KORE MINING LTD.

ANNUAL INFORMATION FORM
For the Financial Year Ended December 31, 2019

June 2, 2020

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This annual information form ("**AIF**") of KORE Mining Ltd. ("**KORE**" or the "**Company**") contains forward-looking statements relating to the future operations of the Company and other statements that are not historical facts. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects", "intends", "indicates" and similar expressions. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding the future plans and objectives of the Company are forward-looking statements. Forward-looking statements in this AIF include, but are not limited to, statements with respect to: the results of the PEA (as defined below), next steps and timing regarding follow-up programs at the Imperial Project (as defined below), financings and the intended use of proceeds resulting therefrom, results and developments in the Company's operations in future periods, planned exploration activities, the adequacy of the Company's financial resources, future operating and capital costs, closure costs, the projected NPV (as defined below), IRR (as defined below), timelines, permit timelines, and the ability to obtain the requisite permits, economics and associated returns of the Imperial Project, the technical viability of the Imperial Project, the market and future price of and demand for gold, the environmental impact of the Imperial Project, the ongoing ability to work cooperatively with stakeholders, including the local levels of government other events or conditions that may occur in the future. Such forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business. Management believes that these assumptions are reasonable. Forward looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information.

Such factors include, among others: risks related to exploration and development activities at the Company's projects, and factors relating to whether or not mineralization extraction will be commercially viable; risks related to mining operations and the hazards and risks normally encountered in the exploration, development and production of minerals, such as unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction and removal of materials; uncertainties regarding regulatory matters, including obtaining permits and complying with laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters, and the potential for existing laws and regulations to be amended or more stringently implemented by the relevant authorities; uncertainties regarding estimating mineral resources, which estimates may require revision (either up or down) based on actual production experience; risks relating to fluctuating metals prices and the ability to operate the Company's projects at a profit in the event of declining metals prices and the need to reassess feasibility of a particular project that estimated mineral resources will be recovered or that they will be recovered at the rates estimated; risks related to title to the Company's properties, including the risk that the Company's title may be challenged or impugned by third parties; the ability of the Company to access necessary resources, including mining equipment and crews, on a timely basis and at reasonable cost; competition within the mining industry for the discovery and acquisition of properties from other mining companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of mineral claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel; access to suitable infrastructure, such as roads, energy and water supplies in the vicinity of the Company's properties; and risks related to the stage of the Company's development, including risks relating to limited financial resources, limited availability of additional financing and potential dilution to existing shareholders; reliance on its management and key personnel; inability to obtain adequate or any insurance; exposure to litigation or similar claims; currently unprofitable operations; risks regarding the ability of the Company and its management to manage growth; and potential conflicts of interest.

The foregoing list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. Forward-looking statements are statements about the future and are inherently uncertain, and the Company's actual achievements or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in this AIF.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this AIF and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results, except as may be required by applicable securities laws. There can be no assurance that forward- looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information.

INTRODUCTION

Currency

Unless otherwise indicated, all references to "$" in this AIF are to Canadian dollars and all references to "US$" or "USD$" in this AIF are to U.S. dollars.

The following table reflects the low and high rates of exchange for one United States dollar, expressed in Canadian dollars, during the periods noted, the rates of exchange at the end of such periods and the average rates of exchange during such periods, based on the Bank of Canada noon spot rate of exchange for 2017, and the daily exchange rates for 2018 and 2019.

	Years Ended December 31		
	2019	**2018**	**2017**
Low for the period	$1.2988	$1.2288	$1.2128
High for the period	$1.3600	$1.3642	$1.3743
Rate at the end of the period	$1.2988	$1.3642	$1.2545
Average	$1.3269	$1.2957	$1.2986

On June 2, 2020, the Bank of Canada daily exchange rate was US$1.00 equaled $1.3515.

Non-IFRS Measures

Items marked with a * or noted as "Non-IFRS Measure" in this AIF are alternative performance measures. Alternative performance measures are furnished to provide additional information. These non-IFRS performance measures are included in this AIF because the Company believes these statistics are key performance measures that provide investors, analysts and other stakeholders with additional information to understand the costs associated with the Company's projects. These performance measures do not have a standard meaning within IFRS and, therefore, amounts presented may not be comparable to similar data presented by other mining companies. These performance measures should not be considered in isolation as a substitute for measures of performance in accordance with IFRS.

"**Cash Costs**" and "**Cash Costs (LOM)**" are a non-IFRS measure reported by KORE on an ounces of gold sold basis. Cash costs include mining, processing, refining, general and administration costs and royalties but exclude depreciation, reclamation, income taxes, capital and exploration costs for the life of the mine ("**LOM**"), defined below as eight years.

"**All-In-Sustaining-Costs**" ("**AISC**") is a non-IFRS measure reported by KORE on a per ounce of gold sold basis that includes all cash costs noted above (mining, processing refining, general and administration and royalties), as well as sustaining capital and closure costs, but excludes depreciation, capital costs and income taxes.

Scientific and Technical Information

Unless otherwise indicated, scientific and technical information in this AIF has been reviewed and approved by Marc Leduc, P.Eng., the Chief Operating Officer of KORE who is a "Qualified Person" as defined in National Instrument 43- 101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**").

In this AIF, the terms Mineral Resources and Inferred Mineral Resources have the meanings ascribed to those terms by the Canadian Institute of Mining, Metallurgy and Petroleum ("**CIM**"), as the CIM Definition Standards on Mineral Resources and Mineral Reserves adopted by the CIM Council, as amended.

Cautionary Statement Regarding Estimates of Mineral Resources

Information regarding Mineral Resource estimates in this AIF has been prepared in accordance with the requirements of Canadian securities laws, which differ from the requirements of United States Securities and Exchange Commission ("**SEC**") Industry Guide 7. In October 2018, the SEC approved final rules requiring comprehensive and detailed disclosure requirements for issuers with material mining operations. The provisions in Industry Guide 7 and Item 102 of Regulation S-K, have been replaced with a new subpart 1300 of Regulation S-K under the United States Securities Act and will become mandatory for SEC registrants after January 1, 2021. The changes adopted are intended to align the SEC's disclosure requirements more closely with global standards as embodied by the Committee for Mineral Reserves International Reporting Standards (CRIRSCO), including Canada's NI 43-101 and CIM Definition Standards. Under the new SEC rules, SEC registrants will be permitted to disclose "Mineral Resources" even though they reflect a lower level of certainty than Mineral Reserves. Additionally, under the new rules, Mineral Resources must be classified as "measured", "indicated", or "inferred", terms which are defined in and required to be disclosed by NI 43-101 for Canadian issuers and are not recognized under Industry Guide 7. Accordingly, the Mineral Resource estimates and related information may not be comparable to similar information made public by United States companies subject to the reporting and disclosure requirements under the United States federal laws and the rules and regulations thereunder, including SEC Industry Guide 7.

A "Mineral Resource" is a concentration or occurrence of solid material of economic interest in or on the Earth's crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade or quality, continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling. Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories.

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

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

A "Measured Mineral Resource" is that part of a Mineral Resource for which quantity, grade or quality, densities, shape, and physical characteristics are estimated with confidence sufficient to allow the application of Modifying Factors to support detailed mine planning and final evaluation of the economic viability of the deposit. Geological evidence is derived from detailed and reliable exploration, sampling and testing and is sufficient to confirm geological and grade or quality continuity between points of observation. A Measured Mineral Resource has a higher level of confidence than that applying to either an Indicated Mineral Resource or an Inferred Mineral Resource. It may be converted to a Proven Mineral Reserve or to a Probable Mineral Reserve.

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

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

A “Proven Mineral Reserve” is the economically mineable part of a Measured Mineral Resource. A Proven Mineral Reserve implies a high degree of confidence in the Modifying Factors.

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

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated on June 16, 1981 under the *Company Act* (British Columbia) under the name Eureka Resources, Inc. On March 30, 1990, the Company amalgamated with Hawthorne Gold Corporation, with the amalgamated company continuing as Eureka Resources, Inc. ("**Eureka**"). On October 30, 2018, the Company completed its acquisition of 1065591 B.C. Ltd. (then KORE Mining Ltd., a private company) ("**PrivCo**") by way of a three-cornered amalgamation under the *Business Corporations Act* (British Columbia) (the "**Transaction**"). The Transaction constituted a reverse takeover under the policies of the TSX Venture Exchange (the "**TSXV**") and, in connection with the Transaction, the Company changed its name to "KORE Mining Ltd."

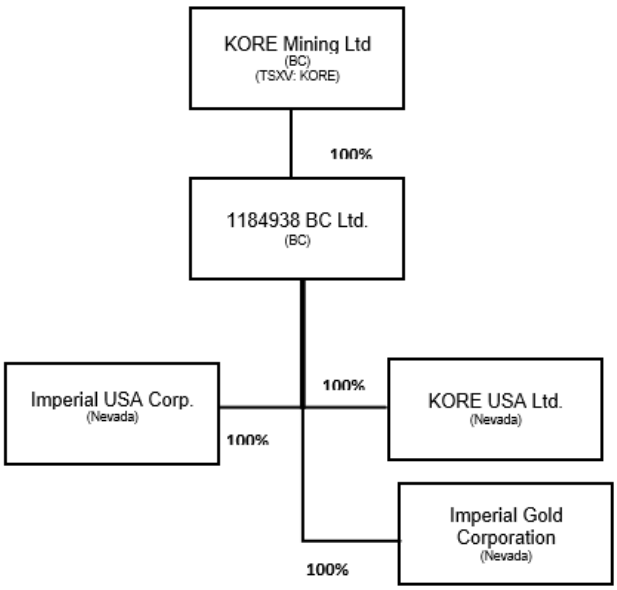
Prior to the Transaction, the Company had a financial year end of October 31. Following the Transaction, the Company changed its financial year end to December 31.

The common shares of the Company (the "**Common Shares**") are currently listed and posted for trading on the TSXV under the symbol "KORE" and on the OTCQB Venture Market ("**OTCQB**") in the United States under the symbol "KOREF". The Company is a reporting issuer in British Columbia and Alberta and files its continuous disclosure documents with the applicable Canadian securities authorities in such provinces. Such documents are available on SEDAR at www.sedar.com. KORE's filings through SEDAR are not incorporated by reference in this AIF.

The Company's head office is located at Suite 960, 1055 West Hastings Street, Vancouver, British Columbia, V6E 2E9 and its registered and records office is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

Intercorporate Relationships

KORE currently has the following wholly-owned subsidiaries:



Unless otherwise noted or inconsistent with the context, references to KORE or the Company in this AIF are references to KORE Mining Ltd. and its subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Overview

The Company's business is the acquisition, exploration and development of North American gold projects. The Company currently owns 100% of four gold projects in California and British Columbia.

The Company's most advanced gold project, the Imperial project in Imperial County, California (the "**Imperial Project**"), is being prepared for mine development permitting and the surrounding Mesquite-Picacho District claim block is being explored for new discoveries. The Imperial Project is ideally located in Imperial County, California, with access to labour and infrastructure associated with the Mesquite gold mine, located nine miles away. KORE delivered a Mineral Resource estimate dated December 30, 2019 followed by a positive preliminary economic assessment (the "**PEA**") in April 2020 on the Imperial Project with an after tax net present value ("**NPV**") at 5% of US$343 million and internal rate of return ("**IRR**") of 44% at US$1,450 per ounce gold (see "*Mineral Project Disclosure – The Imperial Project*" for further details). KORE is actively exploring the Mesquite-Picacho District and plans to move the Imperial Project into the formal permitting process in mid-2020.

KORE also owns three other exploration stage projects:

1. The Long Valley project located in Mono County, California (the "**Long Valley Project**") is a shallow epithermal gold deposit with a Mineral Resource open for expansion at surface in oxides and at depth in sulphides. KORE is using geophysics and other modern exploration techniques to target drilling planned for the second half of 2020.

2. The FG Gold project located in the Cariboo Region, British Columbia (the "**FG Gold Project**") is a bulk disseminated orogenic deposit with a current shallow Mineral Resource. KORE is drilling to better define structural controls of higher-grade mineralization, opening up the unexplored portion of the 20 kilometre trend and rock mass at depth to further exploration.

3. The Gold Creek project located in the Cariboo Region, British Columbia (the "**Gold Creek Project**") is an early stage orogenic gold discovery with a large contiguous claim block near the Spanish Mountain gold project and the Mount Polley copper-gold mine. KORE plans to follow-up the discovery with further exploration.

Three Year History of the Company

Prior to (and including) the Transaction, the following events occurred:

Financial year ended October 31, 2017

- The Company entered into an option agreement in November 2016 to earn up to a 100% interest in the Gold Creek Project. The Gold Creek Project is located 8 kilometres from and within the same lithology as the Spanish Mountain deposit. The Company has completed all of the requirements under the option agreement and has earned its 100% interest.
- The Company announced it had received positive results from a three-hole diamond drill program completed at Gold Creek in May 2017.

Financial year ended December 31, 2018

- In October 2018, the Company completed the Transaction pursuant to an amalgamation agreement (the "**Amalgamation Agreement**") dated February 24, 2018, whereby it acquired all of the issued and outstanding shares of PrivCo. In connection with the Transaction, the Company issued 61,360,880 Common Shares to the former securityholders of PrivCo who obtained control of the amalgamated entity through their resulting ownership of approximately 86% of the Common Shares of the resulting entity. In connection with the closing of the Transaction, the Company changed its name from Eureka Resources Inc. to KORE Mining

Ltd. and changed its trading symbol to "KORE". Pursuant to the Transaction, all securityholders of PrivCo exchanged their common shares for Common Shares at an exchange rate of 3.28006406082785 per Common Share for every one PrivCo common share.

- In October 2018, concurrently with the Transaction, the Company completed a brokered private placement by issuing 3,900,000 units for proceeds of $1,950,000. Each unit consisted of one share and one-half share purchase warrant. Each whole warrant entitles the holder to acquire one common share at a price of $0.75 until October 30, 2020, subject to an acceleration clause whereby if the Company gives notice that the closing price has equaled or exceeded $1.00 per share for a period of ten consecutive dates, the Company may accelerate the expiry date of the warrants to 30 days from the date said notice is given. In addition, the Company issued 500,000 units on the same terms as above, for proceeds of $250,000 pursuant to the conversion of $250,000 of convertible debt. PI Financial Corp. acted as agent for the offering.
- In October 2018, the Company completed the previously mentioned Transaction in accordance with the Amalgamation Agreement described herein and filed on SEDAR at www.sedar.com. Management of the Company was changed with James Hynes being appointed Chairman. A new board of directors was appointed that comprised James Hynes (Chairman), Adrian Rothwell, Brendan Cahill, Don MacDonald, and Harry Pokrandt.

Financial year ended December 31, 2019

- In May 2019, the Company completed a $4,000,000 investment (the "**Investment**") by Macquarie Bank Ltd. and its affiliates (collectively, "**Macquarie**"). As part of the Investment, Macquarie subscribed for 6,000,000 Common Shares at a price of $0.25 per Common Share and acquired a 1% NSR royalty on the Imperial Project.
- Effective July 3, 2019, Scott Trebilcock was appointed President, Chief Executive Officer and a Director of the Company.
- In August 2019, the Company completed a non-brokered private placement for proceeds of $3,000,000, issuing 10,000,000 Common Shares at a price of $0.30 per share.
- In October 2019, Marc Leduc was appointed Chief Operating Officer of the Company to lead development of the Imperial Project.
- Effective November 13, 2019, the Common Shares commenced trading on the OTCQB under the symbol "KOREF".
- In November 2019, the Company announced that Newmont Corporation ("**Newmont**") had agreed to accept in settlement of a future US$1 million payment to Newmont on announcement of an economic assessment for the Imperial Project, where the number of common shares to be issued would be based on the average of the 30-day closing price prior to the date of announcement. The agreement was an amendment to the March 2017 Imperial purchase agreement with Goldcorp USA Inc., a wholly owned subsidiary of Newmont.
- In December 2019, the Company filed an amended NI 43-101 technical report and Mineral Resource estimate for the Long Valley Project. The revised Indicated Mineral Resource of 1,247,000 ounces and Inferred Mineral Resource of 486,000 ounces are from 66.8 million tonnes of 0.58 grams per tonne and 23.6 million tonnes of 0.65 grams per tonne, respectively.
- In December 2019, the Company filed a new NI 43-101 technical report and Mineral Resource estimate for the Imperial Project. The Mineral Resource estimate sets out an Indicated Mineral Resource of 877,000 ounces and an Inferred Mineral Resource of 1,336,000 ounces from 45.7 million tonnes of 0.59 grams per tonne gold and 90.9 million tonnes of 0.46 grams per tonne gold respectively.

Subsequent to financial year ended December 31, 2019

- In April 2020, the Company announced a positive PEA for the Imperial Project, which was filed on May 19, 2020. The PEA demonstrates the Imperial Project's potential to be a robust mid-tier gold mine with compelling project economics.
- In May 2020, the Company completed a non-brokered private placement with Eric Sprott and Macquarie for proceeds of $3,000,000, consisting of 6,666,666 Common Shares at a price of $0.45 per share.

Three Year History of PrivCo

In addition to the events described above under "*General Development of the Business – Three Year History of the Company*", the following events with respect to PrivCo have occurred:

- In March 2017, PrivCo acquired a 100% interest in the Imperial Project pursuant to an agreement dated March 28, 2017 with Goldcorp Inc., which was acquired by Newmont on April 18, 2019, and also acquired a 100% interest in the Long Valley Project pursuant to an agreement dated March 29, 2017 with Vista Gold Corp.

  Consideration paid for the shares of Imperial (which owns the properties comprising the Imperial Project) consisted of US$50,000 paid by PrivCo to the vendor at the time of making of a letter agreement regarding the acquisition, an additional US$100,000 paid by PrivCo at closing, US$1,000,000 payable by PrivCo upon the announcement by PrivCo of a revised PEA, feasibility study or similar report regarding the Imperial Project (subsequently amended to be settled by the issuance of shares per above), and an additional US$1,000,000 payable by PrivCo on the day that is 30 days after gold is first poured from ore mined from the Imperial Project. Prior to completion of the acquisition, Imperial granted to the vendor a 1% net smelter returns ("**NSR**") royalty from the Imperial Project.

  Consideration paid for the properties comprising the Long Valley Project consisted of US$350,000 cash paid at closing. The Company is obliged to pay the vendor an additional US$500,000 cash on or prior to the 30th day after commencement of commercial production on the Long Valley Project, and an additional US$500,000 on or prior to the 12 month anniversary of the commencement of commercial production. The Company also granted the vendor (and subsequently assigned to Kore USA Inc. as assignee grantor and a related party of the vendor as payee) a NSR royalty of between 0.5% and 2.0% (depending on prevailing gold prices) of NSR from the Long Valley Project.
- PrivCo completed several rounds of private placement financings during 2017 pursuant to which an aggregate of 3,333,334 common shares were issued at a weighted average share price of between $0.43 per common share and $0.675 per common share for total proceeds of $1,472,800 (these figures are on a pre-Transaction basis and were calculated based on a share exchange ratio of 1:3.28). Proceeds were used primarily for the acquisition of the Imperial Project and the Long Valley Project and to fund the preparation of a 43-101 compliant technical report for the Long Valley Project.

DESCRIPTION OF THE BUSINESS

Overview

As described above under "*General Development of the Business*" and below under "*Mineral Project Disclosure*," the principal business of the Company is mineral resource exploration and development. KORE has four 100% owned gold projects: two in California (the Imperial Project and the Long Valley Project) and two in British Columbia (the FG Gold Project and the Gold Creek Project). The primary focus of the Company in 2020 is the economic assessment (PEA released on April 6, 2020 on the Imperial Project) and re-start of permitting of the Imperial Project. The Company is also investing in exploration on the Imperial Project regional exploration claims, as well as at the Long Valley Project, the FG Gold Project and the Gold Creek Project.

The Company considers the Imperial Project and the Long Valley Project to be its material properties for the purposes of applicable Canadian securities laws.

KORE does not own any producing properties and, consequently, has no current operating income or cash flow from the properties it holds, nor has it had any income from operations in the past three financial years. As a consequence, operations of KORE are funded solely by equity financings.

Specialized Skills

The Company's business requires specialized skills and knowledge in the areas of geology, drilling, planning, implementation of exploration programs and compliance. To date, KORE has been able to readily locate and retain such professionals in Canada and the United States, and believes it will be able to continue to do so.

Competitive Conditions

KORE operates in a very competitive industry, and competes with other companies, many of which have greater technical and financial capabilities for the acquisition and development of mineral properties, as well as for the recruitment and retention of qualified employees and consultants.

Business Cycles

The gold sector is very volatile and cyclical. It has suffered significant declines since 2011. The financial markets for mining in general, and mineral exploration and development in particular, continued to be relatively weak through 2019. In addition to commodity price cycles and recessionary periods, exploration activity may also be affected by seasonal and irregular weather conditions in the areas where the Company operates. See "Risk Factors" below.

Environmental Protection Requirements

KORE's operations are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, and the use of cyanide which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. Certain types of operations may also require the submission and approval of environmental impact assessments.

Environmental legislation is evolving in a manner that means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies including its directors, officers and employees.

The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations.

Employees

As at December 31, 2019, KORE did not have any employees. Field work and drilling services are provided by contractors on a seasonal and as-needed basis. The Company also relies on and engages consultants on a contract basis to assist the Company in carrying on its administrative and exploration activities.

Foreign Operations

The Company's two material mineral projects are located in the United States. See "*Mineral Project Disclosure – The Imperial Project*" and "*Mineral Project Disclosure – The Long Valley Project*." Mineral exploration and mining activities in the United States may be affected in varying degrees by government regulations relating to the mining industry. Any changes in regulations or shifts in political conditions may adversely affect KORE's business. Operations may be affected in varying degrees by government regulations with respect to restrictions on permitting, production, price controls, income taxes, expropriation of property, environmental legislation and mine safety. Future development and operations may be affected in varying degrees by such factors as government regulations or changes thereto. See "*Risk Factors – Risks Inherent in the Mining Business*."

RISK FACTORS

An investment in the Common Shares is highly speculative due to the high-risk nature of its business and the present stage of its development. Shareholders of the Company may lose their entire investment. The risks described below are not the only risks facing the Company. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair the Company's operations. If any of the following risks actually occur, the Company's business, financial condition and operating results could be adversely affected. If any of the Company's properties move to a development stage, the Company would be subject to additional risks respecting any development and production activities.

New diseases and epidemics (such as COVID-19) may adversely impact the Company's business. In March 2020, the World Health Organization declared a global pandemic related to the novel coronavirus (COVID-19). The expected impact and extent of the spread of COVID-19, and the duration and intensity of resulting global business disruption and related financial and social impact, are uncertain, and such adverse effects are likely to be material. The mineral exploration sector is expected to be impacted significantly as many local and regional governments have issued public health orders in response to COVID-19, including restricting the movement of people, which could impact the Company's ability to access its properties and undertake exploration programs in the anticipated timeframes.

The actual and threatened spread of COVID-19 globally could adversely affect global economies and financial markets resulting in a prolonged economic downturn and a decline in commodity prices and the value of KORE's stock price. The extent to which COVID-19 (or any other disease, epidemic or pandemic) impacts business activity or financial results, and the duration of any such negative impact, will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning COVID-19 and the actions required to contain or treat its impact, among others.

Risks Inherent in the Mining Business

The Company is subject to the risks typical in the mining business including uncertainty of success in exploration and development; operational risks including unusual and unexpected geological formations, and other conditions involved in the drilling and removal of material; regulatory and permitting risks, including risks related to compliance with environmental legislation; uncertainty regarding Mineral Resource estimates; fluctuating mineral prices; risks relating to title; availability of necessary equipment; competition for acquisition of claims and the recruitment of suitable personnel; and availability of necessary infrastructure. Below is a summary of these risks:

<u>Exploration and Development Risks</u>

The exploration for minerals and development of mineral properties involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore,

risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Company's Mineral Resource base. Whether a mineral deposit will be commercially viable depends on a number of factors, which include, among other things, the following:

- the interpretation of geological data obtained from drill holes and other sampling techniques;
- feasibility studies (which include estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed);
- the particular attributes of the deposit, such as size, grade and metallurgy; expected recovery rates of metals from the ore;
- proximity to infrastructure and labour; the ability to acquire and access land; the availability and cost of water and power; anticipated climatic conditions;
    - cyclical metal prices; fluctuations in inflation and currency exchange rates;
    - higher input commodity and labour costs; and
- government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection.

The exact effect of these factors cannot be accurately predicted, but the combination of any of these factors may adversely affect the Company's business.

Operational Risks

The Company's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

Regulatory Requirements and Permitting Risks

The operations of the Company will require permits from various governmental authorities, and such operations will be governed by laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays in development and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for the conduct of exploration and development operations will be obtainable on reasonable terms or at all, or that applicable laws and regulations, either now or in the future will not have an adverse effect on any exploration or development project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements (when and if any necessary permits are obtained) may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. The occurrence of any failure of compliance or enforcement action may have an adverse impact on our reputation and could adversely affect our results of operations.

In addition, certain types of operations require the submission and approval of environmental impact assessments. 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.

Amendments to current laws and regulations governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital

expenditures or exploration and development costs, or require abandonment or delays in the development of new properties. There can be no assurances that future changes in regulations could cause a mining operation to be uneconomic.

Mineral Resource Estimates

There are numerous uncertainties inherent in estimating Mineral Resources, including many factors beyond our control. Such estimation is a subjective process, and the accuracy of any Mineral Resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. There can be no assurance that Mineral Recoveries in small scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production. Resource estimates may require revision (either up or down) based on actual production experience. Any future Mineral Resource figures will be estimates and there can be no assurance that the minerals are present or will be recovered, or that the Company's projects can be brought into profitable production. Any material reductions in Mineral Resource estimates could have a material adverse effect on our results of operations and financial condition. Inferred Mineral Resources do not have demonstrated economic viability and have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. A significant amount of exploration work must be completed in order to determine whether an inferred Mineral Resource may be upgraded to a higher confidence category.

Fluctuating Mineral Prices

The mining industry is intensely competitive and there is no assurance that, even if commercial quantities of a Mineral Resource are discovered, a profitable market will exist for the sale of the same. There can be no assurance that metal prices will be such that the Company's properties can be mined at a profit and that estimated Mineral Resources will be recovered or that they will be recovered at the rates estimated. Factors beyond the control of the Company may affect the marketability of any minerals discovered. Metal prices are subject to volatile price changes from a variety of factors, including international economic and political trends, expectations of inflation, global and regional demand, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. Declining mineral prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Title to Properties

Transaction of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed and it is not uncommon in the United States for issues to arise with respect to surface rights. The Company may have to negotiate with third parties to secure its title, rights-of-way or surface rights. The Company cannot give any assurance that title to its properties or surface rights will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that Company, as the case may be, does not have title to its properties could cause the Company to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures.

The Company's Quiet Title Action May Not Be Successful

The Company has engaged an independent law firm to begin a quiet title action with respect to a 1.5% royalty interest held by a now-dissolved entity with respect to the Imperial Project in Imperial County, California. Pursuant to a title review performed by a separate independent law firm, there was no recorded conveyance or assignment of the 1.5% royalty interest held by a now-dissolved entity prior to the dissolution of such royalty holder. Accordingly, the Company has treated this royalty as if it no longer exists and is commencing a quiet title action to formally discharge this royalty. The results of such legal proceedings cannot be predicted with certainty and the outcome of such legal proceeding may not result favorably for the Company and may affect the overall profit and revenue stream of the Imperial Project if the royalty is not discharged. The process may also result in taking away certain time and effort from the Company's management and will include the payment of certain legal fees.

Lack of Availability of Resources

Mining exploration requires ready access to mining equipment such as drills, and crews to operate that equipment. There can be no assurance that such resources will be available to the Company on a timely basis or at a reasonable cost. Failure to obtain these resources when needed may result in delays in the Company's exploration programs.

Competition

There is competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other mining companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of mineral claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, terrorism, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's financial condition and results of operations.

Risks Related to the Stage of the Company's Development

The Company is subject to the risks typical of an enterprise in its early stages of development, including risks relating to limited financial resources, limited availability of additional financing, and potential dilution to existing shareholders; reliance on its management and key personnel; inability to obtain adequate or any insurance; exposure to litigation or similar claims; currently unprofitable operations; risks regarding the ability of the Company and its management to manage growth; and potential conflicts of interest. Below is a summary of these risks:

Financing Risks and Dilution to Shareholders

The Company has limited financial resources, no operations and no revenues. In order to execute its anticipated growth strategy, the Company will require additional equity and/or debt financing to support on-going operations, to undertake capital expenditures, or to undertake business combination transactions or other initiatives. There can be no assurance that additional financing will be available to the Company when needed or on terms which are acceptable. The Company's inability to raise additional financing could limit the Company's growth and may have a material adverse effect upon its business, operations, results, financial condition or prospects.

If additional funds are raised through further issuances of equity or securities convertible into equity, existing shareholders could suffer significant dilution. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities.

Reliance on Management and Key Personnel

The success of the Company will be largely dependent upon the performance of the directors and officers, as well as the Company's ability to attract and retain key personnel. The loss of the services of any of these individuals may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company will be able to continue to retain the services of its directors, officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Uninsurable Risks

Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences. It is not always possible to obtain insurance against all such risks. Although the Company intends to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, any such insurance may not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to

companies in the mining industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Litigation

The Company may become party to litigation from time to time in the ordinary course of business, which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company, such decision could adversely affect the Company's ability to continue operating and the market price for its securities and could use significant financial and personnel resources of the Company. Even if the Company is involved in litigation and wins, litigation can redirect and consume significant resources.

In addition to being subject to litigation in the ordinary course of business, in the future, the Company may be subject to class actions, derivative actions and other securities litigation and investigations. This litigation may be time consuming, expensive and may distract the Company from the conduct of its daily business. It is possible that the Company will be required to pay substantial judgments, settlements or other penalties and incur expenses that could have a material adverse effect on its operating results, liquidity or financial position. Expenses incurred in connection with these lawsuits, which would be expected to include substantial fees of lawyers and other professional advisors, and the Company's obligations to indemnify officers and directors who may be parties to such actions, could materially adversely affect the Company's reputation, operating results, liquidity or financial position. Further, it is not known with certainty if any of this type of litigation or any resulting expenses will be fully or even partially covered by the Company's insurance. In addition, these lawsuits may cause insurance premiums to increase in future periods.

Unprofitable Operations

The Company has incurred losses since completion of the Transaction with the former KORE Mining Ltd. in November 2018. The Company may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. In addition, the Company expects to continue to increase operating expenses as it implements initiatives to grow its business. It is not expected that the Company will generate any revenues from its activities for the foreseeable future.

Management of Growth

The Company may be subject to growth-related risks, including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Conflicts of Interest

Certain of the directors and officers of the Company are also directors and officers of other companies, and conflicts of interest may arise between their duties as officers and directors of the Company and as officers and directors of such other companies.

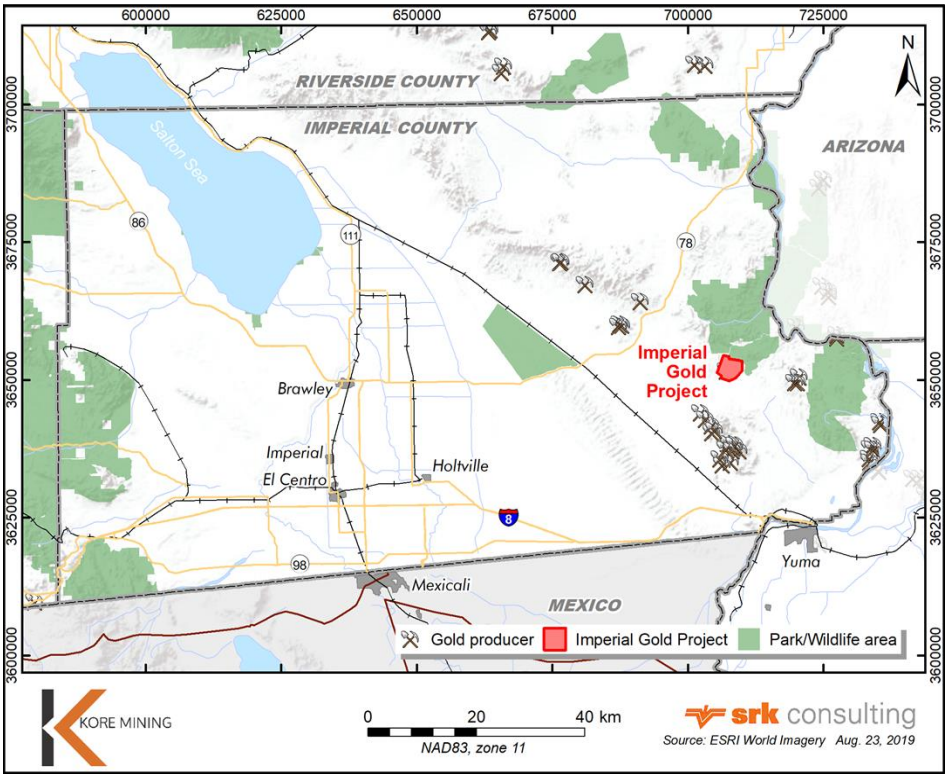
MINERAL PROJECT DISCLOSURE

Imperial Gold Project

The bulk of the information in this section is derived from the "Preliminary Economic Assessment – Technical Report, Imperial Gold Project, California, USA" dated May 19, 2020 with an effective date of April 6, 2020 (the "**Imperial Technical Report**"). The Imperial Technical Report was prepared by Global Resource Engineering ("**GRE**") and SRK Consulting (Canada) Inc ("**SRK**") with Terre Lane, RMSME MMSAQP and Todd Harvey, PhD, RMSME of GRE and Glen Cole, P.Geo., of SRK. The Mineral Resource portion of the PEA is the same as the Company's previous technical report on the Imperial Project dated December 30, 2019 and for this updated technical report, Glen Cole, PGeo. of SRK is the Qualified Person responsible for SRK's sections of the report. The Imperial Technical Report has been filed with Canadian securities regulatory authorities and prepared pursuant to NI 43-101 and is available for review under the Company's issuer profile on SEDAR at www.sedar.com. Messrs. Cole, Harvey and Ms. Lane are each a Qualified Person under NI 43-101.

Project Description, Location and Access

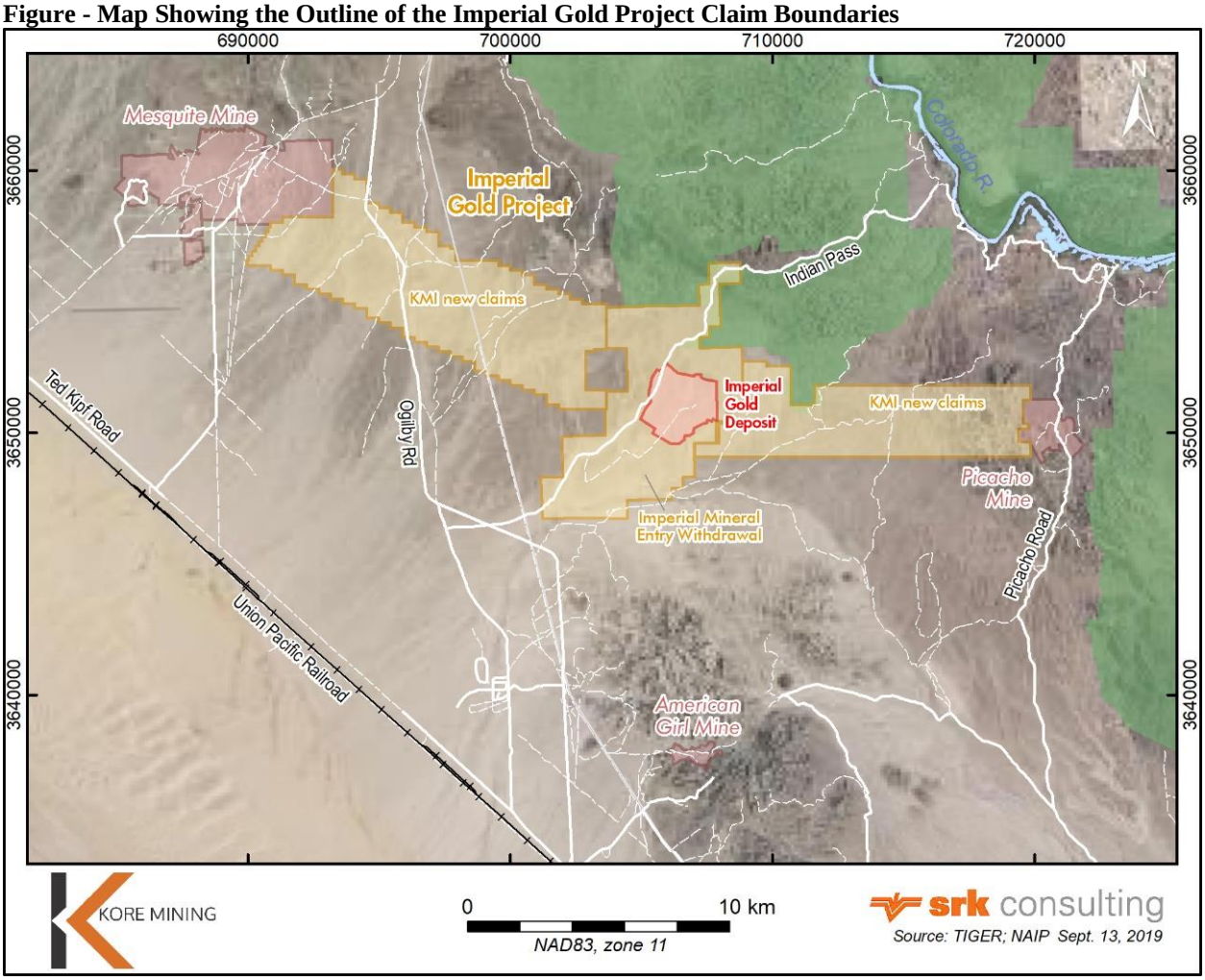
The Imperial Project is located in Imperial County in the desert region of southeast California, USA. It is located along the Indian Pass Road 26 road-miles northwest of Yuma, Arizona per the following figure.



The Imperial Project is located on public land administered by the Bureau of Land Management ("**BLM**").

The operating Mesquite Mine and the closed Picacho Mine are located roughly ten miles to the northwest and east, respectively, of the property. The closed American Girl Mine is about eight miles south of the Imperial Project per the following figure:

Figure - Map Showing the Outline of the Imperial Gold Project Claim Boundaries



The Imperial Project property consists of contains 654 unpatented mining claims. The total area of all the claims is approximately 5,721 acres held by Imperial USA Corp. Within the defined project boundary area there are 468 claims covering 2,020 acres made up of the UYA and BB claims that have been validated by the Mineral Examiner of the BLM.

Requirements to Maintain the Imperial Property

The Imperial Property can be maintained in good standing by:

- Firstly paying an annual claim maintenance fee to the BLM for each claim which is due prior to the end of the fiscal tenure year which starts and ends at noon on September 1st of the current year, and
- Secondly by recording an affidavit that the maintenance fees have been paid with the local County Recorder. Failure to comply will result in forfeiture of the claims.

An annual inspection/survey of the location corner posts must be conducted to ensure that posts and information contained with the posts is legible and in good condition. Annual taxes are assessed from July 1st to June 30th of the

following year by Imperial County and due for payment on November 1st of the current year and February 1st of the following year. Notice of taxes is mailed to the recorded owner.

Royalties and Other Property Encumbrances

There is a 1% NSR royalty payable to Newmont on any mineral production from the Imperial Project pursuant to the March 2017 Share Purchase Agreement.

In May 2019, the Company issued a 1% NSR royalty to Macquarie on any mineral production from the Imperial Project.

Pursuant to the May 2019 investment by Macquarie where Macquarie acquired the 1% NSR royalty, Macquarie also acquired the right of first offer and first refusal on a) project financing for the Imperial Project, b) new royalties on the Imperial Project; and c) purchase of the 1% NSR royalty issued to Newmont Goldcorp.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Accessibility

Road access to the site from Yuma is eight miles west on Interstate Highway 8 to State Highway S34 (Ogilby Road), 13 miles north on S34 to Indian Pass Road, and five miles northwest along Indian Pass Road. Highways 8 and S34 are paved roads, while Indian Pass Road is a good gravel road maintained by the county. Approximately one mile of the Indian Pass Road would have to be temporarily re-located around the West Pit. It is assumed that workers at the Imperial Project would travel from Yuma and surrounding communities to the site each day.

Climate

The Imperial Project site is located in the Colorado Desert and has a typical desert climate with very hot summers, warm winters, and very low annual precipitation of 3 to 5 inches. The region enjoys over 4,000 hours of sunshine per year. The maximum temperatures generally occur in July when the maximum temperature averages about 100°F and the average minimum temperature is 80°F. In December, the coldest month, the average high is about 70°F and the average low about 45°F.

The majority of the precipitation in the region occurs in winter with very little rain falling in April, May and June. Evaporation rates are estimated to be 100 inches per annum and the probable maximum precipitation event is 4.65 inches caused by localized thunderstorms with the potential to cause flash flooding (WSE, 1996). In 1997, 3.6 inches of rain was recorded at the near-by Marine Corps Air Station Yuma as a result of the landfall of Hurricane Nora.

The Imperial Project operation is not anticipated to be materially impacted by weather.

Local Resources and Infrastructure

The Imperial Project is located near Yuma, Arizona a city of over 100,000 people. There are abundant mining support services and skilled labour available in Yuma.

Water for the site would be provided from wells located approximately five miles away, near the junction of Indian Pass and Ogilby Roads.

Electrical power is available within five miles of the Imperial Project site.

Vegetation

Vegetation in the Imperial Project area is typical of a hot desert climate in the region. The lack of precipitation and high temperatures limits vegetation growth to specialized species. Ocotillo and Jumping Cholla are common in the area and occur as single, widely spaced individuals. Mesquite and palo verde trees occur in and around the stream beds.

Physiography

The Imperial Project is located at between 700 ft and 900 ft above sea level on a plain southwest of the Chocolate Mountains and north of the Cargo Muchacho Mountains. The Imperial Project area is generally flat with rolling pediments of up to about 100 ft in height.

History

Due to the extent of the alluvial cover on the Imperial Project, exploration has historically consisted primarily of drilling. Initial exploration strategies focused on wide-spaced definition drilling of buried gravity and structural anomalies. Mineralized zones were projected down dip and followed with additional drilling to depths exceeding 1,000 ft. Later exploration strategies focused on the development of the entire deposit and tested down-dip areas for economic mining limits. To date, 349 exploration boreholes totaling 195,047 ft have delineated the mineralized zones defined in the geology and Mineral Resource modeling completed.

Exploration by Gold Fields Mining Corporation (1980-1986)

Gold Fields Mining Corporation (Gold Fields), between 1980 and 1986, acquired a 16,000-acre land holding and conducted a regional exploration program searching for low-grade, heap leachable gold deposits similar to their discovery at the Mesquite mine. Gold Fields was attracted to the Imperial Project area by encouraging geochemical dry stream wash gold results, favourable widely spaced gravity, resistivity and aeromagnetic results, and the presence of placer gold and lode gold underlying Anna M. and Richard L. Singer's claims within the Imperial Project area.

Drilling on the Imperial Project by Gold Fields is summarized in Deposit Types below.

Exploration by Imperial County Joint Venture (1987-1993)

In 1987, Gold Fields entered into an option agreement with the Imperial County Joint Venture comprising of Glamis Gold (65%) and Amir Mines Inc. (35%).

In 1987, the Imperial County Joint Venture conducted an exploration program consisting of 1,066 samples of experimental gas vapour phase geochemical survey over the strike of the gravity-resistivity trend, as well as reverse circulation ("**RC**") drilling in the West, East, and Golden Queen areas (located east of the East area), and on a few of the gas vapour anomalies.

In 1989, Amir Mines Inc. changed its name to Imperial Gold Corporation and again in 1990 to Arizona Star Resources Limited.

Exploration by the joint venture between 1989 and 1992 consisted solely of drilling. A summary of the drilling activities by the Imperial County Joint Venture can be found in Deposit Types below.

Exploration by Glamis Gold (1994-1996)

In 1994, Glamis Gold, under the name of wholly-owned subsidiary Chemgold Inc., became the sole owner and operator of the property and initiated an accelerated development drilling and pre-feasibility program. The 1994, 1995, and 1996 exploration programs focused on definition drilling within the East, West, and Central areas, as well as

metallurgical testing, engineering studies, environmental studies, density studies and culminated with a feasibility study completed in April 1996.

A summary of the drilling activities by the Glamis Gold can be found in Deposit Types below.

Previous Mineral Resource Estimates

Following the completion of exploration drilling by the Imperial County Joint Venture, the overall geological Mineral Reserve in 1990 was estimated by Mine Development Associates (MDA) from Reno, Nevada as 13.3 Mt at 0.022 oz/t gold (Garagan, 1990). The reader is cautioned that this historical Mineral Resource and Mineral Reserve estimate was prepared prior to the implementation of the NI 43-101 guidelines and, therefore, the values reported should not be relied upon. A qualified person has not done sufficient work to classify this historical estimate as current Mineral Resources and they have not verified to determine their relevance or reliability. This historical Mineral Resource and Mineral Reserve estimate is superseded by the Mineral Resource statement reported herein. The Company is not treating this historical estimate as a current Mineral Resource. They are included in this section for illustrative purposes only and should not be disclosed out of context.

In 1996, MDA from Wheat Ridge, Colorado prepared an updated Mineral Resource estimate that was applied in an historical feasibility mining study commissioned by Glamis Gold (MDA, 1996). Open pit Mineral Resources were constrained by the East and West conceptual pits. The conceptual pit envelopes were designed at a gold price of $400/oz. The Mineral Resources were reported at a COG of 0.007 oz/t gold. A qualified person has not done sufficient work to classify this historical estimate as current Mineral Resources. The issuer is not treating this historical estimate as a current Mineral Resource and they have not verified to determine their relevance or reliability. This historical Mineral Resource and Mineral Reserve estimate is superseded by the Mineral Resource statement reported herein. The Company is not treating this historical estimate as a current Mineral Resource. They are included in this section for illustrative purposes only and should not be disclosed out of context.

In 2012, Delta Gold Ltd. ("**Delta**") entered into a purchase agreement for the Imperial Project that was never completed and commissioned SRK to prepare an updated Mineral Resource model upon which a PEA was based (SRK, 2012). This Mineral Resource model was the first Mineral Resource evaluation prepared for the Imperial Project in accordance with the Canadian Securities Administrators NI 43-101 guidelines. and was based on a database comprising 349 RC boreholes, 344 of which were located within the Mineral Resource estimation area.

Analytical data used for the SRK (2012) Mineral Resource model was primarily sourced from drilling completed between 1987 and 1996 by Gold Fields, Glamis Gold, and other historical operators. The Mineral Resource statement which was informed by a total of 190,134 ft of RC drilling.

Geological Setting, Mineralization and Deposit Types

Regional Geology

The Imperial Project is located on the southern flank of the Chocolate Mountains, structurally aligned and equidistant between the Picacho and Mesquite gold deposits. The Imperial Project area is underlain by a sequence of Jurassic age gneisses and schists. This package of rocks is part of the amphibolite grade metamorphic suite of the Chocolate Mountain thrust sequence. The thrust system has displaced metamorphic and igneous rocks north-eastward over metamorphic greenschist facies Pelona and Orocopis schists during the Mesozoic time period. The metamorphic rocks are unconformably overlain by Cenozoic andesite, basalt flows, and tuffs. Overlying the volcanic rocks are Paleocene age fanglomerate gravels with variable thicknesses reaching up to 700 ft. A thin veneer of Miocene flood basalts and Quaternary age alluvium locally caps the gravels. A plan showing the regional geology setting is provided in the following figure.

Property Geology

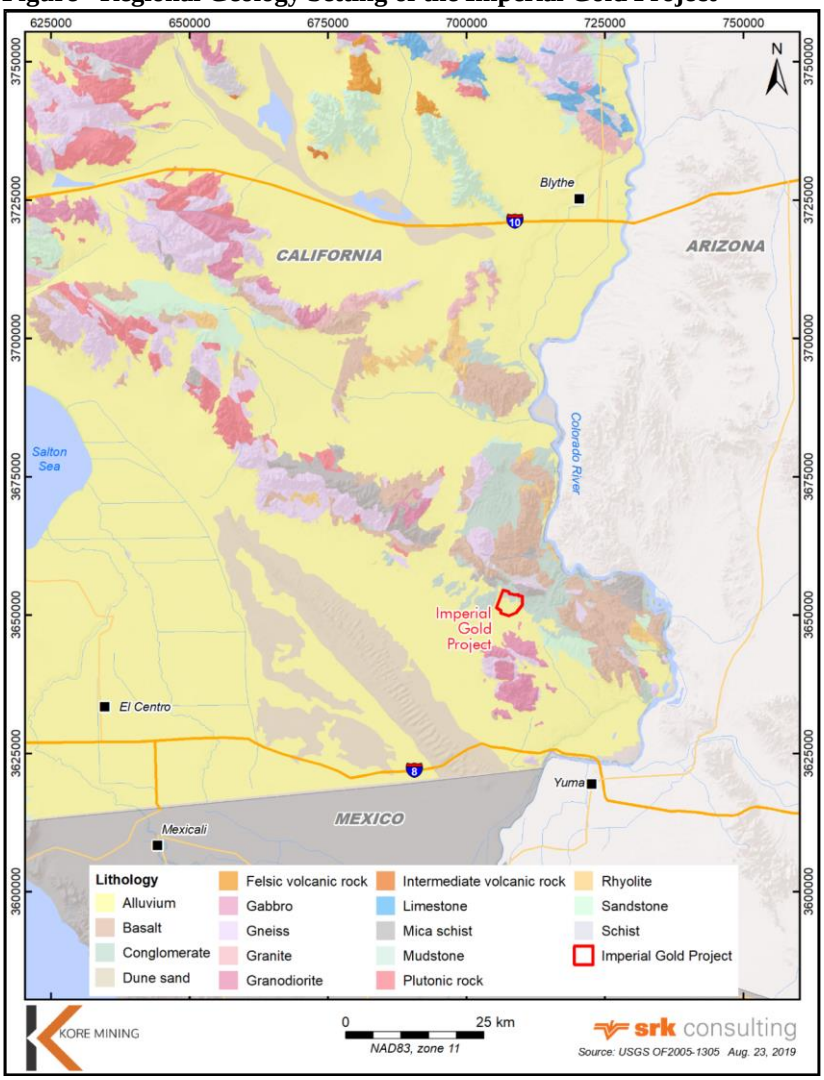
The Jurassic age metamorphic gneisses and schists underlying the Imperial Project have similarities to rocks found at the Mesquite and Picacho gold mines. There are very few outcrops which necessitated that the geological model be

developed by interpreting drilling results. The dominant application of RC drilling and the local variations of texture and composition within the stratigraphic sequence currently make it difficult to correlate between boreholes. Core and rock chip logging placed more emphasis on recognizing changes in alteration, mineralization, and apparent structural discontinuities in order to correlate stratigraphy between boreholes and sections. Surface geological information was limited to examining a few outcrops in the Singer deposit area, which is located between the West and East portions of the deposit.

The predominant rock type intersected in the boreholes below the Paleocene gravels is the Jurassic- age biotite gneiss. The biotite gneiss contains numerous gradational divisions of biotite-chlorite gneiss and quartz feldspathic gneiss with gradational sequences into their schistose equivalents. The biotite gneiss package occurs across the entire project, while a muscovite-sericite rich unit is prevalent in the East portion of the deposit. Gold mineralization is hosted within the biotite gneiss and the sericite gneiss units.

The biotite gneiss units are capped by an upper felsic gneiss, logged commonly as a quartzite, which is predominant in the Central area of the Imperial Project hosting the Singer mineralization. The quartzite is possibly a silicified version of the quartz feldspathic gneiss and may have acted as a cap to upwelling mineralized fluids (Scott 1992). If correct, then the Singer area, which is part of the Central area, may represent the top or peripheral top of the mineralizing hydrothermal system.

Figure - Regional Geology Setting of the Imperial Gold Project



The metamorphic units are unconformably overlain by thin andesite basalt flows that are generally less than 100 ft in thickness. Paleocene age fanglomerates and alluvium with variable thicknesses of 10 ft to 700 ft cover 95% of the Imperial Project area. A thin veneer of Miocene flood basalts and Quaternary age alluvium locally caps the gravels.

The footwall of the metamorphic units usually consists of a siliceous breccia unit, which varies from 10 ft to 170 ft in thickness. The unit appears to parallel the fault planes of the low angle thrust sheet. The breccia is interpreted to have been injected along fault contacts as the result of the pressure release of hydrothermal fluids. A 1990 petrographic report describes the rock type as having a highly variable grain size and consisting of brecciated gneiss and dacite fragments in a rock flour matrix (Garagan, 1990). There is no indication of strain or rotation in drill cuttings and surface rock specimens have uncrushed zoned feldspars, suggesting the unit is not of tectonic origin. The siliceous breccia is flat lying to gently inclined with dips of 5° to 15° southward steepening in dip to 60° to 70° south along thrust planes.

Below the siliceous breccia unit, a footwall gneiss unit consisting of hornblende biotite gneisses occurs. This footwall unit tends to be very hard and shows rare and thin mineralized intercepts. Below this, the footwall conglomerate unit is a well indurated, clay-carbonate cemented material with coarse sub-angular gneissic fragments varying from 10 ft to 200 ft in thickness.

An interpretative East-West longitudinal section across the deposit is shown in Figure 7-2 of the Imperial Technical Report, whereas two other interpretative cross sections are provided in Appendix B of the Imperial Technical Report.

Mineralization and Alteration

Gold mineralization occurs primarily within haematitic and limonitic altered breccias, microfractures and gouge zones developed in the host biotite gneiss and sericite gneiss units. Minor quartz veining, very-fine grained pyrite pseudomorphs and silicified zones are also common.

The density of fractures, extent of the red-brown to yellow haematitic/limonitic coatings and pyrite pseudomorphs within the host units are notable mineralized features. Logging of core and cuttings samples from the Imperial Project site indicated no fresh pyrite or sulphide mineralization is present due to the oxidized state exhibited throughout the deposit.

The deposits were oxidized to a depth in excess of 750 ft indicating that the deposits were oxidized near surface and down dropped by faulting to their current locations.

The majority of gold mineralization occurs stratigraphically above a siliceous breccia horizon. This distinct relationship between the siliceous breccia and the overlying host rock units is traceable across the deposit. Sporadic mineralization is also noted along the cemented gravel and volcanic contacts and in fault structures within the brecciated volcanic and conglomeritic units. Low grade mineralization also occurs within the overlying cemented gravel units as narrow layers eroded from exposed mineralized gneissic units.

The mineralization and alteration character of the deposit varies across the deposit as described below.

East Area

Gold mineralization in the East area occurs within a west-northwest trending fault zone with a strike length of 3,200 ft, a variable width of up to 800 ft, and an average thickness of approximately 85 ft. The mineralized zone is a tabular body, predominantly flat lying to gently dipping 5° to 15° south. The mineralized body is cut by a series of east-west striking normal faults. The fault bound mineralized lenses of the tabular body are offset progressively deeper southward across the series of faults.

The east-west normal faulting may represent extension or possibly a change from a positive flower structure to a negative flower structure. It was noted that the dip of the mineralized lenses to the north steepen to 45° to 70° to the south. It was explained that the change in dip may be coincidental with the inflection of the flower structure thrust sheet where it steepens to a 60° to 70° dip to the south (Scott, 1992).

Another explanation may be that the shallow mineralized lenses were thrust over the adjacent, relatively stable stratigraphy, and then during the extensional period, a section of the shallow mineralized lenses located along the edge of the relatively stable stratigraphy was dragged down and southward along the south dipping normal fault. The mineralized lenses are cut by north-northeast trending normal faults that drop stratigraphy to the east and west. Paleocene to recent gravels covers the East portion of the deposit, averaging approximately 200 ft in thickness.

Gold values in the East area are elevated where the pervasiveness of limonitic alteration increases and is accompanied by silicification, quartz veining, pyritization and gouge zones. The distribution of the hematitic and limonitic alteration zones within the East area exhibit a definite spatial association to the siliceous breccias. A vertical zonation is noted in several mineralized intersections associated with the breccias from limonitic to hematitic alteration moving up in the stratigraphy. The thickness of the limonitic zone is variable, ranging from 10 ft to 75 ft. The hematitic zones are typically thicker, up to 150 ft. Hematitic and limonitic alteration show crude correlation with an increase in gold grade/thickness along linear trends oriented to the east-northeast. The linear trends are believed to reflect the presence of high angle mineralized structures. Similar structures also occur in the nearby Picacho and Mesquite mine sites.

West Area

The West area is similar to the East area and was modelled by the Qualified Person as an extension of the same mineralized body. Mineralization occurs as a tabular body made up of several zones with planar dimensions of 1,200 ft in length, 1,000 ft in width and an average thickness between 90 ft and 120 ft. Mineralization intercepts occur as shallow as 20 ft from surface and average 80 ft to 120 ft below surface.

The gold mineralization is down faulted to the south by a series of east-west trending vertical to steeply south dipping normal faults. Vertical displacement on these structures is variable from 80 ft to 260 ft. Drill data suggests that the mineralized zone is cut off to the west by a north-northeast trending structure that displaces stratigraphy down to the west. The amount of strike slip displacement is unknown on this structure. The West area gold mineralization is limited to the east by a northeast trending fault and to the east of this fault is situated the Central area. Mineralization to the north tapers into a series of discontinuous lenses or is cut off by a north dipping antithetic fault to the flower structure.

Central Area

The Central area is a down faulted block of the same stratigraphy encountered in the West and East pits. Structurally the area differs slightly from the West and East pits. Bedrock intersections occur predominantly in the shallow portion of the "flower structure". Mineralization is not as prevalent in the shallowest portion of the thrust structure in the West and East pits. This may be the result of the structural preparation of the host and explain the narrow (10 ft to 40 ft) sporadic intersections in the Singer Pit area.

Mineralization is hosted by biotite to biotite-chlorite quartz-feldspar gneisses and to a lesser degree sericite schists. Mineralization is also spatially related to a fault gouge zone that represents the fault contact between the gneissic package and underlying gravels. Gold values are associated with hematite fractured gneisses with localized zones of quartz veining, gouge zones, and to a lesser degree limonite alteration, silicification and brecciation of the host rock. Mineralization commonly occurs stratigraphically below a fine-grained, quartz-rich unit that has a variable thickness (5 ft to 180 ft). This unit, descriptively-logged as "quartzite", may represent a facies change within the gneissic package or more likely a silicified quartz feldspathic unit that acted as a cap to mineralizing fluids. The "quartzite" is fractured and altered by hematite along fractures but seldom hosts any mineralization.

A siliceous breccia unit in the Central area has mineralization occurring stratigraphically above although not directly adjacent to the breccia unit. However, in areas where the breccia appears to have a steep dip to the south mineralization may occur both above and below the breccia horizon. An example is drill hole I-11, which intersected 0.045 oz/t gold over 20 ft below the breccia.

The Imperial Project gold deposit is believed to represent epithermal gold mineralization related to Tertiary-age low angle detachment faults and associated extensional faults. The epithermal gold mineralization is structurally controlled and transitional between low and high-sulphidation systems.

Deposit Types

Structural data from the Mesquite mining district suggests that the gold mineralization accompanied dextral strike-slip faulting during Oligocene (Willis & Tosdal, 1992). Dextral strike-slip faults in the mining district have northwesterly strikes and extension fault and veins strike northerly, consistent with a north south-oriented shortening and east-west-oriented extensional strains during mineralization (Willis & Tosdal, 1992).

Exploration

Exploration work conducted on the Imperial Project was completed prior to KORE's involvement. Historical exploration is summarized in the History section above.

Drilling

Exploration drilling conducted on the Imperial Project was completed prior to KORE's involvement. The following section summarizes the drilling efforts completed by previous operators. The table below summarizes the drilling activities by year, drilling type and operator.

Summary of Drilling on the Imperial Gold Project

Year	Operator	Type	No. Holes	Total (ft)
1982-1986	Gold Fields	RC	53	27,880
1987-1992	Imperial County Joint Venture	RC	169	71,539
1994	Glamis Gold	RC	45	34,565
1995	Glamis Gold	RC	32	29,890
1994-1995	Glamis Gold	Core[a]	9	4,913
1996	Glamis Gold	RC	41	26,260
Total	**All**	**All**	**349**	**195,047**

[a] Core drilling was dedicated to metallurgical testwork and was not used in the previous or current Mineral Resource estimates.

Aside from nine core boreholes, all drilling on the property utilized RC methods. Initial RC drilling methods varied with the preference of the operator, the borehole depth and individual borehole conditions. Generally, areas with thick overlying gravel units (greater than 500 ft) required wet drilling methods to prevent borehole wall collapse.

Dry RC drilling methods were utilized when possible during the later drilling programs. Groundwater was encountered at the southern end of the East and West areas, generally at the 100 ft elevation (approximately at 700 ft borehole depth). Groundwater necessitated wet drilling and sampling methods. Later exploration programs utilized dual walled RC, drilling dry with a tri-cone bit and low air pressure. This combination produced better chip recoveries of 75% to 95%. Samples were collected at five-foot intervals, irrespective of geological contacts.

In 1994 and 1995, a core drilling program was completed by Glamis Gold which included seven HQ (2.5-inch diameter) and two PQ (3.3-inch diameter) holes drilled in the East and West deposits. All core drilling was performed utilizing wireline, triple-tube technology.

Drilling was completed on a local mine grid coordinate system.

Drilling by Gold Fields (1982-1986)

Between 1982 and 1986, reconnaissance drilling by Gold Fields testing gravity high anomalies along a regional gravity trend resulted in the initial mineralized intersections in the Indian Rose (West area), located 2,000 ft west of the original Singer showings, and the Ocotillo (East area), approximately 4,500 ft east-southeast of the West area in a southwesterly trend. The Singer area (or Central area) is located between the East and West areas. These three mineralized zones appeared at the time to potentially be part of the same deposit.

Gold Fields drilled a total of 53 boreholes for 27,880 ft. Boreholes K-77, K-78, K-149 to K 154, and K-156 tested a gravity anomaly trend and intersected gold mineralization in the East area. Individual significant intersection and composite weighted averages were 0.135 oz/t gold from 450 ft to 455 ft in K-77; 0.21 oz/t gold over 140 ft and averaging 0.016 oz/t over 180 ft in K-149; 0.019 oz/t gold over 130 ft in K-153; and 0.035 oz/t gold over 90 ft in K-77. However, the initial investigations suggested the deposit did not meet Gold Fields' corporate criteria for size and grade.

Drilling by Imperial County Joint Venture (1987-1992)

In 1987, the Imperial County Joint Venture conducted approximately 20,000 ft of RC drilling in the West area, East area, and Golden Queen area (located east of the East area), and on a few gas vapour anomalies. The 17-borehole drilling program tested the southeast continuity of mineralization from the West area to the East area. Five of the boreholes intersected gold mineralization (Nordin, 1988).

In 1989, 32 RC boreholes, totaling 11,265 ft, were drilled in the Imperial Project area. Eighteen of the boreholes tested the East area, three of the holes tested the Golden Queen area and eleven holes tested three gas vapour anomalies. The pre-existing gravity data were reinterpreted. Gold mineralization was further intersected in the East area and a large alteration zone was intersected in the Golden Queen area (Garagan, 1989).

Exploration in 1990 consisted of the drilling of 44 RC boreholes totaling 22,120 ft. A total of 15,480 ft in 29 boreholes were drilled in the East and West areas. The remaining holes were drilled on gravity anomalies. A resistivity survey was carried out on the horst block between the eastern boundary of the East area and the Golden Queen area. A compilation of the West and East areas was completed. The drilling program intersected significant gold mineralization and resulted in the substantial increase in the size of the Mineral Resource (Garagan, 1990).

Exploration from July 1991 to February 1992 consisted of 94 RC boreholes totaling 40,705 ft. In addition, geological mapping and sampling were completed, as well as an airborne photographic survey. The objective of the program was to further delineate known mineralized zones in the West and East areas and determine mineralogical and structural characteristics of the zones.

Drilling by Glamis Gold (1994-1996)

Drilling by Glamis Gold between 1994 and 1996 focused on definition drilling within the East, West, and Central areas. Between 1994 and 1995, definition drilling totaled 86 RC boreholes for 69,368 ft. In 1996, a total of 41 RC boreholes were drilled for 26,260 ft including infill between the East and West areas which were not included in the WSE 1996 FS Mineral Reserve and Mineral Resource estimate.

A total of nine HQ (2.5-inch diameter) and four PQ (3.3-inch diameter) core boreholes were drilled in the East and West areas between 1994 and 1995. The core drilling program was dedicated to obtaining bulk mineralized samples and independent metallurgical testwork. The core was also logged for alteration, structural, and geotechnical information and utilized for metallurgical and analytical testing.

Sampling, Analysis and Data Verification

Sample preparation, analyses and security procedures for historical samples taken by the previous operators, Gold Fields and Glamis Gold, are not specifically documented and therefore difficult to review. The authors of the Imperial Technical Report understand that samples were assayed for gold at the Mesquite and Picacho mine laboratories. The preparation and assaying technique were not documented. Assay records are preserved on paper logs, level maps, and sections.

The majority of the recently completed gold analysis was conducted by American Assay Laboratory ("**AAL**") and Chemex Labs Inc. ("**Chemex**") at undisclosed locations. Chemex is accredited to ISO/IEC standards to provide complete assurance regarding quality performance in sample preparation and analysis. AAL is not accredited.

Verification sampling completed by Delta was conducted at ALS Canada Ltd. (ALS Minerals) in North Vancouver, British Columbia in order to verify selected historically sampled intervals. The management system of the ALS Group of laboratories is accredited ISO 9001:2000 by QMI Management Systems Registration.

In the opinion of the qualified person of the Imperial Technical Report, the sample preparation, security, and analytical procedures used by previous operators is poorly documented and therefore difficult to assess. The known analytical quality control measures implemented on the Imperial Project is limited to field duplicates and umpire check assays in 1991-1992 and umpire check assays in 1994-1996. Other checks on the data were likely performed by each operator but are not known to the qualified person.

Mineral Processing and Metallurgical Testing

Several bottle roll cyanidation and column leach cyanidation tests have been completed from 1988 – 1996 on samples from the Imperial Project deposit.

Coarse material bottle roll recoveries ranged from 60% to 100%, with an average of approximately 86.3% when employing the hot cyanide assay technique. Column test recoveries ranged from 61.5% to 95%, with an average of 84.2%.

The above averages use both biotite- and sericite-type ores. Testing of biotite gneiss material result in approximately 86.5% recovery from bottle roll tests, and 83.9% recovery from column leach tests. Sericite Gneiss material shows approximately 86.1% recovery from bottle roll tests, and 84.9% recovery from column leach tests for crushed ore ranging from -2" in 1994-1995 tests to a P90 of 1" for tests completed in 1996. The average for the column tests by material type and size is given in the following table.

Summary of Column Leach Tests by Material Size and Type

Year	Size of Material	Material Type		Overall Average
		BGN	SGN	
1994-1995	-2" (50.8 mm)	82.6%	85.3%	83.2%
1996	P90: 1" (25.4 mm)	90.4%	84.3%	87.3%
Overall		83.9%	84.9%	84.2%

The bottle roll tests tended to have low cyanide consumption, with the average consumption from all material tested at a level of 0.16 kg/tonne of ore, with biotite gneiss tests using slightly less cyanide (0.16 kg/t) compared to sericite gneiss (0.17 kg/t). Column Leach tests recorded approximately 0.35 kg/tonne ore cyanide consumption, with tests involving biotite gneiss recording 0.35 kg/t, and 0.37 kg/t for sericite gneiss.

Overall, the Imperial Project material test was amenable to coarse sized cyanidation. Two major types of mineralogy have been identified: biotite- and sericite gneiss; both types of material exhibited good recovery with fast leach kinetics. There was some indication that lower grade materials may have lower gold recovery due to the constant tail effect.

Recommended Process Variables

The original feasibility study Western States Engineering in 1996 used the average Picacho gold extraction of 73% for Imperial material, assuming a conventional dedicated leach pad and effective leach period of 210 days. Each lift of 25 ft or 50 ft would be leached for 90 days before new material was dumped directly from trucks. An ultimate pad height of 300 ft was indicated based on the production rate of 20,000 t/d to 30,000 t/d.

The PEA produced by SRK in 2012 concluded that crushed material would have a higher recovery than ROM ore as column leach test work was conducted on minus 2-inch feed and achieved over 80% recovery for both BGN and SGN samples. Based on this their gold recovery recommendation for a 2-inch crushed product was 83%.

GRE has developed a hybrid heap leach system consisting of both a crushed feed and a ROM feed to the heap leach facility (HLF). This was an alternative case discussed in the Imperial Technical Report. Approximately 20,000 tpd of crushed product is proposed to be truck dumped on the HLF along with approximately 13,000 tpd of ROM material.

For a ROM only option GRE agrees with the previous recommendations and believes that an ultimate gold recovery of 73% should be achievable. This fits well with the data provided by Picacho and GRE's experience with other neighboring mines that utilize a ROM HLF.

ROM Only Option – Base Case Presented in the Imperial Technical Report

- ROM Particle Size: Nominal minus 6"
- ROM Gold Recovery: 73% recovery
- Primary Leach Duration: 90 days with two secondary cycles of similar duration

Given that the new design is a hybrid of crush and ROM a modified recovery calculation is required. A cutover grade will be employed to determine what material is directed to crushing and a cutoff grade (COG) will determine what is sent to ROM or waste. The current cut-over grade for crushing has a minimum of 0.014 opt (0.47 g/t). Given that the ROM material will be lower grade a more conservative gold recovery estimate has been applied of 65%. The crushed material gold recovery is predicted at 80% slightly lower than the SRK prediction of 83%. GRE lowered this recovery because of the variability in the metallurgical test data. Although most of the column and bottle roll tests performed exceptionally, there are a few outliers that still lack explanation.

Combined Crush/ROM Option – Alternative Case Presented in the Imperial Technical Report

- Crush Particle Size: P80 1"
- Crush Gold Recovery: 80% recovery
- Primary Leach Duration: 90 days with two secondary cycles of similar duration
- ROM Particle Size: Nominal minus 6"
- ROM Gold Recovery: 65% recovery
- Primary Leach Duration: 90 days with two secondary cycles of similar duration

The reagent consumptions were estimated from both the test work and from data provided by Picacho and neighboring mines. These are conservative estimates.

Reagent Consumptions

- CN consumption: 0.42 lb./t (0.21 kg/t)
- Lime Consumption: 2.4 lb./t (1.2 kg/t)

In summary, a review of the all historical test work by GRE, indicated that the Imperial Project material should be amenable to heap leaching. Run-of-mine ("**ROM**") heap leaching has been utilized with an estimated average gold recovery of 73% using a primary extraction cycle of 90 days and a total cycle of 270 days.

Mineral Resource Estimates

The Mineral Resource Statement presented herein represents the second Mineral Resource evaluation prepared for the Imperial Project in accordance with the Canadian Securities Administrators NI 43-101. As no additional data has been generated for the Imperial Project since 2012, the Mineral Resource model described in the Imperial Technical Report is unchanged from that generated by SRK (2012) but has been re-stated to consider current 2019 economics.

No Mineral Reserve has been estimated for the Imperial Project.

The Mineral Resource model prepared by the qualified person considers 349 boreholes drilled by various operators during the period of 1987-1996. The Mineral Resource estimate was completed under the supervision of Glen Cole, PGeo. (APGO #1416), who is an independent qualified person as this term is defined in NI 43-101. The effective date of this Mineral Resource estimate is December 30, 2019.

Gold grades were estimated by ordinary kriging constrained within modeled grade zone domain solids. Gold grades were estimated within each domain separately using capped composites from within that domain and applying appropriate search parameters.

The authors of the Imperial Resource Estimate considered that the blocks located within the conceptual pit envelope show "reasonable prospects for economic extraction" and can be reported as a Mineral Resource. Mineral Resources are reported at a Cut-Off-Grade of 0.003 oz/t Au and include all Mineral Resource blocks above cut-off inside the conceptual pit shell. The COG was based on a gold price of $1,500/oz gold and a gold metallurgical recovery of 80%.

Imperial Resource Estimate (Imperial Units)

Classification	Quantity ('000 tons)	Grade Gold (oz/t)	Contained Gold ('000 oz)
Indicated			
Grade Zone (Domains 100, 120)	50,379	0.0174	877
Total Indicated	**50,379**	**0.0174**	**877**
Inferred			
Grade Zone (Domains 100, 110, 120)	79,869	0.0156	1,245
Gravel with grade (Domain 200)	10,557	0.0041	43
Bedrock with grade (Domain 300)	9,748	0.0050	48
Total Inferred	**100,174**	**0.0133**	**1,336**

Reported at a COG of 0.003 oz/ton Au using a price of US$1,500 /oz Au inside a conceptual pit shell optimized using mining operating costs of US$1.40 per ton, metallurgical and process recovery of 80%, combined processing and G&A costs of US$2.30 per ton, US$0.50 per ton of sustaining capital and overall pit slope of 45 degrees. All figures rounded to reflect the relative accuracy of the estimates.

Imperial Resource Estimate (Metric Units)

Classification	Quantity ('000 tonnes)	Grade Gold (g/t)	Contained Gold ('000 oz)
Indicated			
Grade Zone (Domains 100, 120)	45,703	0.59	877
Total Indicated	**45,703**	**0.59**	**877**
Inferred			
Grade Zone (Domains 100, 110, 120)	72,456	0.54	1,245
Gravel with grade (Domain 200)	9,577	0.14	43
Bedrock with grade (Domain 300)	8,843	0.17	48
Total Inferred	**90,876**	**0.46**	**1,336**

Reported at a COG of 0.1g/ton Au using a price of US$1,500 /oz Au inside a conceptual pit shell optimized using mining operating costs of US$1.54 per tonne, metallurgical and process recovery of 80%, combined processing and G&A of US$2.53 per tonne, US$0.55 per tonne of sustaining capital and overall pit slope of 45 degrees. All figures rounded to reflect the relative accuracy of the estimates.

Mining Methods

The Imperial Project mine deposit is planned to be mined using conventional open pit mining methods. The mine design and planning are based on the estimated grade of the Mineral Resource model and Whittle pit shell analysis. The results are summarized in the following table.

Mine Plan Quantities

Pit	Indicated Material			Inferred Material			Waste Tons	Stripping Ratio
	Tons	Au (opt)	Au (tr oz)	Tons	Au (opt)	Au (tr oz)		
West P1	13,930,919	0.013	183,460	2,563,509	0.015	37,555	22,194,139	1.3
West P2	4,417,325	0.014	62,996	14,002,624	0.016	219,805	40,160,246	2.2
East P1	6,153,719	0.018	111,596	1,781,270	0.016	27,897	39,544,618	5.0
East P2	16,223,124	0.021	348,355	3,837,004	0.017	65,585	40,637,029	2.0
East P3	3,081,872	0.025	75,974	8,120,222	0.018	147,923	43,488,065	3.9
East P4	5,614,028	0.018	101,009	7,657,766	0.020	149,351	62,721,500	4.7
Singer P1	0	-	0	2,741,791	0.015	41,600	5,536,997	2.0
Singer P2	0	-	0	1,361,528	0.016	22,262	1,659,162	1.2
Totals	**49,420,987**	**0.018**	**883,390**	**42,065,714**	**0.017**	**711,978**	**255,941,756**	**2.8**

Processing and Recovery Methods

The Imperial Project would employ open pit mining with a conventional heap leach system on a 365 day per year 24 hour per day basis. The heap leach will utilize ROM material. The ROM is delivered directly from the open pit to the heap via the mine haul trucks. The trucks will pass under a silo that will deposit a measured amount of lime on the load for pH control.

The heap leach would consist of a suitable area lined with a containment system. The material lifts are targeted at 32 ft in height with a total heap height of 328 ft. Once a suitable area has been stacked (cell), the cell would be irrigated with dilute cyanide solution. The solution leaches gold from the heap materials and is transported to the gold recovery circuit as pregnant leach solution (PLS) and recovered in the Adsorption-Desorption-Recovery plant (ADR). The ADR plant consists of a series of columns containing activated carbon (CIC) that adsorb the gold. The gold is recovered by a desorption system and recovered as doré.

Infrastructure, Permitting and Compliance Activities

Project Infrastructure

A limited amount of infrastructure is currently available on site. Power, water, and all other systems necessary for a mining and processing operation will be required.

Sufficient water appears to be available on the Imperial property. One ground water well currently exists, and a second well is planned for this project. Groundwater supplies would be developed to meet the Imperial Project water requirements.

Power is available near the mine site from the grid through a 161kV power line. There are no electrical substations at the site. Local labour for mining is available.

Site Permitting Background

In 1994, an application was submitted to the U.S. Department of the Interior (DOI) BLM for approval of a plan of operations for the Glamis Imperial Project (Glamis Project) under the Federal Land Policy and Management Act (FLPMA). An application was also submitted to the County of Imperial (County) for approval of a reclamation plan pursuant to the California Surface Mining and Reclamation Act (SMARA). The County and BLM coordinated the preparation of an environmental impact statement/environmental impact report (EIS/EIR) under the National Environmental Policy Act (NEPA) and the California Environmental Quality Act (CEQA).

Opposition to the Imperial Project elevated its consideration to the DOI Secretary and based on a then-recent legal opinion of the DOI Solicitor, a Record of Decision (ROD) was initially issued in early 2001 denying the Glamis plan of operations, primarily because of unavoidable adverse impacts to Native American cultural resources. However, following a change of Administration, later that year the new DOI Solicitor reconsidered and rescinded the prior Solicitor's legal opinion and recommended that DOI reconsider the ROD on Glamis Imperial's plan of operations.

On November 23, 2001, the DOI Secretary concurred and formally rescinded the prior ROD denying the plan of operations. The BLM subsequently issued its final Mineral Report on September 27, 2002, confirming that Glamis Imperial held valid existing rights to the mining claims and the vast majority of the mill sites, and that Glamis Imperial could profitably produce from an open pit mine substantial Mineral Reserves from the Glamis Project as proposed.

Meanwhile, in September 2002, the California Legislature added Section 2773.3 to the California Public Resources Code, requiring the backfilling of metallic mines and mines "located on, or within one mile of, any Native American sacred site and located in an area of special concern." In December 2002, the California State Mining and Geology Board approved a new regulation implementing the requirements of Section 2773.3. At the time, these statutes and regulations made open-pit gold mining cost prohibitive in California because of the cost of backfilling relative to the price of gold, and Glamis therefore suspended its effort to develop the Glamis Project. However, the mineral claims have been maintained in good standing for more favorable economics.

KORE's revised project (the Imperial Project) would include mining at least the same Mineral Resources as the Glamis Project but would include a re-evaluated engineering design for the Mineral Resource and updated environmental data. From a permitting perspective, the site conditions and land use entitlement requirements have not substantially changed since the proposal of the Glamis Project. Certain updates (analysis of greenhouse gas emissions, for example) will be necessary to update and amend the existing plan of operations in conformance with current requirements. However, because technology has been significantly improved since the original Glamis Project was considered, air emissions from mining equipment, for example, are much reduced compared to the prior environmental estimates.

The following provides an overview of the permits and other land use entitlements required for a modern precious metal mine in California, and the approach to amending and updating the existing plan of operations and environmental documentation.

Primary Entitlements

The plan of operations and reclamation plan are the primary plans required for a mining project on federal lands.

Plan of Operations

As the Imperial Project applicant, KORE must file a plan of operations with BLM (43 CFR § 3809.11). The BLM 3809 regulations apply to mining activities on BLM-managed lands in the western United States. The plan of operations must demonstrate that the proposed operations would not result in "unnecessary or undue degradation" of public lands. The plan of operations must also include operator information, a description of operations, a reclamation plan, a monitoring plan, an interim management plan, and a reclamation cost estimate (43 CFR § 3809.401). The existing plan of operations is substantially complete and would need to be updated to apply to current regulations and the details of KORE's Imperial Project.

Reclamation Plan

Under federal law, KORE must file a reclamation plan for the Imperial Project (43 CFR § 3601.42) that specifies the proposed manner in which the areas disturbed by operations will be reclaimed and the associated schedule for reclamation. In addition, SMARA, applies to surface mining operations on federal land in California, and requires the submittal of a reclamation plan. The existing reclamation plan is substantially complete and would be updated to address current regulations and the details of KORE's Imperial Project.

Environmental Review and Key Environmental Permits - NEPA/CEQA Environmental Review

Discretionary actions that qualify as "projects" in California require environmental review under CEQA. In addition, projects that either occur on federal land or require federal approval require environmental review under NEPA. The joint NEPA/CEQA environmental review was previously completed for the Glamis Project, including detailed technical evaluations. These evaluations remain substantially applicable to KORE's Imperial Project, requiring only certain revisions necessary to account for changed regulatory requirements, changes to the existing environmental

setting, if any, and design changes in comparison to the Glamis Project. Thus, the previously prepared joint NEPA/CEQA environmental document and associated technical studies can be incorporated by reference, allowing the updated NEPA/CEQA documents prepared for KORE's Imperial Project to be focused on any regulatory, environmental, and design changes.

The following environmental permits are required subsequent to NEPA/CEQA review and project approval**:**

Section 7 of the Federal Endangered Species Act (ESA): In conjunction with the environmental review for any federal approvals needed for the Imperial Project (e.g., BLM approval of a plan of operations), under Section 7 of the (ESA), the approving federal agency will need to consult with the U.S. Fish and Wildlife Service (USFWS) regarding the potential for "take" of federally listed species. The Imperial Project site is located in an area known to contain desert tortoise and Yuma clapper rail habitat. The desert tortoise is listed as "threatened" and the Yuma clapper rail is listed as "endangered" under the ESA. However, no critical habitat has been identified for either species within the existing mining claims. A biological opinion for the Glamis Project was previously issued by the USFWS.

Section 2081 of the California Endangered Species Act (CESA): If implementation of KORE's Imperial Project has the potential to adversely affect state-listed endangered or threatened fish and wildlife, the California Department of Fish and Wildlife (CDFW) must be contacted and advised of the Imperial Project and its potential impacts. If a federal incidental take permit is required under the ESA for impacts to a federally listed species, and the same species is also protected under CESA, the Imperial Project proponent may submit the federal incidental take statement to CDFW to determine whether the federal document is "consistent" with CESA. If the federal permit is found to be "consistent" with CESA, a state incidental take permit would also be issued.

Section 404 Permit of the Federal Clean Water Act (CWA): CWA Section 404 requires a permit from the U.S. Army Corps of Engineers (USACE) for the discharge of dredge or fill material into the Waters of the United States, including streams and wetlands (33 USC § 1344). Because the Imperial Project site was previously determined to include desert washes that were determined to be jurisdictional Waters of the United States, potential impacts to those desert washes, if still in existence, could trigger the need for a CWA Section 404 permit. USACE would review the permit application and consult with the U.S. Environmental Protection Agency (EPA) before issuing the Section 404 permit.

The Final EIS released for the prior Glamis Project determined that 114.5 acres of Waters of the U.S. were present on the mine site. Since that determination, there have been several court decisions regarding the scope of federal jurisdiction under the CWA. For example, in *Solid Waste Agency of Northern Cook County v. U.S. Army Corps of Engineers*, 531 U.S. 159 [2001] *(SWANCC)*, a plurality of U.S. Supreme Court Justices held that the CWA did not give the USACE authority to assert federal jurisdiction over "isolated waters" (i.e., the ponds that were not connected with or adjacent to a traditional navigable water of the United States). Additionally, the Court held that where the use of waters for migratory birds was the only basis for asserted CWA jurisdiction, and no "significant nexus" to navigable waters existed, the CWA did not apply. Later, in *Rapanos v. United States*, 547 U.S. 715 (2006), the U.S. Supreme Court determined that the scope of federal agency regulatory authority should extend only to "relatively permanent, standing or continuously flowing bodies of water" connected to traditional navigable waters, and to "wetlands with a continuous surface connection to" such relatively permanent waters.

Note also that the Trump Administration has directed the EPA to reconsider the definition of Waters of the United States and the EPA is in the process of publishing a revised rule to define the scope of CWA Section 404 authority.

Streambed Alteration Agreement of California Fish and Game Code Section 1602: The California Fish and Game Code (Section 1602) requires anyone proposing an activity that may substantially modify a stream to notify CDFW. The notification requirement applies to activities proposed in or near a stream, even if water only flows intermittently through a bed or channel. After receiving notification of the proposed activity, if CDFW determines that the activity may substantially adversely affect fish and wildlife resources, a streambed alteration agreement would be prepared. The agreement would contain conditions to mitigate the Imperial Project's expected impacts on the waterbody.

The technical studies prepared for the Glamis Imperial Project identified several desert washes that appeared as "blue-line streams" on standard U.S. Geological Survey maps and therefore, were presumed to be "waters of the state" subject to the jurisdiction of CDFW. Accordingly, a streambed alteration agreement was required to permit disturbance

of these desert washes. If those desert washes still exist and the proposed project plan will disturb the desert washes, KORE's Imperial Project may require a streambed alteration agreement.

Capital Costs, Operating Costs and Preliminary Economic Assessment Summary

In April 2020, the Company announced the results of its PEA on the Imperial Project and it published the Imperial Technical Report in May 2020, available under the Company's profile on SEDAR at www.sedar.com. The PEA, with an effective date of April 6, 2020 and filed on May 19, 2020, was prepared in accordance with NI 43-101 by Terre Lane, RMSME MMSAQP and Todd Harvey, PhD, RMSME of GRE and Glen Cole, P.Geo. of SRK, with support of Geo-Logic Associates - Monte Christie, GE PE. The team was led by Marc Leduc, P.Eng. the COO of KORE.

Note that a PEA is preliminary in nature, includes inferred Mineral Resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves, and there is no certainty that the PEA will be realized. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. The PEA is a conceptual study, and the disclosure in this AIF contains forward-looking information about potential future results and events. Please refer to the cautionary statements under the heading "*Cautionary Note Regarding Forward-Looking Statements*" above, which include associated assumptions, risks, uncertainties and other factors.

Unless otherwise stated, all masses are in short tons, which is the equivalent to 2,000 pounds or 907.2 kilograms.

Economics		**Pre-Tax**	**Post-Tax**
Net present value ($NPV_{5\%}$) at 0.75C$/US$	*C$ millions*	$584	$458
Net present value ($NPV_{5\%}$)	*US$ millions*	$438	$343
Internal rate of return (IRR)	*%*	52%	44%
Payback (undiscounted)	*years*	2.3	2.7
LOM avg. annual cash flow after tax & capital	*US$ millions*	$105	$90
LOM cumulative cash flow (undiscounted)	*US$ millions*	$697	$580
Gold price assumption	*per ounce*	$1,450	
Mine life	*years*	8	
Average annual mining rate	*million tons/yr*	43.4	
Average annual gold production	*thousand ounces/yr*	146	
Total LOM recovered gold	*million ounces*	1.17	
Initial capital costs	*US$ millions*	$143.5	

LOM calculation and "**Mine Life**" is defined as the duration of mining operations, eight years. There are additional years of site work for residual leaching, washing, back-filling and reclamation modelled.

The following table demonstrates the post-tax sensitivities of NPV and IRR to gold price per ounce. The base case, highlighted in the table below, assumes US$1,450 per ounce of gold:

Economic Sensitivities to Gold Prices *(post-tax)*		
Per ounce of gold	**($NPV_{5\%}$) millions**	**IRR%**
US$1,300	US$234	34%
US$1,450	**US$343**	**44%**
US$1,600	US$450	52%
US$1,800	US$590	64%
US$2,000	US$729	75%

GRE notes that the Imperial Project has an abundant collection of data as a result of the exploration, engineering and environmental studies completed in the 1980s and 1990s. During that period, the Imperial Project had geotechnical drilling and modelling, heap leach designs, plant designs, surface water management designs, and hydrogeological modelling, to name just a few, that provided a credible data set to the Imperial Project team. The Imperial Project also has metallurgical sampling and testing completed both by previous owners and an independent lab, reviewed by GRE, to support the initial engineering design. This data will act as an important background and aid in the design of future work on the Imperial Project.

Mining & Processing

The PEA presents an open-pit ROM heap leach scenario where oxide ore is stacked on the leach pads directly from the mine and is not crushed, although the team considered several other scenarios. KORE management ultimately selected the scenario with the lowest pre-production capital. A more capital-intensive approach could yield a mine and processing plan with higher project NPV and gold production.

Mining Plan and Processing Summary		
Mine life	*years*	8
Mining rate	*average tons per day*	124,000
Strip ratio	*waste: mineralization*	2.8
Total tonnage mined	*million tons*	347.4
Total mineralized material mined	*million tons*	91.5
Heap leach stacking rate	*average tons per day*	33,000
Average LOM grade	*gram per metric tonne*	0.60
Average LOM recovery	*%*	73%

A detailed mine plan by year is included in the April 6, 2020 news release available under the Company's profile on SEDAR at www.sedar.com.

Operating Costs

Mining costs for owner operated mining, processing and other costs were developed from a mix of first-principle engineering and benchmarked to the many ROM heap leach operations in California and nearby Nevada. The Imperial Project is located near a large skilled labour pool and on the same road and power infrastructure as the operating Mesquite mine, located nine miles away providing further confidence in the cost estimates.

Operating Costs (LOM average) (1)		
Mining costs (per ton mined)	*US$/st mined*	$1.45
Mining costs	*US$/st processed*	$5.51
Processing costs	*US$/st processed*	$1.85
G&A costs	*US$/st processed*	$0.74
Total site operating costs	*US$/st processed*	$8.11
Cash Costs * (Non-IFRS Measure)		
Cash costs (LOM)*	*US$/oz*	$672

(1) Not including post-production reclamation and backfilling. See LOM description above.

Initial pre-production & sustaining capital costs

Initial capital costs in the PEA are US$143 million including a 25% contingency of US$23.7 million. The initial mine fleet will be expanded in Year 1 of operations. Infrastructure costs are low due to the proximity of road, water and power infrastructure. Initial capital also assumes KORE is the owner-operator of all equipment. Further enhancements may be possible with contract mining or processing of the gold from the carbon columns at an off-site treatment plant. Sustaining capital is mainly for heap leach pad expansion and additional mining equipment.

Pre-Production and Sustaining Capital Costs *(US$ millions)*	
Mining and mine infrastructure	$35.3
Heap leach pads and plant	$47.0
Infrastructure and G&A	$15.7
Working capital	$7.5
Contingency (25%)	$23.6
Pre-production mining	$14.3
Total Pre-Production Cost	**$143.5**
LOM sustaining capital	$60.5
Closure incl. backfill (1)	$147.7

(1) Closure cost includes final backfilling of the open pit and site reclamation to California's regulated standards. The cost includes US$107 million in mining cost, US$12 million in site operating G&A during back-filling of the final pit, in addition to US$25 million in other site closure costs. Backfill will return the site to plus 25 feet of original topography while re-establishing natural desert washes (drainages). A 95-million-ton clean alluvial sand and gravel stockpile remain and serve as an aggregate source for local and regional infrastructure. The balance of the closure cost is for normal non-backfill site closure costs to remediate disturbances, remove structures, etc.

All In Sustaining Cost (Non IFRS Measure)

AISC* are competitive with peer projects and in the second quartile when compared to the World Gold Council AISC cost metric. Imperial's AISC* is built up as follows:

AISC* per ounce	
Operating cost (1)	US$643
Royalties (2)	US$29
Sustaining capital	US$52
Closure	US$127
Total AISC*	**US$851**

(1) Operating costs includes US$5 per ounce offsite refining.

(2) Royalties consist of: (a) 1% NSR royalty to Newmont; and (b) 1% NSR royalty to Macquarie that has a C$6.75 million buyout before May 6, 2020.

Alternate Economic Cases

GRE estimated cost and revenue for two other options: implementing a crusher to increase gold recovery from the heap leach and hiring a contract mining company to run mining operations to decrease the initial capital cost. Neither of these cases are incorporated into the final economic analysis, conclusions, or recommendations. They are only presented here for discussion.

Crushing Feed to Heap Leach Pad

GRE evaluated the Imperial Project using a crushed material component. A crushing circuit sized for an average throughput of 8.2 million short tons per year (7.5 tonnes per year) was added to the processing evaluation. The expected change in recovery was ROM decreasing to 65% and crushed material increasing to 80% from the ROM only case of an overall recovery of 73%. The minimum gold grade required for crushing was estimated at 0.014 oz/ton (0.48 grams per tonnne). However, by using the highest grade from the mine to fill the crusher feed, the minimum grade of material crushed never falls below the minimum required. Average recovery based on this method of utilizing the crusher results in an increase of overall gold recovery to 78%. Processing cost increases to $2.48/ton ($2.73/tonne); NPV at a discount rate of 5% increases to $355 million, and IRR drops to 40%.

Contract Mining

GRE also evaluated the Imperial Project with mining operations performed by a contract mining company. Contract mining would enable the Imperial Project to lower capital costs overall, but especially the initial capital costs which can have a great impact on NPV. The tradeoff would be an increased operating cost. Using estimates from an owner-operator cost with a profit factor and industry quotes from contract mining companies, GRE established that an average cost for contract mining is $2.04/ton ($2.25/tonne). Capital costs related to mine operation drop to $461,000; NPV at a discount rate of 5% drops to $272 million and IRR increases to 49%.

Exploration, Development and Production

KORE is actively exploring the Imperial Project and regional claims of the Mesquite-Picacho-Imperial District. In 2020 KORE plans to drill-test targets to increase the size of the Imperial Project and to make new discoveries.

KORE is also preparing the Imperial Project to enter permitting for mine development in 2020 by preparing the Imperial Project Plan of Operations and engaging with local stakeholders.

There is no production Imperial Project at this time.

Long Valley Gold Project

The bulk of the information in this section is derived from the "Amended Technical Report and Resource Estimate for the Long Valley Project, Mono County, California, USA" dated December 18, 2019 with an effective date of November 15, 2019 (the "**Long Valley Technical Report**") and prepared by Neil Prenn, P.E. and Steven I. Weiss, C.P.G. of Mine Development Associates, Inc. (the "**Authors**" and "**MDA**", respectively) which has been filed with Canadian securities regulatory authorities and prepared pursuant to NI 43-101. The Long Valley Technical Report is available for review under the Company's issuer profile on SEDAR at www.sedar.com. Messrs. Prenn and Weiss are each a Qualified Person under NI 43-101.

Project Description, Location and Access

Location and Means of Access

The Long Valley Property is located about 7 miles to the east of the town of Mammoth Lakes and about 45 miles north of the town of Bishop, California. Both towns are connected by U.S. Highway 395, which passes a few miles west of the property. Access to the property from the highway is via a series of graded gravel roads. The mining claim group is centered at 37 degrees 40 minutes North latitude and 118 degrees 51 minutes West longitude. The claims cover all or portions of Sections 13, 14, 15, 22, 23, 24, 25, and 26, T3S, R28E, Mount Diablo Base and Meridian.

Nature and Extent of Title

The Long Valley Property consists of 95 contiguous, unpatented mining claims that cover an area of approximately 1,800 acres. The claims are administered by the U.S. Department of the Interior, BLM on federally owned lands administered by the Inyo National Forest, U.S. Department of Agriculture. All of the claims are located in Mono County in east-central California. The surface rights in the area of the claims are owned by the U.S. government, with the area being subject to a surface grazing lease issued by the U.S. Forest Service.

The claims will remain in effect for as long as the claim holding fees are paid to both the U.S. government and the county. The claims must also be maintained by ensuring that the claim posts and location notices are properly upright and visible. In addition, KORE must file and record with the Mono County Recorder an Affidavit Notice of Intent to Hold and Payment of Annual Maintenance Fee in lieu of assessment work.

About one-half mile north of the claim block is an area of former mining activity for the extraction of kaolinite clay. The clay was mined from a series of small open pits and trucked off-site for processing. Except for this activity, there is no mining activity in or around the claim block.

Existing Royalties or Other Encumbrances

KORE acquired the claims from Vista Gold California LLC, a subsidiary of Vista Gold Corp. (both companies are referenced as "**Vista**" in this section), through a purchase agreement dated March 29, 2017. In addition to a royalty to Vista described below, KORE agreed to pay Vista cash consideration of US$1,350,000, payable as follows:

(a) US$350,000 at closing (paid on March 31, 2017);
(b) US$500,000 on or prior to the 30th day after commencement of commercial production; and

(c) US$500,000 on or prior to the 12-month anniversary of the commencement of commercial production.

Vista may elect to receive shares of KORE in place of cash for the payments identified as (b) and (c) above.

The property is not subject to any production royalties or encumbrances except for a 1.0% NSR owed to Royal Gold, Inc. on any gold production from the property pursuant to a royalty deed between Vista and Royal Gold dated August 23, 2002 and subsequently assigned to KORE by Vista on March 31, 2017. In addition, through an agreement between KORE and Vista dated March 31, 2017, KORE granted Vista a perpetual 0.5% to 2.0% NSR at the following rates to be determined quarterly based on the gold price:

Gold Price (US$/oz Au)	**Royalty Rate**
Under $1,400	0.5% NSR
$1,401 to $1,600	1.0% NSR
Above $1,600	2.0% NSR

The royalty agreement between KORE and Vista allows KORE to repurchase a total of 1% of the royalty rate applicable to any royalty payable when the gold price is above US$1,600 per oz Au for US$2,000,000 if repurchased prior to announcement of a feasibility study or for US$4,000,000 if repurchased prior to commencement of commercial production, subject to various terms and conditions. KORE's option to repurchase a portion of the royalty rate is extinguished following the commencement of commercial production. The royalty agreement between KORE and Vista also included a security interest in favor of Vista over the Long Valley claims in respect of any future obligations arising under the royalty only.

The purchase agreement between KORE and Vista included a grant of rights to Vista regarding placer claims pursuant to an agreement between Standard Industrial Minerals, Inc. ("**Standard**") and Vista dated January 22, 2007. Standard granted Vista the right to "explore, develop, mine, remove and sell the gold, silver and other materials located on and under the ground" where Standard's Little Antelope No. 3 and Little Antelope No. 4 unpatented placer mining claims overlap the Long Valley No. 31-38 and LV No. 98 unpatented lode mining claims; that right was transferred from Vista to KORE in 2017.

The 2007 mining deed that conveyed the unpatented lode mining claims from Standard to Vista included a provision that reserved to Standard all material mined from the property that contains kaolinite but does not contain economic values of gold and/or silver and was not needed by Vista for construction purposes related to the property, both as determined by Vista, and the right to have such mined kaolinite material transported and deposited at Standards facilities near the property at Standard's sole cost and expense. This reservation did not obligate Vista to evaluate any mined material for its value or suitability as kaolinite ore nor handle the kaolinite-bearing material in any special way different from the normal material handling process for material deemed not economic as gold and/or silver ore. At the time Vista purchased the claims from Standard, Standard was mining kaolinite from an operation within a mile north of the unpatented lode mining claims purchased by Vista, but that operation is not currently active.

Factors Affecting Access or Title

The Company is not aware of any significant factors, risks or issues that may affect access, title, or the right or ability to perform work on the Long Valley Project. The Company is not aware of any environmental liabilities related to the Long Valley Property.

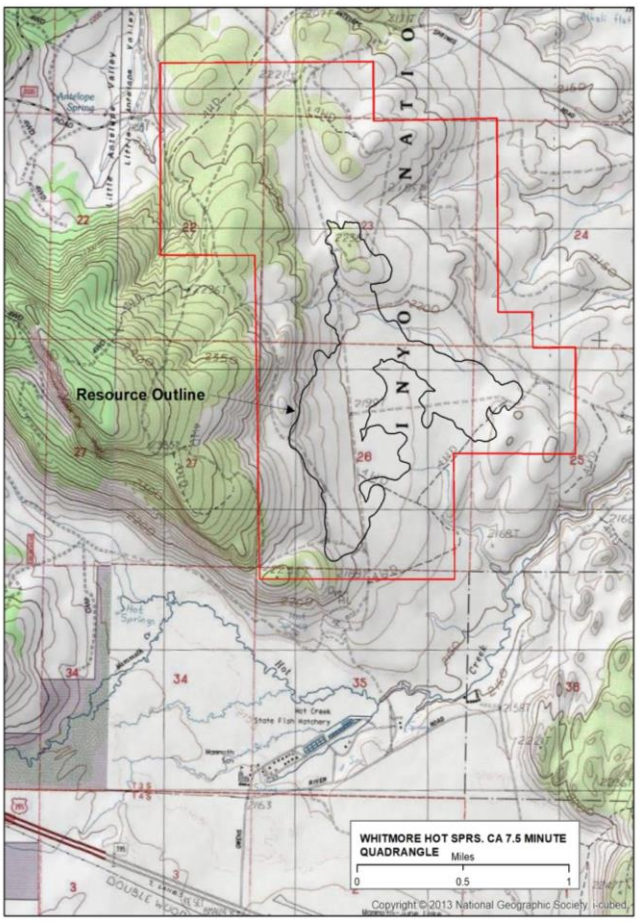
The U.S. Forest Service requires that an operator file a Notice of Intent to Conduct Prospecting Operations ("**Notice of Intent**") for a proposed exploration or mining operation to provide the District Ranger with sufficient information to determine if the level of proposed disturbance will require a Plan of Operations and a detailed environmental analysis. A Plan of Operations is required to be filed with and approved by the U.S. Forest Service prior to any significant on-site activities, which would include any additional drilling.

Exploration of the Long Valley project is currently operating under a Notice of Intent. There are currently no permits required, and none have been obtained.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Access

The Long Valley property is located about seven miles to the east of the town of Mammoth Lakes and about 45 miles by road northwest of the town of Bishop, California. Both towns are connected by U.S. Highway 395, which passes a few miles west of the property. Access to the property from the highway is via a series of graded gravel roads. The figure below shows the general area, as well as access to the property.



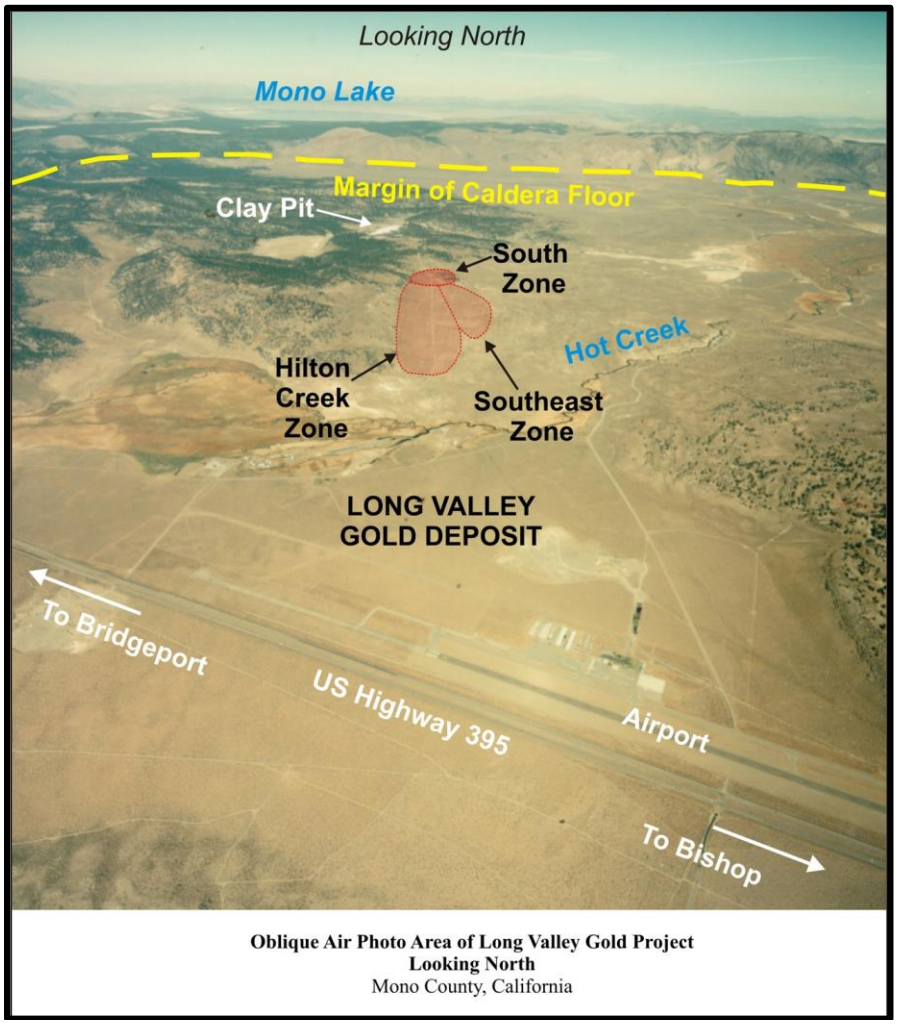
Climate

The climate is semi-arid and moderate, with high temperatures in the summer generally in the 80 °F range and winter highs generally in the 30-40 °F range. Winter temperatures can be below 0 °F. Precipitation at the property probably totals about 20 to 25 inches per year, divided between winter snows and summer thunderstorms. The evaporation potential greatly exceeds the precipitation on an average annual basis, so the area is one with a negative water balance. Snow depths in winter are generally less than two feet on the property, and the overall climate should permit operations year around.

Physiography

The Long Valley Project is located a few miles to the east of the Sierra Nevada Mountains, at an elevation of about 7,200 feet or 2,200 meters, in an area of gently rolling terrain. The vegetation consists mostly of sagebrush and related shrubs and grasses with local areas of open pine forest. The topography in the area of the property will allow for the location of site facilities which may be required, including waste dumps, heap leach pads, plant sites, etc. the figure

below shows a foreshortened view of the topography and vegetation characteristic of the area, along with the network of drill roads.



Oblique Air Photo Area of Long Valley Gold Project
Looking North
Mono County, California

Local Resources and Infrastructure

Lodging, supplies, and labour are available in either Mammoth Lakes or Bishop, with the area population exceeding 20,000 people. Groundwater has been encountered in many exploration drill holes at depths of 200 to 300 feet and should be available in sufficient quantities for processing. It is believed that adequate power is available in the area with no more than a few miles of additional powerline required to reach the property.

History

Gold mineralization was first recognized on the property by Standard in the early 1980s as being present in small amounts in and around their kaolinite clay mining operations. Standard optioned the property to Freeport Minerals ("**Freeport**") in 1983, who prospected the area and defined several distinct mineralized zones, referred to as the North, Middle and South. Freeport drilled about 80 shallow RC holes in mostly the North and South zones during 1983-1984. Freeport dropped the property, but additional drilling was performed by Standard in 1986, with 24 shallow rotary holes drilled mostly in the South zone.

Royal Gold acquired the property from Standard under a lease/purchase option agreement in 1988 and shortly thereafter drilled 52 air track holes in the South zone (Martin et al. (1997a) reported that Royal Gold drilled 53 holes

in this program, but 52 are in the project database). Royal Gold also had performed various metallurgical and engineering studies and submitted permitting documents in support of constructing a small operation based on Mineral Resources in the South zone. However, in 1990, Battle Mountain Gold ("**Battle Mountain**") and Royal Gold formed a joint venture to further explore and perhaps develop the property. During 1990 and 1991 Battle Mountain, as the operator, completed geologic mapping, geochemical sampling, and geophysical surveying of the area and also drilled 59 RC holes. These holes were mostly in the South zone, but also resulted in the discovery of two new zones contiguous with the South zone, the Hilton Creek zone and the Southeast zone.

Battle Mountain dropped out of the joint venture in 1993, but work continued by Royal Gold. During the period 1994 through 1997, Royal Gold aggressively explored the property drilling some 625 holes mostly in the Hilton Creek and Southeast zones. Only 10 core holes were drilled, with the balance being RC holes. During this time, Royal Gold also undertook extensive studies related to metallurgical investigations, preliminary engineering studies, including Mineral Resource estimations, and initiated baseline-type environmental studies of the biological, water, and archeological resources of the area.

In mid-1997, Amax Gold Inc. ("**Amax**") performed extensive due diligence investigations in consideration of forming a joint venture with Royal Gold to place the property into production. Their work included drilling 46 RC holes and 10 core holes, as well as extensive re-assay and check-assay work and the re-logging of older holes. Many of the holes were intended as "twins" to earlier Royal Gold holes. Amax elected not to proceed with the formation of the joint venture because of the continued deterioration of the gold price and their pending merger with Kinross Gold Corporation.

Following Amax's departure, Royal Gold did not perform any additional drilling, but did continue with some of the environmental studies, reclaimed the drill roads and sites, performed some additional geochemical sampling, re-estimated Mineral Resources, and initiated a community public relations campaign. Due to the continued decline in the gold price and the decision by Royal Gold to become a royalty holding company, Royal Gold turned the property back to Standard, effective August, 2000. Except for maintaining the claims in good standing, Standard performed no further work on the Long Valley property. There has been no further drilling on the property since 1997.

In January 2003, Vista signed a purchase option agreement with Standard for the Long Valley Project and completed the purchase of the claims in January 2007.

Since the technical report on the property in 2003, neither Standard nor Vista has performed any work on the property except for maintaining the claims in good standing. No exploration has been conducted on the property by Vista from 2003 until their sale of the property to KORE in 2017. The only exploration KORE has conducted on the property to date is a Spartan magnetotelluric survey in December 2017 and additional ground geophysics performed in H2 2019 and early 2020.There has been no historical gold production from the Long Valley property, and the only mining activity in the area has been associated with the mining of kaolinite clay.

Historical Mineral Inventory Estimates

All estimates described below were prepared prior to 2000 and are presented herein merely as an item of historical interest with respect to the exploration targets at Long Valley. There were a number of Mineral Resource estimates and associated Mineral Reserve calculations prepared on behalf of Royal Gold by the outside consulting group, Mine Reserves Associates ("**MRA**") of Lakewood, Colorado, during the period 1995 to 1998. In December 1997, Behre Dolbear & Company Inc. ("**Behre Dolbear**") calculated Mineral Reserves based on several density factors, as testwork by Amax had indicated widely variable densities. The base case was from the 1997 MRA calculation.

MDA prepared a Mineral Resource estimate of the Long Valley deposit for the previous operator in 2003 (Prenn and Muerhoff, 2003) that was the first estimate reported in accordance with NI 43-101 standards of disclosure at that time. In January 2008, MDA prepared a Technical Report for Vista describing a PEA of the Long Valley project (Prenn and Dyer, 2008), but the Mineral Resource estimate or model was not updated from the 2003 estimate. The 2003 estimate did not report Mineral Resources constrained within a pit.

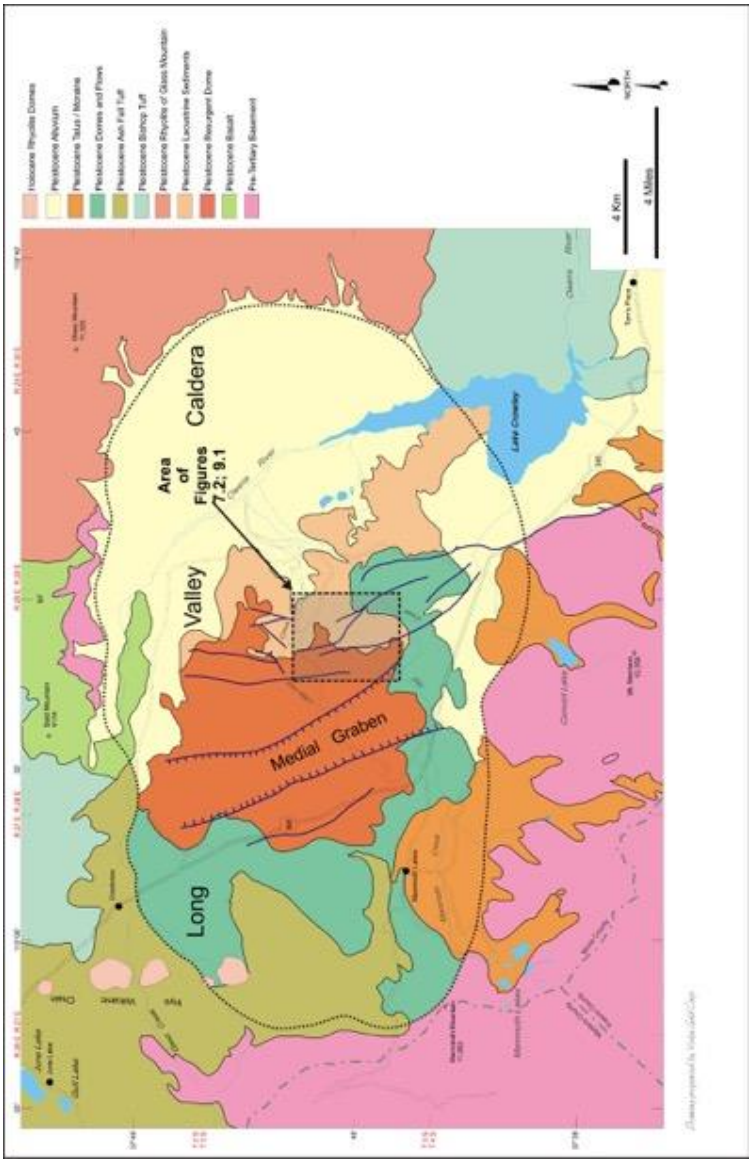
The 2003 Mineral Resource estimate reported in both 2003 and 2008 Technical Reports (Prenn and Muerhoff, 2003; Prenn and Dryer, 2008) were prepared in accordance with CIM standards and NI43-101 reporting requirements in affect at that time, but the Mineral Resource estimate does not meet current CIM Standards and NI43-101 reporting requirements.

Geological Setting, Mineralization and Deposit Types

Regional Geology

The Long Valley property is contained entirely within the early Pleistocene Long Valley caldera, which was formed about 760,000 years ago. The Long Valley caldera and related adjacent volcanic rocks comprise a late Pliocene to Quaternary volcanic complex developed along the western edge of the Basin and Range Province, at the base of the Sierra Nevada frontal fault escarpment. The caldera is an oval depression elongated east-west and measuring some 10 by 19 miles. It is related to the eruption of the Bishop Tuff, which has been dated at about 0.76 Ma. The pre-volcanic basement rocks in the area are mostly Mesozoic granitic rocks of the Sierra Nevada batholith and surrounding Paleozoic and Mesozoic metamorphic rocks. The pre-Cenozoic rocks are totally covered by younger volcanic rocks within the caldera. None of the pre-volcanic basement rocks are known to be mineralized at the Long Valley gold property.

Regional Geology of the Long Valley Caldera (From Prenn and Muerhoff, 2003).



Local and Project Geology

The Long Valley gold property is located near the center of the caldera and is underlain by most of the lithologic units related to caldera formation and subsequent resurgence. Prior to the resurgent doming shortly after caldera formation, a sequence of interbedded volcaniclastic and sedimentary rocks were deposited in a lacustrine setting within the caldera. These rocks consist of siltstones through conglomerates and debris-flow deposits, with all variations between, along with more local deposits of intercalated silica sinter and rhyolite flows and dikes. Clast lithologies are primarily volcanic in origin with a large proportion of rhyolite pumice and ash. These lithologies have an aggregate preserved thickness of more than 1,500 ft based on drill holes. All of the aforementioned units have been mineralized in variable amounts.

Intruded and erupted through these generally flat-lying lake sediments and interbedded tuffs and debris- flow deposits is a large, composite rhyolite flow-dome exposed just west of the gold deposit, which has been referred to as a resurgent phase of the caldera complex. It is composed of generally aphyric to sparely sanidine-bearing rhyolite lava

and breccia. Rhyolite breccia and blocks of this flow-dome make up much of the debris-flow units within the adjacent caldera sedimentary sequence and were likely shed from the erupting flow-dome.

A younger, distinctly quartz-bearing group of rhyolite domes were erupted near the margins of the caldera at about 200,000 to 300,000 years ago. Associated with and younger than all the rhyolite domes is rather clean, well-sorted sandstone. Both of these later units crop out to the southeast of the gold deposit. These units are interpreted to be post-mineralization in age, as is recent alluvium up to some 60 ft thick, which covers most of the Hilton Creek gold zone.

A north-south trending fault zone, inferred by previous operators to be the northern continuation of the regional Hilton Creek fault zone, appears to define the eastern limit of the resurgent rhyolite within the central part of the Long Valley caldera and extends outside the caldera to the south. This normal fault zone (down to the east) also seems to control the distribution of gold mineralization in the Long Valley deposit. Offset along this fault appears to be variable, which suggests that fault activity could have been episodic in nature. Active hot springs, earthquakes, and young volcanism suggest that the Long Valley volcanic center has not reached the end of its life cycle.

Mineralization

Several areas or zones on the Long Valley property are known to be mineralized with low grades of gold and silver. These areas are known as the North, Middle (also called Central), South, Southeast, and Hilton Creek areas (in the Long Valley Technical Report the Middle, South, Southeast, and Hilton Creek areas are shown on Figure 10.1 in Section 10 on Drilling; the North Zone lies just north of the current property boundary). Based on drilling, mineralization appears to generally be contiguous between the South, Southeast, and Hilton Creek zones (Figure 7.3 of the Long Valley Technical Report). These same zones appear to contain the vast majority of the estimated Mineral Resources described later in the Long Valley Technical Report. Drilling is widely spaced in and between the North, Middle, and South zones, and it may be possible that with additional drilling, these zones may be shown to be contiguous with the better-defined zones to the south.

The principal host rocks for the gold mineralization are the caldera-fill interbedded siltstone, tuff, and volcaniclastic sedimentary rocks and, to a lesser extent, the adjacent resurgent rhyolite along the west margin of the Hilton Creek fault zone.

The base of the oxidized zone was generally defined by Royal Gold as the last occurrence of the oxide mineralization within the mineralized zone. As such, mixed oxide-sulfide and sulfide mineralization occurs above this boundary. This oxide/sulfide boundary modeled by Royal Gold is undulating to locally flat-lying, lies at depths of between 150 and 250 ft, and is often coincident with or slightly above the current water table. Grades of gold mineralization are typically the same both above and below the oxide/sulfide boundary.

Gold-silver mineralization is quite continuous throughout the zones and is well defined using a 0.010 oz Au/t COG. Numerous zones of higher-grade mineralization (0.050 oz Au/t) are present within the continuous zones of low-grade (0.010 oz Au/t) gold mineralization, particularly in the Hilton Creek zone. These higher grades may relate to zones of enhanced structural preparation. Silver grades are generally in the range of 0.1 to 0.5 oz Ag/t within the gold-mineralized zones, appear to be more erratic in nature, but generally have a positive correlation with higher gold values.

Mineralized zones contain fracture coatings, veinlets, and disseminated iron oxide minerals that were formerly grains of pyrite and marcasite. Opal and chalcedony veinlets with pyrite or marcasite, or iron oxides, are common, but generally less than a few tenths of an inch in width. Adularia is present in fractures and veinlets at depth and as patches of replacement of the rhyolite groundmass in the western margin of the deposit. In much of the deposit, mineralization is associated with zones of clay alteration and/or silicification. These alteration types are well developed in all of the volcaniclastic sediments and, as such, host-rock type does not appear to have a major control over the distribution and grade of mineralization. The predominant clay mineral has been determined to be kaolinite, while the silicification types can be chalcedony, quartz, or opal. Multiple periods of brecciation and silicification are evidenced by cross-cutting silica veinlets and silicified breccia fragments in otherwise clay-altered rocks.

The distribution of the mineralization appears to be spatially related to faults associated with the north- south-trending Hilton Creek fault zone. Splays of this fault zone are projected to trend through the central part of the Hilton Creek mineralized zone, as well as the Southeast zone, with the assumption that the altering and mineralizing fluids ascended along these fault conduits and then spread laterally. Higher- grade zones may also be related to areas of cross-faults and fractures.

The Hilton Creek mineralized zone is known to be some 8,000 ft in length, while the Southeast zone is about 5,000 ft in length. The mineralized zones are generally flat-lying or have a slight dip (10-15 degrees) to the east and have a width in plain view (across the trend) in the range of 500 to 1,500 ft, but average about 1,000 ft in width. The mineralized zones are typically from 50 to 200 ft thick and average about 125 ft thick in the Hilton Creek zone, and 75 ft thick in the Southeast zone. Mineralization in the South and Southeast zones typically is exposed at or very near the surface, while the top of the Hilton Creek mineralization is usually covered by 20 to 50 ft of alluvium.

Deposit Types

The mineralization identified at the Long Valley property is typical of the shallower portions of an epithermal, low-sulfidation type of gold-silver deposit. Other examples of this type of deposit, which share some similarities to Long Valley, include the McLaughlin deposit in California and the Hycroft (Sulfur) deposit in Nevada. In common with these deposits, gold and silver mineralization appears to have taken place at very shallow depths and is associated with a relatively recent volcanic-related hydrothermal system. In addition, the mineralized zones are typically associated with clay alteration (kaolinite) and silica replacement of volcaniclastic host rocks. This type of deposit typically contains very low amounts of base metals.

Exploration

There have been fairly extensive geochemical surveys conducted over the Long Valley property but only one known geophysical survey prior to KORE's acquisition of the property in 2017. The geochemical surveys have been performed by personnel working for either Battle Mountain or Royal Gold. Documentation of the results of both of the survey programs is sparse, but it appears that both surveys consisted of the collection of between 100 and 200 predominantly rock and fewer soil samples. These samples were analyzed for gold, silver, arsenic, antimony, and mercury and perhaps other elements as well. The surveys indicated that the entire area is mildly to highly anomalous in these elements and that potentially economic mineralization is known by drilling to underlie the area of many of the better anomalies. Other geochemical anomalies remain untested by drilling. MDA has not analyzed the sampling methods, quality, and representativity of surface sampling on the Long Valley property because drilling results form the basis for the Mineral Resource estimate.

An IP/resistivity geophysical survey was performed for Battle Mountain by DMW Surveys of Reno, Nevada, in the southern part of the area. Four possible target areas were identified from this survey, and it is believed that these areas have subsequently been drilled with mineralization indicated in both the Hilton Creek and Southeast zones.

Several periods of geological mapping have been performed in the area by employees of, or consultants to, Battle Mountain and Royal Gold. The mapping identified areas of alteration, silicification, and brecciation within the predominantly volcaniclastic rocks in the area which have been demonstrated to be favorable for gold mineralization. Many of these areas have been drilled with positive results, but other areas remain untested. In addition, much of the area is covered with soil or post-mineralization rocks, which could conceal areas favorable for mineralization.

Outside of the presently defined Mineral Resource area, there are numerous drill holes which have intercepted intervals of gold and silver mineralization. The area of these drill holes is generally defined as the North and Middle zones and, with further drilling and the discovery of additional mineralized intercepts, they might also be the location of significant gold mineralization. All of the holes are vertical, and all intercepts are thought to represent true thickness.

KORE Exploration 2017-2019

KORE commissioned a geophysical survey in December 2017, by Quantec Geoscience Ltd. The Spartan magnetotelluric (MT) survey acquired data from 72 sites distributed along five survey lines that were oriented east-

west on approximately 1,300 ft line spacing and which totaled approximately 8.3 line miles and cross the southern portion of the property.

In H2 2019 and early 2020, the KORE exploration team tested a new exploration strategy. The team re-logged 232 of 896 drill holes, conducted geological mapping, collected rock and soil samples and ran two lines of Induced Polarization ("**IP**") and ground magnetic geophysics coinciding with the re-logged holes and soil sampling lines. Historic drill core re-logging included multi-element analysis by XRF and short-wave infrared ("**SWIR**") spectroscopy. The analyses enable data-driven determination of the mineralized and un-mineralized alteration mineral assemblages. Having successfully tested the new exploration strategy, KORE conducted a total of 23.2 line km of ground induced polarization IP and magnetic geophysics across the southern end of the property.

In general, resistivity delineates the fault system and chargeability differentiates oxide vs. sulphide mineralization potential at depth. This geophysical 'fingerprint' of the deposit has resulted in promising new prospective zones for oxide and sulphide mineralization types. The new geological model coupled with results from geophysics, bedrock mapping and soil and rock geochemistry generated data-driven, drill-ready oxide and sulphide targets supported by robust data sets.

Drilling

The table below summarizes the drilling on the property. The database contains 896 drill holes totaling 268,275 ft of drilling. Seven drill holes are missing coordinate information. There has been no drilling on the property since 1997, and there has been none conducted by the issuer.

Long Valley Drilling Summary

Company	Year	RC Holes	RC Footage	Rotary Holes	Rotary Footage	Air Track Holes	Air Track Footage	Core Holes	Core Footage	Total Drill Holes	Total Footage
Freeport	1983-1984	80	18,615							80	18,615
Standard	1985			24	2,055					24	2,055
Royal Gold	1988					52	4,770			52	4,770
Battle Mtn.	1991	59	18,685							59	18,685
Royal Gold	1994-1997	615	206,410					10	1,491	625	207,901
Amax	1997	46	13,835					10	2,414	56	16,249
Totals		800	257,545	24	2,055	52	4,770	20	3,905	896	268,275

Most of the drill hole samples obtained from the property were from generally dry RC drilling, although when drilling below the water table, significant flows were encountered. Water was added when drilling dry to improve recovery.

No down hole surveys of the drill holes were performed, as the depth of most of the drilling was 300 feet or less. During 1988 Royal Gold completed 52 shallow air track holes, mostly in the North deposit. The 1988 Royal Gold air track drill holes were used to plot mineralized zones when modeling gold envelopes, but were not used to estimate block grades. Royal Gold geologists completed geologic logs.

Freeport, Standard, Battle Mountain, Royal Gold, and Amax completed 24 rotary and 800 RC drill holes on the property. Most of the drilling prior to 1994 was vertical, and most of the drilling after 1993 was angled. Royal Gold completed most of their RC drill holes by adding minimal amounts of water to normally dry drill holes drilled to about 300 ft. The water table was generally between 250 and 300 ft below the surface and, if intersected by drilling, added significant amounts of water. The deposit is in the area of nearby hot springs, and a few of the drill holes did intercept hot water. Drill holes were logged by geologists of the respective companies. Eklund Drilling of Elko, Nevada was the RC drilling contractor in 1996. TH60 and TH100 drills were used. Drill chips were logged in the field to paper log sheets using a hand-lens and binocular microscope.

Royal Gold and Amax each completed 10 core holes on the property. Royal Gold logged the first two holes prior to shipment for assay. The remaining Royal Gold core holes were six-inch-diameter holes drilled in 1996 with a truck-mounted Longyear 38 drill and wireline methods. The 1996 core was logged in the field to paper log sheets and transported in its entirety by Royal Gold personnel in a rented moving van for use in column leach tests. At the metallurgical laboratory the whole core was blended together into a single composite.

The Amax core holes were drilled close to prior RC drill holes to compare the values. The Amax core was logged by the company geologists, and the whole core was shipped for assay.

The table below shows the comparison of 10 core holes that were drilled proximal to existing RC drill holes on the property. The individual holes generally do not compare very well, with core holes giving both higher and lower gold values over selected intervals, but overall, the comparison is very close.

Core vs Proximal RC Drill Holes

Core				Reverse Circulation			
Core Hole	Number of Intervals	Average oz Au/t	Number > 0.007	RC Hole	Number of Intervals	Average oz Au/t	Number > 0.007
LV97-C11	44	0.018	30	LV96-323	44	0.020	34
LV97-C12	44	0.020	30	LV96-319	44	0.025	37
LV97-C12	45	0.019	30	LV96-399	45	0.011	29
LV97-C13	49	0.028	44	LV96-321	49	0.031	47
LV97-C14	59	0.009	23	LV97-561	59	0.003	1
LV97-C14	59	0.009	23	LV97-606	59	0.007	24
LV97-C15	47	0.015	17	LV96-474	47	0.016	21
LV97-C16	40	0.019	25	LV96-475	40	0.013	23
LV97-C17	29	0.008	16	LV91-033	29	0.027	25
LV97-C18	44	0.014	30	LV96-241	44	0.016	38
LV97-C19	40	0.026	36	LV96-378	40	0.021	38
LV97-C20	30	0.010	16	LV96-376	30	0.018	21
Total	**530**	**0.016**	**320**	**Total**	**530**	**0.016**	**338**

The Authors believe that the drilling sampling procedures provided samples that are representative and of sufficient quality for use in the Mineral Resource estimations discussed below. The Authors are unaware of any sampling or recovery factors that materially impact the Mineral Resources discussed below.

Sampling, Analysis and Data Verification

Sampling

Most of the drill hole samples obtained from the property were from generally dry RC drilling although, when drilling below the water table, significant flows were encountered. Water was added when drilling dry to improve recovery. A total of 896 drill holes were completed on the property, including 20 core holes.

Little is known about the sampling procedures prior to 1994. Freeport's samples were analyzed by Monitor Labs, who used atomic absorption as the assay method. Battle Mountain used Barringer Laboratories and Bondar Clegg Laboratories for sample preparation and fire assaying (AA finish) of one assay ton pulps. Sampling after 1994 was documented by Royal Gold. The Royal Gold samples were collected by taking a 5-10 pound split of each sample from the drill holes. Sample bags were sealed by the drill crew and not opened until they reached American Assay Labs in Reno, Nevada. The assay lab picked up the samples at the drill site, transported them to the lab, dried the samples, then crushed, split, pulverized, and blended them to obtain assay pulps. Most of the assays were completed by fire assay methods with an AA finish. No duplicate samples were taken routinely at the rig (Martin et al., 1997a).

A similar procedure was used by Amax, but their samples were analyzed by Chemex Labs. Amax collected samples that ranged in size from five to 20 lbs at the drill hole, then bagged and shipped the samples to Chemex for sample preparation. The samples were dried, weighed, crushed, blended, split, and pulverized to obtain a 600 g sample to make assay pulps. Chemex completed fire assays with AA finish from one assay ton pulps.

Royal Gold collected the samples from their first two core holes at the drill site, placed them in core boxes, and sent the whole core to American Assay's sample preparation facility to split by sawing, prepare, and assay the samples. Half of the core was assayed, and the remaining half in the highly mineralized intervals was used for bottle roll tests. Samples were either grouped by rock type within 5 ft intervals or prepared in 5 ft intervals. The remaining core holes drilled by Royal Gold were large-diameter holes used for metallurgical testing.

Amax prepared assay samples from core holes by crushing whole core and then following the RC sample preparation and assaying methods.

Samples were sealed in bags at the site and collected by commercial laboratory personnel.

Laboratory and Analysis Methods

The assay lab picked up the samples at the drill site, dried the samples, crushed, split, pulverized, and blended to obtain assay pulps. Most of the assays were completed by fire assay methods with an AA finish. Freeport completed aqua regia dissolution, followed by AA analysis of the samples.

American Assay Lab prepared and assayed the samples received from Royal Gold, most of which weighed from 5 to 10 pounds. Amax collected samples that ranged in size from 5 to 20 lbs at the drill hole, bagged and shipped the sample to Chemex Labs for sample preparation. The samples were dried, weighed, crushed, blended, split, and pulverized to obtain a 600 g sample to make assay pulps. Chemex completed fire assays with AA finish from one assay ton pulps. Royal Gold sent the whole core from the first two core holes to American Assay Lab to split by sawing, prepare, and assay the samples. The remaining core holes drilled by Royal Gold were large diameter and used for metallurgical testing. Amax prepared assay samples from crushing whole core and then following the RC sample preparation and assaying methods.

While documentation of sample preparation, analysis, and security for the various companies that operated at Long Valley prior to 1994 is incomplete, all of the companies were reputable, well-known mining or exploration companies that likely followed accepted industry practices.

All of the laboratories discussed above are, or were, well-known commercial analytical laboratories. The assaying described in the Long Valley Technical Report was completed prior to the institution of formal certifications for analytical laboratories.

The Authors believe the sample preparation, security, and analytical procedures used by previous operators of the Long Valley project were acceptable procedures and the resulting analytical data are of sufficient quality for use in the Mineral Resource estimation.

Data Verification

In 2003, Mr. Prenn supervised the verification of the Long Valley project database by Mr. Charles Muerhoff, an employee of MDA at that time and a Qualified Person as defined under NI 43-101. Mr. Muerhoff and Mr. Prenn also compiled and evaluated the available drilling assay quality assurance / quality control ("**QA/QC**") data, namely the considerable check assay data summarized and evaluated in Section 11.3 of the Long Valley Technical Report.

Data verification, as defined in NI 43-101, is the process of confirming that data has been generated with proper procedures, has been accurately transcribed from the original source and is suitable to be used. There were no limitations on, or failure to conduct, the data verification for the Long Valley Technical Report. Additional confirmation on the drill data's suitability for use are the analyses of the pulp and coarse reject check assays as described above. None of the operators in the 1980s and 1990s used certified reference materials or blank material as part of their QA/QC programs, which was not unusual at the time.

The drilling assay database verification in 2003 by Mr. Muerhoff, under Mr. Prenn's supervision, involved detailed examination of data from 51 drill holes, or about 6% of the drill holes in the Long Valley Project area. Sample numbers,

assays, interval depths in the project database were compared to copies of laboratory assay certificates. Where errors in database entries were found, the database was corrected using values from the assay certificates.

Also for verification, Mr. Prenn observed the reclaimed drill roads and pads and collected 10 surface samples for density verification during the initial site visit in 2002.

Mr. Prenn concludes, based on the site visit in 2002, the database verification with Mr. Muerhoff, and their evaluation of the QA/QC check assay results, that the Long Valley Project drilling data are of sufficient quality and are adequate for the purposes used in the Long Valley Technical Report.

Mineral Processing and Metallurgical Testing

A moderate amount of metallurgical testing was completed on the Long Valley property from about 1989 through 1997, including cyanide shake leach assays on pulps, bottle roll tests on drill cuttings from numerous RC holes, and long-term column tests on bulk samples from surface and core. The samples were generally classified as to whether they represented oxide material, mixed or transitional material, or sulfide material.

Although the Authors are not experts with respect to metallurgy, Mr. Prenn has reviewed the metallurgical test studies and believe the information to be sound and appropriate for the purposes for which it has been used in the Long Valley Technical Report. The data from these studies are used by MDA in the Long Valley Technical Report solely for the purposes of deriving reasonable and appropriate cutoffs for Mineral Resource reporting.

Bottle Roll Testing

The first bottle roll testing on samples from the property was performed by Battle Mountain in 1991 and consisted of 12 different bottle roll tests on samples from five different rotary drill holes.

Royal Gold had American Assay Lab perform 10 bottle roll tests on samples from eight different rotary drill holes, representing both oxide and sulfide type of mineralization. Seventeen additional bottle roll tests were performed by McClelland Labs for Royal Gold in 1996 on rotary drill cuttings from 15 different drill holes.

The bottle roll tests on the oxide samples have an average gold extraction of about 77% for the gold, and 21% for the silver over the 72 hour test duration. These results demonstrate the good leaching characteristics of the gold in this material and most of the samples give fairly consistent results through the 14 tests and three different labs.

The bottle roll tests on the mixed samples have an average gold extraction of about 48% for the gold and 19% for silver over the 72 hour test duration. These results are consistent with this type of material which is intermediate between oxide and sulfide. These seven test results also show more extreme variability than the oxide samples.

The bottle roll test results on the sulfide samples show a wide range in test results over the 15 samples tested in three different labs, with gold extractions from 0.0% to over 50%, which is likely a consequence of inconsistent sulfide classification criteria applied from sample to sample. The average extraction over the 72 hour test duration is about the same for both gold and silver at 24%, and would suggest that the sulfide material is not readily amenable to conventional heap leach processing.

Also in 1996, Hazen Research performed scoping type bottle roll tests to help establish testing parameters for subsequent column leach tests. Composites for testing were made from core hole 95-C1 in the Hilton Creek zone as well as core hole 95-C2 in the Southeast zone. Both of these composites were tested in five different bottle roll tests at particle sizes ranging from one inch to 400 mesh. In addition, Hazen performed a single bottle roll test on the bulk sample prepared from large diameter core which was used for several column tests. The results of these bottle roll tests are presented in Table 13.4 of the Long Valley Technical Report.

All of the bottle roll test results represent material from RC drill cuttings, which have been crushed to a maximum particle size of 10 mesh, but likely have an average particle size of much smaller than this. Typically, most of this material would have a particle size of less than 24 mesh or finer.

The test results generally show that both gold and silver extractions increase at smaller particle sizes, ranging from 400 mesh to 2 inch particle size, for all types or classes of material. Also, the sulfide material responds to roasting to increase gold extraction. Lastly, the oxide material does respond quite well to alternative gold lixiviants, such as ammonium thiosulfate (ATS), giving extractions comparable to cyanide.

Based mostly on the bottle roll test results for the oxide samples, there does appear to be a fairly consistent bias between the assay head grades (lower) than the calculated head grades (higher). There is not sufficient data to fully document this trend, and hence no basis to correct or modify the overall assays, but it should be monitored during future work. In addition, screen tests indicate that a considerable portion of the gold values are found in the fines fraction.

Column Leach Testing

In 1989 Kappes, Cassiday and Associates performed three column leach tests on a single bulk sample collected from surface cuts in the South zone. A single column test was performed on material crushed to -3 inches, -1 ½ inches and - ½ inches, with column diameters measuring 11.5 inches, 10 inches and 8 inches, respectively, with column heights of about 10 ft. Cyanide consumption ranged between 0.25 and 0.51 lbs/t for the tests.

During 1996-1997, Hazen performed a total of five large diameter column leach tests on a single bulk sample prepared from seven large diameter (6 inch) core holes drilled in the Hilton Creek and Southeast zones. The sample intervals used from each of these core holes represent material classed as oxide with a grade exceeding 0.010 oz Au/t gold. The total sample weight of the core intervals listed below is approximately 5,000 kg, or 11,000 lbs:

Hole 96-C3 40 to 160 ft
Hole 96-C4 30 to 150 ft
Hole 96-C5 60 to 150 ft
Hole 96-C6 52 to 94 ft
Hole 96-C7 30 to 145 ft
Hole 96-C8 30 to 150 ft
Hole 96-C9 10 to 50 ft

The grade of the bulk sample is relatively close to the overall grade of the deposit, and assays 0.028 oz Au/t gold and 0.15 oz Ag/t. The particle size analysis of the bulk sample as prepared for testing indicated about 25% by weight of the sample was between 4 and 6 inches in size, 37% was between ½ and 4 inches in size, 14% was between 28 mesh and ½ inch, 7% was between 65 and 28 mesh, and 17% was less than 200 mesh in size. Assays were performed on each of the size fractions which showed a significant tendency for the gold to occur with the finer size fractions with about 48% of the gold in the entire sample in the minus 200 mesh fraction, with only about 9% of the gold in the coarsest fraction.

Three of the five columns tested at Hazen (columns CL-1,-2 and –3) were moderate diameter (10 to 12 inches) with column heights of about six ft. These columns evaluated the impact of the addition of lime and/ or agglomeration with cement on the overall gold extraction and the extraction rate.

Columns C1-4 and Cl-5 were of large diameter (24 inches) and had column heights of about 20 ft. These two columns evaluated the impact of agglomeration with lime and cement versus no agglomeration. Taken as a whole, all of the tests show that the oxide type material at Long Valley is readily amenable to heap leaching at coarse particle sizes, exhibiting rapid leaching of gold with low consumption of the leaching reagents sodium cyanide and lime, generally in the range of 0.4 lbs/t and 4.0 lbs/t respectively. Most columns returned gold extractions between 80 and 90 % over leach times of between 30 and 70 days. In addition, the column gold extractions were generally some 5 to 10 % better than the bottle roll extractions on similar oxide type material.

Agglomeration of the columns appeared to help maintain solution permeability and limit slumping of the columns, but did not appear to enhance gold extraction. Silver extraction in all columns was quite low, at less than 10%.

Mineralogical Observations

Samples of leached and unleached, predominantly sulfide rich material have been examined to discern the presence and nature of gold mineralization in the samples and to better understand their leaching behavior. Several different studies have shown that the predominant sulfide mineral present in the unoxidized samples is pyrite, with lesser amounts of arsenopyrite. The sulfides are commonly fine grained, ranging from 5 to 70 microns, and are typically locked in a gangue of silicate minerals including quartz, feldspar and kaolinite clay.

Sulfides in the samples are both widely disseminated as well as found in clusters. Pyrite in the samples is generally poorly crystalline and has framboidal textures, with lesser amounts of well crystallized, euhedral pyrite. Other investigations have shown the common occurrence of submicroscopic gold associated with the poorly crystallized, framboidal varieties of pyrite. This would explain the general lack of gold observed in these samples even using powerful electron microprobes. Where gold grains have been observed, the grains are very small, from 1 to 6 microns, and have low amounts of contained silver. The conclusion is that most of the gold is submicroscopically bound to the poorly crystalline varieties of pyrite and hence, is generally refractory and unavailable to direct cyanidation.

Fortunately, a significant portion of the Mineral Resource at the Long Valley Project is present in material which has been at least partly oxidized. In this material, the pyrite which may have originally contained most of the gold is preferentially oxidized to iron oxide minerals (goethite) wherein it releases the gold and renders it available for leaching.

Mineral Resource Estimates

Mineral Resource estimation described in this section for the Long Valley project follows the guidelines of CIM. The gold grade model for this Mineral Resource estimate was completed by Charles Muerhoff, MDA Senior Geologist in 2003, who was considered a Qualified Person by the definitions and criteria set forth in NI 43-101, supervised by Neil Prenn, Principal MDA Engineer. The effective date of this Mineral Resource estimate is November 15, 2019. The Mineral Resource estimate for the Long Valley Technical Report was completed by Neil Prenn on April 10, 2018 using the 2003 MDA model and a March 2018 optimized pit. There is no affiliation between Mr. Muerhoff or Mr. Prenn and KORE except that of an independent consultant/client relationship. Silver Mineral Resources were not estimated and there are no Mineral Reserves estimated for the Long Valley project as part of the Long Valley Technical Report.

Although the Authors are not experts with respect to any of the following aspects of the Long Valley Project, they are not aware of any unusual environmental, permitting, legal, title, taxation, socio-economic, marketing, or political factors that may materially affect the Long Valley Mineral Resources as of the date of the Long Valley Technical Report.

The drilling analyses, database verification, and Mineral Resource modeling were completed according to the guidelines specified by Canadian NI 43-101.
The Long Valley Technical Report reports Mineral Resources at cutoffs that are reasonable for deposits of this nature given anticipated mining methods and plant processing costs, while also considering economic conditions, because of the regulatory requirements that a Mineral Resource exists “in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction.”

Data

The Authors created a model for estimating the Mineral Resource for the Long Valley project from data provided to the Authors by Vista for the 2003 report (Prenn and Muerhoff, 2003). Hardcopy and digital data received from Vista included: drill hole database with collar locations, down hole survey data, analytical data; topographic data, drill hole location maps, drill hole cross sections, geologic drill logs, and numerous in-house reports.

The drill hole data were checked prior to loading the data into a database; a few minor errors were discovered and corrected prior to importing the data into a Surpac® mining software database. Analytical results that were less than

the detection limit were set to zero. All subsequent modeling of the Long Valley Project Mineral Resource was performed using Surpac®.

Density

The densities of the rocks present in the Long Valley deposit are highly variable, with density test results ranging from 0.93 to 2.83 g/cm^3. Comparing density to depth indicates there is a trend of increasing density with increasing depth; however, the correlation is very poor, using both the Amax and Royal Gold test results. The Authors took 10 samples during the 2002 site visit for density verification.

Refer section 14.3 of the Long Valley Technical Report for results.

In 2003, one Author discussed the density variability with Royal Gold's consulting geologist, Roger Steininger. Mr. Steininger believed that Amax may have over-weighted the core drilling in areas with low density values. After these discussions, that Author determined that a density of 15.5 cubic ft/t was reasonable to use for the Mineral Resource estimate.

Long Valley Mineral Resource Model

Resources modeled and estimated for the Long Valley project are contained within the Hilton Creek, South, and Southeast zones. MDA plotted the gold grade distribution of all drill sample data (excluding air track samples) from these three zones to help identify grade populations to aid in the Mineral Resource modeling. The overall distribution of gold grades is somewhat linear, with subtle breaks around 0.01, 0.02, 0.05, 0.10, and 0.15 oz Au/ton and a distinct break at about 0.25 oz Au/ton. Nine samples above this break were capped to 0.25 oz Au/ton prior to compositing and grade estimation. Since the South zone appears to be the northern extension, or continuation, of the Hilton Creek zone, it was decided to model these two zones together.

East-west cross sections were plotted on 100 ft intervals through the Hilton Creek, South, and Southeast areas. The topographic profile and drill hole traces were plotted on each cross section, with gold sample assays, overburden-bedrock contact, and oxide-sulfide contact plotted along the drill hole traces. The cross sections were reviewed to determine if the gold grade populations identified in the grade distribution plot represented continuous zones of mineralization. MDA found that grade zones of ~0.009 to 0.02, 0.02 to ~0.10, and greater than 0.10 oz Au/ton showed the best continuity between drill holes and from section to section, and constructed mineral envelopes using these three grade ranges.

The cross sectional grade model was digitized and transferred to 10 ft spaced level maps for the final interpretation and refinement. A three-dimensional block model was made of the deposit area with blocks 20 ft x 20 ft x 10 ft vertical in size. The model blocks were coded to the appropriate gold zone, as listed in Table 14.6 in the Long Valley Technical Report. Background mineralization is that mineralization outside of the defined grade zones, but within the model extents.

Bedrock drill samples were composited down hole into 10 ft composites. Down hole composites were used, rather than compositing strictly within each grade envelope, in order to better model the apparent gradational contacts between grade populations, as suggested by the distribution plot of the sample data and supported by review of the data on cross section. Refer to Table 14.6 of the Company's technical report for summary statistics of the composite data. Due to the few composites > 0.10 oz Au/ton in the Southeast zone, zones 22 and 23 were combined and modeled together.

Variography was initially performed separately on composites from each gold zone, using various lag distances and numerous directions, but none showed sufficient structure that could be modeled. MDA then constructed variograms using the combined composites from zones 1 to 3 (Hilton Creek / South zone) and combined composites from zones 21 to 23 (Southeast zone) and were able to construct variograms that showed good continuity.

Three kriging passes were used to estimate the Mineral Resources within the Hilton Creek / South zone and Southeast zone; gold zones 1 to 3 and 21 to 23, respectively. The first pass was done to estimate blocks within the variogram

range; the second pass was done to avoid over-smoothing and better honor the local data; and the third pass was done to fill in the portions of the zones left unestimated by passes one and two with inferred material. All blocks that received estimated grades during the third pass are considered Inferred. The background mineralization (zone 99) was estimated in two passes to restrict the over-extrapolation of higher grade values that would be unrestrained by their exclusion from the grade envelopes.

Long Valley Mineral Resource Classification

Mineral Resources for the Long Valley property were classified based on the average distance of the composites used to estimate the model blocks, as shown in the following table. For any given model block to be classified as Measured or Indicated, the grade of the block had to be estimated from at least two composites. Silver was not estimated. The Long Valley Mineral Resources are tabulated below.

Long Valley Mineral Resource Classification Parameters - Average Composite Distance

Area	Au Zone	Measured (ft)	Indicated (ft)	Inferred (ft)
Hilton Creek / South Zone	1	0 - 100	100 - 200	> 200
	2	0 - 75	75 - 150	> 150
	3	0 - 50	50 - 100	> 100
	99	0 - 50	50 - 100	> 100
Southeast Zone	21	0 - 50	50 - 100	> 100
	22 - 23	0 - 25	25 - 50	> 50
	99	0 - 50	50 - 100	> 100

MDA completed a nearest neighbor model of the deposit as a check of the kriged model. The results of the nearest neighbor model compared favorably.

Long Valley Mineral Resource Estimate

The Long Valley Mineral Resources are tabulated below. The estimated Mineral Resources are reported at cutoffs that are reasonable given anticipated mining methods, processing costs, and economic conditions, which fulfills regulatory requirements that a Mineral Resource exists “in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction.”

Representative block-model cross sections of the Hilton Creek, Southeast, and South zones (locations shown in Figure 7.3 of the Long Valley Technical Report) are shown in Figure 14.7, Figure 14.8, Figure 14.9, respectively, and the Mineral Resource outline projected to the surface is shown in Figure 10.1 and Figure 14.10 of the Long Valley Technical Report.

The Long Valley Project Mineral Resource estimate presented herein amends and replaces the April 25, 2018 estimate by Mine Development Associates.

Long Valley Mineral Resource Estimate – Imperial Units

Classification	Cut-Off (oz / ton)	Quantity ('000 tons)	Grade Gold (oz / ton)	Contained Gold ('000 oz)
Indicated				
Oxide	0.005	35,945	0.018	636
Transition	0.006	4,263	0.014	59
Sulphide	0.006	33,428	0.017	552
Total Indicated		**73,635**	**0.017**	**1,247**
Inferred				
Oxide	0.005	9,192	0.020	185
Transition	0.006	1,314	0.016	21
Sulphide	0.006	15,464	0.018	280
Total Inferred		**25,970**	**0.019**	**486**

Mineral Resources that are contained in a US$1,500 per ounce optimized pit. Other pit optimization parameters summarised below.

Long Valley Mineral Resource Estimate – Metric Units

Classification	Cut-Off (g / tonne)	Quantity ('000 tonnes)	Grade Gold (g / tonne)	Contained Gold ('000 oz)
Indicated				
Oxide	0.17	32,609	0.61	636
Transition	0.21	3,867	0.47	59
Sulphide	0.21	30,325	0.57	552
Total Indicated		**66,801**	**0.58**	**1,247**
Inferred				
Oxide	0.17	8,339	0.69	185
Transition	0.21	1,192	0.55	21
Sulphide	0.21	14,029	0.62	280
Total Inferred		**23,560**	**0.65**	**486**

Mineral Resources that are contained in a US$1,500 per ounce optimized pit. Other pit optimization parameters:

- Pit Slope degrees 45 degrees
- Mining US$1.70 / ton mined
- Crushing US$1.40 / ton processed
- Heap Leach US$1.80 / ton processed
- Sulfide Mill US$8.60 / ton processed
- G&A US$0.63 / ton processed
- Refining Cost US$5 / oz Au produced
- Recovery (Oxide - Less than 150 feet below surface) 80% heap recovery
- Recovery (Transition - 150-200 feet below surface) 90% mill recovery
- Recovery (Sulfide - Below sulfide surface) 90% mill recovery

Resources reported as oxide are the material situated above an oxide-sulfide boundary that was generally determined by recording the last occurrence of oxide minerals observed in the drill cuttings or core, and above a transition zone that occurs approximately between 150 and 200 feet (50 and 60 metres) below the surface. As such, not all material situated above this boundary can be considered as oxide in the context of metallurgical recovery, as it undoubtedly includes materials that will react differently metallurgically. The Company aims to develop a model that better defines the metallurgical characteristics of the deposit.

Obtaining mine operating permits for the Long Valley Project may be more difficult than normal due to the Long Valley Project's location in California and proximity to the town of Mammoth Lakes, California, where the predominant source of revenue is derived from tourism. The main anticipated issues relating to the future development of a mining operation at Long Valley would likely be the impact on the current tourism-based economy and particularly the potential visual impacts, impacts to ground water in the area, and the use and containment of cyanide solutions. At this stage of the Long Valley Project these potential impacts have not been quantified.

The Long Valley Mineral Resources are located approximately 1.5 miles north of the Hot Creek fish hatchery operated by the California Department of Wildlife. At this stage of the Long Valley Project, any potential impacts the fish hatchery may have on permitting or development of the Long Valley Project have not been quantified.

The Long Valley property is contained entirely within the early Pleistocene Long Valley caldera, which was formed about 760,000 years ago. Repeated eruption of dacite and rhyodacite from vents on the southwest rim of the caldera 220,000 to 50,000 years ago formed Mammoth Mountain, a dome complex. The USGS monitors the area for volcanic activity, and does not have an advisory or watch alert level for the caldera. The authors believe that this is a low-level risk in a short period of time, like the time needed to develop and mine the Long Valley Project. If the mine would last for 100,000 years the risk would increase.

Exploration, Development and Production

KORE is actively exploring the Long Valley project in 2020 with plans to follow up the 2019 exploration work with drilling to test high-priority targets.

There are no development or production activities at the Long Valley project.

Non-Material Properties

KORE holds two other mineral properties in our portfolio. A brief summary of the properties is set out in this section.

FG Gold Project

KORE renamed the Frasergold property ("**Frasergold**"), the "FG Gold Project" in November 2018. For the purposes of this disclosure, Frasergold property and FG Gold Project are synonymous.

The FG Gold Project property claims are located approximately 50 kilometers east of the village of Horsefly, B.C. and 100 kilometers east northeast of the city of Williams Lake, B.C. The FG Gold Project consists of 35 claims, totaling 13,008 hectares. Large areas of the northeastern and eastern claims have been logged, providing improved outcrop exposure and a network of access trails.

There are no royalties, back in rights, environmental liabilities, and no known risks to undertake exploration, except for a 3% NSR payable to Southlands Mining Corp., dated September 22, 1989. The NSR can be purchased for $2.6 Million (adjusted annually to reflect changes in the Consumer Price Index) and is only payable after a mining operation has recovered 100% of its capital costs.

Exploration activities completed on the FG Gold property during the period 1981 through 1994 by the companies Amoco, Eureka and Asarco identified an area of gold mineralization that extends along a strike length of approximately 10 kilometers. Work programs included drilling and underground sampling. In 2006, Hawthorne optioned the FG Gold property from Eureka and conducted exploration and drilling. Hawthorne's interest in the FG Gold property expired in 2010 and the claims were returned to Eureka with no encumbrances. Additional work programs were completed in 2011 and 2015. In 2018, KORE drilled the Nova Zone, a potentially 3.5 km by 1 km porphyry system.

Five key zones of gold mineralization have been identified along a 10 kilometer strike length of the sedimentary horizon. A total 35,967 meters in 328 drill holes were completed between 1981 and 1994, with an additional 16 drill holes completed and totalling 3,615 meters in 2007, and 58 drill holes completed and totalling 10,414m in 2008.

Additional mineralization has been outlined over a 3 km strike length with five key zones of mineralization (NE Zone, Main Zone, SW Limb, Grouse Creek, Frasergold Creek) identified along a 10 km strike length of the sedimentary horizon.

KORE plans to explore the FG Gold Project in 2020. There is no development or production activities at the FG Gold Project.

Gold Creek Project

The 100% owned Gold Creek project ("**Gold Creek**") is located 2 km NE of the town of Likely in the Cariboo - the heart of British Columbia's historic "Gold Rush" district. Gold Creek consists of 34 claims totalling 9,673 ha and approximately 8 km to the northwest of the Spanish Mountain deposit. Access is from Likely by an all-weather gravel road. The site has well developed infrastructure and is just 70km NE of Williams Lake, a major regional centre serviced by an airport and railway.

There is a 1% NSR royalty on the property to a prior owner. The Company may purchase one-half of the royalty for $1,000,000.

DIVIDENDS

KORE has not paid any dividends on the Common Shares since incorporation and currently intends to retain future earnings, if any, to finance further business development. The declaration of dividends on Common Shares will be dependent on a number of factors, including earnings, capital requirements, operating and financial condition and a number of other factors that the Board considers to be appropriate. There are no restrictions in the Company's Articles on the ability of KORE to pay dividends in the future.

DESCRIPTION OF CAPITAL STRUCTURE

The Company's authorized share capital consists of an unlimited number of Common Shares without par value, of which 96,341,913 Common Shares are issued and outstanding as of the date of this AIF. All of the issued Common Shares rank equally as to voting rights, participation and a distribution of KORE's assets on liquidation, dissolution or winding-up and the entitlement to dividends. Holders of Common Shares are entitled to receive notice of, attend and vote at all meetings of shareholders of KORE. Each Common Share carries one vote at such meetings. Holders of Common Shares are entitled to dividends if and when declared by the Board and, upon liquidation, to receive such portion of the assets of KORE as may be distributable to such holders. There are currently no other series or class of shares which rank senior, in priority to, or *pari passu* with the Common Shares. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

MARKET FOR SECURITIES

Trading Price and Volume

The Common Shares are listed and posted for trading on the TSXV under the symbol "KORE" and on the OTCQB under the symbol "KOREF". The following table sets forth trading information for the Common Shares on the TSXV since January 1, 2019, the commencement of the Company's most recently completed financial year ended December 31, 2019.

	Price Range		
Month	**High ($)**	**Low ($)**	**Monthly Trading Volume**
January 2019	0.230	0.090	1,521,851
February 2019	0.220	0.135	806,383
March 2019	0.290	0.145	5,528,431
April 2019	0.300	0.185	2,119,315
May 2019	0.260	0.170	950,742
June 2019	0.285	0.195	2,216,433
July 2019	0.300	0.240	1,474,501
August 2019	0.400	0.270	2,066,511
September 2019	0.410	0.305	1,038,392
October 2019	0.330	0.270	321,976
November 2019	0.290	0.170	1,086,411
December 2019	0.290	0.200	1,618,793

The closing price of the Common Shares on the TSXV on December 31, 2019 was $0.29.

Prior Sales

The following table summarizes details of stock options granted by the Company since January 1, 2019 the commencement of the Company's most recently completed financial year ended December 31, 2019.

Month of Issuance	**Security**	**Price per Security**	**Number of Securities**
January 2019	Stock Options [(1)]	N/A	3,000,000
May 2019	Stock Options [(2)]	N/A	150,000
July 2019	Stock Options [(3)]	N/A	2,600,000
October 2019	Stock Options [(4)]	N/A	500,000
			6,250,000

(1) These stock options are exercisable at a price of $014 per Common Share until January 13, 2024.
(2) These stock options are exercisable at a price of $0.25 per Common Share until May 9, 2024.
(3) These stock options are exercisable at a price of $0.27 per Common Share until July 2, 2025.
(4) These stock options are exercisable at a price of $0.29 per Common Share until October 18, 2024.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holdings

The following table sets out the names, province or state and country of residence of each of the directors and executive officers of KORE, their present position(s) and office(s) within KORE, their principal occupations during the last five years and, for the directors, their date of appointment.

All directors of KORE have been elected to serve until the next annual meeting of shareholders of KORE, subject to earlier resignation.

As at the date of this AIF, KORE's directors and executive officers beneficially owned, or controlled or directed, directly or indirectly, an aggregate of 47,539,693 Common Shares, representing approximately 41.44% of the issued and outstanding Common Shares.

Name and Place of Residence	Current Office(s) with KORE	Principal Occupation During the Preceding Five Years[(2)]	Date of Appointment as Director
Scott Trebilcock British Columbia, Canada	President, Chief Executive Officer and Director	Chief Executive Officer of the Company since July 2019; Chief Development Officer of Nevsun Resources from October 2009 to December 2018; and VP Corporate Development for Nautilus Minerals from September 2007 to September 2009.	July 3, 2019
James Hynes British Columbia, Canada	Executive Chairman	Executive Chairman of the Company since July 2019; Chief Operating Officer and Chairman of the Company until July 2019; and Director, Vice President, Operations at Reperio Resources Corp. from December 2006 to September 2016.	October 30, 2018
Jessica Van Den Akker British Columbia, Canada	Chief Financial Officer	Chief Financial Officer of the Company since October 2019; Chief Financial Officer & Vice-President of Finance at Fiore Management & Advisory Corp. from January 2017 to February 2020; and Chief Financial Officer of Hive Blockchain Technologies Ltd. from June 2017 to October 2018.	N/A
Marc Leduc Colorado, United States of America	Chief Operating Officer	Chief Operating Officer of the Company since October 2019; Independent Director of Silver Elephant Mining Corp. since July 22, 2019; Director of South Star Mining Corp. since March 25, 2019; COO from October 2016 to December 2017 and Interim CEO from October 2017 to December 2017 of NewCastle Gold Ltd; Executive Vice President of US Operations for Equinox Gold Corp. from January 2018 to March 31, 2019; President, CEO and Director of Luna Gold Corp. from January 2015 to August 2016; and Director of Rupert Resources from April 2013 to December 2016.	N/A

Name and Place of Residence	Current Office(s) with KORE	Principal Occupation During the Preceding Five Years[2]	Date of Appointment as Director
Brendan Cahill [1] Ontario, Canada	Director	President and Chief Executive Officer of Excellon Resources Inc. since November 2012 and March 2013, respectively.	October 30, 2018
Robert J (Don) MacDonald [1] British Columbia, Canada	Director	Chief Executive Officer of NorZinc Ltd. since June 2018; Acting President and CEO from 2016 to 2017 and CFO from 2010 to 2017 of KGHM International Ltd. (formerly QuadraFNX Mining Ltd)	October 30, 2018
Harry Pokrandt [1] [3] British Columbia, Canada	Director	Chief Executive Officer of Hive Blockchain Technologies Ltd. from June 2017 to August 2018; Director of Gold X Resources Ltd (formerly Sandspring Resources Ltd.) from September 2015 – November 2019; Managing Director of Macquarie Capital Markets Canada Ltd. (formerly, Orion Securities Inc.) from December 2007 to June 2015; Director of Lithium X Energy Corp. from November 2015 to March 2018; Director of Fiore Exploration Ltd. from August 2016 to September 2017; and Director of BeMetals Corp. from December 2016 to February 2018.	October 30, 2018
Adrian Rothwell British Columbia, Canada	Director	President and Chief Executive Officer of Lucky Minerals Inc. since September 2019; Director and Chair of the Audit Committee of Fireweed Zinc Ltd. since May 2017; President and Chief Executive Officer of the Company from October 2018 to July 2019; President and Chief Executive Officer of KORE from February 2016 to October 2018; and a British Columbia Chartered Professional Accountant and member of Chartered Accountants of Australia and New Zealand.	October 30, 2018

(1) Member of the Audit Committee and Governance and Compensation Committee.
(2) The information as to principal occupation, business or employment may not be within the knowledge of the management of the Company and has been furnished by the respective nominees.
(3) Lead Independent Director.

Director and Executive Officer Biographies

The following are brief biographies of the directors and executive officers of KORE:

Scott Trebilcock, President, Chief Executive Officer and Director

Mr. Trebilcock has over 25 years of experience as a process engineer, management consultant, and mining executive. Most recently he was Chief Development Officer of Nevsun Resources, responsible for strategy, corporate development, investor relations and exploration. Nevsun sold to Zijin Mining for $1.9 billion after a year-long contested defense process led by Mr. Trebilcock. Mr. Trebilcock also drove M&A at Nevsun, including the 2016 acquisition of Reservoir Minerals, and led Nevsun's investor relations program for almost a decade. Mr. Trebilcock holds a B.Sc. in Chemical Engineering, an MBA from Queen's University and is a Chartered Director.

James Hynes, Executive Chairman

Mr. Hynes is a geological engineer, having worked as head of exploration for Lafarge Northwest Division and serves as Board member for various companies in the mining sector. With over 15 years in the mining and metals sector, his experience includes preliminary resource identification, resource evaluation and testing, reserve calculations, and financial analysis. Mr. Hynes is a founder of Reperio Resources Corp. Mr. Hynes has overseen and participated in the technical aspects of the company, including exploration programs, commissioning reports, property acquisitions, environmental and mine planning, technical presentations and corporate communications. Mr. Hynes holds a Bachelor of Science in Engineering (1999) specializing in geological and geotechnical engineering from the University of New Brunswick.

Jessica Van Den Akker, Chief Financial Officer

Ms. Van Den Akker is a Chartered Professional Accountant (CA) with 15 years' experience in the resource sector. She gained extensive experience through a Canadian audit firm providing reporting and accounting assurance services to publicly traded companies, primarily in natural resources. Ms. Van Den Akker is a graduate of Simon Fraser University where she received a Bachelor of Business Administration.

Marc Leduc, Chief Operating Officer

Mr. Leduc is a mining engineer and geologist with over 30 years' experience covering all aspects of the development, operation, planning and evaluation of mining projects, with expertise in designing, constructing and operating large heap leach gold mines. Previously, Mr. Leduc was EVP US Operations for Equinox Gold Corp., COO and then CEO of NewCastle Gold Ltd., CEO of Luna Gold Corp., Chief Operating Officer at Lydian International Limited and President and COO of Bear Creek Mining Corporation. He holds a B.Sc. (Honors) in Mining Engineering from Queen's University and a B.Sc. in Geology from the University of Ottawa.

Brendan Cahill, Director

Mr. Cahill has over 15 years of experience in the mining and metals sector and in corporate finance, and is currently the President & Chief Executive Officer of Excellon Resources Inc., and a director of Group Eleven Resources Corp. and CryptoStar Corp. He was formerly the Vice President of Corporate Development for Pelangio Exploration Inc. and a lawyer at Davies Ward Phillips & Vineberg LLP. He holds an LL.B. in law from the University of Western Ontario, a B.A. (English) from the University of Toronto and is a member of the Law Society of Upper Canada.

Don MacDonald, Director

Mr. MacDonald is currently the CEO of NorZinc Ltd. developing the Prairie Creek zinc-lead-silver mine in the Northwest Territories. He was formerly the CFO and acting CEO at KGHM International (formerly Quadra FNX Mining) with over 30 years' experience in mine development, operation and financing. He was CFO for NovaGold, De Beers Canada Mining and Dayton Mining and is a director of the Mining Association of Canada. He is a Chartered Professional Accountant, CA and holds Bachelor's and Master's degrees in Engineering from Oxford University.

Harry Pokrandt, Director

Mr. Pokrandt is the former CEO of Hive Blockchain Technologies Ltd. and director of Sandspring Resources Ltd. Previously he was Managing Director of Macquarie Capital Markets Canada Ltd. (formerly, Orion Securities Inc.) from 1985 to 2015 and was formerly a director of Lithium X Energy Corp. prior to its sale and Fiore Exploration Ltd., and BQ Metals Corp.

Adrian Rothwell, Director

Mr. Rothwell is currently the President and Chief Executive Officer of Lucky Minerals Inc. and a director and Chair of the Audit Committee of Fireweed Zinc Ltd. He is a former executive at Goldcorp Inc., CFO for NuLegacy Gold Corp, Kiska Metals, MBMI Resources Inc. He is a British Columbia Chartered Professional Accountant and member

of Chartered Accountants of Australia and New Zealand. Mr. Rothwell also previously spent 10 years at PricewaterhouseCoopers LLP and holds a BA in Economics from Macquarie University.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of management, no director or executive officer of KORE is, as at the date of this AIF, or was, within the 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including KORE), that was the subject of a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

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

To the knowledge of management, no director or executive officer of KORE, or shareholder holding a sufficient number of securities of KORE to affect materially the control of KORE, is, as of the date of this AIF, or has been within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

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

Conflicts of Interest

To the best of KORE's knowledge, information and belief, and other than as disclosed herein, there are no known existing or potential conflicts of interest among KORE and its directors, officers or other members of management as a result of their outside business interests except that certain of KORE's directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to KORE and their duties as a director or officer of such other companies. As required by law, each of the directors of KORE is required to act honestly, in good faith and in the best interests of KORE. In the event of a conflict of interest, KORE will follow the requirements and procedures of applicable corporate and securities legislation and applicable exchange policies, including the relevant provisions of the *Business Corporations Act* (British Columbia).

AUDIT COMMITTEE

The primary function of the audit committee of the Board (the "**Audit Committee**") is to assist the Board in fulfilling its financial reporting and controls responsibilities to the shareholders of KORE. In accordance with National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), information with respect to the Audit Committee is contained below. The full text of the Audit Committee Charter, as passed unanimously by the Board, is attached to this AIF as Schedule "A".

Composition of the Audit Committee

As of the date of this AIF, the Audit Committee is composed of Messrs. Cahill, MacDonald and Pokrandt. Each member is independent within the meaning of NI 52-110. All members of the Audit Committee are financially literate within the meaning of NI 52-110.

Relevant Education and Experience

For details regarding the relevant education and experience of each member of the Audit Committee relevant to the performance of his duties as a member of the Audit Committee, see "*Directors and Officers – Director and Executive Officer Biographies*".

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

At no time since the commencement of the Company's most recently completed financial year has the Company relied on:

(a) the exemption in section 2.4 (*De Minimis Non-audit Services*);
(b) the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*);
(c) the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*);
(d) the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*); or
(e) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

Pre-Approval Policies and Procedures for Non-Audit Services

The Audit Committee pre-approves fees for non-audit services.

External Auditor Service Fees (By Category)

The following table sets out, by category, the fees billed by PricewaterhouseCoopers LLP, Chartered Professional Accountants ("**PWC**"), the Company's current external auditor, for the financial years ended December 31, 2019 and 2018.

Financial Year Ended	Audit Fees [1]	Audit Related Fees [2]	Tax Fees [3]	All Other Fees [4]
December 31, 2019	$32,550	n/a	$54,651	n/a
December 31, 2018	$24,675	$10,500	$15,750	n/a

(1) The aggregate fees billed by the Company's auditor for audit fees.
(2) The aggregate fees billed for assurance and related services by the Company's auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the "Audit Fees" column.
(3) The aggregate fees billed for professional services rendered by the Company's auditor for tax compliance, tax advice and tax planning.
(4) The aggregate fees billed for professional services other than those listed in the other three columns.

Exemption

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

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Since the beginning of the most recently completed financial year ended December 31, 2019, there have been no legal proceedings to which KORE is or was a party or of which any of its projects is or was the subject of, nor are any such proceedings known by KORE to be contemplated.

Since the beginning of the most recently completed financial year ended December 31, 2019, KORE has not had any penalties or sanctions imposed on it by, or entered into any settlement agreements with, a court or a securities regulatory authority relating to securities laws, nor has KORE been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No (a) director or executive officer, (b) person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the Common Shares, or (c) associate or affiliate of any of the persons or companies referred to in (a) or (b) has, or has had within the three most recently completed financial years ended December 31, 2019, any material interest, direct or indirect, in any transaction that has materially affected or is reasonably expected to materially affect the Company.

TRANSFER AGENT AND REGISTRAR

Computershare Trust Company of Canada acts as the transfer agent and registrar for the Common Shares at its offices in Vancouver and Toronto, located at 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9; and 100 University Avenue, 11th Floor, Toronto, Ontario, M5J 2Y1.

MATERIAL CONTRACTS

Other than contracts entered into in the ordinary course of business, and except as described elsewhere in this AIF, the Company has not entered into any material contracts within the most recently completed financial year or previous to the most recently completed financial year, that are still in effect as of the date of this AIF.

INTERESTS OF EXPERTS

Information of a scientific or technical nature regarding the Imperial Project in this AIF has been derived from the Imperial Technical Report, prepared by Terre Lane, RMSME MMSAQP and Dr. Todd Harvey, RMSME of Global Resource Engineering and Glen Cole, P. Geo., of SRK Consulting (Canada) Inc. and this information has been included in reliance on such persons' expertise. The authors of the Imperial Technical report own, directly or indirectly, less than 1% of the Common Shares. Information of a scientific or technical nature regarding the Long Valley Project in this AIF has been derived from the Long Valley Technical Report, prepared by Neil Prenn, P.E. and Steven I. Weiss, C.P.G., and this information has been included in reliance on such persons' expertise. The authors of the Long Valley Technical report own, directly or indirectly, less than 1% of the Common Shares.

All scientific and technical information in this AIF has been reviewed and approved by Marc Leduc, P.Eng., the Chief Operating Officer of KORE, who is a qualified person under NI 43-101. As of the date hereof, Mr. Leduc holds, directly or indirectly, nil Common Shares, and 1,000,000 stock options. If all the stock options held by Mr. Leduc were exercised, he would hold approximately 1% of the Common Shares.

The auditor of KORE is PWC. PWC has informed KORE that it is independent with respect to KORE within the meaning of the *Code of Professional Conduct* of the Chartered Professional Accountants of British Columbia.

ADDITIONAL INFORMATION

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

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, is contained in the management information circular dated September 4, 2019 prepared in connection with the annual general and special meeting of the Company held on October 10, 2019, which is available on SEDAR at www.sedar.com. Additional financial information about KORE can be found in KORE's financial statements and management's discussion and analysis for the financial year ended December 31, 2019.

SCHEDULE A

KORE MINING LTD.

AUDIT COMMITTEE CHARTER

A. OVERVIEW AND PURPOSE

The Audit Committee of KORE Mining Ltd. ("KORE") has been formed to enable the Board of Directors of KORE to perform its obligations with respect to compliance with applicable securities laws and the rules of the TSX Venture Exchange.

The Audit Committee is responsible to the Board of Directors of KORE. The primary objective of the Audit Committee is to assist the Board of Directors in fulfilling its responsibilities with respect to:

(a) disclosure of financial and related information;

(b) the relationship with and expectations of the external auditors of KORE, including the establishment of the independence of the external auditors;

(c) the oversight of KORE's internal controls; and

(d) any other matters that the Audit Committee feels are important to its mandate or that the Board of Directors of KORE chooses to delegate to it.

The Audit Committee will approve, monitor, evaluate, advise or make recommendations in accordance with this Charter, with respect to the matters set out above.

B. ORGANIZATION

1. Size and Membership Criteria

The Audit Committee will consist of three or more Directors of KORE. A majority of the members of the Audit Committee must be independent of management and free from any interest, business or other relationship, other than interests and relationships arising from holding Shares of KORE or other securities which are exchangeable into Shares of KORE, which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of KORE.

All members of the Audit Committee should be financially literate and be able to read and understand basic financial statements, or should strive to become financially literate within a reasonable period of time after being appointed as a member of the Audit Committee. At least one member of the Audit Committee must have accounting or related financial expertise and should be able to analyze and interpret a full set of financial statements, including notes, in accordance with generally accepted accounting principles.

2. Appointment and Vacancies

The members of the Audit Committee are appointed or reappointed by the Board of Directors following each annual meeting of the shareholders of KORE. Each member of the Audit Committee will continue to be a member of the Audit Committee until his or her successor is appointed unless he or she resigns or is removed by the Board of Directors of KORE or ceases to be a Director of KORE. Where a vacancy occurs at any time in the membership of the Audit Committee the Board of Directors of KORE may appoint a qualified individual to fill such vacancy and must appoint a qualified individual if the membership of the Audit Committee is less than three Directors as a result of any such vacancy.

C. MEETINGS

1. Frequency

The Audit Committee will meet at least four times per year on a quarterly basis, or more frequently as circumstances require. In addition, the Audit Committee may also meet at least once per year with management and the external auditors of KORE in separate executive sessions to discuss any matters that the Audit Committee or each of these groups believes should be discussed privately.

2. Chair

The Board of Directors of KORE or, in the event of its failure to do so, the members of the Audit Committee, will appoint a Chair from amongst their number. If the Chair of the Audit Committee is not present at any meeting of the Audit Committee, the Chair of the meeting will be chosen by the Audit Committee from among the members present. The Audit Committee will also appoint a secretary who need not be a Director of KORE.

3. Time and Place of Meetings

The time and place of meetings of the Audit Committee and the procedure at such meeting will be determined from time to time by the members of the Audit Committee, provided that:

(a) a quorum for meetings of the Audit Committee will be two members present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other, and

(b) notice of the time and place of every meeting will be given in writing or facsimile to each member of the Audit Committee, the internal auditors, the external auditors and the corporate secretary of KORE at least 24 hours prior to the time fixed for such meeting.

Any person entitled to notice of a meeting of the Audit Committee may waive such notice (an attendance at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called). A meeting of the Audit Committee may be called by the corporate secretary of KORE on the direction of the President of KORE, by any member of the Audit Committee or the external auditors. Notwithstanding the foregoing, the Audit Committee will at all times have the right to determine who will and will not be present at any part of the meeting of the Audit Committee.

4. Agenda

The Chairman will ensure that the agenda for each upcoming meeting of the Audit Committee is circulated to each member of the Audit Committee as well as each of the external auditors and corporate secretary of KORE in advance of the meeting of the Audit Committee not later than three business days prior to each meeting.

5. Resources

The Audit Committee will have the authority to retain independent legal, accounting and other consultants to advise the Audit Committee, and to set the pay and compensation for such consultants. The Audit Committee may request any officer or employee of KORE or its subsidiaries or the legal counsel to KORE or the external auditors of KORE to attend any meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

D. DUTIES AND RESPONSIBILITIES

The Board of Directors of KORE has delegated the following duties and responsibilities to the Audit Committee and the Audit Committee shall have the sole authority and responsibility to carry out these duties and responsibilities.

1. Review and Reporting Procedures

The Audit Committee will make regular reports to the Board of Directors of KORE. The Audit Committee will review and re-assess the Audit Committee Charter on an annual basis and make recommendations for changes to this Charter. The Audit Committee will also periodically perform a self- assessment of its performance against its mandate.

2. Financial Reporting

The Audit Committee will review and discuss with management, the internal auditors (as applicable) and the external auditors of KORE the following financial statements and related information prior to filing or public dissemination:

(a) annual audited financial statements of KORE, including notes;

(b) interim financial statements of KORE;

(c) management discussion and analysis ("**MD&A**") relating to each of the annual audited financial statements and the interim financial statements of KORE;

(d) news releases and material change reports announcing annual or interim financial results or otherwise disclosing the financial performance of KORE, including the use of non-GAAP earnings measures;

(e) the annual report of KORE;

(f) all financial-related disclosure to be included in management proxy circulars of KORE in connection with meetings of shareholders; and

(g) all financial-related disclosure to be included in or incorporated by reference into any prospectus or other offering documents that may be prepared by KORE.

As part of this review process, the Audit Committee will meet with the external auditors without management present to receive input from the external auditors with respect to the acceptability and quality of the relevant financial information.

The Audit Committee will also review the following items in relation to the above listed documents:

(a) significant accounting and reporting issues or plans to change accounting practices or policies and the financial impact thereof;

(b) any significant or unusual transactions;

(c) significant management estimates and judgments; and

(d) monthly financial statements.

Following the review by the Audit Committee of the documents set out above, the Audit Committee will recommend to the Board of Directors that such documents be approved by the Board of Directors and filed with all applicable securities regulatory bodies and/or be sent to shareholders.

3. External Auditors

The Audit Committee is directly responsible for the appointment, compensation and oversight of the work of the external auditors of KORE (including resolution of disagreements between management and the external auditors regarding financial reporting) for the purpose of preparing or issuing its audit report or performing other audit, review or attest services. As a result, the Audit Committee will review and recommend the appointment of the external auditors and the remuneration of the external auditors.

The Audit Committee will review on an annual basis the performance of the external auditors of KORE. The Audit Committee will discuss with the external auditors any disclosed relationships or non- audit services that the external auditors propose to provide to KORE or any of its subsidiaries that may impact the objectivity and independence of the external auditors in order to satisfy itself of the independence of the external auditors.

In addition, the Audit Committee will review on an annual basis the scope and plan of the work to be done by the external auditors of KORE for the coming financial year.

Prior to the release of the annual financial statements of KORE, the Audit Committee will discuss certain matters required to be communicated to the Audit Committee by the external auditors in accordance with the standards established by the Canadian Institute of Chartered Accountants. The Committee will also consider the external auditors' judgment about the quality and appropriateness of KORE's accounting principles as applied in the KORE's financial reporting.

4. Legal and Compliance

The Audit Committee is responsible for reviewing with management of KORE the following:

(a) any off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of KORE and its subsidiaries which would have a material current or future effect on the financial condition of KORE;

(b) major risk exposures facing KORE and the steps that management has taken to monitor, control and manage such exposures, including KORE's risk assessment and risk management guidelines and policies;

(c) any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of KORE and its subsidiaries and the manner in which these matters have been disclosed in the financial statements; and

(d) the quarterly and annual certificates of the Chief Executive Officer and the Chief Financial Officer of KORE certifying KORE's quarterly and annual financial filings in compliance with Multilateral Instrument 52-109 of the Canadian Securities Administrators.

5. Internal Controls

The Audit Committee is responsible for reviewing the adequacy of KORE's internal control structures and procedures designed to ensure compliance with applicable laws and regulations. The Audit Committee is responsible for establishing procedures for the following:

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

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

The Audit Committee will review and approve KORE's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors. The Audit Committee will also review the letters from the external auditors of KORE outlining the material weaknesses in internal controls noted from their audit, including relevant drafts of such letters.