ANNUAL INFORMATION FORM
of
KINCORA COPPER LIMITED
FOR THE YEAR ENDED
DECEMBER 31, 2021

March 30, 2022

DEFINITIONS AND OTHER INFORMATION

Currency

In this Annual Information Form, all funds are quoted in Canadian dollars unless otherwise indicated. References to “$” and “CDN$” are to Canadian dollars.

Defined Terms and Abbreviations

In this Annual Information Form, unless the subject matter or context is inconsistent therewith, the following terms shall have the meanings set forth below:

"**Affiliate**", a company is an "Affiliate" of another company if (a) one of them is the subsidiary of the other, or (b) each of them is controlled by the same Person. A company is "controlled" by a Person if (a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person, and (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company. A Person beneficially owns securities that are beneficially owned by (a) a company controlled by that Person, or (b) an Affiliate of that Person or an Affiliate of any company controlled by that Person;

"**Associate**" when used to indicate a relationship with a Person, means: (a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to all outstanding voting securities of the issuer, (b) any partner of the Person, (c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which the Person serves as trustee or in a similar capacity, and (d) in the case of a Person who is an individual, (i) that Person's spouse or child, or (ii) any relative of that Person or of his spouse who has the same residence as that Person; but where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D.1.00 of the Exchange with respect to that Member firm, Member corporation or holding company;

“**AIF**” means this Annual Information Form of the Company dated March 30, 2022.

“**BCBCA**” means the *Business Corporations Act* (British Columbia), including the regulations made thereunder, in each case as now in effect and as may be amended or replaced from time to time.

“**Board**” means the board of directors of the Company.

“**Calendar Year 2021**” means the Company’s calendar year ending December 31, 2021.

“**CEO**” means the Chief Executive Officer of the Company.

“**Common Shares**” means the common shares in the capital of the Company.

“**Company**” means Kincora Copper Limited.

"**NI 51-102**" refers to National Instrument 51-102 – Continuous Disclosure Obligations of the Canadian Securities Administrators.

"**NI 52-110**" refers to National Instrument 52-110 – Audit Committees of the Canadian Securities Administrators.

"**Person**" Includes any individual, firm, partnership, joint venture, venture capital fund, limited liability company, unlimited liability company, association, trust, trustee, executor, administrator, legal personal representative, estate, group, body corporate, corporation, unincorporated association or organization, governmental entity, syndicate or other entity, whether or not having legal status.

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval.

"**Shareholders**" means the holders of the Company's Common Shares.

"**TSXV**" means the TSX Venture Exchange.

KINCORA COPPER LIMITED

ANNUAL INFORMATION FORM

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

Certain statements contained in this AIF and the documents incorporated by reference herein constitute forward-looking information or forward-looking statements (collectively, "**forward-looking statements**") within the meaning of applicable Canadian securities laws.

All statements other than statements of historical facts contained in this AIF, including statements regarding the Company's future results of operations and financial position, business strategy, prospective products and/or services, research and development costs, timing and likelihood of success, plans and objectives of management for future operations, and future results of current and anticipated products are forward-looking statements. These statements involve known and unknown risks, uncertainties and other important factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

Forward-looking statements include statements concerning the Company's current expectations, estimates, projections, assumptions and beliefs, and, in certain cases, can be identified by the use of words such as "seeks", "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might", or "will be taken", "occur" or "be achieved", or the negative forms of any of these words and other similar expressions.

When the Company discusses its strategy, plans, future financial and operating performance, financing plans, growth in cash flow and operating margins, or other events that have not yet happened, the Company is making forward-looking statements. The Company has based the forward-looking statements largely on its current expectations, estimates, assumptions and projections about future events and financial trends that it believes, as of the date of such statements, may affect its business, financial condition and results of operations. Such expectations, estimates, assumptions, and projections, many of which are beyond the Company's control, include, but are not limited to: projections of future financial and operational performance; statements with respect to future events or future performance; anticipated operating costs and revenue; estimates of capital expenditures; and, future demand for and prices of digital currencies.

Forward-looking information is necessarily based on estimates and assumptions that are inherently subject to known and unknown risks, uncertainties and other factors, many of which are beyond the Company's ability to control, that may cause the Company's actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Such factors include, without limitation: the on-going COVID-19 global pandemic, including the rapidly evolving reaction of governments, private sector participants and the public to that pandemic and/or the associated economic impact of that pandemic and the reaction to it that have impacted the Company's operations and plans and will continue to impact the Company's operations and plans for a period of time that remains uncertain; a history of operating losses and negative cash flow; limited operating history; the need for additional financing to sustain and expand our operations; our existing indebtedness, or indebtedness that we may incur in the future,; the inability to successfully implement our business plan; the potential growth of our business may depend upon our ability to consummate strategic acquisitions, which will depend on the availability of, and our ability to identify, suitable candidates; acquisitions we pursue could result in operating and other difficulties relating to integration of new businesses into our existing business, dilution to our shareholders and other consequences harmful to our business; the industry in which we operate is intensely competitive; our industry is subject to significant, rapid changes, and we may fail to anticipate or successfully implement new or evolving technologies, or adopt successful business strategies, distribution methods or services; we may not be successful in developing or launching our online direct-to-consumer distribution platform; we may fail to launch new products and services, in a timely manner or at all, and, when launched, our new products and services may not be commercially successful; our growth relies on market acceptance; our products may not receive favorable reviews or ratings or perform well, and third parties may not, or may not continue to, do business with us or promote our products or services; we are subject to product development risks that could result in delays and additional costs, and we must adapt to changes in software technologies; programming errors or flaws in our products or the third party platforms, consoles and other methods through which our products are distributed could harm our reputation or decrease market acceptance of our products; we are particularly susceptible to adverse economic and other developments in Vancouver, British Columbia; companies and governmental agencies may restrict access to our website, other websites that carry our products, mobile applications or the internet, generally; our business is subject to our ability to develop commercially successful products for the current video game platforms; video game hardware manufacturers set the royalty rates and other fees that we must pay to provide games for their platforms and, therefore, have significant influence on our costs; the global COVID-19 pandemic may negatively affect our business, financial condition, results of operations, cash flow and prospects, and these impacts may persist for an extended period of time or become more pronounced; under International Financial Reporting Standards, we will not be able to consolidate our financial statements with the financial statements of companies in which we own minority equity ownership interests; fluctuations in the value of the U.S. dollar relative to the Canadian dollar may adversely affect our business; changes in tax laws or tax rulings could materially affect our effective tax rates, financial position and results of operations; we cannot guarantee that we will be able to claim investment tax credits in Canada; as a company in the early stages of our development, we rely upon our management team; our future success depends significantly on their continued service and performance, as well as our ability to hire and retain additional competent and skilled management and technical and other personnel; our management team has limited experience managing a public company; we may not be able to manage our potential growth; we use a limited number of suppliers; our results of operations may fluctuate significantly as to our film operations depending upon the timing of television shows and films delivered or made available to various media; our business is subject to a variety of U.S., Canadian and other laws, many of which are unsettled and still developing, and which could subject us to claims or otherwise harm our business; we may be involved in legal proceedings that may result in adverse outcomes; we depend on protection afforded by trademarks and copyrights to protect our intellectual property; we rely on the availability of licenses to intellectual property of third parties, which exposes us to risks over which we have little or no control; intellectual property claims may increase our costs or require us to cease selling affected products; third parties with which we do business process, store and use personal information and other data of consumers of our content, and, as we implement our growth strategy, we may process, store and use such consumer data, which may subject us to governmental regulation and other legal obligations related to privacy and data security, and such third parties' or our actual or perceived failure to comply with such obligations could harm our business; security breaches involving the source code for our products or other sensitive and proprietary information could adversely affect our business; the proliferation of "cheating" programs and scam offers that seek to exploit our games and players affects the game-playing experience and may lead players to stop playing our games; the Company's assumptions as they relate to conversion rates; a lack of demand or interest in the Company's business from influencers; a lack of exclusiveness in what influencers are able to offer; competition from affiliate programs; a lack of resources to run stores; a lack of acceptance of the Company's business model by the market; competition from other stores; an inability to attract gamers; changing market conditions; a lack of adoption by potential customers; a lack of business history; a slow market take-up of the Company's business model; maintaining privacy and HIPAA compliance; risks of information or data security breaches and the costs and procedures necessary to ensure compliance such as training staff, establishing controls, data encryption; device security, vulnerability assessments and data backup procedures; building or creating products that are not marketable; an inability to sustain user growth; partnering with the wrong developer; investing in a platform that cannot be controlled or that is too limited; the Company's relationships with its customers, distributors and business partners; failure to develop new and innovative products; competition; the ability to successfully maintain and enforce our intellectual property rights and defend third-party claims of infringement of their intellectual property rights; the impact of intellectual property litigation that could materially and adversely affect the business; the ability to manage working capital; dependence on or loss of key personnel and the inability to attract and retain qualified personnel; continued growth in key markets; risks related to compliance with laws and regulations and the effect of changes in law and regulatory environment; fluctuations in foreign currency exchange rates; maintaining our listing on the TSXV Venture Exchange; future capital raising efforts may be dilutive to our shareholders, result in increased interest expense in future periods or depress our share price; the price of our common shares may be volatile or may decline regardless of our operating performance; we incur significant costs and demands upon management and accounting and finance resources as a result of complying with the laws and regulations affecting public companies; any failure to establish and maintain adequate internal controls and/or disclosure controls or to recruit, train and retain necessary accounting and finance personnel could have an adverse effect on our ability to accurately and timely prepare our financial statements and otherwise make timely and accurate public disclosure; we are a "foreign private issuer" under U.S. securities laws and, as a result, are subject to disclosure obligations different from requirements applicable to U.S. domestic registrants listed on U.S. OTC Market; we could lose our foreign private issuer status in the future, which could result in significant additional costs and expenses to us; if we were to be a passive foreign investment company for U.S. federal income tax purposes, U.S. holders of our common shares (or securities exercisable for or convertible into our common shares) may suffer adverse tax consequences; we have never paid cash dividends on our common shares, and we do not anticipate paying cash dividends in the foreseeable future; provisions in our articles may prevent efforts by our shareholders to effect a change of control of our company or a change in our management; share price volatility; the costs and requirements of being a public company; the ongoing tax dispute between the Mongolian tax authority and one of the Company's Mongolian subsidiaries; inherent business risk, potential legal disputes and legacy risks from the Company's previous operations, having been listed since 1983, operating in emerging and frontier markets such as Brazil and Mongolia; as well as other risks, uncertainties and other factors, including, without limitation, those referred to in this AIF under the heading "General Development of the Business – Risk Factors" and elsewhere herein.

Forward-looking statements are not a guarantee of future performance but, rather, reflect the Company's current expectations and assumptions, and are subject to a number of known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from those anticipated in such statements. All of the forward-looking statements contained in this Annual Information Form are qualified by these cautionary statements.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking statements, there may be other factors that cause actual results to differ materially from those which are anticipated, estimated, or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Readers are cautioned not to place undue reliance on the forward-looking statements or the assumptions on which the Company's forward-looking statements are based. Readers are further cautioned that the foregoing list of risks and assumptions is not exhaustive and prospective investors should consult the more complete discussion of the Company's business, financial condition and prospects that is included in this AIF, including the documents incorporated by reference herein.

The forward-looking statements reflect current expectations regarding future events and operations and speak only as of the date of this AIF. The Company assumes no obligation to update publicly or otherwise revise any forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking statements, except to the extent required by applicable securities laws. If the Company does update one or more forward-looking statements, no inference should be drawn that the Company will make additional updates with respect to those or other forward-looking statements.

As of the date of this AIF, the impacts of the COVID-19 pandemic continue to unfold. It is not possible for the Company to reliably estimate the length and severity of these impacts and, as a result, many of our estimates and assumptions contained herein required increased judgment and carry a higher degree of variability and volatility. As events continue to evolve and additional information becomes available, the Company's estimates may change materially in future periods. Readers should carefully review these estimates and assumptions, along with the risk factors contained in "General Development of the Business – Risk Factors" below, in light of evolving economic, political and social conditions.

The forward-looking statements contained in this AIF and the documents incorporated by reference herein are expressly qualified in their entirety by the foregoing cautionary statements and those made in our other filings with applicable securities regulators in Canada.

CORPORATE STRUCTURE

Name, Address & Incorporation

Kincora Copper Limited (“the Company” or “Kincora”) was incorporated in British Columbia on September 24, 1983. The Company is engaged in the acquisition and exploration of exploration and evaluation assets. The Company’s shares are listed on the TSX-Venture Exchange (“TSXV”) with CHESS Depositary Interests (“CDIs”) commencing trading on the Australian Securities Exchange (“ASX”) effective March 30, 2021, both under the symbol KCC.

The head office of the Company is located at Suite #400 - 837 West Hastings Street, Vancouver, British Columbia V6C 3N6 and the registered address and records office is located at 25th Floor, 700 West Georgia Street, Vancouver, British Columbia, V7Y 1D3.

Intercorporate Relationships

The Company has seven wholly owned subsidiaries: Kincora Group Ltd (“KGL”), Nadmin IBEX LLC (“Nadmin”), Golden Grouse IBEX LLC (“Golden Grouse”), BSG Investments Inc. (“BSGII”), Game Creek Company Limited (“Game Creek”), Samsul Mineração Ltda. (“Samsul”), Kincora Australia Limited and Kincora Copper Australia Pty Ltd.

GENERAL DEVELOPMENT OF THE BUSINESS

Development of the Business

The Company’s strategy since 2011 has been, and continues to be, undertaking active exploration and project generation activities focused on world-class porphyry related systems, with an immediate focus on the Lachlan Fold Belt (“LFB”) in Australia. Kincora’s core objective is to create value for shareholders through systematic exploration, advancement of its project pipeline and, ultimately, discovery of globally significant copper gold deposits.

The reason for focusing on confirming a new large discovery is that this milestone and stage of project advancement creates the greatest value uplift in the exploration to production lifecycle within the mining industry.

Management considers that the technical team at Kincora has an industry leading track record of major copper and gold discoveries that they are credited with, and knowledge of these systems in the Lachlan Fold Belt with John Holliday recognized as an expert in this region. The teams track record, knowledge and reputation, including with Peter Leaman, VP of Exploration, and other senior team members, means we have a competitive advantage to peers when assessing opportunities and undertaking exploration. Furthermore, gold rich copper porphyry systems are one of the largest metal endowment mineral systems within the hard rock industry, generally providing a very significant (multiple) uplift in value and supportive exist strategy attracting corporate investment from the major copper producers.

In recent times, Kincora undertook the first modern district scale systematic exploration in the Southern Gobi copper gold belt, Mongolia's leading porphyry region. A peak landholding of 13 licences across 1689km^2 was secured, systematically explored and refined to three licences across 321km^2. This strategy has confirmed a large discovery at the Bronze Fox project, which hosts a block model-based exploration target of 416-428Mt grading 0.26-0.30% copper (currently the focus on resource work for a maiden JORC and/or NI 43-101 resource). Kincora has undertaken desktop studies and independent block modelling of a near surface oxide zone potentially supporting a SX-EW (solvent extraction-electrowinning) development project.

Kincora made good and capital efficient progress in Mongolia in 2020 including converting an exploration licence to a mining licence for a key portion of the Bronze Fox Project. In the third quarter of 2020, Kincora commenced a strategic review exploring avenues to involve partners in taking Bronze Fox and the Mongolian portfolio forward and on December 14th, 2020, announced a binding and conditional term sheet with Resilience Mining Mongolia ("RMM"). The framework provides attractive upside to Kincora, backing a well-motivated group, advancing an attractive portfolio and project generation strategy. The deal also enables Kincora to focus on its district scale pipeline and ongoing drilling activities in the LFB, NSW, Australia.

Kincora's core focus going forward is executing a modern systematic exploration strategy in the LFB. The Company has a controlling interest of a district scale portfolio, including advance stage exploration projects, where its near term ambition to become the leading pure play porphyry explorer in Australia's foremost porphyry belt.

The exploration model applied by the Company's technical team, which we consider to be industry leading, applies a robust systematic approach utilising modern exploration techniques supporting high-impact, value add programs underpinned by targets which we consider hold strong indications for world-class scale potential. Systematic and positive advancement of our LFB Project pipeline and successful conclusion of the strategic review of the Mongolian portfolio (including the RMM transaction) are de-risking and value catalysts for the Company.

DESCRIPTION OF THE BUSINESS

General

Kincora's portfolio includes district scale landholdings and scale-able drill ready targets in both Australia and Mongolia's leading porphyry belts, the LFB and Southern Gobi respectively.

During 2021, drilling took place at the Company's Trundle, Nyngan and Fairholme projects in the Central West of New South Wales ("NSW"), with neighbouring explorer drilling testing common geochemical and geophysical anomalies at our Cundumbul project. Furthermore, the Company expanded its project portfolio via the direct application and securing the Mulla gold-copper project (covering 616km^2).

Drilling results have been positive since drilling commenced at Trundle in April 2020, confirming our targeted geological setting, with Trundle situated in the western section of the

Northparkes Intrusive Complex (the Northparkes mine situated in the eastern portion, hosting over 5.5Moz gold and 4.5Mt copper and being Australia's second largest porphyry mine).

Activities are taking place advancing the remainder of the 2,444km^2 project pipeline in NSW, including having completed one hole with State co-operative funding support (for up to A$120,000) for drilling the Nyngan porphyry project and having commenced drilling at the Fairholme gold-base metals project. Subsequent to period end, the Company received a further three project grants for co-operative funding to include the Fairholme, Jemalong and Nevertire projects for total financial support of A$389,500.

The State co-operative funding program is another example of the favourable operating environment Kincora benefits from in NSW, particularly at a time of increasing hurdles and ESG considerations across the industry, and notably in the copper sector.

In Mongolia, during the second half of 2020 the Company gained a mining license for a key portion of the large copper-gold porphyry discovery at the Bronze Fox Intrusive Complex project, which is currently the focus a maiden JORC and/or NI 43-101 resource. Encouraging field results have taken place in both the 2020 and 2021 field seasons at the adjacent Tourmaline Hills Intrusive Complex project, with a new intrusive complex discovered on the southern portion of the same license during 2021 (Shuteen North).

Kincora's Mongolian assets are the focus of an agreement with Resilience Mining Mongolia ("RMM"). The transaction with RMM provides Kincora significant upside to exploration, project generation and development successes for the Mongolia portfolio, and enables a streamline in focus for our NSW portfolio and strategy.

With the Company's jurisdiction focus now on Australian based assets, with a predominately Australian, and Australia based, board and management team, the strategic decision was made to undertake an Initial Public Offering ("IPO") of the ASX.

On March 26th, 2021, the Company was admitted to the official list of the ASX with official quotation of the Company's Chess Depositary Interests ("CDI's") representing fully paid ordinary shares at a ratio of 1:1. The listing commenced on March 30th, 2021 following the Company having raised $9,620,000 (A$10,000,000) pursuant to the offer under its prospectus dated March 1st, 2021 by the issue of 50 million shares (settled on ASX in the form of CDIs) at an issue price of A$0.20 per share.

The Company is a reporting issuer in Ontario, British Columbia and Alberta, Canada, with its common shares trading on the TSX Venture Exchange and CDIs trading on the ASX under the symbol KCC. As at March 30, 2022, the Company has 47.4 million shares on the TSX Venture Exchange and 73.3 million CDIs on the ASX.

Principal Products and Operations

The Company's principal operation is the acquisition and exploration of exploration and evaluation assets and is focused on world-class copper-gold discoveries.

Kincora has corporate offices in Vancouver and Melbourne, an operating office in Ulaanbaatar, current drilling activities at the Trundle and Fairholme projects in NSW and a year-round camp in the Southern Gobi.

Employees

As of the date of this AIF, the Company had fifteen employees (excluding independent directors). The Company's success at exploration and our business model is reliant on the services of key employees and contractors, as well as the development and continued relationships with certain third parties, including geologists, drillers, engineers, metallurgists and other personnel with specialized skill and knowledge.

Corporate Governance

The Kincora Board of Directors is responsible for the overall corporate governance of the Company and is accountable to our shareholders.

A strong team of exploration, finance and management professionals with international, and local Australian and Mongolian experience, the Board is committed to the principles underpinning best practices in corporate governance, applied in a manner that meets the TSX and ASX standards, the standards of the jurisdictions and communities we operate in, and best addresses the Directors' responsibilities to shareholders.

Key committees include:

- **Technical Committee**: is comprised of John Holliday (chair), Peter Leaman (President of Exploration) and Sam Spring (President & CEO), and meets as and when needed to achieve a modern, systematic and cost effective project pipeline of existing projects and reviews of project generation opportunities.

- **Remuneration Committee**: is comprised of Ray Nadarajah (chair) and Cameron McRae (chairman of Kincora) and seeks to provide competitive packages to retain and attract key executives, align all senior executives/directors to the creation of value for shareholders, and minimize the cash overheads of the Company.

- **Audit Committee**: is comprised of Ray Nadarajah (chair), Lewis Marks (non-executive director) and Sam Spring (President & CEO, CFA and CA), to oversee of the financial reporting process, the audit process, the Company's system of internal controls and compliance with laws and regulations.

Kincora management enforces an annually, or as even needed, reviewed Environmental and Social action plan, proactively seeking to engage with key stakeholders, including complying with and reporting to the European Bank for Reconstruction and Development ("EBRD"). In this regard, the Company on a daily basis since late January 2020 has been closely monitoring the development of the novel coronavirus ("COVID-19") and its spread globally.

Early preventative measures were taken and a formal COVID-19 safety and management plan implemented and updated as needed to modify how our contractors and we conduct business, and implement best practise recommendations and policies.

These steps are to protect our staff, contractors and the communities we operate in, in addition to ensuring we are adhering to the formal guidance and requirements of State and Federal health authorities and seeking to financially support the communities we operate in.

Health and safety considerations, and appropriate risk assessments, continue to dictate various project generation functions, exploration and marketing activities.

Commercialisation

The industry in which the Company is involved is subject to domestic and global competition, business and commodity cycle volatility and de-risking as a project is advanced from exploration into studies and ultimately into production. Exploration success would lead to project studies that would need to support the continued systematic advancement towards production. While the Company will act with reasonable care and diligence in its business decisions and operations, exploration faces inherent uncertainty and the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Group's projects and business. The exploration, project studies and any future production operations may not be successful.

Foreign Operations

As at the date of this AIF, the Company has primary current operations in Australia and Mongolia.

Cycles

The Company's operations are not significantly affected by seasonality, but the mining and exploration sector is prone to significant commodity and business cycles.

Specialized Skill and Knowledge

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on senior management, the exploration team and contractors, who are an integral part of the business. The Company's management and board consist of well-balanced skill set and, in our opinion, an industry leading technical team. Should there be resignations, there may be difficulties in recruiting similar high-quality personnel and overall team balance. There can be no assurance given that there will be no negative impact on the Company if one or more of these key team members cease their employment.

Tenure

The Company's business model and major assets relate to rights for mineral exploration. Mining and exploration tenements/licences are subject to periodic renewal. There is no guarantee that current or future tenements, or future applications for production or new exploration tenements will be approved, renewed or renewed in full, and timelines for approval, despite established legislative frameworks in place.

Description of Properties

The Company's exploration and evaluation assets include exploration licenses in the Macquarie Arc and Southern Gobi, and the Bronze Fox mining license in the Southern Gobi. The Macquarie Arc and Southern Gobi are the foremost and world-class copper porphyry belts of Australia and Mongolia respectively.

- ***Macquarie Arc projects – NSW, Australia***
  The Macquarie Arc is situated in the Lachlan Fold Belt ("LFB") and is a world-class gold-copper porphyry belt in which Kincora controls a district scale and strategic 2,444km^2 portfolio, including the only brownfield project (Trundle) held by a listed junior. The exploration pipeline includes the following projects:

  - ***Trundle***
    The Trundle project is located in the Junee-Narromine volcanic belt of the Macquarie Arc, less than 30km from the mill at the Northparkes mines in a brownfield setting within the westerly rift separated part of the Northparkes Igneous Complex ("NIC").
    The project is located 420km west of Sydney and 61km north-west of Parkes in Central West NSW.

    The eastern portion of the NIC hosts a mineral endowment of approximately 24Moz AuEq (at 0.6% Cu and 0.2g/t Au) and is Australia's second largest porphyry mine comprising of 22 discoveries, 9 with positive economics.

    The Trundle project is host to a number of advanced to early stage exploration prospects with a mineral footprint across over a 10km north-south strike included within one single license covering 167km^2.

    Drilling results have been positive since Kincora's drilling commenced at Trundle in April 2020, confirming our targeted geological setting, and making two new intrusive discoveries and most recently a new significant skarn discovery in the southern extension zone of the Trundle Park prospect. At the time of writing Kincora is currently drilling diamond drill hole 31 and completed 50 shallow air-core holes (assay results pending).

    The project was secured by Kincora in the March 2020 agreement with RareX Limited ("REE" on the ASX)[1].

    For further information on the Trundle and Northparkes projects please refer to Kincora's website: https://kincoracopper.com/the-trundle-project/

  - ***Fairholme***
    The Fairholme project includes two contiguous licenses covering a total of 169.2km^2 located in the southern sector of the Junee-Narromine Belt of the

Macquarie Arc in the Cowal block with license contiguous to Evolution Mining's flagship Cowal mine and exploration license portfolio.
The project is located 440km west of Sydney and 45km northeast of West Wyalong in Central West NSW.

The Fairholme project is host to a number of advanced to early stage exploration prospects across a 16km north-south strike, with relatively limited effective previous drilling having identified multiple, large mineralized systems with hallmarks to the southern portfolio of Evolution Mining.

In 2021, Kincora completed a five-hole diamond drilling program and the first on the ground exploration at Fairholme since Evolution Mining acquired the Cowal project in 2015, and has grown resource inventory from 3.4Moz gold to 9.6Moz (net of 1.6Moz mine depletion) (source Evolution Mining Feb'2022).

Kincora has been awarded a A$200,000 project drilling grant for the diamond and air-core drilling programs at the Gateway prospect, under the latest New Frontiers Cooperative Drilling program from the NSW Government[2]. The grant follows a competitive expert panel review process, monies are non-dilutionary and fund direct per meter drilling costs on a matched dollar-for-dollar basis.

The project was secured by Kincora in the March 2020 agreement with RareX Limited ("REE" on the ASX)[1].

For further information on the Fairholme and Cowal projects please refer to Kincora's website: https://kincoracopper.com/cowal-project/

- ***Northern Junee-Narromine Belt Projects***
  The wholly owned Nyngan, Nevertire and Mulla exploration licenses cover 1,761km^2 and comprise Kincora's Northern Junee-Narromine belt strategy.
  The portfolio is located 525-575km north-west of Sydney in Central NSW and is thought to potentially include a strategic, under-explored and district scale position within the Macquarie Arc.

  Similar to the recent Boda discovery in the northern undercover extension of the parallel Molong belt, Kincora's exploration concepts is that the Nyngan-Mulla-Nevertire region has the potential to host a large high-grade porphyry complex(s) in the northern undercover extension of the Junee-Narromine belt.

  Kincora was an early mover into this region and has secured cooperative funding grants for both the Nyngan and Nevertire licenses[2]. The Company has drilled its first hole at the Nyngan project with land access and permitting ongoing for further potential drilling at both the Nyngan and Nevertire projects.

- ***Jemalong***

  The Jemalong project includes a single exploration licenses covering a total of 91.6km^2 located in the southern sector of the Junee-Narromine Belt of the Macquarie Arc in the Cowal block with license contiguous to Evolution Mining's flagship Cowal mine and exploration license portfolio.
  The project is located 420km west of Sydney and 35km northeast of West Wyalong in Central West NSW.

  The Jemalong project is host to a number of early stage exploration prospects. Kincora has been awarded a A$105,000 drilling grant for the Jemalong project under the latest New Frontiers Cooperative Drilling program from the NSW Government[4]. The grant follows a competitive expert panel review process, monies are non-dilutionary and fund direct per meter drilling costs on a matched dollar-for-dollar basis.

  The project was secured by Kincora in the March 2020 agreement with RareX Limited ("REE" on the ASX)[1].

- ***Cundumbul***

  The Cundumbul project includes a single exploration licenses covering a total of 69.3km^2 and located approximately 50km in equal distance to both the Cadia mine and Boda discovery in the central portion of the Molong Belt of the Macquarie Arc.
  The project is located approximately 320km north-west of Sydney and 100km north of Orange in Central West NSW.

  The Cundumbul project is host to a number of early stage exploration prospects. Junior explorer, Sultan Resources (SLZ.ASX), has recently undertaking drilling at two porphyry system prospects in close proximity, on or near to, the license boundary of, and share common geophysical and/or geochemical anomalies to, Kincora's Cundumbul project.

  The drilling results of Sultan have "*confirmed the potential for the discovery of porphyry copper-gold*" and "*provided vectors towards a more prospective part of the system*", indicating a N-W mineralised trend (toward and on the margin of the Cundumbul project).

  The project was secured by Kincora in the March 2020 agreement with RareX Limited ("REE" on the ASX)[1].

- ***Condobolin***

  The Condobolin project covers a total of 207.4km^2. A further application was made in 4Q'21, for the Condobolin East license (164.2km^2), on adjacent and open ground consolidating the larger interpreted mineral potential at the

Condobolin project. The project is located in close proximity to the Condobolin township in Central West NSW.

The Cundumbul project is host to a number of early to advance stage exploration prospects, including a number of historical informal mine workings, with timing and style of mineralisation maybe more akin to Cobar style hydrothermal deposits rather than porphyry related systems of the Macquarie Arc.

The original Condobolin license was secured by Kincora in the March 2020 agreement with RareX Limited ("REE" on the ASX)[1].

- ***Bronze Fox – Southern Gobi, Mongolia***
  The Bronze Fox property consists of mining licence MV-021681 (Khunguit) located in Mandakh soum, Dornogovi. The license covers 3,440 hectares, which is 100% owned by the Company's subsidiary, Nadmin IBEX LLC.

  The Bronze Fox property is subject to the agreement with Resilience Mining Mongolia, who has commenced the conversion of the existing Exploration Target to a JORC and/or NI 43-101 resource which is expected to be completed by April 15th, 2022 [3,4,5].

- ***Exploration projects – Southern Gobi, Mongolia***
  The Tourmaline Hills property is an early to advanced exploration stage, situated on exploration license XV-017977 (Manlai) located in Manlai soum, Omnogovi.
  The license covers 24,649.26 hectares and is adjacent to the Bronze Fox property (mining license MV-021681).

  The Tourmaline Hill's property hosts the western extension of the Bronze Fox Intrusive Complex, the Tourmaline Hill's Intrusive Complex (which hosts the West Fox prospect) and the newly identified Shuteen North prospect situated on the margin of the regionally significant Shuteen Intrusive Complex.

  The Red Well property consists exploration licence XV-020294 (Ulaan Khudag) located in Khanbogd soum, Omnogovi,.
  Red Well is located only 40km north from the Oyu Tolgoi concentrate plant and as close as 15km along the mineralised trend from the Oyu Tolgoi and Shivee Tolgoi systems. The property covers 3,991 hectares.

  Both the Tourmaline Hills and Red Well licenses are 100% owned by the Company's subsidiary, Golden Grouse IBEX LLC, and are subject to the agreement with Resilience Mining Mongolia.

[1] The project was secured by Kincora in the March 2020 agreement with RareX Limited ("REE" on the ASX). Kincora is the operator, holds a 65% interest in the project and is the sole funder until a positive scoping study is delivered at which time a fund or dilute joint venture will be formed.

[2] For further details refer to the January 31st, 2022 press release "Kincora awarded $389,500 in drilling grants"

[3] February 28th, 2022 press release: "*Kincora provides positive exploration and corporate update for Mongolian portfolio"* and March 1st, 2022, press release: "***Resource estimate work commenced for Bronze Fox project in Mongolia"***

[4] Resilience to convert (at Resilience's expense) the existing exploration target3 for Bronze Fox to a JORC &/or NI 43-101 resource prior to IPO on the ASX.

[5] "*76 holes for 24,129m supports an exploration target of 416-428Mt at 0.26-0.30% Cu for up to 2,437 Mlb copper & 0.84 Moz gold or 1.3-1.5Mt CuEq.*

This estimate of the Exploration Target is conceptual in nature and there is currently insufficient exploration to define a mineral resource. It is uncertain if further exploration will result in the target being delineated as a mineral resource. Since, some 24,000 m of drill core at the Bronze Fox Intrusive Complex has been reviewed and relogged by Kincora, adding to 8,000 m previously relogged.

This exercise addressed an issue with geological data quality that prevented reporting of a Mineral Resource in accordance with JORC and NI43-101 guidelines. A conceptual study undertaken at the same time as the Exploration Target explored the potential for a small, near surface oxide SX-EW project at Bronze Fox."

Sourced from the Mining Associates Technical Export Report February 25th, 2021. Please refer to this report for further details.

Qualified Person

The presented scientific and technical information is prepared in accordance with the standards of the Canadian Institute of Mining, Metallurgy and Petroleum and National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") and was reviewed, verified and compiled by Kincora's geological staff under the supervision of Paul Cromie (BSc Hons. M.Sc. Economic Geology, PhD, member of the Australian Institute of Mining and Metallurgy and Society of Economic Geologists), Exploration Manager Australia, who is the Qualified Persons for the purpose of NI 43-101.

JORC Competent Person Statement

Information presented that relates to Exploration Results, Mineral Resources or Ore Reserves has been reviewed and approved by Mr. Paul Cromie, a Qualified Person under the definition established by JORC and have sufficient experience which is relevant to the style of mineralization and type of deposit under consideration and to the activity being undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.

Paul Cromie (BSc Hons. M.Sc. Economic Geology, PhD, member of the Australian Institute of Mining and Metallurgy and Society of Economic Geologists), is Exploration Manager Australia for the Company.

Mr. Paul Cromie consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

The review and verification process for the information disclosed herein for the projects have included the receipt of all material exploration data, results and sampling procedures of previous operators and review of such information by Kincora's geological staff using standard verification procedures.

RISK FACTORS

In addition to the other information contained in this AIF, investors should give careful consideration to the following factors, which are qualified in their entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this AIF. If any of the following events described as risks or uncertainties actually occurs, the business, prospects, financial condition and operating results of the Company may suffer a material adverse effect. In that event, the market price of the Common Shares could decline and investors could lose all or part of their investment. Additional risks and uncertainties presently unknown, or that are not believed to be material at this time, may, if realized, also impair or have a material adverse effect on the Company's operations. In addition to the risks described elsewhere and the other information contained in this AIF, prospective investors should carefully consider each of and the cumulative effect of all of the following risk factors. There is no assurance that management of the Company will be able to take adequate steps in order to mitigate or avoid future loss due to the occurrence of the risks described below or other unforeseen risks.

An investment in the Company is speculative and involves a high degree of risk due to the nature of the Company's business. The risk factors noted below do not necessarily comprise all risks faced by the Company. Additional risks and uncertainties not presently known to us or that we currently consider immaterial may also impair our business, operations and future prospects. If any of the known or unknown risks and uncertainties actually occur, our future business may be harmed and our financial condition and results of operations may suffer significantly.

Global Pandemic (COVID-19)

In March 2020, the World Health Organization declared coronavirus COVID-19 ("COVID-19") a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies and financial markets globally, leading to an economic downturn. The extent and duration of the COVID-19 pandemic, the reactions of governments, private sector participants and the public to the pandemic and the associated disruption to business and commerce generally, and the extent to which these will continue to affect our business, financial condition and results of operation in particular will all depend on future developments which are highly uncertain and many of which are outside the control of the Company and cannot be predicted with confidence. Such developments include the ultimate geographic spread, intensity and duration of the pandemic (including the possibility of additional waves), potential mutations of the COVID-19 virus, the ability of governments to administer COVID-19 vaccines to the public in a timely manner, new information which may emerge concerning the severity of COVID-19, the effectiveness and intensity of measures to contain COVID-19 or address its impact (including any potential increase in the duration or intensity of restrictions on public gatherings, restrictions on the operation of non-essential businesses), short and longer-term changes to travel patterns or travel restrictions imposed by governments and the other economic impacts of the pandemic and the reactions to it.

Given the uncertainties, we cannot predict the extent or duration of the COVID-19 pandemic and the reactions to it, including the possibility that it may result in a prolonged global recession and may also have the effect of exacerbating the potential impact of the other risks disclosed in this Risk Factors section. The Company cautions that current global uncertainty with respect to the spread of COVID-19 and its effect on the broader global economy may have a significant negative effect on the Company. While the precise impact of COVID-19 on the Company's business and operations remain unknown, the rapid spread of COVID-19 could have a material adverse effect on global economic activity, and can result in volatility and disruption to global supply chains, operations, mobility of people and the financial markets, all of which may have a material adverse impact on the Company's business, financial condition and operations.

As of the date of this AIF, the Company has not had any confirmed cases of COVID-19 among any of its employees or contractors. The Company is adopting the advice of public health authorities and adhering to government regulations with respect to COVID-19 in the jurisdictions in which it operates. The following measures have been instituted across the Company to prevent the potential spread of the virus: (i) indefinite closure of its corporate offices in Vancouver; (ii) employees are working remotely; (iii) social distancing practices have been implemented for any and all in-person meetings, with meeting participation via teleconferencing strongly encouraged; (iv) elimination of all non-essential business travel; (v) required 14-day quarantine for any employees returning from out of country travel.

The Company continues to closely monitor the development of the novel coronavirus (COVID-19), and its spread globally and within Australia. Early preventative measures were taken and a formal COVID-19 safety and management plan was implemented to modify how contractors and the Company conduct business and implement best practice recommendations and policies. Health and safety considerations, and appropriate risk assessments, continue to dictate various project generation functions, exploration and marketing activities.

Risk Related to Our Business and Our Industry

We have a history of operating losses and negative cash flow, and we may never achieve profitability.

We have a history of operating losses and negative cash flows and may continue to incur operating losses and negative cash flows in the future. For the calendar years ended December 31, 2021, 2020 and 2019, our operating losses were $22,581,000, $32,231,000 and $4,956,000, respectively. These operating losses have been generated as we attempt to implement our business plan, including expanding our portfolio of assets. We cannot assure you that we will generate revenue in the near future, or whether we will ever operate profitably. We anticipate that our operating expenses will increase substantially in the foreseeable future as we continue to our exploration activities.

The Company's mining operations generally involve a high degree of inherent risk that cannot be eliminated and may not be insurable.

The mining industry is subject to significant risks and hazards, including environmental hazards, industrial accidents, unusual or unexpected geological conditions, labor force disruptions, civil strife, pandemics, unavailability of materials and equipment, weather conditions, flooding, seismic activity, fire, geochemical issues, equipment failure, failure of, theft, water conditions, water balance and chemistry, disruption to power and water supply, unanticipated variations in grade and other geological problems, metallurgy, ore hardness, supply chain/logistics disruptions, force majeure events, and unanticipated transportation costs, most of which are beyond the Company's control.

These risks and hazards could result in, among other things: damage to, or destruction of, mineral properties; personal injury or death; environmental damage; reputational loss; monetary losses; limited site access; higher costs and expenditures; project completion delays; contractual obligations and financial covenants defaults, government or regulatory investigations, and possible legal liability. All of these could adversely impact the Company's results of operations and financial position.

The Company maintains insurance to cover some of these risks and hazards. The insurance is maintained in amounts that are believed to be reasonable depending on the circumstances surrounding the identified risk; however, insurance is subject to deductibles and, in the case of business interruption insurance, waiting periods during which coverage is not applicable. No assurance can be given that such insurance will continue to be available, that it will be available at economically feasible premiums, or that the Company will obtain or maintain such insurance. The Company's property, liability and other insurance may not provide sufficient coverage for losses related to these or other risks or hazards. In addition, the Company does not have coverage for certain environmental losses and other risks (for example, political risks), as the potential loss associated with risk events is deemed acceptable or the costs of insurance are deemed excessive for the protection provided. The lack or insufficiency of insurance coverage could adversely affect the Company's cash flow, overall profitability, its business, and its results of operations.

The Company's business, financial position and results of operation may be adversely impacted by global financial conditions and inflation.

Global financial conditions continue to be characterized as volatile. In recent years, global markets have been adversely impacted by various credit crises and significant fluctuations in fuel, energy, and transportation costs, and metals prices. Many industries, including the mining industry, have been impacted by these market conditions. A slowdown in the financial markets, geopolitical events, or other economic conditions, including, but not limited to, consumer spending, employment rates, business conditions, inflation, fuel, energy and transportation costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's growth and profitability. Future crises may be precipitated by any number of causes, including natural disasters, outbreaks of medical endemic or pandemic issues, geopolitical instability, changes to energy prices or sovereign defaults. 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 its securities.

In addition to potentially affecting the price of commodities, general inflationary pressures may also affect the Company's labor, commodity, and other input costs at operations, which could have a materially adverse effect on the Company's financial condition, results of operations and capital expenditures for the development of its projects.

Market volatility may impact the price of the Company's common shares.

Securities of mining companies experience volatility, at times unrelated to the financial performance or prospects of the companies involved. The Company's share price may be significantly affected by factors unrelated to the Company's performance. Macro-economic, geo-political, and industry-related events, speculation about the Company in the press or investment community, speculation about the metals the Company produces, changes in valuation of similar companies, attempts to benefit from shorting the Company's common shares, additions or departures of key personnel, strategic acquisitions by the Company or competitors and regulatory changes, among others, may affect investor sentiment and have an impact on the price of the Company's common shares. As a result of these changes, the market price of the Company's common shares at any given point in time may not accurately reflect its long-term value.

The Company may be unable to obtain, retain or comply with necessary permits, which could adversely affect operations.

The Company's exploration activities are subject to permitting and other regulatory requirements. Each phase of a mine life cycle requires certain approvals, permits, and licenses. The potential inability to timely secure permits required to advance its exploration efforts presents a key risk for the Company. Activities required to obtain and/or achieve or maintain full compliance with such permits can be costly and involve extended timelines. The granting, renewal and continued effectiveness of permits and approvals are subject to discretion by the applicable regulatory authority and previously issued permits may be suspended or revoked for a variety of reasons, including through government or court action. Certain governmental approval and permitting processes are subject to public comment and can be challenged by project opponents, which may result in significant delays or in approvals being withheld or withdrawn. In addition, permitting and approval processes may be delayed as a result of a variety of factors, including governmental disruption or upheaval. The Company can provide no assurance that necessary permits will be obtained, that previously issued permits will not be suspended for a variety of reasons, including through government or court action, or that delays will not occur in connection with obtaining all necessary permits, renewals of permits, or additional permits for any possible future changes to operations, or additional permits associated with new legislation. Material delays in or inability to obtain required permits and/or to maintain compliance with permits once obtained could have serious consequences and a material adverse effect on the Company, including, but not limited to: injunctions, civil or criminal fines or penalties, suspension or revocation of permits; damage to the Company's reputation; stopping the Company from proceeding with the exploration of a project or harming its ability to secure future approvals and permits; negatively impacting the further development or continued operation of a project or mine or increasing the costs of development or production; material capital expenditures or remedial actions; potential impacts on labor, community, and government relations; erosion of shareholder value; and/or litigation or regulatory action against the Company. The Company can provide no assurance that it will continue to hold or obtain, if required to, all permits necessary to explore at any particular site, which could adversely affect its operations.

The Company's licenses for its mineral projects in Australia and Mongolia are in good standing. While the Company believes it will satisfy all operational requirements and conditions, this will be a decision of the relevant regulator. Further, the timing of approvals of all permits and licenses is uncertain and processing times have been negatively affected by COVID - 19.

The Company is presently complying in all material respects with necessary licenses and permits under applicable laws and regulations to conduct its current operations. However, licenses and permits are subject to change in various circumstances, permits and approvals may require renewal from time to time, and new permits may need to be obtained in the future.

Failure in the Company's infrastructure could have an adverse effect on the Company's operations.

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources, pipelines, underground ventilation, ore and waste hoisting equipment, water storage structures, waste impoundments, water supply, and other critical infrastructure are important for the Company's operations. Unusual or infrequent weather phenomena, sabotage, catastrophic failure, corrosion, government or other interference in the operation, maintenance or provision of such infrastructure could adversely affect the Company's business and results of operations.

In addition, infrastructure requires periodic preventative maintenance and, if necessary, replacement to mitigate the risk of failure. Despite the existence of inspection programs and preventative maintenance planning, from time to time the Company experiences unanticipated infrastructure failures which it addresses and, where necessary, reports in accordance with local regulatory requirements and laws. Any such future infrastructure failure could have an adverse effect on the Company's operations.

Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations, and an impediment to our overall ability to advance our projects, thereby having a material adverse impact on the Company's financial performance, financial condition, cash flows, and growth prospects.

Damage to the Company's reputation can result from the actual or perceived occurrence of any number of events or from allegations or investigations into any number of events and could include any negative publicity, whether true or not. The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views on the Company and its activities and make allegations against the Company, whether true or not. The Company does not ultimately have direct control over how it is discussed in the media or perceived by others and reputational loss may lead to decreased investor confidence and an impediment to the Company's ability to advance its projects and could have a material adverse impact on its ability to develop and maintain community relations, as well as its financial performance, financial condition, cash flows and growth prospects.

Mining operations involve health and personal safety hazards that could adversely affect the Company's reputation, business and future operations.

By their nature, exploration and mining activities present a variety of hazards and associated health and safety risks. Workers involved in the Company's operations are subject to many inherent health and safety risks and hazards, including, but not limited to, underground mine fires, underground rock falls, equipment or structural fires, pit wall failures, rock falls, rock slides, rock bursts, cave-ins, floods, falls of ground, tailings dam failures, chemical hazards, exposure to biological, physical or ergonomic agents, mineral dusts, gases and fumes, use of explosives, noise, electricity and moving equipment (especially heavy equipment) and vehicle incidents, incidents related to cranes and rigging, civil disturbances and criminal activities, and slips and falls, which could result in occupational illness or health issues, personal injury, and loss of life, and/or facility and workforce evacuation. In Annual Information Form 66 addition, personnel involved with remote activities such as those associated with exploration may be exposed to risks related to wildlife, environmental conditions or civil unrest.

Even though robust health and safety controls and risk mitigation measures are in place across the Company's mines, health and safety incidents occur. The overall management of health and safety is governed in accordance with the requirements of the Company's Responsible Mining Policy and the Responsible Mining Management System standard (See "Description of the Business – Responsible Mining" above). Additional health and safety controls are implemented based on workplace hazard identification and mitigation requirements, qualitative and quantitative risk assessments, mandatory fatality prevention standards called High Consequence Protocols, safe work procedures and permit systems, safe work observations, occupational exposure limits, incident reporting and investigations, applicable legislation, and local workplace health and safety regulation. While every effort is made to control and eliminate potential health and safety risks, these risks cannot be eliminated and may adversely affect the Company's reputation, business and future operations. Incidents resulting in serious injury or death, or those having a negative impact on surrounding communities (real or perceived) could result in litigation, civil or criminal sanctions, regulatory action (including, but not limited to suspension of operations and/or fines and penalties), increased community tensions, or otherwise adversely affect the Company's reputation and ability to meet its objectives.

The Company is exposed to risks relating to the pricing and availability of key supplies and services.

Exploration and operations are intensive users of numerous consumables and services, including electricity and carbon-based fuels. Energy prices can be affected by numerous factors beyond the Company's control, including global and regional supply and demand, weather patterns, political, geo-political and economic conditions and applicable regulatory regimes. In addition, a key operational risk is the availability of sufficient power and water supplies to support mining operations. The Company's ability to obtain a secure supply of power and water at a reasonable cost depends on many factors, including global and regional supply and demand; political and economic conditions; problems that can affect local supplies (such as climate, severe weather and inadequate infrastructure); delivery; the ability to extend supply contracts and relevant regulatory regimes, all of which are outside the Company's control. The prices and various sources of energy the Company relies on may be negatively impacted and any such change could have an adverse effect on profitability. The Company can provide no assurance that it will secure the required power, water and access rights going forward or on reasonable terms at all of its facilities and the failure to do so could have a material adverse effect on the Company's operations, business, financial condition and results of operations.

Key operating supplies such as fuel, explosives, reagents, tires and spare parts are necessary for the ongoing operations of the Company's drilling and exploration activities. If these supplies become unavailable or their costs increase significantly, the profitability of the Company's operations would be negatively impacted. Concentrate treatment and transportation costs are a significant component of costs. Increases in treatment costs, rates, or lack of available ocean vessels or rail cars may have an adverse impact on results of operations, cash flows and financial position.

The Company's ability to attract and retain highly skilled employees may adversely impact the Company's business and future operations.

The Company is dependent on the services of a number of key executives and management personnel. The success of the Company's operations is also dependent on its highly skilled and experienced workforce, including employees with adequate institutional and technical knowledge, and skills that satisfy the requirements of a "Qualified Person" under applicable securities laws. There continues to be robust global competition over highly skilled experienced workers which has been exacerbated by recent strong metal prices. In addition, the development of new mines in geographic areas without an established mining industry would require the training of inexperienced workers to staff these new mines. The loss of experienced and knowledgeable employees or our inability to attract and retain additional highly skilled, diverse employees may adversely affect the Company's business and future operations.

The Company is subject to risks associated with climate change.

Mining and processing operations are energy intensive, resulting in a significant carbon footprint. The Company acknowledges climate change as an international and community concern. A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to the potential impacts of climate change. Where legislation already exists, regulation relating to emission levels and energy efficiency is becoming more stringent. Some of the costs associated with reducing emissions can be offset by increased energy efficiency and technological innovation. However, if the current regulatory trend continues, this may result in increased costs at some of the Company's operations. In addition, the physical risks of climate change may also have an adverse effect at some of the Company's operations. These may include extreme weather events, natural disasters, resource shortages, changes in rainfall and storm patterns and intensities, water shortages, changing sea levels and changing temperatures. Associated with these physical risks is an increasing risk of climate-related litigation (including class actions) and the associated costs. Adverse publicity or climate-related litigation could have an adverse effect on the Company's reputation or financial condition.

The nature of the Company's business includes risks related to litigation and administrative proceedings that could materially adversely affect the Company's business and financial performance.

The nature of the Company's business exposes it to various litigation matters, including civil liability claims, environmental matters, health and safety matters, regulatory and administrative proceedings, governmental investigations, tort claims, allegations of discriminatory practices, harassment, unethical behavior, breach of human rights, contract disputes, labor matters and tax matters, among others. In addition, the Company may be subject to proceedings as a result of misconduct by its employees or third-party contractors, such as theft, Annual Information Form 70 bribery, sabotage, fraud, insider trading, violation of laws, slander or other illegal actions. All industries, including the mining industry, are subject to legal claims, with and without merit. The Company is currently pursuing a defence of the 2016 tax ruling and objection to the 2021 tax act via the Mongolian administrative courts, and may become involved in legal disputes in the future. Defense and settlement costs associated with litigation can be substantial, even with respect to claims that are frivolous or have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding may have a material adverse effect on the Company's financial position or results of operations. Securities class action litigation is also becoming more prevalent and is often brought against companies following periods of volatility in the market price of their securities.

General economic and political conditions in our operating jurisdictions may materially adversely affect the Company's business, financial position and results of operations.

The success of the Company's operations depends, in part, upon the performance of the local economy. As a result, general economic conditions in our operating jurisdictions may have a material adverse impact on the Company's business, financial position and results of operations.

Government action following administration change, or in response to exchange rate movement, monetary policies, inflation control, energy shortages and economic instability, among other matters, may have important effects on the Company's operations. Uncertainty over whether governments will implement changes in policy or regulation affecting these or other factors in the future may contribute to economic uncertainty in those jurisdictions.

The Company may not complete any acquisitions or business arrangements that it pursues, or is pursuing, on favorable terms and cannot assure that any acquisitions or business arrangements completed will ultimately benefit the Company's business.

From time to time, the Company examines opportunities to acquire additional exploration and mining assets. Any acquisition that the Company may choose to complete may be of a significant size, may change the scale of the Company's business and operations, and may expose the Company to new or greater geographic, political, operating, financial, legal and geological risks. The Company's success in its acquisition activities depends on its ability to identify suitable acquisition candidates, negotiate acceptable terms for any such acquisition, and integrate the acquired operations successfully with those of the Company. Any acquisition and any potential acquisition would be accompanied by risks. For example, there may be a significant change in commodity prices after the Company has committed to complete the transaction and established the purchase price or exchange ratio; a material orebody may prove to be below expectations.

The Company is exposed to liquidity risks and limited financial resources.

Exploration, acquisition, development and operation activities require significant investment of resources and capital. The Company allocates such resources and capital to support business objectives, and the availability of required resources and capital is subject to market conditions and the Company's financial position.

Historically, the Company's sole source of funding has been the issuance of equity and debt financing. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant financing.

Compliance with environmental, health and safety laws and regulations, including changes to such laws or regulations, could adversely affect the Company's results of operations.

The Company's operations are subject to environmental, health and safety regulation in the various jurisdictions in which it operates, including protection of the environment, waste disposal, worker safety, mine development, water management and protection of endangered and other special status species. These operations are subject to various political, economic and social uncertainties, and local laws and regulations. The implementation of new, or the amendment of, existing laws and regulations affecting the mining and metals industry could have an adverse impact on the Company. Further, global initiatives such as those related to climate change, may result in new restrictions affecting not only the mining sector but also key supply chain partners, such as the shipping industry where new requirements to curb greenhouse gas emissions have been promulgated.

These regulations mandate, among other things, the preparation of environmental assessments before commencing certain operations or renewing certain permits, the maintenance of air and water quality standards and land reclamation. They also set out limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner that will likely, in the future, require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of 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. The Company can provide no assurance that future changes in environmental regulation will not adversely affect its results of operations.

Activist shareholders or proxy solicitation firms could advocate for changes to the Company's corporate governance and operational practices, which could have an adverse effect on the Company's reputation, business, and future operations.

In recent years, publicly-traded companies have been increasingly subject to demands from activist shareholders and proxy solicitation firms advocating for changes to corporate governance practices, such as executive compensation practices, social issues, Board composition, or for certain corporate actions or reorganizations. There can be no assurances that activist shareholders and proxy solicitation firms will not publicly advocate for the Company to make certain corporate governance changes or engage in certain corporate actions. Responding to challenges from activist shareholders, such as proxy contests, media campaigns or other activities and similar activities from proxy solicitation firms, could be costly and time consuming and could have an adverse effect on the Company's reputation and divert the attention and resources of the Company's management and Board, which could have an adverse effect on the Company's business and results of operations. Even if the Company does undertake such corporate governance changes or corporate actions, activist shareholders and proxy solicitation firms may continue to promote or attempt to effect further changes. Activist shareholders may attempt to acquire control of the Company to implement such changes. If shareholder activists with differing objectives are elected to the Board, this could adversely affect the Company's business and future operations. Additionally, shareholder activism could 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.

The Company's inability to effectively compete in the industry may adversely affect our business and future operations.

There is competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company competes with other mining companies, many of which have greater financial resources than the Company, for the acquisition of mineral claims, leases, and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel. The Company may not be able to compete successfully with its competitors in acquiring properties, assets, or access to infrastructure.

The Company may be subject to the exclusive jurisdiction of foreign courts, which would impact investors' ability to enforce legal rights. In addition, uncertainty in government agency interpretation or court interpretation and application of laws and regulations could result in unintended non-compliance.

The Company's operating assets are owned by subsidiaries that are organized under the laws of foreign jurisdictions and certain of the Company's directors, management and personnel are located in foreign jurisdictions, and as a result investors may have difficulty in effecting service of process within Canada and collecting from or enforcing against the Company, or its directors and officers, any judgments issued by the Canadian courts or

Canadian securities regulatory authorities which are predicated on the civil liability provisions of Canadian securities legislation or other laws of Canada. Similarly, in the event a dispute arises in connection with the Company's foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in Canada.

The courts in some of the foreign jurisdictions in which the Company operates may offer less certainty as to the judicial outcome of legal proceedings or a more protracted judicial process than is the case in more established economies. Operating in emerging markets can increase the risk that contractual and/or mineral rights may be disregarded or unilaterally altered. Businesses can become involved in lengthy court cases over simple issues when rulings are not clearly defined, and the poor drafting of laws and excessive delays in the legal process for resolving issues or disputes compound such problems. In addition, there may be limited or no relevant case law providing guidance on how courts would interpret such laws and the application of such laws to the Company's contracts, joint ventures, licenses, license applications or other legal arrangements. Accordingly, there can be no assurance that contracts, joint ventures, licenses, license applications or other legal arrangements will not be adversely affected by the actions of government authorities and the effectiveness of and enforcement of such arrangements in these jurisdictions. Moreover, the commitment of local businesses, government officials and agencies and the judicial system in these jurisdictions to abide by legal requirements and negotiated agreements may be more uncertain and may be susceptible to revision or cancellation, and legal redress may be uncertain or delayed. These uncertainties and delays could have a material adverse effect on the Company's business and operational results.

The occurrence of mining regime changes that affect foreign ownership, mineral exploration, development, or mining activities, may affect the Company's viability and profitability.

As governments continue to struggle with deficits and concerns over the effects of depressed economies, the mining and metals sector has been targeted to raise revenue. Governments are continually assessing the fiscal terms of the economic rent for a mining company to exploit resources in their countries. Numerous countries, including, but not limited to countries in which the Company operates have implemented changes to their respective mining regimes that reflect increased government control or participation in the mining sector, including changes of law affecting foreign ownership and take-overs, mandatory government participation, taxation and royalties, working conditions, currency remittance, rates of exchange, exchange control, exploration licensing, import restrictions, export duties, repatriation of income or return of capital, environmental protection, surface land access, as well as requirements for local procurement of goods, supplies and employment or other benefits to be provided to local residents. Further, there can be no assurance that the Company's assets will not be subject to nationalization, requisition, or confiscation, whether legitimate or not, or undue taxation by an authority or body. The occurrence of mining regime changes adds uncertainties that cannot be accurately predicted and any future adverse changes in government policies or legislation in the jurisdictions in which the Company operates that affect foreign ownership, mineral exploration, development, or mining activities, may adversely affect the Company's viability and profitability. 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 of entitlements, or the imposition of additional local or foreign parties as partners with carried or other interests and may adversely affect the Company's operations or profitability. It is not possible for the Company to accurately predict such developments or changes in laws or policy or to what extent any such developments or changes may have an adverse effect on the Company, including, but not limited to, its operations.

Failure to accurately assess the value of the Company's assets may result in an impairment charge which may adversely affect the Company's results of operations.

Annually, or when events or circumstances indicate it is required, the Company undertakes a detailed review of its evaluation and exploration assets. The recoverability of the Company's carrying values of these properties may be affected by a number of factors including, but not limited to, metal prices, foreign exchange rates, capital cost estimates, mine call factors, mining, processing and other operating costs, metallurgical characteristics of ore, mine design and timing of production. If carrying values of an asset or group of assets exceeds estimated recoverable values, an impairment charge may be required to be recorded, which may have a material adverse effect on the market price of the Company's securities.

The Company's internal controls cannot provide absolute assurances as to the reliability of financial reporting.

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Disclosure controls and procedures are designed to ensure that material information required to be disclosed by a company in reports filed with securities regulatory agencies is recorded, processed, summarized, and reported on a timely basis and is accumulated and communicated to a company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting.

The Company is subject to laws in various jurisdictions and failure, or alleged failure, to comply with such laws, or any changes in such laws could adversely affect its operational results.

The Company has mining exploration projects in Australia and Mongolia. Accordingly, the Company's mineral exploration activities are subject to various political, economic, and social uncertainties, and local laws and regulations governing prospecting, development, production, royalties, taxes, climate change, labor standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local and indigenous people and other matters. Non-compliance with applicable laws, regulations and permitting requirements (including allegations of such) may result in civil litigation, administrative or criminal sanctions or regulatory enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed or causing the withdrawal of mining licenses, and the imposition of corrective measures requiring material capital expenditure or remedial action resulting in materially increased costs of compliance, reputational damage and potentially impaired ability to secure future approvals and permits.

The Company's operations are governed by, and involve interactions with, many levels of government in other countries which raises corruption risk. The Company, its employees, officers, directors, contractors, and third-party agents are required to adhere to policies governing ethical business conduct and practices, which include compliance with anti-corruption and anti-bribery laws, including the Canadian Corruption of Foreign Public Officials Act as well as similar laws in the countries in which the Company conducts business. Furthermore, the Company, its employees, officers, directors, contractors, and third-party agents may be subject to investigations and allegations with respect to anti-corruption and anti-bribery matters, as well as theft, sabotage, fraud, insider trading, violation of laws, slander, or other illegal actions.

No assurance can be given that new laws, rules, or regulations will not be enacted or that existing laws, rules, or regulations will not be applied in a manner which could limit or curtail production or development or otherwise adversely affect the Company's costs of operations and financial results.

We require additional financing to sustain and expand our operations, and we may not be able to obtain financing on acceptable terms, or at all, which would have a material adverse effect on our business, financial condition, results of operations, cash flow and prospects.

We have limited capital, there can be no guarantee that there will be an active market for the Company's CDIs or shares or that the price of either will increase.

The Company has no income producing assets, its business model is to continue to explore and spend with no assurance of positive results. Until the Company is able to discover and develop a project and generate positive cash flow, it is dependent upon being able to obtain future equity funding to support ongoing exploration and administrative activities, after the expenditure of the net proceeds under the Offers.

Neither the Company nor any of the Directors nor any other party can provide any guarantee or assurance that if further funding is required, such funding can be raised on terms acceptable to the Company. Any additional equity funding will dilute existing shareholders. Also, no guarantee can be given as to if or when a project may result in a discovery, or may be successfully advanced through studies, then permitting and then developed into a stage where it will generate positive cash flows.

This means that the Company is entirely dependent on the LFB Projects and to a lesser extent, the Southern Gobi Projects, which are the Company's sole potential source of future revenue and potential capital growth. Any adverse development affecting the projects would have a material adverse effect on the Company and its subsidiaries, including their prospects, operational results and financial performance.

Confirmation or otherwise of our more advanced geological models, advancement of earlier stage project pipeline and exploration success is expected to materially impact the value of the Company. The business of mineral exploration, project development and mining by its nature contains elements of significant risk including in relation to technical, financial and social matters. The ability of the Company to systematically advance its district scale project pipeline from a technical perspective is a fundamental value driver, upside and downside, to the Company and its valuation. The ability of the Company to commercially advance its exploration strategy is also a fundamental value driver.

Our financial statements as of and for the fiscal year ended December 31, 2021 included a going-concern qualification, which expresses doubt about our ability to continue as a going concern based on our estimate that we did not have sufficient working capital to meet our liabilities and commitments as they become due for the upcoming 12 months and, therefore, need to obtain additional financing. Our ability to operate profitably is dependent upon, among other things, obtaining substantial financing. We will require additional capital to fund operating deficits, to pursue our growth strategy through engaging in acquisitions, and to finance general and administrative activities. At March 30, 2022, we did not have available borrowing capacity under any bank credit facility or other working capital line for us to borrow funds for working capital or other general corporate purposes. We may not be able to service or refinance our existing indebtedness or obtain debt or equity financing opportunities on favorable terms, if at all, which could impair our growth and adversely affect our existing operations. See *"Our existing indebtedness, or indebtedness that we may incur in the future, could adversely affect us, and the terms of any debt covenants could limit how we conduct our business and our ability to raise additional funds"* below for a discussion of risks related to debt financing. If we raise equity financing, our shareholders may experience significant dilution of their ownership interests, and the per share value of our common shares could decline.

Under current SEC regulations, because our public float is less than $75 million, and for so long as our public float remains less than $75 million, the amount we can raise through primary public offerings of securities in any 12-month period using shelf registration statements is limited to an aggregate of one-third of our public float (referred to as the "baby shelf" rule). As of December 31, 2021, the aggregate market value of our outstanding common stock held by non-affiliates, or public float, was approximately $14,485,443, based on 120,712,026 outstanding common shares, of which 120,712,026 common shares were held by non-affiliates, at a price of $0.12 per share, which was the last reported sale price of our common shares on the TSX Venture Exchange on December 31, 2021. If our public float decreases, the amount of securities we may sell under our shelf registration statement may also decrease.

If we do not have, or are not able to obtain, sufficient funds, we may have to delay strategic acquisitions and other opportunities, investments, or projects, and, even if we are ultimately able to subsequently secure financing, such opportunities, investments or projects may not still be available to us on favorable terms or at all. If we are unable to raise adequate funds, we may have to liquidate some or all of our assets, or delay, reduce the scope of, or eliminate some or all of our creative work. Any of these actions could delay or otherwise inhibit our growth, weaken our ability to effectively compete in our industry, and otherwise have a material adverse effect on our business, financial condition, results of operations, cash flow and prospects.

Our existing indebtedness, or indebtedness that we may incur in the future, could adversely affect us, and the terms of any debt covenants could limit how we conduct our business and our ability to raise additional funds.

As of our calendar year ended December 31, 2021, we had total principal indebtedness of approximately $681,000, including accounts payables and accrued liabilities. Our ability to generate and maintain a level of cash flows from operating activities to make scheduled payments on our debt obligations, depends on our future financial and operating performance, which is subject to prevailing economic and competitive conditions and to various financial, business, regulatory and other factors, some of which are beyond our control. If we are unable to fund our debt service obligations, we may be forced to reduce or delay capital expenditures or sell assets, seek additional capital or seek to restructure or refinance our indebtedness. Further, our indebtedness may impair our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, restructuring, acquisitions or general corporate purposes. We may also incur substantial additional indebtedness in the future. If new debt or other liabilities are added to our current debt levels, the related risks that we and our subsidiaries now face, as described above, could intensify.

In addition, any agreements governing our debt obligations may contain financial covenants and covenants that restrict our ability and the ability of our subsidiaries to:

- incur additional indebtedness or issue common or preferred shares;
- create liens on our assets;
- pay dividends or make other equity distributions;
- repurchase our shares;
- purchase or redeem equity interests or debt;
- make certain investments;
- sell assets;
- consolidate, merge, sell or otherwise dispose of all or substantially all of our assets; and
- engage in transactions with affiliates.

As a result of these covenants, we could be limited in the manner in which we conduct our business, and we may be unable to engage in favorable business activities or finance future operations or capital needs.

We may not be able to successfully implement our business plan.

Our business plan focuses on growing our business both organically and through strategic acquisitions and other arrangements. We cannot guarantee that our vision of becoming the emerging pure play explorer in Australia’s foremost porphyry belt or the agreement in place with Resilience for our Mongolian portfolio will be successful, and/or support sufficient access to new working capital.

We are particularly susceptible to adverse economic and other developments in Canada, Australia, and Mongolia.

The Company's core focus is its relatively recent entry into NSW and project pipeline, with previous projects and subsidiaries viewed as non-core. These non-core assets may have certain ongoing contractual obligations and operations, which have inherent business risk and potential legacy risks. The latter includes the recent notice of a Mongolian tax claim from the Mongolian Tax Authority, primarily related to the 2016 IBEX merger, as well as the term sheet with RMM covering the Company's Mongolian subsidiaries, assets and operations. The Company has been listed since 1983, operating in emerging and frontier markets such as Brazil and then Mongolia. There is no guarantee that the binding term sheet signed with RMM will proceed to completion, which may require commercial arrangements to be sought for funding of the non-core Southern Gobi Projects and/or to defend the recent 2021 Tax Act where there is limited liability recourse to Kincora's Australian and Canadian assets and operations.

The Company's business plan is particularly focused on the acquisition and exploration of evaluation and exploration assets in Australia, with support services from team members in Mongolia and Canada. As a result, the Company is particularly susceptible to adverse changes in market conditions, catastrophic events and other unforeseen developments affecting Australia, Mongolia and Canada and surrounding areas, any of which could have a material adverse effect on our business, financial condition, results of operations, cash flow and prospects. Accordingly, our operations and prospects are more susceptible to regional economic and other conditions than our competitors that are more geographically diversified.

The global COVID-19 pandemic may negatively affect our business, financial condition, results of operations, cash flow and prospects, and these impacts may persist for an extended period of time or become more pronounced.

The spread of COVID-19 and the recent developments surrounding the global pandemic, including governmental, business and individuals' actions that have been and continue to be taken in response to the pandemic, may have negative impacts on our business. The extent to which the pandemic impacts our business, financial condition, results of operations, cash flow and prospects, including the duration and magnitude of such effects, will depend on numerous evolving factors that we may not be able to accurately predict or assess, including the duration and scope of the pandemic; its impact on global and regional economies and economic activity, including the duration and magnitude of its impact on unemployment rates and consumer spending; and its short- and longer-term impact on consumer behavior and levels of consumer confidence.

Our ability to grow our company may also be harmed by COVID-19. For example, the impact of COVID-19 on the financial markets may make it more difficult for us to secure financing necessary to finance our existing operations and pursue potential strategic acquisitions or other opportunities to grow our business, and after the pandemic subsides, any such acquisitions or other opportunities may no longer be available, including because such opportunities have been pursued by our competitors or because such opportunities may be too costly or time-consuming for us to pursue at that time. In addition, as a result of the risks described above, we may be required to raise additional capital, and our access to and the cost of financing will depend on, among other things, global economic conditions, conditions in the global financing markets, the availability of sufficient amounts of financing, our prospects, and the outlook for the industries that we serve as a whole. Further, the impact of COVID-19 on the financial markets, including its negative impact on the price of our common shares, and our business may adversely affect our ability to raise funds through equity financings, including the terms of, and the willingness of investors to participate in, any such equity financings.

To the extent COVID-19 or any worsening of the global business and economic environment as a result thereof adversely affects our business, financial condition, results of operations, cash flow and prospects, it may also have the effect of heightening many of the other risks described under the caption "*Risk Factors*" in this AIF.

Changes in tax laws or tax rulings could materially affect our effective tax rates, financial position and results of operations.

The tax regimes to which we are subject or under which we operate is unsettled and may be subject to significant change. Changes in tax laws or tax rulings, or changes in interpretations of existing laws, could cause us to be subject to additional income-based taxes, non-income taxes (such as payroll, sales, use, value-added, net worth, property and goods and services taxes), could materially affect our financial position and results of operations. Any significant changes to our effective tax rate may result in a material adverse consequence on our business, financial condition, results of operations, cash flow and prospects.

As a company in the early stages of our development, we rely upon our management team; our future success depends significantly on their continued service and performance, as well as our ability to hire and retain additional competent and skilled management and technical and other personnel.

Our executive officers who are responsible for our management functions and are responsible for strategic development, financing and other critical functions. Our future success depends significantly on their continued service and performance and the expansion of our management team. The departure, death, disability or other extended loss of services of any member of our management team, particularly with little or no notice, could cause delays on projects, frustrate our growth prospects and could have an adverse impact on our client and industry relationships, our project exploration and development programs, other aspects of our business and our financial condition, results of operations, cash flow and prospects.

Our success, growth prospects, and ability to capitalize on market opportunities also depend to a significant extent on our ability to identify, hire, motivate and retain qualified managerial personnel, including additional senior members of management, and creative and technical personnel in a competitive job market. We expect competition for personnel with the specialized creative and technical skills needed to create our products and provide our services will continue to intensify in the future. Our competitors may be able to offer a work environment with higher compensation or more opportunities to work with cutting-edge technology than we can. Any new personnel we hire may not be or become as productive as we expect, as we may face challenges in adequately or appropriately integrating them into our workforce and culture. If we are unable to retain our key personnel or appropriately match skill sets with our needs, we would be required to expend significant time and financial resources to identify and hire new qualified personnel and to transfer significant internal historical knowledge, which might significantly delay or prevent our growth and the achievement of our business objectives.

***We may not be able to manage our potential growth*.**

For us to succeed, our business needs to experience significant expansion, including by adding to our senior management team. See *"As a company in the early stages of our development, we rely upon our management team; our future success depends significantly on their continued service and performance as well as our ability to hire and retain additional competent and skilled management, technical sales and other personnel"* above. We may not achieve this expansion. This expansion, if accomplished, may place a significant strain on our management, operational and financial resources. To manage any material growth, we will be required to implement additional operational and financial systems, procedures and controls. We will also be required to expand our finance, administrative and operations staff. Our current and planned personnel, systems, procedures, controls and infrastructure may not be adequate to support our future operations at any increased level. Our failure to manage growth effectively could give rise to operational errors, loss of business opportunities, loss of employees and reduced productivity, any of which may adversely affect our ability to compete effectively and otherwise have a material adverse effect on our business, financial condition, results of operations, cash flow and prospects.

***We may be involved in legal proceedings that may result in adverse outcomes*.**

From time to time, we may be involved in claims, suits, government investigations, audits and proceedings arising from the ordinary course of our business or otherwise. The nature of any such claims, suits, government investigations, audits and proceedings are inherently uncertain, and their results cannot be predicted with certainty. An adverse resolution in litigation, including litigation or other actions brought by our shareholders, customers, governmental authorities or another third party, could result in substantial damages or otherwise negatively impact our business, reputation and financial condition. Regardless of the outcome, such legal proceedings can have an adverse impact on us because of negative publicity, legal costs, diversion of management resources and other factors.

Risks Related to Our Common Shares

We may not be able to maintain our listing on the TSXV Venture Exchange.

Our common shares trade on the TSX-Venture Exchange ("TSXV) and the Australian Securities Exchange ("ASX") via CDIs. The TSXV and ASX have continued listing requirements that we must meet to avoid delisting. Our results of operations and our fluctuating share price directly impact our ability to satisfy these listing standards. There can be no assurance that we will remain in compliance in the future. If we are unable to maintain these listing standards, we may be subject to delisting. A delisting from TSXV and ASX would result in our common shares being eligible for quotation on the over-the-counter market, which is generally considered to be a less efficient trading system than listing on markets such as the TSXV and ASX or other national exchanges because of lower trading volumes, transaction delays, and reduced security analyst and news media coverage. A delisting from TSXV and ASX could also result in a determination that our common shares are "penny stock," which would require brokers trading in our common shares to adhere to more stringent rules. These factors could reduce the level of trading activity in the trading market for our common shares and contribute to lower prices and larger spreads in the bid and ask prices for our common shares.

Future capital raising efforts may be dilutive to our shareholders, result in increased interest expense in future periods or depress our share price.

In order to finance our operations, we have raised funds through the issuance of common shares and securities convertible into common shares, and we may do so again in the future. Any such offering in the future may have a dilutive effect on our earnings per share and/or book value per share. The actual amount of dilution, if any, cannot be determined at this time and will be based on numerous factors. In the future, we may issue common shares in connection with investments or acquisitions. The number of common shares issued in future offerings, including those issued in connection with an investment or acquisition, could be material. We cannot predict the size of future issuances of common shares or the size or terms of future issuances of debt instruments or other securities convertible into or exercisable or exchangeable for common shares, or the effect, if any, that future issuances and sales of our securities will have on the market price of our common shares. Sales or issuances of substantial numbers of common shares, or the perception that such sales could occur, may adversely affect the market price of our common shares. With any additional sale or issuance of common shares, or securities convertible into common shares, our investors may suffer dilution of their investment.

The price of our common shares may be volatile or may decline regardless of our operating performance.

The market price for our common shares may be highly volatile. In addition, the market price of our common shares may fluctuate significantly in response to a number of factors, most of which we cannot control, including:

- variations in our financial results or those of companies that are perceived to be similar to us;
- actions by us or our competitors, such as sales initiatives, acquisitions or restructurings;
- additions or departures of key management personnel;
- legal proceedings involving us, our industry, or both;
- changes in our capitalization, including future issuances of our common shares or the incurrence of additional indebtedness;
- changes in market valuations of companies similar to ours;

- the prospects of the industry in which we operate;
- actions by our shareholders;
- speculation or reports by the press or investment community with respect to us or our industry in general;
- general economic, market and political conditions; and
- other risks, uncertainties and factors described under the caption "*Risk Factors*" in this AIF.

The stock markets in general have often experienced volatility, including, most recently, in the wake of COVID-19, that has sometimes been unrelated or disproportionate to the operating performance of particular companies. These broad market fluctuations have caused, and may continue to cause, the trading price of our common shares to decline. A continuation or worsening of the levels of market disruption and volatility seen in the recent past could have an adverse effect on our ability to access capital, on our business, financial condition, results of operations, cash flow and prospects, and on the market price of our common shares. In the past, following periods of volatility in the market price of a company's securities, securities class-action litigation has often been brought against that company. We may become involved in this type of litigation in the future. Litigation of this type may be expensive to defend and may divert our management's attention and resources from the operation of our business.

We incur significant costs and demands upon management and accounting and finance resources as a result of complying with the laws and regulations affecting public companies; any failure to establish and maintain adequate internal controls and/or disclosure controls or to recruit, train and retain necessary accounting and finance personnel could have an adverse effect on our ability to accurately and timely prepare our financial statements and otherwise make timely and accurate public disclosure.

As a public operating company, we incur significant administrative, legal, accounting and other burdens and expenses beyond those of a private company, including public company reporting obligations, both in the U.S. and under applicable Canadian national and provincial securities laws and regulations, and TSXV listing requirements. In particular, we have needed, and continue to need, to enhance and supplement our internal accounting resources with additional accounting and finance personnel with the requisite technical and public company experience and expertise to enable us to satisfy such reporting obligations. Currently, we rely upon the services of third parties for our accounting and financial reporting functions, which third-party arrangements create additional monitoring obligations and have the potential to increase risk in the system of internal control. Any failure to maintain an effective system of internal controls (including internal control over financial reporting) could limit our ability to report our financial results accurately and on a timely basis, or to detect and prevent fraud and could expose us to regulatory enforcement action and shareholder claims.

We have never paid cash dividends on our common shares, and we do not anticipate paying cash dividends in the foreseeable future.

We have never declared or paid any cash dividends on our common shares and do not intend to pay any cash dividends in the foreseeable future. We currently intend to retain any future earnings to fund the growth of our business. Any determination to pay dividends in the future will be at the discretion of our board of directors and will depend on our financial condition, results of operations, capital requirements, general business conditions and other factors that our board of directors may deem relevant. As a result, capital appreciation, if any, of our common shares will be the sole source of gain for the foreseeable future. There is no guarantee that our common shares will appreciate in value or even maintain the price at which a shareholder purchased such shareholder's shares.

Provisions in our articles may prevent efforts by our shareholders to effect a change of control of our company or a change in our management.

Our articles provide for our board of directors to be divided into three classes of directors. Directors of each class are chosen for three-year terms upon the expiration of their current terms, and each year one class of directors is elected by our shareholders. Because we have a staggered board, our shareholders may be prevented from replacing a majority of our board of directors at any annual meeting, which may entrench management and discourage unsolicited shareholder proposals that may be in the best interests of our shareholders. In addition, the staggered terms of our directors may reduce the possibility of a tender offer or an attempt at a change in control, even though a tender offer or change in control might be in the best interest of our shareholders.

Liquid market for securities.

Even though currently the Common Shares, which trade on the TSXV and ASX have an active and liquid market, there can be no assurance than an active and liquid market for the Common Shares will continue or be maintained.

Dividends.

To date, the Company has not paid any dividends on its outstanding securities and the Company does not expect to do so in the foreseeable future. Any decision to pay dividends on the Common Shares will be made by the Board.

Trading price of Common Shares and volatility.

In recent years, the securities markets in Canada and Australia, have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur, and the trading price of the Company's shares may be subject to large fluctuations and may decline below the price at which an investor acquired its shares. The trading price may increase or decrease in response to a number of events and factors, which may not be within the Company's control nor be a reflection of the Company's actual operating performance, underlying asset values or prospects. Accordingly, investors may not be able to sell their securities at or above their acquisition cost.

Requirements of being a public company.

As a reporting issuer, the Company is subject to the reporting requirements of applicable securities legislation of the jurisdiction in which it is a reporting issuer, the listing requirements of the TSXV and ASX and other applicable securities rules and regulations. Compliance with those rules increase the legal and financial costs of the Company compared to being private and make some activities more difficult, time consuming or costly and increase demands on its systems and resources.

DIVIDENDS AND DISTRIBUTIONS

No cash dividends or distributions were declared on the Common Shares for the years ended 2019, 2020 and 2021. The Board will make all decisions with respect to dividends on the Common Shares, and shall consider the following factors in determining if and when dividends should be declared and paid in the future based on, amongst other things:

- the actual and expected financial results of the Company at the relevant time (including whether the Company has adequate retained earnings);
- economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Company;
- the Company’s business strategy and operational plans, including future cash commitments and investment needs to sustain the long-term growth of the Company;
- the current and expected liquidity position and capital requirements of the Company; and
- any other factors that the Board deems appropriate.

The Company has not paid any dividends on the Common Shares since its incorporation and the Board does not anticipate that any dividends will be declared on the Common Shares in the immediate or foreseeable future.

DESCRIPTION OF CAPITAL STRUCTURE

The authorized capital of the Company consists of an unlimited number of common shares without par value.

The holders of the Company's common shares are entitled to dividends, if, as and when declared by the Board of Directors, to one vote per common share at meetings of the Company's shareholders and, upon liquidation, to share equally in such assets of the Company as are distributable to the holders of the Company's common shares. All of the Company's common shares to be outstanding after completion of the proposed Transactions will be fully paid and non-assessable and are not subject to any pre-emptive rights, conversion or exchange rights, redemption, retraction, purchase for cancellation or surrender provisions, sinking or purchase fund provisions, provisions permitting or restricting the issuance of additional securities or provisions requiring a shareholder to contribute additional capital.

There were 120,712,026 common shares of the Company issued and outstanding as of the close of business on March 30, 2022. There are no preferred shares issued and outstanding.

MARKET FOR SECURITIES

Trading Price and Volume

The Common Shares are listed and posted for trading on the TSXV and ASX under the trading symbol "KCC". The following table sets forth the high and low market prices and the trading volumes of the Common Shares on the TSXV for each month during the periods indicated:

Date	Price Range (CDN$)		Volume (no. of Common Shares)
	High	Low	
March 1 to March 30, 2022	$ 0.14	$ 0.12	653,300
February 2022	$ 0.14	$ 0.11	391,300
January 2022	$ 0.14	$ 0.11	293,800
December 2021	$ 0.13	$ 0.11	363,200
November 2021	$ 0.16	$ 0.11	499,600
October 2021	$ 0.17	$ 0.12	872,000
September 2021	$ 0.18	$ 0.14	781,800
August 2021	$ 0.22	$ 0.16	1,443,800
July 2021	$ 0.28	$ 0.20	862,700
June 2021	$ 0.30	$ 0.22	441,000
May 2021	$ 0.35	$ 0.25	869,800
April 2021	$ 0.28	$ 0.22	2,253,600
March 2021	$ 0.33	$ 0.23	2,302,000
February 2021	$ 0.31	$ 0.18	2,045,600
January 2021	$ 0.39	$ 0.20	2,241,266

Prior Sales

The following table summarizes the issuances of securities issued or granted by the Company during the most recently completed financial year and the period from the most recent financial year ended to the date of this AIF that are not traded or quoted on a marketplace.

Security	Date of Issuance	Number of Securities	Exercise Price per Security (CDN$)	Expiry Date
Stock Options	January 8, 2021	2,004,506	$0.445 in year 1-2 $0.48 in year 3	January 8, 2024

Stock Options	October 1, 2021	7,580,575	First 18 months: $0.20 AUD After 18 months: $0.30 AUD	March 31, 2024
PSU	December 14, 2021	454,154		December 14, 2022
PSU	December 14, 2021	4,535,385		December 14, 2023
PSU	December 14, 2021	530,910		December 31, 2023

As at December 31, 2021 and as of the date of this AIF, there were 11,671,090 stock options, 17,763,962 warrants, and 5,520,449 PSUs outstanding.

ESCROWED SECURITIES

As at December 31, 2021 and the date of this AIF, no securities are held in escrow.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holding

The following table sets out the names, province or state and country of residence, positions with or offices held with the Company, and principal occupation for the past five years of each of the Company's directors and executive officers, as well as the period during which each has been a director or executive offer of the Company.

Name, Position and Province/State and Country of Residence	Principal Occupation During the Past Five Years(1)	Date Served as Director or Executive Officer Since
JONATHAN (SAM) SPRING(2,4) Director Australia	President and Chief Executive Officer of the Company from April 23, 2013. VP of Corporate Development from August 27, 2012.	Since July 23, 2014
Yuying Liang, Chief Financial Officer and Corporate Secretary	Ms. Liang is the Principal and Director of Canmore Financial Services Inc.; Director and CFO of Modern Plant Based Foods Inc., and Montego Resources Inc.; CFO of Goldhills Holding Ltd., Intact Gold Corp. and BlockchainK2 Corp.	Since November 24, 2020
RAY NADARAJAH(2, 3) Director Hong Kong	Principal of Global Infrastructure Partners, formerly managing director of TPG Capital and General Manager of Rio Tinto.	Since May 9, 2018

JOHN HOLLIDAY[4] Director Australia	Principal of Holliday Geoscience consultancy (2010 to present). Prior to his current position, he was a Chief Geoscientist, General Manager Property Generation for Newcrest Mining Limited.	Since February 1, 2017
LEWIS MARKS [2] Director Mongolia	A registered New York lawyer, commodities trader, former director of CBH Resources Limited and Advisor to LIM Advisors.	Since July 30, 2018
CAMERON MCRAE [3] Director Australia	Executive Director of Tarva Investment and Advisory LLC, and non-executive director of Erdene Resource Development. Previously held CEO and director level positions within Rio Tinto and other companies and board positions on chambers of mines and business councils including Vice Chairman of the Business Council of Mongolia.	Since August 13, 2018

Notes:

(1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years.

(2) Denotes member of the Audit Committee.

(3) Denotes member of the Remuneration Committee.

(4) Denotes member of the Technical Committee in addition to Senior VP of Exploration, Peter Leaman.

Each director's term of office expires at the next annual general meeting of the Company.

Shareholdings of Directors and Senior Management

As at the date of this AIF, to the best of the Company's knowledge, the Company's directors and executive officers as a group, beneficially owned, directly and indirectly, or exercised control or direction over, a total of 5,085,306 Common Shares, being approximately 4.2% of the Company's issued and outstanding Common Shares on an undiluted basis before giving effect to the exercise of rights, options, or warrants to purchase or otherwise receive Common Shares held by such directors and executive officers.

Committees of the Board

There are three committees of the Board, the Audit, Remuneration and Technical Committee.

The members of the Audit Committee are Messrs Lewis Marks, Sam Spring and Ray Nadarajah, Mr. Nadarajah as chair. Mr. Marks and Mr. Nadarajah are independent members of the Audit Committee.

The members of the Remuneration Committee are Messrs Mr. Nadarajah as chair and Mr. McRae. The members of the Technical Committee are Messrs Mr. Holliday as chair, and Mr. Spring and Mr. Leaman (VP of Exploration).

Biographies of Directors and Officers

SamSpring, Chief Executive Officer and Director

Sam Spring is formerly a Senior Mining Analyst with over 10 years financial services experience across various disciplines within the Goldman Sachs Group and Ocean Equities Ltd (the later now Pareto Securities). Prior to joining Kincora in August 2012, he had 5 years as a metals and mining research analyst covering, and providing advisory services, to the junior-mid cap sector, and was involved in the formation and funding of Kincora in mid-2011. In 2009, he won the Association of Mining Analysts (AMA - UK) Equity Mining Analyst of the Year. Mr. Spring is Vice Chair of the Business Counsel of Mongolia's ("BCM") Resources and Environment Working Group, and a member of the International Advisory Panel ("IAP") to the Minister of Mining and Heavy Industry of Mongolia. Mr. Spring has a commerce degree from the University of Melbourne, is a Chartered Accountant ("ICAA") and CFA Charterholder.

Ray Nadarajah, Chairman and Director

Ray Nadarajah, chairman of the audit and remuneration committees, is currently a Principal of Global Infrastructure Partners, and was most recently a Managing Director of TPG Capital where he was responsible for infrastructure investments across emerging markets. Prior to this he worked at Rio Tinto where he held a number of senior strategic and commercial roles, including Head of the Office of the CEO, General Manager of Corporate Development, Director of Business Development for China and Head of Business Development for Oyu Tolgoi in Mongolia. He began his career as an investment banker across Sydney, Hong Kong and Beijing with Citi and Goldman Sachs where he advised on M&A and capital market transactions across the natural resources, infrastructure, diversified industrials and telecom sectors. Ray holds a double degree in actuarial studies and finance from the Australian National University and has undertaken executive education from the Harvard Business School.

Lewis Marks, Director

Lewis Marks was appointed director in July 2018. Lewis is a former practicing and currently registered New York lawyer, who has lived in Asia for almost 40 years, including in Mongolia for most of the last 18 years, with extensive experience across the natural resource sector.

Lewis is a director of Tsast Impex LLC, the second largest construction company in Mongolia. He is also a former director of Steppe Gold Limited, which in May 2018 completed a $25 million IPO on the TSX.

From 2002, Lewis has been a managing member of MIC Global Partners LLC and a director of the LIM Japan Fund until December 2019, and since an advisor to LIM Advisors. Until recently Lewis was a long-standing director of CBH Resources Limited, which has mining and exploration interests in NSW, Australia.

Lewis earned his Bachelor of Science in Foreign Service at the School of Foreign Service, Georgetown University in Washington, D.C. and his Juris Doctor from the School of Law, State University of New York at Buffalo. Lewis is fluent in Mandarin Chinese, Japanese, Mongolian and German.

John Holliday, Director

John Holliday has over 45 years' experience in metals exploration including with BHP Minerals and Newcrest Mining where he rose to the positions of Chief Geoscientist and General Manager, Property Generation. More recently John has been a consultant and junior company director. Mr. Holliday was a consultant geologist to Kincora from mid-2015, becoming chairman of the then newly formed Technical Committee in November 2016 before joining the board in January 2017.

John was a principal originator, discoverer and site manager for the Tier 1 Cadia gold-copper porphyry and the Marsden copper-gold porphyry deposits in the Macquarie Arc of the Lachlan Fold Belt, NSW. He was also a principal geological advisor for Newcrest on the acquisition of significant projects including Cadia, Namosi Fiji and Wafi-Golpu, PNG. Mr Holliday has a track record of success in global gold-copper deposit exploration, discovery and evaluation, and is based near Orange, NSW in the Macquarie Arc.

John has a geophysics and geology honours degree from Macquarie University and economics/politics degree from Sydney University. He is a member of the Australian Institute of Geoscientists, the Australian Society of Exploration Geophysicists and the Society of Economic Geology, and is a Qualified Person for the purpose of NI 43-101 and a Competent Person for the purpose of JORC compliance.

Cameron McRae, Director

Cameron McRae was appointed Chairman of the Board in August 2018. For the majority of time since leaving Rio Tinto in late 2013 and before becoming chair, Cameron has been an Advisor to Kincora's board, focusing on stakeholder relations, strategic direction and operations.

Cameron is currently an independent non-executive director of Erdene Resource Development, an director of the Business Council of Mongolia, and chairman of the International Advisory Panel (IAP) to the Minister of Mining and Heavy Industry of Mongolia. In 2016-17, Cameron was a director and executive chairman of TerraCom.

Cameron is a seasoned director, CEO and mining executive, having led the full development cycle in four countries and across three continents.

Cameron served a 28-year career with Rio Tinto, and in Mongolia was President of Oyu Tolgoi LLC and Rio Tinto's country director (2010-13). In that role he led the construction and start-up of the then US$6 billion Oyu Tolgoi copper gold mine, located in the Southern Gobi, ahead of schedule, which at peak of construction had over 15,000 people employed on site. Mr. McRae was responsible for all aspects of the project including safety, strategy, construction, operations, growth initiatives and chair of the technical committee.

Cameron has led successful greenfield and brownfield construction projects, overarching business transformations and business improvement projects. At the corporate level, he has deep commercial/M&A experience and sat on a number of exploration and technical committees, including Oyu Tolgoi. Prior to Oyu Tolgoi, Cameron was CEO of Richards Bay

Minerals in South Africa, Managing Director of Murowa Diamonds in Zimbabwe and Project Director for the Hail Creek Coking Coal Expansion project in Australia. Prior to 2004, Cameron held commercial and project leadership roles, both at Corporate and Business Unit level. In 1995, he was a key team member responsible for the A$29 billion merger of CRA and RTZ into the dual listed Rio Tinto (which was the world's largest merger at the time).

Cameron was granted an Executive MBA from Monash University and Mount Eliza.

Yuying Liang, Chief Financial Officer and Corporate Secretary

Ms. Liang is a principal and director of Canmore Financial Services Inc., which provides financial reporting services and full-service accounting to private and public companies in a variety of industries. Ms. Liang has extensive experience in public company environment and has provided services such as financial reporting, company filings, and quarterly and annual budgets. Ms. Liang earned her Bachelor of Business Administration from Simon Fraser University and holds the professional designation of chartered professional accountant (CPA).

Cease Trade Orders, Bankruptcies, Penalties and Sanctions

Other than disclosed below, to the knowledge of the Company, no director, executive officer or Shareholder of the Company holding a sufficient number of Common Shares to materially affect control is, as at the date in this AIF, or has been, within 10 years before the date in this AIF, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity:

- was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

- was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

- 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

- has within the 10 years before the date in this Annual Information Form, 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 proposed director.

Conflicts of Interest

To the best of the Company's knowledge, there are no known existing or potential conflicts of interest between the Company and any director or officer of the Company, except that certain of the directors 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 "RISK FACTORS – General Risk Factors – Conflicts of Interest". Conflicts of interest will be subject to, and will be resolved in accordance with, the procedures and remedies under the BCBCA.

AUDIT COMMITTEE DISCLOSURE

The Audit Committee's Charter

The charter of the Audit Committee is reproduced in its entirety in Schedule "A" to this AIF.

Composition of the Audit Committee

The following are members of the Audit	Independent[(1)]	Financially Literate[(2)]	Relevant Education and Experience
Ray Nadarajah	Yes	Yes	Ray Nadarajah, chairman of the audit and remuneration committees, is currently a Principal of Global Infrastructure Partners, and was most recently a Managing Director of TPG Capital where he was responsible for infrastructure investments across emerging markets. Prior to this he worked at Rio Tinto where he held a number of senior strategic and commercial roles, including Head of the Office of the CEO, General Manager of Corporate Development, Director of Business Development for China and Head of Business Development for Oyu Tolgoi in Mongolia. He began his career as an investment banker across Sydney, Hong Kong and Beijing with Citi and Goldman Sachs where he advised on M&A and capital market transactions across the natural resources, infrastructure, diversified industrials and telecom sectors. Ray holds a double degree in actuarial studies and finance from the Australian NationalUniversity and has undertaken executive education from the Harvard Business School.

Sam Spring	No	Yes	Sam Spring is formerly a Senior Mining Analyst with over 10 years financial services experience across various disciplines within the Goldman Sachs Group and Ocean Equities Ltd (the later now Pareto Securities). Prior to joining Kincora in August 2012, he had 5 years as a metals and mining research analyst covering, and providing advisory services, to the junior-mid cap sector, and was involved in the formation and funding of Kincora in mid-2011. In 2009, he won the Association of Mining Analysts (AMA - UK) Equity Mining Analyst of the Year. Mr. Spring is Vice Chair of the Business Counsel of Mongolia's ("BCM") Resources and Environment Working Group, and a member of the International Advisory Panel ("IAP") to the Minister of Mining and Heavy Industry of Mongolia. Mr. Spring has a commerce degree from the University of Melbourne, is a Chartered Accountant ("ICAA") and CFA Charterholder.
Lewis Marks	Yes	Yes	Lewis Marks is a former practising and currently registered New York lawyer. Mr. Marks has lived and worked in Asia for over 40 years, with a residence and business operations in Mongolia for most of the last 20 years. Since 2002, Mr. Marks has served as member of the board of directors of the LIM Japan Fund and been managing member of MIC Global Partners LLC. Until recently, Lewis was a longstanding board member of CBH Resources Ltd., which has mining and exploration interests in New South Wales, Australia. From 1980 to 1993, he was with Marc Rich & Co. AG (purchased by Glencore International AG in 1993) and remained with Glencore until 2000, where part of his responsibilities included selling Mongolian copper into China, which first brought him to Mongolia in 1991. Mr. Marks earned his Bachelor of Science in foreign service at the School of Foreign Service, Georgetown University, in Washington and his Juris doctor from the School of Law, State University of New York at Buffalo.

Notes:

(1) A member of the Audit Committee is independent if he or she has no direct or indirect 'material relationship' with the Company. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. An executive officer of the Company, such as the CEO, is deemed to have a material relationship with the Company.

(2) A member of the Audit Committee is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

Each audit committee member has gained financial literacy through their years of experience serving as directors and officers of several companies (including this Company) as financial industry executives and serving on other audit committees and boards. In these positions, each member would be responsible for receiving financial information relating to their company and obtaining an understanding of the balance sheet, income statement and statement of cash flows and how these statements are integral in assessing the financial position of the Company and its operating results. Each member has significant understanding of the acquisition and exploration of evaluation and exploration assets business which the Company engages in and has an appreciation for the relevant accounting principles for that business.

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.

Reliance on Certain Exemptions

The Company is a "venture issuer" as defined in NI 52-110 and relies on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (Composition of Audit Committee) and 5 (Reporting Obligations) thereof.

Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described under the heading "External Auditors Service Fees (By Category)" below.

External Auditor Service Fees (By Category)

The table below sets out all fees billed by the Company's external auditor in each of the last two fiscal years:

- "Audit Fees" refers to fees billed by the Company's external auditor for services provided in auditing the Company's financial statements for the fiscal year;
- "Audit Related Fees" are fees not included in Audit Fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements;
- "Tax Fees" are fees billed by the Company's external auditors for professional services rendered for tax compliance, tax advice and tax planning; and
- "All Other Fees" are fees billed by the external auditor for products and services not included in the foregoing categories:

Financial Year Ended	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
December 31, 2021	45,000	Nil	10,500	Nil
December 31, 2020	45,000	Nil	10,500	Nil

PROMOTERS

The Company has not had any promoters within the past two years.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

Other than the previously discussed and disclosed tax dispute in Mongolia, where Kincora and its subsidiaries are seeking to defend its position in ongoing Administrative Court proceedings for a material disputed amount, neither the Company nor any its subsidiaries is or was a party to, nor any of its property is or was the subject of, any material legal proceedings during year 2021, and no such proceedings are known to be contemplated.

Regulatory Actions

Neither the Company nor any of its subsidiaries has been subject to any:

- penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during Fiscal 2020;
- other penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority that would likely be considered important to a reasonable investor making an investment decision; or
- settlement agreements entered into by the Company before a court relating to securities legislation or with a securities regulatory authority during the year 2021.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as described elsewhere in this AIF, no director, executive officer or person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of the Company’s outstanding voting securities and no associate or affiliate of any of such persons or companies has any material interest, direct or indirect, in any transaction within the three most recently completed fiscal years or since the commencement of the Company’s last completed fiscal year or in any proposed transaction, which, in either case, has materially affected or is reasonably expected to materially affect the Company or any of its subsidiaries.

AUDITORS, TRANSFER AGENT, AND REGISTRAR

The Company’s transfer agent for its Common Shares is Computershare Investor Services, Inc. with offices at 510 Burrard Street, 3rd Floor, Vancouver, British Columbia V6C 3B9.

The auditors of the Company are Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, at its offices located at 1500 – 1140 West Pender Street, Vancouver, BC V6E 4G1.

MATERIAL CONTRACTS

Material contracts under NI 51-102 are contracts, other than contracts entered into in the ordinary course of the Company's business, which are material to the Company. The only material contract entered into by Company since January 1, 2021, being the commencement of the Company's most recently completed financial year, is set forth below.

On June 30, 2021, the Company entered into a definitive acquisition and joint venture agreement with Resilience Mining Mongolia Pty. Ltd. ("RMM") in connection with the binding term sheet entered into by the parties on December 12, 2020. Pursuant to the agreement, RMM will acquire 80 percent interest in the Company's subsidiary, Kincora Group Limited ("KGL") which owns Nadmin and Golden Grouse ("Mongolian subsidiaries"), by granting an equity interest of 9.9 percent in RMM upon successful admission to the ASX and having raised a minimum of A$5,000,000 in new equity to the Company's subsidiary, BSG Investments Inc. through a share purchase agreement Kincora will also retain an effective carried asset level interest in the Mongolian subsidiaries until certain material project level milestones. Subsequent to period end, Kincora provided RMM an extension subject to:

- Converting (at Resilience's expense) the Exploration Target to a JORC and/or NI 43-101 resource for the Bronze Fox project by 15 April, 2022;
- Resilience having appointed a new lead manager for the proposed ASX listing (by 30 April, 2022);
- Refunding Kincora a minimum of 50% of its Mongolian Maintenance Payments upon receipt of further pre-IPO funding; and,
- Resilience raising A$7.5 million to A$10 million in new equity alongside IPO on the ASX and completion all other conditions precedent by June 30, 2022.

As of December 31, 2021, the estimated value of share consideration is estimated to be A$1,200,000 and carried asset level interest in the Mongolian subsidiaries to be 20 percent. As consideration for an exclusivity period granted by the Company, RMM agreed to pay A$20,000 for a two-month period ended January 31, 2021, and an additional A$15,000 per month from February 1, 2021 until the earlier of completion or termination of the agreement. As of December 31, 2021, a total of A$155,000 was received from RMM.

In 2021, RMM completed a pre-IPO (initial public offering) financing of A$1.2-million and is in advanced preparations for a A$5-million to A$6-million raising alongside the IPO.

As of December 31, 2021, the transaction was still subject to various conditions precedent. Hence, for accounting purposes, the Company does not consider the sale transaction as highly probable as of December 31, 2021 and the RMM transaction remains conditional as at March 30, 2022.

INTERESTS OF EXPERTS

Names of Experts

The following are the names of each person or company who is named as having prepared or certified a report, valuation, statement or opinion described, included or referred to in a filing made under NI 51-102 by the Company during or relating to the year 2021 and whose profession or business gives authority to such report, valuation, statement or opinion:

- Paul Cromie (BSc Hons. M.Sc. Economic Geology, PhD, member of the Australian Institute of Mining and Metallurgy and Society of Economic Geologists), is Exploration Manager Australia for the Company. Information that relates to Exploration Results, Mineral Resources or Ore Reserves has been reviewed and approved by Mr. Paul Cromie, a Qualified Person under the definition established by JORC and have sufficient experience which is relevant to the style of mineralization and type of deposit under consideration and to the activity being undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.
- Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, are the independent auditors of the Company and have provided an auditor's report in respect of the financial statements for the years ended December 31, 2021 and 2020. Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, confirmed that they are independent with respect to the Company within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulation.

Interests of Experts

Paul Cromie held less than 1% of the outstanding securities of the same class of the Company when he prepared the Technical Reports and held less than 1% of the outstanding securities of the same class of the Company following the preparation of such reports or data; nor does it have any interest in the property of the Company, and neither Paul Cromie expects to be, elected, appointed or employed as a director, officer or employee of the Company or its subsidiaries.

Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, does not beneficially own, directly or indirectly, any securities; nor does it have any interest in the property of the Company, and neither Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, nor any of its directors, officers or employees is, or expects to be, elected, appointed or employed as a director, officer or employee of the Company or its associates or affiliates.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com.

Additional information, including directors' and officers' remuneration and indebtedness, options to purchase securities, interests in material transactions, and securities authorized for issuance under equity compensation plans (as applicable) is and will be contained in the Company's management information circulars for its prior and upcoming annual general meetings, which are and will be available under the Company's profile on SEDAR.

Additional financial information, including information with respect to risks and uncertainties, is provided in the Company's audited consolidated financial statements and management discussion & analysis for the year ended December 31, 2021. Copies of the financial statements and MD&A are available under the Company's profile on SEDAR.

Dated: March 30, 2022

BY ORDER OF THE BOARD OF DIRECTORS

"*Sam Spring*"

Sam Spring

Chief Executive Officer

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

1. Mandate

The Audit Committee will assist the Board of Directors (the “Board”) in fulfilling its financial oversight responsibilities. The Audit Committee will review and consider in consultation with the auditors the financial reporting process, the system of internal controls, quarterly reporting obligations, impairment reviews and recommendations, the audit process and resulting public market disclosures. In performing its duties, the Audit Committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each Audit Committee member must obtain an understanding of the principal responsibilities of Audit Committee membership as well and the Company’s business, operations and risks.

2. Composition

The Board will appoint from among their membership an Audit Committee after each annual general meeting of the shareholders of the Company. The Audit Committee will consist of a minimum of three directors.

2.1 Independence

It is recommended that the majority of the members of the Audit Committee must be independent directors.

2.2 Chairman

The chair of the Audit Committee should be an independent director who is not the chair of the Board.

2.3 Expertise of Committee Members

Each member of the Audit Committee must be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the committee. At least one member of the Audit Committee must have accounting or related financial management expertise. The Board shall interpret the qualifications of financial literacy and financial management expertise in its business judgment and shall conclude whether a director meets these qualifications.

3. Meetings

The Audit Committee shall meet as and when needed and at least annually with the Company’s Chief Financial Officer and external auditors in separate executive sessions.

4. Roles and Responsibilities

The Audit Committee shall fulfil the following roles and discharge the following responsibilities:

4.1 External Audit

The Audit Committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor’s report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. In carrying out this duty, the audit committee shall:

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

(b) review (by discussion and enquiry) the external auditors' proposed audit scope and approach;

(c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;

(d) review and recommend to the Board the compensation to be paid to the external auditors; and

(e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards.

4.2 Internal Control

The Audit Committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, impairment reviews, transactions and the creation of obligations, commitments and liabilities of the Company. In carrying out this duty, the Audit Committee shall:

(a) evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company; and

(b) ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

4.3 Financial Reporting

The Audit Committee shall review the financial statements and financial information prior to making a recommendation for approval from the Board and the release to the public. In carrying out this duty, the Audit Committee shall:

General

(a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions;

(b) review the potential for impairment of balance carrying values as and when needed post the Company dropping any ground, and liaise with external auditors if needed to gain counsel;

(c) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate; and,

(d) review the draft financial statements and management's discussion & analysis (MD&A), and provide a recommendation to the Board with respect to the approval of the financial statements and MD&A;

Annual Financial Statements

(a) discuss and meet as needed with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and

(b) review management's MD&A respecting the annual reporting period prior to its presentation to the Board for approval and release to the public.

Interim Financial Statements

(a) review and approve the interim financial statements prior to their presentation to the Board for approval and release to the public; and

(b) review MD&A respecting the interim reporting period prior to its presentation to the Board for approval and release to the public.

Release of Financial Information

(a) where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public.

4.4 CEO & CFO declaration

The Audit Committee will receive assurance in writing from the chief executive officer and chief financial officer each time the company financial statements are issued on a quarterly and annual basis that, to the best of their knowledge, the financial statements fairly present in all material respects the financial performance of the company. The declaration also states that, in their opinion the financial records of the company have been properly maintained that the records are founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

4.5 Non-Audit Services

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the Audit Committee, including preparation of any tax advice and annual statements.

Delegation of Authority

(a) The Audit Committee may delegate to one or more members of the Audit Committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the Audit Committee at its next meeting and/or via email at the time of approval.

De-Minimis Non-Audit Services

(a) The Audit Committee may satisfy the requirement for the pre-approval of non-audit services if:

(i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or

(ii) the services are brought to the attention of the Audit Committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

(a) The Audit Committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:

(i) the pre-approval policies and procedures are detailed as to the particular service;

(ii) the Audit Committee is informed of each non-audit service; and

(iii) the procedures do not include delegation of the Audit Committee's responsibilities to management.

4.6 Other Responsibilities

The Audit Committee shall:

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

(b) establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

(c) ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;

(d) review the policies and procedures in effect for considering officers’ expenses ;

(e) perform other oversight functions as requested by the Board;

(f) monitor related party transactions; and

(g) review and update this Charter and receive approval of changes to this Charter from the Board.

4.7 Reporting Responsibilities

The Audit Committee shall regularly update the Board about audit committee activities and make appropriate recommendations.

5. Resources and Authority of the Audit Committee

The Audit Committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to

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

(b) set and pay the compensation for any advisors employed by the Audit Committee; and

(c) communicate directly with the internal and external auditors.

6. Guidance – Roles & Responsibilities

The following guidance is intended to provide the audit committee members with additional guidance on fulfilment of their roles and responsibilities on the committee:

6.1 Internal Control

(a) evaluate whether management is setting the goal of high standards by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;

(b) focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown; and

(c) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

6.2 Financial Reporting

General

(a) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements; and

(b) ask management and the external auditors about significant risks and exposures and the plans to minimize such risks; and

(c) understand industry best practices and the Company's adoption of them.

Annual Financial Statements

(a) review the annual financial statements and determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles in light of the jurisdictions in which the Company reports or trades its shares;

(b) pay attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;

(c) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses; warranty, professional liability; litigation reserves; and other commitments and contingencies;

(d) consider management's handling of proposed audit adjustments identified by the external auditors; and

(e) ensure that the external auditors communicate all required matters to the committee.

Interim Financial Statements

(a) be briefed on how management develops and summarizes interim financial information, the extent to which the external auditors review interim financial information;

(b) meet with management and the auditors, either telephonically or in person, to review the interim financial statements; and

(c) to gain insight into the fairness of the interim statements and disclosures, obtain explanations from management on whether:

  (i) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;

  (ii) changes in financial ratios and relationships of various balance sheet and operating statement figures in the interim financials statements are consistent with changes in the company's operations and financing practices;

  (iii) generally accepted accounting principles have been consistently applied;

  (iv) there are any actual or proposed changes in accounting or financial reporting practices;

  (v) there are any significant or unusual events or transactions;

  (vi) the Company's financial and operating controls are functioning effectively;

(vii) the Company has complied with the terms of loan agreements, security indentures or other financial position or results dependent agreement; and

(viii) the interim financial statements contain adequate and appropriate disclosures.

6.3 Compliance with Laws and Regulations

(a) periodically obtain updates from management regarding compliance with this policy and industry "best practices";

(b) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements; and

(c) review the findings of any examinations by securities regulatory authorities and stock exchanges.

6.4 Other Responsibilities

(a) review, with the Company's counsel, any legal matters that could have a significant impact on the Company's financial statements.