreads, 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 have caused the broader credit markets to be volatile.

In addition, global markets have recently experienced increased rates of inflation. This has caused rising fuel, energy, and transportation costs and variable demand, all of which may impact the economic viability of a mine and commodity prices. In addition, general inflationary pressures may also affect the labor, commodity, and other input costs at operations. Accordingly, inflation itself, as well as certain governmental efforts to combat inflation (for example, recent increased interest rates from previous historical lows), may have significant negative effects on any economy in which the Company conducts business and thus may adversely affect the Company's business.

Following the onset of the credit crisis in 2008, global financial conditions were characterized by extreme volatility and several major financial institutions went into bankruptcy or were rescued by governmental authorities. Global financial conditions could suddenly and rapidly destabilize in response to future economic shocks, as government authorities may have limited resources to respond to future crises.

These events are illustrative of the effect that events beyond the Company's control may have on commodity prices, demand for metals, availability of credit, investor confidence, and general financial market liquidity, all of which may adversely affect the Company's business.

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

The re-emergence of a global financial crisis or recession or reduced economic activity in the United States, China, Europe and other industrialized or developing countries, or disruption in key sectors of the economy, may adversely affect the Company' business and that of its partners. If such global volatility and market uncertainty were to continue, the Company's operations and financial condition could be adversely impacted.

NATURAL DISASTERS, TERRORIST ACTS, HEALTH CRISES, INCIDENTS OF WAR AND OTHER DISRUPTIONS OR DISLOCATIONS, WHETHER THOSE EFFECTS ARE LOCAL, NATIONWIDE OR GLOBAL

Upon the occurrence of a natural disaster, pandemic or upon an incident of war (for example, the current and ongoing conflict between Russia and Ukraine), riot or civil unrest, the impacted country, and the overall global economy, may not efficiently and quickly recover from such an event, which could have a materially adverse effect on the Company. Terrorist attacks, public health crises including epidemics, pandemics or outbreaks of new infectious diseases or viruses, and related events can result in volatility and disruption to global supply chains, operations, mobility of people, patterns of consumption and service 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.

Global markets have been adversely impacted by emerging infectious diseases and/or the threat of outbreaks of viruses, other contagions or epidemic diseases. A significant new outbreak or continued outbreaks of COVID-19 and its variants and other infectious diseases, could result in a widespread crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn which could adversely affect the Company's business and the market price of the Common Shares. Many industries, including the mining industry, have been impacted by these market conditions. If increased levels of volatility continue or in the event of a rapid destabilization of global economic conditions, it may result in a material adverse effect on commodity prices, demand for metals, availability of credit, investor confidence, and general financial market liquidity, all of which may adversely affect the Company's business and the market price of the Company's securities. In addition, there may not be an adequate response to emerging infectious diseases, or significant restrictions may be imposed by a government, either of which may impact mining operations. There are potentially significant economic and social impacts, including labour shortages and shutdowns, delays and disruption in supply chains, social unrest, government or regulatory actions or inactions, including quarantines, declaration of national emergencies, permanent changes in taxation or policies, decreased demand or the inability to sell and deliver concentrates and resulting commodities, declines in the price of commodities, delays in permitting or approvals, suspensions or mandated shut downs of operations, governmental disruptions or other unknown but potentially significant impacts. At this time, the Company cannot accurately predict what effects these conditions will have on its operations or financial results, including due to uncertainties relating to the ultimate geographic spread, the duration of the outbreak, and the length restrictions or responses that have been or may be imposed by the governments. Given the global nature of Horizon's business and assets, the Company may not be able to accurately predict which assets will be impacted or if those impacted will resume operations. Any new outbreaks or the continuation of the existing outbreaks or threats of any additional outbreaks of a contagion or epidemic disease could have a material adverse effect on the Company, its business and operational results.

The Company has interests in various jurisdictions which may be disproportionately affected by severe weather events and climate issues and is therefore subject to potential risks and hazards associated with natural phenomena. In particular, ground movements or deteriorating ground conditions, natural weathering, extraordinary weather or earthquake events may result in structural instability or overflow, damage to tangible assets such as buildings and equipment, as well as human capital, all of which could require that activities be suspended or altered. In addition, natural disasters may deteriorate production capacity. Project planning decisions, project design and construction methods for projects in countries prone to such natural disasters should take into account the level of hazard. However, the occurrence of any of these events could result in a prolonged interruption of mining operations, affect the profitability of mining operations, lead to a loss of licences and damage community relations, which could potentially have a material adverse impact on the Company's future cash flows, earnings, financial condition and results of operations.

In particular, it should be noted that the the Hod Maden Project is located in Türkiye.

TAXES RISK

The Company has subsidiary companies in certain offshore jurisdictions which indirectly owns the rights to various types of property interests in foreign jurisdictions. In addition, in the future, the Company may create subsidiary companies in other jurisdictions in the world which may, in turn, own property interests in those jurisdictions. The interpretation of, or application of, existing tax laws or regulations in Canada, Peru, Türkiye, Guernsey and the United States of America, or any of the countries in which the Company's assets are located requires the use of judgement. There is no assurance that the Company's subsidiary companies will be able to maintain their residency status in these jurisdictions or to meet the substance requirements set by these jurisdictions.

Differing interpretation of these laws or regulations could result in an increase in the Company's taxes, or other governmental charges, duties or impositions. To the extent there are uncertain tax positions, the Company measures the impact of the uncertainty using the method that best predicts the resolution of the uncertainty. The judgments and estimates made to recognize and measure the effect of uncertain tax treatments are reassessed whenever circumstances change or when there is new information that affects those judgements. In addition, the recoverability of deferred income tax assets, including expected periods of reversal of temporary differences and expectations of future taxable income, are assessed by management of the Company at the end of each reporting period and adjusted, as necessary, on a prospective basis.

No assurance can be given that new tax laws, rules or regulations will not be enacted or that existing tax laws, rules or regulations will not be changed, interpreted or applied in a manner which could result in the Company's past and future profits being subject to increased levels of income tax. In addition, the introduction of new tax laws or regulations or accounting rules or policies, or changes to, or differing interpretations of, or application of, existing tax laws or regulations or accounting rules or policies, could make royalties and/or other interests less attractive to counterparties. Such changes could adversely affect the Company's ability to enter into new agreements.

The Company's prior years' Canadian tax returns may be subject to audit by the Canada Revenue Agency and no assurances can be given that tax matters, if they so arise, will be resolved favourably.

RELIANCE ON THIRD PARTY REPORTING

The Company relies on public disclosure and other information regarding the mining operations in which it has an interest it receives from the owners, operators and independent experts of such mining operations, and certain of such information is included in this AIF. Such information is necessarily imprecise because it depends upon the judgment of the individuals who operate such mining operations as well as those who review and assess the geological and engineering information. In addition, the Company must rely on the accuracy and timeliness of the public disclosure and other information it receives from the owners and operators of said mining operations, and uses such information in its analyses, forecasts and assessments relating to its own business and to prepare its disclosure regarding such property interests. 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 or other 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 te 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.

If ESG information provided to the Company by third parties (before and/or after entering into a transaction) contained or contains material inaccuracies or omissions, the Company’s ESG risk assessment conclusions in this regard may be inaccurate.

ACQUISITION STRATEGY RISK

As part of the Company’s business strategy, it has sought and will continue to seek interests in copper mining projects as the Company plans to grow its portfolio of assets, whereby the Company can partially fund the acquisition of new high quality copper assets by selling precious metal by-product streams to Sandstorm.

In pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable arrangements, including arrangements to finance its acquisitions. The Company cannot assure that it can complete any acquisition that it pursues, or is pursuing, on favourable terms or at all, or that any acquisitions completed will ultimately benefit the Company.

OPERATING MODEL RISK

The Company is not currently directly involved in the ownership and/or operation of mines. As a result of the Company’s operating model, the cash flow of the Company is dependent upon the activities of third parties which creates the risk that at any time those third parties may: (a) have business interests or targets that are inconsistent with those of the Company, (b) take action contrary to the Company’s policies or objectives, (c) be unable or unwilling to fulfill their obligations under their agreements with the Company, or (d) experience financial, operational or other difficulties, including insolvency, which could limit a third party’s ability to perform its obligations under the third party arrangements.

In particular, the price of the Common Shares and the Company’s financial results may be significantly affected by the operators of the mining operations ability to continue as a going concern and have access to capital. The lack of access to capital could result in these companies entering bankruptcy proceedings and, as a result, the Company may not be able to realize any value from its respective interests.

In addition, the termination of one or more of the Company's interests could have a material adverse effect on the results of operations or financial condition of the Company.

INDEBTEDNESS RISK

The terms of the Hod Maden Promissory Note, the SSL RCF and the Antamina Promissory Note require the Company to satisfy various affirmative and negative covenants. These covenants may limit, among other things, the Company's ability to incur further indebtedness if doing so would cause the Company to fail to meet certain financial covenants, create certain liens on assets or engage in certain types of transactions. The Company can provide no assurances that in the future, it will not be limited in its ability to respond to changes in its business or competitive activities or be restricted in its ability to engage in mergers, acquisitions or dispositions of assets. Furthermore, a failure to comply with these covenants may result in an event of default under the foregoing notes, thus allowing the lenders to accelerate the debt, which could potentially materially and adversely affect the Company's business, financial condition and results of operations and the trading price of the Common Shares.

FINANCIAL RESOURCES

The Company may not be able acquire sufficient financial resources to satisfy its payment obligations under the mineral interests that it holds and to undertake the acquisition, exploration and development of its planned acquisition, exploration and development programs. Future property acquisitions and the development of the Company's mineral interests and properties will therefore depend upon the Company's ability to obtain financing through the joint venturing of projects, private placement financing, public financing, short or long-term borrowings or other means. There is no assurance that the Company will be successful in obtaining the required financing or that the terms of such financing will be favorable. Failure to raise the required funds could result in the Company losing, or being required to dispose of, its interest in certain of its properties.

CLAIMS AND LEGAL PROCEEDINGS

The Company and/or its Directors and officers may be subject to a variety of civil or other legal proceedings, with or without merit. From time to time in the ordinary course of its business, the Company may become involved in various legal proceedings, including commercial, employment and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause the Company to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on the Company's business, operating results or financial condition.

During 2022, a lawsuit was filed by a former employee of the predecessor company to Artmin (as previously defined in this AIF), the Turkish entity through which the Company holds its 30% interest in the Hod Maden Project. Although the claim has been evaluated and is considered by the Company to be without merit, there remains a risk of judgment against Artmin.

CREDIT, CURRENCY AND LIQUIDITY RISK

The Company's credit risk is limited to cash and cash equivalents, the receivable from Sandstorm, the remaining receivable from AWP and the receivable from the Antamia NPI which is paid by a subsidiary of Teck. In order to mitigate its exposure to credit risk, the Company closely monitors its financial assets and maintains its cash deposits in several high-quality financial institutions. The impact of expected credit losses on trade receivables and financial assets held at amortized cost is not material.

Following the change of the Company's functional currency to the US dollar on June 30, 2023, the Company does not have any financial instruments denominated in currencies other than the US dollar that materially impact its net income (loss).

The Company is exposed to liquidity risks in meeting its operating expenditure and, where applicable, capital contribution requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. The Company manages liquidity risk through a planning and budgeting process, which is reviewed and updated on a regular basis, to help determine future funding requirements. In managing liquidity risk, the Company takes into account anticipated cash flows from operating activities and its holding of cash and cash equivalents and the amount available under the Company's revolving credit facility with Sandstorm.

The factors discussed above and elsewhere in this AIF may impact the ability of the Company to obtain loans and other credit facilities in the future and, if obtained, on terms favourable to the Company. Also, if these risks materialize, the Company's operations could be adversely impacted, and the trading price of the Common Shares could be adversely affected.

INTEREST RATE RISK

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk through the Hod Maden Promissory Note which bears interest at the Secured Overnight Financing Rate ("SOFR") + 2%, commencing from the earlier of January 1, 2029, or when the Company has started to receive dividends from its equity interest in the Hod Maden Project.

"SOFR" means a rate equal to the secured overnight financing rate as administered by the Federal Reserve Bank of New York (or a successor administrator of the secured overnight financing rate).

Changes in interest rates also have an impact on the discount rate used to determine the fair value of the Company's stream obligations.

DEPENDENCE UPON KEY MANAGEMENT PERSONNEL

The Company is dependent upon the services of a small number of key management personnel who are highly skilled and experienced. The Company's ability to manage its activities will depend in large part on the efforts of these individuals. The Company faces intense competition for qualified personnel, and there can be no assurance that the Company will be able to attract and retain such personnel. The loss of the services of one or more of such key management personnel could have a material adverse effect on the Company.

COMPETITION

The Company competes with other companies for asset acquisitions, royalties and similar transactions, some of which may possess greater financial and technical resources. Such competition may result in the Company being unable to enter into desirable transactions, to recruit or retain qualified employees or to acquire the capital necessary to fund its acquisitions. Existing or future competition in the mining industry could materially adversely affect the Company' prospects for entering into additional asset acquisitions, royalties and similar transactions in the future.

ABILITY TO PAY DIVIDENDS IS DEPENDENT ON THE FINANCIAL CONDITION OF THE COMPANY

The Board of Directors determines whether to pay cash dividends on its issued and outstanding Common Shares. The declaration of dividends will depend upon the Company's future earnings, its capital requirements, its financial condition and other relevant factors. The Board does not intend to declare any dividends on its Common Shares for the foreseeable future. It is anticipated that the Company will retain any earnings to finance the growth of its business and for general corporate purposes.

CONFLICTS OF INTEREST

Certain of the Directors and officers of the Company also serve as directors and/or officers of other companies involved in natural resource exploration, development and mining operations and consequently there exists the possibility for such Directors and officers to be in a position of conflict. Any decision made by any of such Directors and officers will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders. In addition, each of the Directors is required to declare and refrain from voting on any matter in which such Directors may have a conflict of interest in accordance with the procedures set forth in the BCBCA and other applicable laws.

Mr. Watson is the Chairman of the Board and a Director of the Company and he is the President, Chief Executive Officer and a director of Sandstorm. Mr. Kazemi is the President, Chief Executive and a Director of the Company and he is also an executive officer of Sandstorm. As such, they may from time to time be in situations of conflict of interests or potential conflicts of interests between the interests of the Company and those of Sandstorm, which holds 34% of the securities of the Company and will be party to various agreements with the Company. The Board is aware of these potential conflicts and each of these individuals will be required to declare and refrain from voting on any matter in which such individuals may have a conflict of interest in accordance with the procedures set forth in the BCBCA and other applicable laws. In certain circumstances, they may recuse themselves from deliberations, if appropriate. As a result, for certain matters where a potential conflict may be present, the Company may not be in a position to fully benefit from the experience and expertise of Messrs. Watson and Kazemi.

FUTURE SALES OR ISSUANCES OF SECURITIES

The Company may issue additional securities to finance future activities, including through public offerings or private placements. The Company cannot predict the size of future issuances of securities or the effect, if any, that future issuances and sales of securities will have on the market price of the Common Shares. Sales or issuances of substantial numbers of Common Shares, or the perception that such sales could occur, may adversely affect prevailing market prices of the Common Shares. With any additional sale or issuance of Common Shares, investors will suffer dilution to their voting power and the Company may experience dilution in its earnings per share.

EVOLVING CORPORATE GOVERNANCE AND PUBLIC DISCLOSURE REGULATIONS

The Company is subject to changing rules and regulations promulgated by a number of Canadian governmental and self-regulated organizations, including the Canadian Securities Administrators, the TSXV 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 have resulted in, and are likely to continue to result in, increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

INFORMATION SYSTEMS AND CYBER SECURITY

The Company's information systems, and those of its counterparties under 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 agreements, protect networks, equipment, information technology ("**IT**") 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. Any of these and other events could result in information system failures, delays and/or increases in capital expenses.

The Company has entered into agreements with third parties for hardware, software, telecommunications and other services in connection with its own operations. The Company also depends on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risk of failures.

Although to date the Company has not experienced any known material losses relating to cyber-attacks or other data/information security breaches in the history of the Company, 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, cyber security 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.

Any future significant compromise or breach of the Company's data/information security, whether external or internal, or misuse of data or information, could result in additional significant costs, lost sales, fines and lawsuits, and damage to the Company's reputation. In addition, as the regulatory environment related to data/information security, data collection and use, and privacy becomes increasingly rigorous, with new and constantly changing requirements applicable to the Company's business, compliance with those requirements could also result in additional costs. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

The *Audit Committee* is updated on an annual basis, or as needed, for all information security activity.

LIMITATIONS OF CONTROLS AND PROCEDURES

The Company's management, including the Chief Executive Officer and the Chief Financial Officer, believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

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 management and Board, which could have an adverse effect on Horizon'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.

REPUTATION 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 does not ultimately have direct control over how it and its Directors, officers and employees are perceived by others, reputational loss could have a material adverse impact on the Company's financial performance, financial condition, cash flows and growth prospects.

Risks Related to Mines and Mining Operations

RISK FACTORS APPLICABLE TO OWNERS AND OPERATORS OF PROPERTIES IN WHICH THE COMPANY HOLDS AN INTEREST

To the extent that they relate to the production of minerals from or the continued operation of, properties in which the Company holds an interest, the Company is subject to the risk factors applicable to the owners and operators of such mines or projects.

EXPLORATION, DEVELOPMENT AND OPERATING RISKS

Mining operations generally involve a high degree of risk and mining operations 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 geological formations, seismic activity, rock bursts, cave-ins, sinkholes, pit-wall failures, tailings dam breaches or failures, flooding, environmental hazards and the discharge of toxic chemicals, explosions and other conditions involved in the drilling, blasting, storage 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. Milling operations, waste rock dumps and tailings impoundments are subject to hazards such as equipment failure, or breaches in or the failure of retaining dams around tailings disposal areas and may be subject to ground movements or deteriorating ground conditions, or extraordinary weather events that may result in structure instability, or impoundment overflow, requiring that deposition activities be suspended. The tailings storage facility infrastructure, including pipelines, pumps, liners, etc. may fail or rupture. Should any of these risks or hazards affect a mining operation, it may (i) result in an environmental release or environmental pollution and liability; (ii) cause the cost of development or production to increase to a point where it would no longer be economic to produce, (iii) result in a write down or write-off of the carrying value of one or more projects, (iv) cause extended interruption to the business, including delays or stoppage of mining or processing, (v) result in the destruction of properties, processing facilities or third party facilities necessary to mining operations, (vi) cause personal injury or death and related legal liability, (vii) result in regulatory fines and penalties, revocation or suspension of permits or licenses; or (viii) result in the loss of insurance coverage. The occurrence of any of above-mentioned risks or hazards could result in an interruption or suspension of operation of mining operations and have a material adverse effect on the Company and the trading price of the Company's securities as well as the Company's reputation.

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 mining operations not receiving an adequate return on invested capital. Accordingly, there can be no assurance that mining operations in which the Company holds an interest and 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 mining operations.

The physical risks of climate change may also have an adverse effect on some 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 some 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 some mining operations. Extended disruptions to supply lines could result in interruption to production;

- *resource shortages*: some mining operations depend on regular supplies of consumables (diesel, tires, sodium cyanide, et cetera) 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 mining operations is likely to be reduced.

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

The Company recognizes the importance of continuing actions to reduce climate change and strives to reduce its own direct greenhouse gas emissions.

COMMODITY PRICES FOR OTHER METALS PRODUCED FROM MINING OPERATIONS

The price of Metals has fluctuated widely in recent years, and future serious price declines could cause continued development of and commercial production from mining operations to be impracticable. Depending upon the price of other metals produced from the mines which generate cash flow to the owners, cash flow from mining operations may not be sufficient and such owners could be forced to discontinue production and may lose their interest in, or may be forced to sell, some of their properties. Future production from mining operations is dependent on metal prices that are adequate to make these properties and projects economically viable.

In addition to adversely affecting reserve estimates and financial conditions, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

ENVIRONMENTAL RISKS AND HAZARDS

All phases of mining operations are subject to governmental regulation including environmental regulation in the various jurisdictions in which they operate. Environmental legislation is evolving and becoming stricter, with 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. Continuing issues with tailings dam failures at other companies' operations may increase the likelihood that these stricter standards and enforcement mechanisms will be implemented in the future. There is no assurance that possible future changes in environmental regulation will not adversely affect mining operations, and consequently, the results of the Company's operations. Also, environmental hazards may exist on the properties which are unknown to the owners or operators of mining operations 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 and/or operators of the properties. 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.

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. The occurrence of any environmental violation or enforcement action may have an adverse impact on the operations at the mines, the Company's reputation and could adversely affect the Company's results of operations.

Government regulation relating to emission levels (such as carbon taxes) and energy efficiency is becoming more prevalent and stringent. While some of the costs associated with reducing emissions may be offset by increased energy efficiency and technological innovation, the Company expects that increased government regulation will result in increased costs at some mining operations if the current regulatory trend continues. All of the Company's mining interests are exposed to climate-related risks through the operations at the mines. Climate change could result in challenging conditions and extreme weather that may adversely affect the operations at the mines and there can be no assurances that mining operations will be able to predict, respond to, measure, monitor or manage the risks posed as a result of climate change factors.

GOVERNMENT REGULATION, PERMITS AND LICENSES

Exploration and development activities related to mining operations are subject to extensive laws and regulations governing prospecting, 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 mining 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 such mining operations would not proceed with the development of or continue to operate their mine(s). 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 mining operations in the future such that they would not proceed with the development of, or continue to operate, their mine(s).

Government approvals, licences and permits are currently, and will in the future be, required in connection with the mining operations in which the Company has an interest. 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. The risks of expropriation, cancellation or dispute of licenses could also result in substantial costs, losses, and liabilities in the future.

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 the mining operations in which the Company has an interest, resulting in increased capital expenditures or production costs, reduced levels of production at producing properties or abandonment or delays in development of properties.

PERMITTING

The mining operations or properties in which the Company has an interest are subject to receiving and maintaining permits from appropriate governmental authorities. Although the Company believes that, other than as discussed elsewhere herein, the owners and operators of such mining operations currently have all required permits for their respective operations as currently conducted, there is no assurance that delays will not occur in connection with obtaining all necessary renewals of such permits for the 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 these mining operations will continue to hold all permits necessary to develop or continue operating at any particular property.

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 may be required to compensate those suffering loss or damage by reason of the mining activities and may be liable for civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws, may have a material adverse impact on the owners or operators of mining operations or projects in which the Company has an interest, resulting in increased capital expenditures or production costs, reduced levels of production at producing properties or abandonment or delays in development of properties.

See "*Permitting, Construction, Development and Expansion Risk*" for additional permitting risks associated with developmental projects.

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 mining operations or projects in which the Company has an interest 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 mining operations in which the Company has an interest.

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 the mining operations or properties in which the Company has an interest.

UNCERTAINTY OF MINERAL RESOURCE AND MINERAL RESERVE ESTIMATES

The figures for Mineral Resources and Mineral Reserves presented in this AIF, including for the Antamina Mine, the Company's sole material property, as derived from the Antamina Report (as hereinafter defined in this AIF) and the information disclosed in the Teck AIF (as hereinafter defined in this AIF) are estimates only and no assurance can be given that the estimated Mineral Reserves and Mineral Resources will be recovered or that they will be recovered at the rates estimated.

Mineral Reserve and Mineral Resource estimates are based on limited sampling and geological interpretation, and, consequently, are uncertain because the samples may not be representative. Mineral Reserve and Mineral Resource estimates may require revision (either up or down) based on actual production experience. Market fluctuations in the price of metals, as well as increased production costs or reduced recovery rates, may render certain Mineral Reserves and Mineral Resources uneconomic and may ultimately result in a restatement of estimated Mineral Reserves and/or Mineral Resources. For example, mining operations may base their estimates of Mineral Reserves and/or Mineral Resources on commodity prices that may be higher than spot prices. The economic viability of a mineral deposit may also be impacted by other attributes of a particular deposit, including, but not limited to, size, grade and proximity to infrastructure, government regulations and policy relating to price, taxes, duties, land tenure, land use permitting, the import and export of minerals and environmental protection, by political and economic stability and by a social license to operate in a particular jurisdiction. Any of these factors may require operators of the mining operations in which the Company has an interest to reduce their Mineral Reserves and/or Mineral Resources, which 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.

REPLACEMENT OF DEPLETED MINERAL RESERVES

Because mines have limited lives based primarily on Proven and Probable Mineral Reserves, the mining companies which own and/or operate mining operations or projects in which the Company has an interest must continually replace and expand their Mineral Reserves depleted by their mine's production to maintain production levels over the long-term. Mineral Reserves can be replaced by expanding known ore bodies, locating new deposits or making acquisitions. Exploration is highly speculative in nature. Once a site with mineralization is discovered, it may take several years from the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish Proven and Probable Mineral Reserves and to construct mining and processing facilities. As a result, there is no assurance that current or future exploration programs will be successful. There is a risk that depletion of Mineral Reserves will not be offset by discoveries or acquisitions.

COMPETITION

The mining companies which own and/or operate mining operations or projects in which the Company has an interest each face competition from a number of large established companies with substantial capabilities, and likely greater financial and technical resources. These mining companies compete with these other mining companies for the acquisition of prospective, explored, developing and developed mining and mineral properties, as well as for the recruitment and retention of qualified directors, professional management, employees and contractors.

DEPENDENCE ON GOOD RELATIONS WITH EMPLOYEES

Production and development activity at the mining operations or projects in which the Company has an interest depends on the efforts of its employees. There is intense competition for geologists and persons with mining expertise. The ability of these mining companies to hire and retain geologists and persons with mining expertise is key to mining 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 such mining operations are conducted. Changes in such legislation or otherwise in these mining companies' relationships with their employees may result in strikes, lockouts or other work stoppages, any of which could have a material adverse effect on mining operations, results of operations and financial condition.

UNINSURED 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. Where each of the mining companies considers it practical to do so, it maintains insurance in amounts that it believes to be reasonable, 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, the mining companies' insurance policies may not provide coverage for all losses related to their business (and specifically do 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 the mining operations or projects in which the Company has an interest has been reviewed by or on behalf of the Company, no assurances can be given that there are no title defects affecting the properties and mineral claims owned or used by mining operations. The mining 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 mining operations 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 encumbrances or defects or government actions. If any claim or challenge is made regarding title, the mining companies may be subject to monetary claims or be unable to develop or operate mining operations as permitted or to enforce their rights with respect to mining operations which may ultimately impair the ability of these owners and operators to fulfill their obligations under their agreements with the Company.

INTERNATIONAL INTERESTS

The operations with respect to the Company's interests are conducted in Canada, Peru, Türkiye and the United States of America and as such, the operations are exposed to various levels of political, economic and other risks and uncertainties. These risks and uncertainties vary from country to country and include, but are not limited to, terrorism (including narcoterrorism), international sanctions, hostage taking, military repression, crime, political instability, currency controls, extreme fluctuations in currency exchange rates, high rates of inflation, labour unrest, the risks of war or civil unrest, the escalation of international conflicts such as the current invasion of Ukraine by Russia and the response by the international community consisting of a variety of sanctions on Russia and the related withdrawal of products and services, expropriation and nationalization, renegotiation or nullification of existing concessions, licenses, permits, approvals and contracts, uncertainties with respect to the rule of law and local court systems, corruption, illegal mining, changes in taxation and mining laws, regulations and policies, restrictions on foreign exchange and repatriation, and changing political conditions and governmental regulations relating to foreign investment and the mining business. Several of the countries have experienced political, social and economic unrest in the past and protestors have from time-to-time targeted foreign mining companies and their mining operations.

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 legislation and regulations (or changes thereto) with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income and other taxes, the deprivation of contractual rights or the taking of property by nationalization or expropriation without fair compensation, the risk of repatriation of profits (capital and/or dividends), 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. As mentioned, 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 without fair compensation, cancellation or dispute of licenses or entitlements which could result in substantial costs, losses and liabilities in the future.

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 the mining operations and/or projects in which the Company has an interest, resulting in substantial costs, losses and liabilities in the future.,

Any adverse developments with respect to SSR and/or Lidya, their cooperation or in their exploration, development, permitting and operation of the Hod Maden Project in Türkiye may adversely affect the Company's 30% interest in the project. There are no assurances that the Company may be able to maintain its interest in the Hod Maden Project if sanctions are imposed on Türkiye or SSR and/or Lidya and their related entities.

PERMITTING, CONSTRUCTION, DEVELOPMENT AND EXPANSION RISK

Some of the mining operations or projects in which the Company has an interest are currently in various stages of permitting, construction, development and expansion. Construction, development and expansion of such projects is subject to numerous risks, including, but not limited to: delays in obtaining equipment, material 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 metal prices. There can be no assurance that the owners or operators of such projects will have the financial, technical and operational resources to complete the permitting, construction, development and expansion of such 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 holds interests in operations or projects 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 an 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/operator's 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 assets.

Technical Information

CIM Standards Definitions

Estimated Mineral Reserves and Mineral Resources set forth in this AIF have been estimated in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum ("**CIM**") - Definition Standards on Mineral Resources and Mineral Reserves adopted by the CIM Council, as amended, on May 10, 2014 (the "**CIM Definition Standards**").

The term "***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. Material of economic interest refers to diamonds, natural solid inorganic material, or natural solid fossilized organic material including base and precious metals, coal, and industrial minerals. Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories.

The term "***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 is based on limited information and sampling gathered through appropriate sampling techniques from locations such as outcrops, trenches, pits, workings and drillholes. 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.

The term "***Indicated Mineral Resource***" means that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of Modifying Factors (as defined 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 and may only be converted to a Probable Mineral Reserve.

The term "***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 or to a Probable Mineral Reserve.

The term "***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 ore is 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. Mineral Reserves are sub-divided in order of increasing confidence into Probable Mineral Reserves (as defined below) and Proven Mineral Reserves (as defined below). A Probable Mineral Reserve has a lower level of confidence than a Proven Mineral Reserve. Mineral Reserves are inclusive of diluting material that will be mined in conjunction with the Mineral Reserves and delivered to the treatment plant or equivalent facility. The public disclosure of a Mineral Reserve must be demonstrated by a Pre-Feasibility Study or Feasibility Study.

The term "***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. Probable Mineral Reserve estimates must be demonstrated to be economic, at the time of reporting, by at least a Pre-Feasibility Study.

The term "***Proven Mineral Reserve***" means the economically mineable part of a Measured Mineral Resource. A Proven Mineral Reserve implies a high degree of confidence in the Modifying Factors. Proven Mineral Reserve estimates must be demonstrated to be economic, at the time of reporting, by at least a Pre-Feasibility Study.

The term "***Modifying Factors***" means 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.

Cautionary Note to United States Investors Concerning Presentation of Mineral Reserve and Mineral Resource Estimates

This AIF (and documents incorporated by reference herein) have been prepared in accordance with Canadian standards for the reporting of Mineral Resource and Mineral Reserve estimates, which differ from the previous and current standards of the United States securities laws. In particular, and without limiting the generality of the foregoing, the terms "Mineral Reserve", "*Proven Mineral Reserve*", "*Probable Mineral Reserve*", "*Inferred Mineral Resources*,", "*Indicated Mineral Resources,*" "*Measured Mineral Resources*" and "*Mineral Resources*" used or referenced in this AIF are Canadian mineral disclosure terms as defined in accordance with Canadian National Instrument 43-101 — *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") and the CIM Definition Standards.

Summary of Mineral Reserves and Mineral Resources

The following tables set forth the estimated Mineral Reserves and Mineral Resources for the Antamina Mine, which is the Company's sole material property interest, adjusted to reflect the Company's percentage entitlement under the Antamina NPI (i.e. silver, copper, zinc and molybdenum produced from such project, as of the date of this AIF.

The disclosure contained herein or in the documents incorporated herein by reference of a scientific or technical nature for the Antamina Mine is based on:

a) the technical report entitled "*Technical Report, Mineral Reserves and Resources, Antamina Deposit, Peru 2010*" dated January 31, 2011, and having an effective date of January 1, 2011 (the "**Antamina Report**"), which technical report was prepared for Compañía Minera Antamina S.A., the Peruvian company that owns and operates the project and which report was filed under Teck's SEDAR+ profile on March 22, 2011; and

b) information that has been disclosed by Teck, which was sourced from Teck's annual information form dated February 21, 2023, for the year ended December 31, 2022 (the "**Teck AIF**") and filed on Teck's SEDAR+ profile on February 21, 2023.

None of this information has been independently verified by the Company. Specifically, as a royalty holder, the Company has no access to the Antamina Mine. The Company is dependent on publicly available information to prepare disclosure pertaining to the Antamina Mine and generally has no ability to independently verify such information. Although Horizon does not have any knowledge that such information may not be accurate, there can be no assurance that such third-party information is complete or accurate.

Information contained in this AIF with respect to the Antamina Mine has been prepared in accordance with the exemption set forth in Section 9.2 of NI 43-101. Please also see "*Interests of Experts*" in this AIF.

The Company currently holds the Antamina NPI, which it acquired effective June 15, 2023. The Antamina NPI on the Antamina Mine is currently considered to be a material mineral project to the Company for the purposes of NI 43-101. Please refer to the section above in this AIF entitled "*General Development of the Business – Subsequent Events to the Year Ended December 31, 2022",* for details concerning the Company's acquisition of the Antamina NPI.

The below tables are based on information available to the Company as of the date of this AIF, and therefore will not reflect updates, if any, after such date:

ATTRIBUTABLE PROVEN AND PROBABLE MINERAL RESERVES							
	Proven		Probable		Proven & Probable		
	Tonnage (000s)	Grade (grams per tonne)	Tonnage (000s)	Grade (grams per tonne)	Tonnage (000s)	Grade (grams per tonne)	Recoverable Metal [(3)] (ounces – 000s)
SILVER	155,400	8.6	126,800	11.2	282,200	9.8	1,232.8
TOTAL CONTAINED SILVER:							**1,232.8**

	Proven		Probable		Proven & Probable		
	Tonnage (000s)	Grade (%)	Tonnage (000s)	Grade (%)	Tonnage (000s)	Grade (%)	Recoverable Metal [(3)] (000 t)
COPPER	155,400	0.90	126,800	0.99	282,200	0.94	39.8
TOTAL CONTAINED:							**39.8**
ZINC	40,700	1.9	53,000	1.9	93,800	1.9	25.1
TOTAL CONTAINED:							**25.1**
MOLYBDENUM	114,700	0.036	73,700	0.034	188,400	0.035	0.73
TOTAL CONTAINED:							**0.73**

ATTRIBUTABLE MEASURED, INDICATED & INFERRED MINERAL RESOURCES							
	Measured		Indicated		Inferred		Sandstorm Interest (%)
	Tonnage (000s)	Grade (grams per tonne)	Tonnage (000s)	Grade (grams per tonne)	Tonnage (000s)	Grade (grams per tonne)	
SILVER	125,800	11.6	480,600	12.0	1,244,800	11.5	1.66

	Measured		Indicated		Inferred		Sandstorm Interest (%)
	Tonnage (000s)	Grade (%)	Tonnage (000s)	Grade (%)	Tonnage (000s)	Grade (%)	
COPPER	125,800	0.72	480,600	0.86	1,244,800	1.02	1.66
ZINC	37,800	1.50	160,100	1.70	390,100	1.50	1.66
MOLYBDENUM	87,900	0.018	320,600	0.024	854,600	0.022	1.66

NOTES:

1) All Mineral Reserves and Mineral Resources set forth above have been estimated in accordance with the CIM Standards and NI 43-101.
2) Recoverable metal refers to the amount of metal contained in concentrate. For the purposes of the above Mineral Reserves tables, recoverable metal was re-calculated by the Company on a 100% basis (utilizing the figures disclosed in the Teck AIF for Teck's 22.5% share of the recoverable metal at the Antamina Mine) and then re-calculated again and presented above on the basis of the Company's 1.66% NPI interest.
3) g/t = grams per tonne.
4) Open pit Mineral Reserve estimates were prepared assuming long-term metal prices of $3.30 per pound copper, $1.10 per pound zinc, $9.30 per pound molybdenum and $20.70 per ounce silver.
5) Open pit and underground Mineral Resource estimates were prepared assuming long-term metal prices of $3.30 per pound copper, $1.20 per pound zinc, $13.10 per pound molybdenum and $24.50 per ounce silver.
6) Cut-off grades at Antamina are based on the net value before taxes that the relevant material is expected to generate per hour of concentrator operation at assumed prices and vary by year in an effort to maximize the net present value of the pit.
7) Totals may not add up due to rounding.
8) Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
9) Mineral Resources are reported separately from, and DO NOT include, that portion of the Mineral Resources classified as Mineral Reserves.
10) For complete Mineral Reserve and Mineral Resource details calculated on a 100% basis, please refer to the tables below in the section entitled "Antamina Mine, Peru".
11) The Antamina Mine Mineral Reserves and Mineral Resources are reported as of December 31, 2022.
12) The QP for the scientific and technical information regarding the Antamina Mine contained in this document, including the review and approval of the Attributable Mineral Reserves and Mineral Resources as detailed above, is Imola Götz, M.Sc., P.Eng, F.E.C., Vice President, Mining & Engineering of Sandstorm.

As noted above, the Company's interest in the Antamina Mine is considered to be the sole material mineral property to the Company.

Antamina Mine, Peru

The following description of the Antamina Mine is based on the Antamina Report and the information disclosed in the Teck AIF. Teck is a reporting issuer in certain jurisdictions of Canada and the Antamina Report and Teck AIF are available under Teck's profile on SEDAR+.

Information contained in this AIF with respect to the Antamina Mine has been prepared in accordance with the exemption set forth in Section 9.2 of NI 43-101. Imola Götz, M.Sc., P.Eng, F.E.C., Vice President, Mining & Engineering of Sandstorm has approved the disclosure of scientific and technical information in respect of the Antamina Mine in this AIF.

PROJECT DESCRIPTION, LOCATION AND ACCESS

The Antamina Mine is jointly owned by BHP Billiton plc (33.75%), Glencore plc (33.75%), Teck (22.5%) and Mitsubishi Corporation (10%). The participants' interests are represented by shares of Compañía Minera Antamina S.A. ("**CMA**"), the Peruvian company that owns and operates the project.

The Antamina property consists of numerous mining concessions covering an area of approximately 105,000 hectares and an area of approximately 15,716 hectares of surface rights. These concessions can be held indefinitely, contingent upon the payment of annual license fees and the provision of minimum annual investment or production from each mining concession. CMA also owns a port facility located at Huarmey and an electrical substation located at Huallanca. In addition, CMA holds title to all easements and rights-of-way for the 302-kilometre concentrate pipeline from the mine to CMA's port at Huarmey.

The deposit is located at an average elevation of 4,200 metres, 385 kilometres by road and 270 kilometres by air north of Lima, Peru. The Antamina Mine lies on the eastern side of the Western Cordillera in the upper part of the Rio Marañon basin, a tributary of the Amazon.

ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

Antamina Mine personnel live in a camp facility while at work and commute from both local communities and larger population centres, including Lima.

The Antamina Mine is an open-pit, truck-and-shovel operation. The ore is crushed within the pit and conveyed through a 2.7-kilometre tunnel to a coarse ore stockpile at the mill. It is then processed utilizing two SAG mills, followed by ball mill grinding and flotation to produce separate copper, zinc, molybdenum and lead/bismuth concentrates. The mill has the capacity to process approximately 145,000 tonnes per day, depending on ore hardness. A 302-kilometre-long slurry concentrate pipeline, approximately 22 centimetres in diameter with a single pump station at the mine site, transports copper and zinc concentrates to the port where they are dewatered and stored prior to loading onto vessels for shipment to smelters and refineries world-wide.

Access to the mine site is via an access road maintained by CMA. The mine road connects at the Peruvian National Highway 14 at Conococha Lake. Highway 14 connects to the Pan American highway with the city of Huaraz via Peruvian National Highway 3N. The closest town to the mine site is San Marcos, 38 kilometres by dirt road. Huaraz is the closest city to the mine site, 200 kilometres by paved road or 156 kilometres by partial dirt road. Power for the mine is taken from the Peru national energy grid through an electrical substation constructed at Huallanca. Fresh water requirements are sourced from a dam-created reservoir upstream from the tailings impoundment facility. The tailings impoundment facility is located next to the mill. Water reclaimed from the tailings impoundment is used as process water in the mill operation. The operation is subject to water and air permits issued by the Government of Peru and is in material compliance with those permits. The operation holds all of the permits that are material to its current operations.

The Antamina site ambient air temperatures range from an hourly maximum of 15.3°C to an hourly minimum of minus 0.1°C and the rainfall averages 1,870 milometres per year. These conditions are appropriate to conduct mining operation through the year. Occasional interruptions in the mining activities may be due to strong lightning storms.

History

EARLY HISTORY

- The Antamina valley has seen limited mineral production by indigenous peoples for centuries. The first recorded owner and operator at Antamina was Leopold Pflucker in 1850. He built a small copper and lead smelter at Juproc using coal from nearby outcrops. The Italian naturalist Antonio Raymondi visited the area in November 1860 and found the smelter to be producing lead ingots of 35 kilograms containing 20 to 25 ounces of silver.
- In 1903 Vicente Lezameta mined at Antamina and produced copper matte at a grade of 32%. Mining was stopped and then resumed in 1912 to 1914 with an unsuccessful attempt to leach copper.
- With the start of the World War I in 1914, there was a search for new copper deposits and several geologists visited Antamina, including E. Diez Canseco, D. J. McLaughlin, J. L. Gilden, and A. H. Means.
- In 1925 A. H. Means visited Antamina for Northern Perú Copper and recommended a diamond drill program. Eight holes (totaling 780 metres) were drilled looking for a porphyry copper deposit and Northern Perú Copper dropped the property after failing to obtain favorable results.

CERRO DE PASCO 1952–1971

- The Cerro de Pasco Corporation was the first company to carry out exploratory work of any magnitude. Its work was confined to the steep slopes on the East side of the deposit where the topography allowed easy underground access by means of adits, at several levels.
- Some 32 diamond drill holes totaling 3,200 metres, were completed, 18 from surface and 14 from underground. In addition, Cerro drifted and crosscut 4,300 metres within the eastern zone and drove raises totaling 220 metres in the heart of the zone. The objective was to prove up a high-grade copper deposit and to this end; Cerro defined over one million tonnes averaging better than 3.0% copper and a lower grade reserve of 10 million tonnes.
- On October 30, 1970, all of the mining assets owned by Cerro were transferred to the Government of Perú.

MINERO PERÚ AND GEOMIN 1971–1981

- Following expropriation, 2,200 hectares of mining rights were passed to Minero Perú, the mining administration agency of the Government of Perú, which in 1974 formed the Empresa Minera Especial ("**EME**") in partnership with the Government of Romania mining agency called Geomin.
- EME carried out a careful and methodical program of work on the property culminating in a full feasibility study. The caliber of the work done is high and although much of it required updating, the resulting database provided a firm base to build on.
- EME completed a series of full feasibility studies of Antamina based on the proven and probable reserves determined from the drilling and underground sampling. The studies included full engineering appraisals of all aspects, including open pit design, mine equipment selection, concentrator design, all surface facilities, local social impact, geotechnical studies, marketing and economic analysis, et cetera. Bench and pilot plant metallurgical work was done in the period 1975 to 1978 in Romania.
- Several studies were completed at different mining rates. The basic mining plan involved an initial open pit producing 10,000 tonnes per day of ore for seven years then 20,000 tonnes per day for 13 years. EME update the initial study in 1978, 1979 and 1982. Lower rates of production were addressed from 2,500 to 5,000 tonnes per day, with the objective of limiting the capital investment.

1981–PRESENT DAY

- Due to its failure to finance the project, EME was disbanded in the 1981-82 period. In the ensuing years, Minero Perú continued its studies to the extent that there were over 100 reports on the project.
- In 1992, Minero Perú used the above studies as a basis for an attempt to market Antamina and produced an Investment Compendium that was not widely circulated, and the sales effort failed.
- Then as socio-economic conditions improved under President Fujimori, the Antamina Mine property was transferred to Centromin and became part of its sale package in 1993.
- In 1995 and 1996 Rio Algom Limited and Inmet Mining Corporation, both of Canada, conducted extensive reviews of the project culminating in the formation of a partnership to bid on Antamina and the subsequent successful bid in early 1996. Shortly afterward Rio Algom and Inmet formed CMA as a 50:50 owned company.
- In 1998 Inmet sold its interest in CMA to two other Canadian companies and CMA was restructured under an ownership of 37.5% Rio Algom, 37.5% Noranda Inc., and 25% Teck Corporation. In 1999, the ownership was further modified as each of the three partners sold 10% of their interest to Mitsubishi Corporation, resulting in the ownership of 33.75% Rio Algom, 33.75% Noranda, 22.50% Teck, and 10% Mitsubishi.

- In 2000, Billiton Plc of Great Britain bought 100% of Rio Algom Limited thereby effectively becoming one of the partners. In 2001 BHP Limited merged with Billiton PLC forming BHP Billiton Group. Teck Corporation and Cominco Limited merged in 2001 forming Teck Cominco Limited (now Teck Resources Ltd.). In 2005 Noranda Inc. amalgamated with Falconbridge Limited with the resulting company called Falconbridge Limited. In November 2006 Xstrata acquired Falconbridge Limited and became one of the owners.

Geological Setting, Mineralization and Deposit Types

The Antamina Mine polymetallic deposit is skarn-hosted. It is unusual in its persistent mineralization and predictable zonation and has a southwest-northeast strike length of more than 2,500 metres and a width of up to 1,000 metres. The skarn is well-zoned symmetrically on either side of the central intrusion with the zoning used as the basis for four major subdivisions being a brown garnet skarn, green garnet skarn, wollastonite/diopside/green garnet skarn and a marbleized limestone with veins or mantos of wollastonite. Other types of skarn, including the massive sulphides, massive magnetite, and chlorite skarn, represent the remainder of the skarn and are randomly distributed throughout the deposit. The variability of ore types can result in significant changes in the relative proportions of copper and zinc produced in any given year.

Exploration Drilling

In 2022, the drilling program consisted of 44 directional drillholes totalling 17,563 metres and 18 traditional drillholes totalling 8,129 metres. The total program consisted of approximately 25,692 metres completed within the Antamina pit. For diamond core, three-metre samples on average of half core (HQ or NQ) are collected and prepared for assay at an external laboratory. The remaining half of the core is retained for future reference. The assay program includes approximately 20% of quality-control samples, comprising reference materials, duplicates and blanks, as well as samples for external control at a secondary laboratory. The reference materials consist of matrix-matched material from Antamina, homogenized and certified in accordance with industry practice.

Mineral Resource and Mineral Reserve Estimates

The Mineral Reserves and Mineral Resources for the Antamina deposit as of December 31, 2022, are as follows (on 100% basis):

MINERAL RESERVES as at December 31, 2022 (1)								
	Proven		Probable		Total		Recoverable Metal (000 t) (3)	Horizon Interest (%)
	Tonnes (000's)	Grade (%)	Tonnes (000's)	Grade (%)	Tonnes (000's)	Grade (%)		
COPPER								
Copper only ore OP	114,700	0.90	73,700	0.98	188,400	0.93	1,644	1.66
Copper-zinc ore OP	40,700	0.90	53,000	0.99	93,800	0.95	756	1.66
TOTAL:	**155,400**	**0.90**	**126,800**	**0.99**	**282,200**	**0.94**	**2,400**	**1.66**
MOLYBDENUM								
Copper only ore OP	114,700	0.036	73,700	0.034	188,400	0.035	44	1.66
ZINC								
Copper-zinc ore OP	40,700	1.9	53,000	1.9	93,800	1.9	1,511	1.66

MINERAL RESERVES as at December 31, 2022 (1)								
	Proven		Probable		Total		Recoverable Metal (000 oz) (3)	Horizon Interest (%)
	Tonnes (000's)	Grade (g/t) (4)	Tonnes (000's)	Grade (g/t) (4)	Tonnes (000's)	Grade (g/t) (4)		
SILVER								
Copper only ore OP	114,700	7.0	73,700	8.4	188,400	7.5	37,733	1.66
Copper-zinc ore OP	40,700	13.2	53,000	15.0	93,800	14.2	36,533	1.66
TOTAL:	**155,400**	**8.6**	**126,800**	**11.2**	**282,200**	**9.8**	**74,266**	**1.66**

MINERAL RESOURCES as at December 31, 2022 [(1)]							
	Measured		Indicated		Inferred		Horizon Interest (%)
	Tonnes (000's)	Grade (%)	Tonnes (000's)	Grade (%)	Tonnes (000's)	Grade (%)	
COPPER							
Copper only ore OP	87,900	0.71	320,600	0.79	603,500	0.85	1.66
Copper-zinc ore OP	37,800	0.74	160,100	0.99	224,500	1.08	1.66
Copper only ore UG					251,200	1.28	1.66
Copper-zinc ore UG					165,600	1.14	1.66
TOTAL:	**125,800**	**0.72**	**480,600**	**0.86**	**1,244,800**	**1.02**	**1.66**
MOLYBDENUM							
Copper only ore OP	87,900	0.018	320,600	0.024	603,500	0.024	1.66
Copper only ore UG					251,200	0.018	1.66
TOTAL:	**87,900**	**0.018**	**320,600**	**0.024**	**854,600**	**0.022**	**1.66**
ZINC							
Copper-zinc ore OP	37,800	1.5	160,100	1.7	224,500	1.5	1.66
Copper-zinc ore UG					165,600	1.4	1.66
TOTAL:	**37,800**	**1.5**	**160,100**	**1.7**	**390,100**	**1.5**	**1.66**

MINERAL RESOURCES as at December 31, 2022 [(1)]							
	Measured		Indicated		Inferred		Horizon Interest (%)
	Tonnes (000's)	Grade (g/t) [(4)]	Tonnes (000's)	Grade (g/t) [(4)]	Tonnes (000's)	Grade (g/t) [(4)]	
SILVER							
Copper only ore OP	87,900	7.7	320,600	8.8	603,500	8.2	1.66
Copper-zinc ore OP	37,800	20.8	160,100	18.5	224,500	16.3	1.66
Copper only ore UG					251,200	12.1	1.66
Copper-zinc ore UG					165,600	16.1	1.66
TOTAL:	**125,800**	**11.6**	**480,600**	**12.0**	**1,244,800**	**11.5**	**1.66**

NOTES TO THE ABOVE MINERAL RESERVES AND MINERAL RESOURCES TABLES:

(1) All Mineral Reserves and Mineral Resources conform to NI 43-101 and CIM definitions for same.
(2) Mineral Reserves and Mineral Resources are mine and property totals and are not limited to interests attributable to Teck or Horizon.
(3) Recoverable metal refers to the amount of metal contained in concentrate or cathode copper. For the purposes of the above Mineral Reserves and Mineral Resources tables, recoverable metal has been re-calculated by the Company on a 100% basis (utilizing the figures disclosed in the Teck AIF for Teck's 22.5% share of the recoverable metal at the Antamina Mine).
(4) g/t = grams per tonne.
(5) Open pit Mineral Reserve estimates were prepared assuming long-term metal prices of $3.30 per pound copper, $1.10 per pound zinc, $9.30 per pound molybdenum and $20.70 per ounce silver.
(6) Open pit and underground Mineral Resource estimates were prepared assuming long-term metal prices of $3.30 per pound copper, $1.20 per pound zinc, $13.10 per pound molybdenum and $24.50 per ounce silver.

(7) Cut-off grades at Antamina are based on the net value before taxes that the relevant material is expected to generate per hour of concentrator operation at assumed prices and vary by year in an effort to maximize the net present value of the pit.
(8) Mineral Reserves are tailings capacity constrained and the decrease of 53 million tonnes compared to 2021 is primarily due to depletion from planned mining operations. Mineral Resources reported for 2022 are virtually unchanged from 2021.
(9) Totals may not add up due to rounding.
(10) Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
(11) Mineral Resources are reported separately from, and **DO NOT** include, that portion of the Mineral Resources classified as Mineral Reserves.

Teck states in the Teck AIF that, except as expressly described elsewhere in their AIF, there are no known environmental, permitting, legal, title, taxation, socio-political, marketing or other issues that are currently expected to materially affect the stated Mineral Reserves or Mineral Resources. They also state in the Teck AIF that they face risks from the fact that at the Antamina Mine, they are a minority partner and certain major decisions may be made without their consent, meaning they may not have control over a number of factors, including, timing and amount of capital and operating expenditures, operation and production decisions, risk management and other operational practices.

Mining Operations

The Antamina Mine is a large open pit, truck-and-shovel operation using standard mining equipment and methods. Drilling is done with large rotary drills and blasting uses bulk explosives. Electric cable shovels and haul trucks do the principal material movement mining in 15 metres benches.

Waste is hauled to final deposition on large waste dumps in areas outside the ultimate pit. Ore is either delivered directly to the Primary Crusher (located south of the pit in the Antamina valley) or to a stockpile for later feeding to the crusher. The long-term operational strategy is currently based on the use of a variable cut-off grade over time to improve the Net Present Value of the project. As a consequence of this strategy, large ore stockpiles are created and then reclaimed through the life of the operation. This strategy is reviewed annually.

Processing and Recovery Operations

The ore is crushed within the pit and conveyed through a 2.7 kilometre tunnel to a coarse ore stockpile at the mill. It is then processed utilizing two SAG mills, followed by ball mill grinding and flotation to produce separate copper, zinc molybdenum and lead/bismuth concentrates. The mill has the capacity to process approximately 145,000 tonnes per day, depending on the ore hardness. A 302-kilometre-long slurry concentrate pipeline, approximately 22 centimetres in diameter with a single pump station at the mine site, transports copper and zinc concentrates to the port where they are dewatered and stored prior to loading into vessels for shipment to smelters and refineries worldwide.

Production

On a 100% basis, Antamina's copper production in 2022 was 454,800 tonnes, compared to 445,300 tonnes in 2021. Zinc production was 433,000 tonnes in 2022, a decrease from 462,200 tonnes in 2021. Differences in copper and zinc production from 2021 were the result of variations in ore feed and specifically a lower portion of copper-zinc ores in 2022. In 2022, molybdenum production was 6.9 million pounds as compared to 4.9 million pounds in 2021.

CMA has entered into long-term off-take agreements with affiliates of the Antamina shareholders on market terms for copper, zinc and molybdenum concentrates.

Taxation

In Peru, the mining tax regime includes the Special Mining Tax and the Modified Mining Royalty which apply to CMA's operating margin based on a progressive sliding scale ranging from 3% to 20.4%. CMA is also subject to Peruvian income tax.

Mine Life

Based on currently permitted tailings storage capacity, the mine life is expected to continue until 2028. CMA is currently conducting engineering studies for additional tailings storage options and alternative mine plans that could result in significant mine life extensions. Any mine life extension will require a modification of Antamina's current Environmental Impact Assessment certificate. In 2022, CMA submitted a MEIA (Modification of Environmental Impact Assessment) to Peruvian regulators to extend its mine life from 2028 to 2036. The regulatory review process is progressing as scheduled, with approval anticipated in the second half of 2023.

Capital and Operating Costs[1]

On 100% basis, the 2023 projected capital costs for the Antamina Mine were approximately $1,066 million. The major components of the 2023 projected capital costs are:

Component	Approximate projected cost ($ million)
Sustaining	533
Growth	89
Capital Stripping	444
Total	**1,066**

On 100% basis, the 2023 projected cash operating costs for the Antamina Mine were approximately $1,111 million. The major components of the 2023 projected cash operating costs are:

Component	Approximate projected cost ($ million)
Labour	578
Supplies	533
Energy	355
Other (including general & administrative, inventory changes)	89
Less amounts associated with projected capitalized stripping	(444)
Total	**1,111**

The 2023 projected cash operating costs presented above did not include transportation or royalties.

1) All amounts in this section are calculated on a 100% basis from Teck's 22.5% share of the projected capital costs and projected cash operating costs for the Antamina Mine as disclosed in the Teck AIF.

Dividends

The Company currently intends to retain future earnings, if any, for use in its business and does not anticipate paying dividends on the Common Shares in the foreseeable future. Any determination to pay any future dividends will remain at the discretion of the Board and will be made taking into account its financial condition and other factors deemed relevant by the Board. The Company has not paid any dividends since its incorporation.

Description of Capital Structure

Common Shares

The authorized share capital of the Company consists of an unlimited number of Common Shares. As of December 31, 2022, 74,927,903 Common Shares were issued and outstanding. As of August 1, 2023, **86,100,252** Common Shares are issued and outstanding.

Holders of Common Shares are entitled to receive notice of any meetings of shareholders of the Company, to attend and to cast one vote per Common Share at all such meetings. Holders of Common Shares do not have cumulative voting rights with respect to the election of Directors and, accordingly, holders of a majority of the Common Shares entitled to vote in any election of Directors may elect all Directors standing for election. Holders of Common Shares are entitled to receive on a pro rata basis such dividends, if any, as and when declared by the Board at its discretion from funds legally available therefor and upon the liquidation, dissolution or winding up of the Company are entitled to receive on a pro rata basis the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro rata basis with the holders of Common Shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

Warrants

Publicly Traded Warrants

As at December 31, 2022, and as of the date hereof, the Company had no publicly traded warrants outstanding.

Non-Publicly Traded Warrants

As of December 31, 2022, and as of the date hereof, the Company has 1,144,570 of the 2020 Warrants outstanding, which were issued by the Company on July 13, 2020, and which 2020 Warrants are exercisable at a price of C$0.35 per Common Share until July 13, 2025.

As of December 31, 2022, and as of the date hereof, the Company has 35,595,593 of the 2022 Warrants outstanding, which were issued by the Company on September 1, 2022, and which 2022 Warrants are exercisable at a price of C$0.80 per Common Share until September 1, 2027.

As of the date hereof, the Company has 4,189,250 of the 2023 Warrants outstanding, which were issued by the Company on June 15, 2023, and which 2023 Warrants are exercisable at a price of C$1.10 per Common Share until June 15, 2027.

Trading Price and Volume and Prior Sales

Common Shares

The following table sets forth information relating to the trading of the Common Shares on the TSXV for the most recently completed financial year. The Common Shares, which formerly traded under the symbol "**RNP**", were halted for trading by the TSXV on February 17, 2022, in connection with the Company's LOI with Sandstorm as discussed in this AIF. The Common Shares subsequently re-commenced trading on the TSXV on June 21, 2023, under the symbol "**HCU**".

Month	High (C$)	Low (C$)	Volume
January 2022	0.60	0.58	20,509
February 1 – 17, 2022	0.60	0.55	7,000
March 2022	N/A	N/A	NIL
April 2022	N/A	N/A	NIL
May 2022	N/A	N/A	NIL
June 2022	N/A	N/A	NIL
July 2022	N/A	N/A	NIL
August 2022	N/A	N/A	NIL
September 2022	N/A	N/A	NIL
October 2022	N/A	N/A	NIL
November 2022	N/A	N/A	NIL
December 2022	N/A	N/A	NIL

As noted above, the Common Shares were not trading on the TSXV on December 30, 2022 (being the last day of trading in 2022). The closing price of the Common Shares as quoted by the TSXV on August 1, 2023, was C$0.80.

Warrants

The following table summarizes details of warrants issued by the Company during the financial year ended December 31, 2022.

Month of Issuance	Security	Price per Security (1)	Number of Securities
September 2022	2022 Warrants	C$0.80	35,595,593

(1) Exercise price of the 2022 Warrants.
(2) The Company currently has an aggregate of 40,929,413 total warrants outstanding, which includes the 2020 Warrants, the 2022 Warrants and the 2023 Warrants, all as described above in this AIF.

Directors and Officers

The following table sets forth the name, province/state and country of residence, position held with the Company and principal occupation of each person, during the preceeding five years, who is a Director and/or an executive officer of the Company.

Name Province/State and Country of Residence	Position(s) with the Company	Principal Occupation
Nolan Watson British Columbia, Canada	Director and Chairman of the Board since June 2016	President and Chief Executive Officer of Sandstorm Gold Ltd.
Erfan Kazemi British Columbia, Canada	President, Chief Executive Officer and Director since August 2022	President and Chief Executive Officer of the Company since August 2022; Chief Financial Officer of Sandstorm Gold Ltd.
Justin Currie (1) British Columbia, Canada	Director since February 2016.	Principal at Legacy Business Advisory Services
H. Clark Hollands (1) British Columbia, Canada	Director since February 2016	Chief Executive Officer of HB Strategies Inc., a private investment company
Bianca Goodloe California, USA	Director since August 2022	Managing Partner at Goodloe Law LLP
Patricia Mohr (1) British Columbia, Canada	Director since June 2023	Economist and Commodity Market Specialist
Craig McMillan British Columbia, Canada	Chief Financial Officer since August 2022	Chief Financial Officer of the Company since August 2022; July 2009 to May 2022 - a partner in the Assurance practice of PricewaterhouseCoopers LLP

(1) Member of the Audit Committee.

Each Director's term of office expires at the next annual meeting of shareholders of the Company or when his/her successor is duly elected or appointed, unless his/her term ends earlier in accordance with the articles of the Company, he/she resigns from office or he/she becomes disqualified to act as a Director of the Company.

The principal occupations, businesses or employments of each of the Company's Directors and executive officers are disclosed in the brief biographies set forth below.

Erfan Kazemi — President and Chief Executive Officer. Mr. Kazemi has been the President and Chief Executive Officer of the Company since August 31, 2022. Since August 2011, Mr. Kazemi has been the Chief Financial Officer of Sandstorm. On June 6, 2018, Mr. Kazemi became a director of Bear Creek Mining Corporation, a leading Peru-focused silver exploration and development company. In the community, Mr. Kazemi is a former member of the Vancouver Public Library Board and of the University of British Columbia Board of Governors. Mr. Kazemi is a Chartered Financial Analyst charter holder, a Chartered Professional Accountant and he also holds a Bachelor of Science (Mathematics) from the University of British Columbia.

Nolan Watson — Chairman and Director. Mr. Watson, a co-founder of Sandstorm, has been the President and Chief Executive Officer of Sandstorm since September 2008 and was its Chairman from January 2013 to March 2016. Mr. Watson is a Chartered Financial Analyst charter holder, a Fellow of the Chartered Professional Accountants of British Columbia (Valedictorian), and he holds a Bachelor of Commerce degree (with honours) from the University of British Columbia. He is also the President of Nations Cry, a charity focused on education-based development in Sierra Leone, West Africa.

H. Clark Hollands — Director. Mr. Hollands obtained his B. Comm. from the University of British Columbia in 1975, his CA designation in 1977 and his FCA designation in 2008, which he held until his retirement in 2022. He spent 25 years of his professional career as an international tax partner with KPMG LLP in Vancouver advising many significant Canadian based multi-national groups and large public companies on their international tax arrangements. Mr. Hollands left private practice in 2008 to devote most of his time to a variety of business and investment interests in which he is a partner and to devote more time to his family and several charitable foundations. He also serves as a director and advisor to several other large Canadian based private foundations.

Justin Currie — Director. Mr. Currie was the CEO of the Company from February 2016 to August 2022. Prior to joining the Company, Mr. Currie held senior management positions including Chief Operating Officer at Cascade Aerospace, CEO of TVE Industrial Services Ltd. and VP Finance at Conair Group Ltd. Mr. Currie is an experienced executive and his work has required extensive review and analysis of financial statements. Mr. Currie graduated from the Sprott School of Business at Carleton University with a Bachelor of Commerce degree in 1995. He has been a member of the Chartered Professional Accountants of British Columbia since 1998.

Bianca Goodloe — Director. Ms. Goodloe is a member of the California Bar Association, the New York Bar Association, and a Foreign Registered Advocate with the European Union. Having worked at the top global and magic circle law firms Weil, Gotshal & Manges, LLP and Linklaters (in Prague, Berlin and London), Ms. Goodloe has years of experience in film finance, entertainment law and intellectual property, having also worked in development and production prior to practicing law. Ms. Goodloe holds a law degree from the New York Law School (2000) and founded the law practice of Goodloe Law in 2003, and she is its Managing Partner. She is also an adjunct professor at New York University and University of California Los Angeles.

Patricia Mohr – Director. Ms. Mohr is the former Vice-President, Economics and Commodity Market Specialist at Scotiabank where she spent over three decades working closely with corporate and investment banking, and with global risk management preparing the metal and oil & gas price forecasts for credit evaluations. Ms. Mohr developed the Scotiabank Commodity Price Index – the first Index designed to measure price trends for Canadian commodities in export markets – and wrote a widely-read report on the commodity price outlook. She is the founder of Mohr & Company Critical Metals Inc., where she serves as President. Ms. Mohr maintains a close interest in the prospects for electric vehicle battery metals and renewable energy – key to global decarbonization. She has served on a number of boards, including Avalon Advanced Materials Inc. and TECH-X Resources, as well as the Centre for Research & Innovation in the Bio-Economy (CRIBE), Emissions Reduction Alberta, and the Greater Vancouver Board of Trade. Ms. Mohr holds both a Master of Arts (Economics) and a Bachelor of Arts (Honours - Economics) from the University of British Columbia.

Craig McMillan - Chief Financial Officer. Mr. McMillan has been the Chief Financial Officer of the Company since August 2022. From July 2009 to May 2022, Mr. McMillan was a partner in the Assurance practice of PricewaterhouseCoopers LLP where he led the audits of Canadian and US listed multinational entities with a focus on companies within the mining sector as well as providing services related to capital market transactions, IPOs, internal controls and accounting advice. Mr. McMillan is a Chartered Professional Accountant in British Columbia and a Fellow of the Institute of Chartered Accountants in England and Wales. He also holds a Bachelor of Arts (Mathematics and Economics) from the University of Durham, United Kingdom.

As at August 1, 2023, the Directors and executive officers of the Company, as a group, beneficially owned, directly and indirectly, or exercised control or direction over, 6,320,002 Common Shares, representing approximately 7.3% of the total number of Common Shares outstanding before giving effect to the vesting of restricted share rights or the exercise of options or warrants to purchase Common Shares held by such Directors and executive officers.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Company, no Director or executive officer of the Company, is, or within ten years prior to the date of this AIF has been, a director, chief executive officer or chief financial officer of any company (including the Company) that,

i. was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the Director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

ii. was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the Director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No Director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially control of the Company,

i. is, or within ten years prior to the date of this AIF has been, a director or executive officer of any company (including the 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 ten years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the Director, executive officer or shareholder.

No Director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to (i) 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 (ii) 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.

Conflicts of Interest

To the best of the Company's knowledge, and other than as disclosed in this AIF, there are no known existing or potential material conflicts of interest between the Company and any Director or officer of the Company, except that certain of the Directors and officers serve as directors and officers of other public companies and therefore it is 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. See "*Description of the Business - Risk Factors - Risks Relating to the Company - Conflicts of Interest*".

Interest of Management and Others in Material Transactions

Other than as described in this AIF, no Directors, executive officers or principal shareholders of the Company or any associate or affiliate of the foregoing have had any material interest, direct or indirect, in any transactions in which the Company has participated since January 1, 2020, which has materially affected or is reasonably expected to materially affect the Company.

Transfer Agent and Registrar

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

Material Contracts

The only material contracts entered into by the Company within the financial period ended December 31, 2022, or since such time or before such time that are still in effect, other than in the ordinary course of business, are as follows:

1. The **Hod Maden/Peninsula Acquisition Agreement -** See "*General Development of the Business — Year Ended December 31, 2022*" for further details;

2. The **Antamina Acquisition Agreement (Antamina NPI) -** See "*General Development of the Business — Subsequent Events to the Year Ended December 31, 2022*" for further details;

3. The **Hod Maden Gold Stream** agreement **-** See "*General Development of the Business — Year Ended December 31, 2022*" for further details; and

4. The **Investor Rights Agreement -** See "*General Development of the Business — Year Ended December 31, 2022*" for further details.

Interests of Experts

Qualified Persons Under NI 43-101

Imola Götz, M.Sc., P.Eng, F.E.C., Vice President, Mining & Engineering of Sandstorm, a qualified person under NI 43-101, has reviewed and approved the scientific and technical information contained herein in respect of the Antamina Mine and, except as otherwise provided in this AIF, has reviewed and approved all other information of a scientific or technical nature contained in this AIF not otherwise reviewed and approved by any other named expert.

As of the date hereof, Ms. Götz is the Vice President, Mining & Engineering of Sandstorm and she is an employee of Sandstorm. Ms. Götz is not an employee, Director or officer of the Company. She held either less than 1% of the outstanding Common Shares or no securities of the Company or of any associate or affiliate of the Company at the time of preparation of the respective reports and/or at the time of the preparation of the technical information contained in this AIF and did not receive any direct or indirect interest in any securities of the Company or of any associate or affiliate of the Company. Ms. Götz is currently not expected to be elected, appointed or employed as a Director or officer of the Company or of any associate or affiliate of the Company.

Auditors

PricewaterhouseCoopers LLP, Chartered Professional Accountants ("**PwC**"), the Company's independent auditors, have issued an independent auditor's report dated February 16, 2023, with respect to the Company's annual consolidated financial statements as at and for the year ended December 31, 2022. KPMG LLP, the Company's former independent auditors, issued an independent auditor's report dated April 11, 2022, on the Company's annual consolidated financial statements as at and for the year ended December 31, 2021. PwC has advised that they are independent with respect to the Company within the meaning of the Chartered Professional Accountants of British Columbia Code of Professional Conduct.

Audit Committee

The Company's Audit Committee is responsible for monitoring the Company's systems and procedures for financial reporting and internal control, reviewing certain public disclosure documents and monitoring the performance and independence of the Company's external auditors. The Audit Committee is also responsible for reviewing the Company's annual audited financial statements, unaudited quarterly financial statements and management's discussion and analysis of financial results of operations for both annual and interim financial statements and review of related operations prior to their approval by the full Board.

The Audit Committee's charter sets out its responsibilities and duties, qualifications for membership, procedures for committee member removal and appointment and reporting to the Board. A copy of the Audit Committee's charter is attached as Schedule "A" to this AIF.

The following are the current members of the Audit Committee:

H. Clark Hollands (Chair)	Independent (1)	Financially literate (1)
Justin Currie	Not Independent (1)	Financially literate (1)
Patricia Mohr	Independent (1)	Financially literate (1)

(1) As defined by National Instrument 52-110 *Audit Committees* ("**NI 52-110**").

Relevant Education and Experience

As noted above, each member of the Audit Committee is financially literate, i.e. has the ability to read and understand financial statements. Collectively, the Audit Committee members have the education and experience to fulfill their responsibilities as outlined in the Audit Committee Charter.

Set out below is a general description of the education and experience of each Audit Committee member which is relevant to the performance of his/her responsibilities as an Audit Committee member.

***H. Clark Hollands* –** Mr. Hollands obtained his B. Comm. from the University of British Columbia in 1975, his CA designation in 1977 and his FCA designation in 2008. He spent 25 years of his professional career as an international tax partner with KPMG LLP in Vancouver advising many significant Canadian based multi-national groups and large public companies on their international tax arrangements. Mr. Hollands left private practice in 2008 to devote most of his time to a variety of business and investment interests in which he is a partner and to devote more time to his family and several charitable foundations. He also serves as a director and advisor to several other large Canadian based private foundations.

***Justin Currie* –** Mr. Currie is a Chartered Professional Accountant and was the CEO of the Company from February 2016 to August 2022. Prior to joining the Company, Mr. Currie held senior management positions including Chief Operating Officer at Cascade Aerospace, CEO of TVE Industrial Services Ltd. and VP Finance at Conair Group Ltd. Mr. Currie is an experienced executive and his work has required extensive review and analysis of financial statements. Mr. Currie graduated from the Sprott School of Business at Carleton University with a Bachelor of Commerce degree in 1995. He has been a member of the Chartered Professional Accountants of British Columbia since 1998.

***Patricia Mohr* –** Ms. Mohr is the former Vice-President, Economics and Commodity Market Specialist at Scotiabank where she spent over three decades working closely with corporate and investment banking, and with global risk management. Ms. Mohr developed the Scotiabank Commodity Price Index, which was the first index designed to measure price trends for Canadian commodities in export markets. She is the founder of Mohr & Company Critical Metals Inc., where she serves as President. Ms. Mohr maintains a close interest in the prospects for electric vehicle battery metals and renewable energy – key to global decarbonization.

Exemption in Section 6.1 of NI 52-110

The Company is a venture issuer as defined in NI 52-110 and is relying on the exemption in Section 6.1 of NI 52-110 from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 *(De Minimis Non-audit Services)*, or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*).

Audit Committee Oversight

At no time since the commencement of the Company’s most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

The Audit Committee’s charter sets out responsibilities regarding the provision of non-audit services by the Company’s external auditors.

External Auditor Service Fees

The aggregate fees billed by the Company's external auditors in each of the last two financial years are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2022	C$147,928 (1)	C$27,820 (1)	NIL	NIL
2021	C$33,000 (2)	NIL	NIL	NIL

(1) During the fiscal year ended December 31, 2022, the Company paid C$60,990 in audit fees and C$27,820 in audit related fees pertaining to the Company’s 2022 management’s information circular to PricewaterhouseCoopers LLP (the Company’s current auditors) and C$86,938 in audit fees to KPMG LLP (the Company’s former auditors).

(2) During the fiscal year ended December 31, 2021, the Company paid C$33,000 in audit fees to KPMG LLP (the Company’s former auditors).

Additional Information

Additional information relating to the Company can be found on SEDAR+ at 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 is contained in the management information circular of the Company dated May 2, 2023, and filed on SEDAR+ at www.sedarplus.ca, which was prepared in connection with the Company's 2023 annual meeting of shareholders held on June 9, 2023. Additional financial information is provided in the Company's audited consolidated financial statements and management's discussion and analysis for the financial year ended December 31, 2022.

SCHEDULE "A"

HORIZON COPPER CORP.
(the "Company")

The following is the text of the Audit Committee Charter of the Company:

AUDIT COMMITTEE CHARTER

I. Purpose

The main objective of the Audit Committee is to act as a liaison between the board of directors and the Company's independent auditor (the "auditor") and to assist the board of directors in fulfilling its oversight responsibilities with respect to the financial statements and other financial information provided by the Company to its shareholders and others.

II. Organization

The Committee shall consist of three or more directors and shall satisfy the laws governing the Company and the independence, financial literacy, expertise and experience requirements under applicable securities law, stock exchange requests and any other regulatory requirements applicable to the Audit Committee of the Company.

The members of the Committee and the Chair of the Committee shall be appointed by the board of directors. A majority of the members of the Committee shall constitute a quorum. A majority of the members of the Committee shall be empowered to act on behalf of the Committee. Matters decided by the Committee shall be decided by majority votes.

Any member of the Committee may be removed or replaced at any time by the board of directors and shall cease to be a member of the Committee as soon as such member ceases to be a director.

The Committee may form and delegate authority to subcommittees when appropriate.

III. Meetings

The Committee shall meet as frequently as circumstances require.

The Committee may invite, from time to time, such persons as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee.

The Company's accounting and financial officer(s) and the auditor shall attend any meeting when requested to do so by the Chair of the Committee.

IV. Responsibilities

1) The Committee shall recommend to the board of directors:

(a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and

(b) the compensation of the external auditor.

2) The Committee shall be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting.

3) The Committee must pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor.

4) The Committee must review the Company's financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information.

5) The Committee must be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in subsection (4), and must periodically assess the adequacy of those procedures.

6) The Committee must establish procedures for:

(a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and

(b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

7) An Audit Committee must review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer.

V. Authority

The Committee shall have the following authority:

(a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,

(b) to set and pay the compensation for any advisors employed by the Committee, and

(c) to communicate directly with the external auditor.

APPROVED by the Board of Directors on OCTOBER 22, 2012.