



ACLARA RESOURCES INC.

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
AND MANAGEMENT INFORMATION CIRCULAR**

April 7, 2025

ACLARA RESOURCES INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

To the holders of Common Shares:

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the holders of common shares (“**Common Shares**”) of Aclara Resources Inc. (the “**Company**” or “**Aclara**”) will be held on May 7, 2025 at 9:00 a.m. (Toronto time), online via live audio webcast at meetnow.global/MFAL6XN. The Meeting will be held for the following purposes:

1. to receive the Company’s annual audited financial statements for the financial year ended December 31, 2024, including the external auditors’ report thereon;
2. to elect directors of the Company who will serve until the end of the next annual meeting of shareholders or until their successors are elected or appointed;
3. to appoint external auditors, who will serve until the end of the next annual general meeting of shareholders and authorize the board of directors of the Company to fix their remuneration; and
4. to consider such other business that may properly come before the Meeting or any adjournment or postponement thereof.

The Management Information Circular dated as of April 7, 2025 provides additional information relating to matters to be dealt with at the Meeting. Shareholders are reminded to review the Management Information Circular before voting.

In this Notice, “we”, “us”, “our”, “Aclara” and “the Company” refer to Aclara Resources Inc. and all entities controlled by it unless the context otherwise requires. “You” and “your” refer to Aclara’s shareholders.

You have the right to vote

You are entitled to receive notice of and vote at the Meeting or any adjournment or postponement of the Meeting if you are a holder of Common Shares on the record date, which the board of directors of the Company has fixed as March 28, 2025. No shareholders becoming shareholders of record after that time will be entitled to vote at the Meeting, or any adjournment or postponement thereof.

Your vote is important

This Notice is accompanied by the Management Information Circular, a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders (collectively, the “**Meeting Materials**”). As an Aclara shareholder, it is important that you read the accompanying Meeting Materials carefully. You are entitled to one vote for each Common Share held.

Shareholders and duly appointed proxyholders can attend the Meeting online by going to meetnow.global/MFAL6XN. Shareholders participating virtually will be able to participate, vote their Common Shares and/or submit questions while the Meeting is being held. Non-registered (beneficial) shareholders, who have not duly appointed themselves as proxyholder, will be able to attend the Meeting virtually as guests, but guests will not be able to vote or submit questions at the Meeting.

Your vote is important! We strongly encourage you to exercise your right to vote as a shareholder. Please sign, date and return the enclosed proxy card or voting instruction card in the envelope provided, call the toll-free number or log on to the Internet. You may revoke your proxy at any time before it is exercised.

Registered shareholders should complete and sign the form of proxy and return it in the envelope provided. Alternative methods of voting by proxy are outlined in the accompanying Management Information Circular. If you are a non-registered shareholder, you should review the voting instruction form provided by your intermediary, which sets out the procedures to be followed for voting Common Shares held through intermediaries.

You are entitled to vote at the Meeting either in person via online webcast or by proxy. If you are unable to attend the Meeting in person via the online webcast, you are requested to vote your Common Shares using the enclosed form of proxy or voting instruction form, as applicable.

Proxies must be received by the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by no later than 9:00 a.m. (Toronto time) on May 5, 2025, or two business days before the commencement of any adjournment(s) or postponement(s) of the Meeting, by: (i) mailing it to the following address: Computershare Investor Services Inc. 8th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1, Attn: Proxy Department; (ii) faxing to 1-416-263-9524 (outside Canada & US) or 1-866-249-7775 (toll-free); or (iii) logging on to Computershare's website at www.investorvote.com. Registered shareholders must follow the instructions provided on the website and refer to the form of proxy for the holder's account number and the proxy access number at any time prior to the close of business on the second to last business day preceding the day of the Meeting. In order to be valid, proxies must be received by Computershare not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment or postponement thereof. If you are not a registered shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form in accordance with the instructions and within the timeframe provided to you by your broker or by the other intermediary.

Shareholders who wish to appoint a third-party as their proxyholder (i.e., persons other than the persons designated by Aclara on the form of proxy or identified on their voting instruction form (including a non-registered shareholder who wishes to appoint themselves as proxyholder)) must carefully follow the instructions in the accompanying Management Information Circular and on their form of proxy or voting instruction form. If your proxyholder will be attending the Meeting virtually, these instructions include the additional step of registering such proxyholder with our transfer agent, Computershare, after submitting their form of proxy or voting instruction form. Failure to register the proxyholder will result in the proxyholder not receiving an invitation code that will act as their online sign-in credentials, which is required for them to vote at the Meeting and, consequently, only being able to attend the Meeting online as a guest. Non-registered shareholders located in the United States must also provide Computershare with a duly completed legal proxy if they wish to vote virtually at the Meeting or appoint a third-party as their proxyholder.

Shareholders may contact Aclara's transfer agent, Computershare, at 1-800-564-6253 (toll free in Canada and the United States) or 514-982-7555 (international direct dial), for more information regarding how to vote their Common Shares or the items being voted on at the Meeting.

Dated this 7th day of April, 2025.

By order of the Board of Directors,

(signed) Ramon Barua

Ramon Barua
Chief Executive Officer

MANAGEMENT INFORMATION CIRCULAR

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GENERAL INFORMATION

The information in this Management Information Circular ("**Circular**") is as of April 7, 2025, unless otherwise indicated.

References to "we", "us", "our", "Aclara" and "the Company" refer to Aclara Resources Inc. and all entities controlled by it unless the context otherwise requires. "You" and "your" refer to holders of Common Shares (as defined below). Unless otherwise indicated, all references to "US\$" or "U.S. dollars" in this Circular refer to United States dollars and all references to "C\$" and "Cdn. Dollars" are to Canadian dollars.

This Circular is provided in connection with our annual general meeting of holders of Common Shares to be held on May 7, 2025 at 9:00 a.m. (Toronto time) (the "**Meeting**"). **Your proxy is solicited by the management of the Company for the items described in the Notice of Meeting (the "Notice").** We usually make our request by mail, but our employees or agents may also solicit your proxy by telephone, internet, fax or other ways at a nominal cost borne by the Company.

As a registered shareholder, you have the right to attend and vote at the Meeting as set out in this Circular. Please read this Circular. It gives you information that you need to know to cast your vote. We also encourage you to read our audited annual financial statements and related management's discussion and analysis for the financial year ended December 31, 2024.

If you have any questions about any of the information in this Circular, please contact Investor Relations at investorrelations@aclara-re.com.

VOTING INFORMATION

The following information provides guidance on how to vote your common shares of the Company (the "**Common Shares**").

Registered shareholders and duly appointed proxyholders can attend the Meeting online at meetnow.global/MFAL6XN to participate, vote their Common Shares, and/or submit questions during the Meeting's live webcast. Non-registered (beneficial) shareholders, who have not duly appointed themselves as proxyholder, will be able to attend the Meeting virtually as guests, but guests will not be able to vote or submit questions at the Meeting.

If you attend the Meeting virtually, it is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences. You should ensure you have a strong, preferably high-speed, internet connection wherever you intend to participate in the Meeting. The Meeting will begin promptly at 9:00 a.m. (Toronto time) on May 7, 2025, unless otherwise adjourned or postponed.

Your Vote is Important

As a shareholder of Aclara, it is very important that you read this information carefully and then vote your shares, either by proxy or by attending the Meeting.

Voting by proxy means that you are giving the person or people named on your proxy form (each a "**proxyholder**") the authority to vote your shares for you at the Meeting or any adjournment or postponement thereof. A proxy form is included in this package.

If you vote by proxy, the individuals who are named on the proxy form will vote your shares for you, unless you appoint someone else to be your proxyholder. **You have the right to appoint a person or company of your choice who need not be a shareholder to represent you at the Meeting (a "third-party proxyholder") other than the persons designated in the accompanying proxy form. If you appoint someone else, he or she must be present at the Meeting to vote your shares. See "How to Vote — Registered Shareholders" or "How to Vote — Non-Registered Beneficial Shareholders" for additional information.**

If you are voting your shares by proxy, our transfer agent, Computershare Investor Services Inc. ("**Computershare**"), or other agents we appoint must receive your signed proxy form by 9:00 a.m. (Toronto time) on May 5, 2025 or, if the Meeting is adjourned or postponed, prior to 9:00 a.m. (Toronto time) on the second business day preceding the day of the Meeting. The time limit for deposit of proxies may be waived by the chair of the Meeting (the "**Chair of the Meeting**") in the Chair of the Meeting's sole discretion without notice.

How to Vote – Registered Shareholders

You are a registered shareholder (“**registered shareholder**”) if your name appears on your share certificate, Direct Registration System Statement or on the register maintained by our transfer agent, Computershare. If you are a registered shareholder, you will receive a proxy form.

Voting by Proxy Before the Meeting

You may vote before the Meeting by completing your form of proxy in accordance with the instructions provided therein. Registered shareholders have three options to vote by proxy:

☐ **Online**

Go to www.investorvote.com and follow the instructions on screen. You will need the 15-digit “control number” listed on your proxy. You do not need to return your proxy form if you vote on the Internet.

☐ **By Mail**

Complete, sign and date the proxy form and return it in the envelope we have provided. Please see “Completing the Proxy Form” on the proxy form for more information.

☐ **By Fax**

Complete, sign and date the proxy form and send it by fax to 1-416-263-9524 (international) or 1-866-249-7775. Please see “Completing the Proxy Form” on the proxy form for more information.

If you vote by proxy, the individuals named on the proxy form will vote your shares for you unless you appoint someone else to be your proxyholder. **You have the right to appoint a person or company of your choice who need not be a shareholder to represent you at the Meeting other than the persons designated in the proxy form. If you wish to do so, please write the name of the person you are appointing in the space provided.** Complete, date and sign the form of proxy, and submit it in accordance with the instructions prior to the proxy cut-off time. Make sure that the person you appoint is aware that he or she has been appointed and attends the Meeting via online webcast. Please see “Completing the Proxy Form” on the form for more information.

Registered shareholders and duly appointed proxyholders can participate virtually in the Meeting by clicking “Shareholder” and entering a control number or an “invite code” before the start of the Meeting. For registered shareholders, the 15-digit control number is located on the proxy form you received. For duly appointed proxyholders, Computershare will provide the proxyholder with an invite code by email after the voting deadline has passed.

Changing or Revoking your Vote

You can change a vote you made by proxy by:

- ☐ voting again online at www.investorvote.com before 9:00 a.m. (Toronto time) on May 5, 2025; or
- ☐ completing a proxy form that is dated later than the proxy form you are changing and mailing it to Computershare so that it is received at the address indicated before 9:00 a.m. (Toronto time) on May 5, 2025.

You can revoke a vote you made by proxy by:

- ☐ making a request in writing to the Chair of the Meeting, at the Meeting or any adjournment or postponement thereof, before any vote in respect of which the proxy has been given or taken. The written request can be from you or your authorized attorney.

How to Vote – Non-Registered Beneficial Shareholders

You are a non-registered (or beneficial) shareholder (a “**non-registered shareholder**”) if your shares are registered either:

- (a) in the name of an intermediary such as a bank, trust company, securities dealer, trustee or administrator of self-administered RRSPs, RRIAs, RESPs and similar plans (each an **"Intermediary"**) that represents the non-registered shareholder in respect of its shares; or
- (b) in the name of a depository (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant.

We have distributed copies of the Notice and the Circular directly to non-objecting non-registered shareholders and to Intermediaries for onward distribution to non-registered shareholders that are objecting beneficial owners. Intermediaries are required to forward the Notice and the Circular to non-registered shareholders unless a non-registered shareholder has waived the right to receive such materials. Intermediaries often use service companies to forward the Notice and the Circular to non-registered shareholders. Generally, non-registered shareholders who have not waived the right to receive such materials will receive a package from their Intermediary containing either:

- (a) a voting instruction form that must be properly completed and signed by the non-registered shareholder and returned to the Intermediary in accordance with the instructions on the voting instruction form;

or, less typically,
- (b) a form of proxy that has already been stamped or signed by the Intermediary that is restricted as to the number of shares beneficially owned by the non-registered shareholder but which otherwise has not been completed. In this case, the non-registered shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with Computershare at the address set forth in the Notice.

The purpose of these procedures is to permit non-registered shareholders to direct the voting of shares that they beneficially own. The Company will be assuming the costs for Intermediaries to forward the Notice and the Circular to objecting beneficial owners.

Attending and voting at the Meeting will only be available for registered shareholders and duly appointed proxyholders. Non-registered shareholders who have not appointed themselves as proxyholders to participate and vote at the Meeting may login as a guest, by clicking on "Guest" and complete the online form; however, they will not be able to vote or submit questions. Non-registered shareholders who have not appointed themselves as proxyholders to participate and vote at the Meeting will not be able to attend the Meeting online.

Execution and return of the enclosed form of proxy will not affect a registered shareholder's right to attend the Meeting virtually and to vote online at the Meeting. If you attend the Meeting virtually and vote online by ballot, your proxy will be revoked automatically and only your vote at the Meeting will be counted. A proxy, when executed and not revoked, will be voted in accordance with the instructions thereon. In the absence of specific instructions, proxies will be voted by those named in the form of proxy **"FOR"** the election as directors of those nominees named in this Circular, **"FOR"** the approval of each of the other proposals described in this Circular, and in accordance with the best judgment of the board of directors of the Company (the **"Board"**) on all other matters that may properly come before the Meeting. The enclosed form of proxy card provides a method for shareholders to withhold authority to vote for any one or more of the nominees for director while granting authority to vote for the remaining nominees. The names of all nominees are listed on the form of proxy.

Note that if you hold some Common Shares as a registered shareholder and others as a non-registered shareholder you will receive multiple mailing packages, each containing a form of proxy or voting instruction form, as applicable. You are requested to return or otherwise vote all forms of proxy and voting instruction forms received to ensure the votes attached to all of the Common Shares you hold are counted.

Shareholders who wish to appoint a third-party as their proxyholder (i.e., persons other than the persons designated by Aclara on the form of proxy or identified on their voting instruction form (including a non-registered shareholder who wishes to appoint themselves as proxyholder)) must carefully follow the instructions in their form of proxy or voting instruction form. If your proxyholder will be attending the Meeting virtually, these instructions include the additional step of registering such proxyholder with our transfer agent, Computershare, after submitting their form of proxy or voting instruction form. Failure to register the proxyholder will result in the proxyholder not receiving a username that will act as their online sign-in credentials, which is required for them to vote at the Meeting and, consequently, only being able to attend the Meeting online as a guest. Non-registered shareholders located in the United States must also provide Computershare with a duly completed legal proxy if they wish to vote virtually at the Meeting or appoint a third-party as their proxyholder.

Shareholders who wish to appoint a third-party proxyholder to represent them at the Meeting must submit their form of proxy or voting instruction form (as applicable) prior to registering their proxyholder. Registering the proxyholder is an additional step once a shareholder has submitted their form of proxy or voting instruction form. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving an invite code to participate in the Meeting.

To register a proxyholder, shareholders **MUST** visit <http://www.computershare.com/Aclara> by 9:00 a.m. (Toronto time) on May 5, 2025, and provide Computershare with their proxyholder's contact information, so that Computershare may provide the proxyholder with an invite code via email.

Without an invite code, proxyholders will not be able to attend and vote at the Meeting. A registered shareholder (or a non-registered shareholder) who has appointed themselves or appointed a third-party proxyholder to represent them at the Meeting, will appear on a list of proxyholders prepared by Computershare, who is appointed to review and tabulate proxies for this Meeting. To be able to vote their shares at the Meeting, each registered shareholder or proxyholder will be required to enter their control number or invite code provided by Computershare at visit <http://www.computershare.com/Aclara> prior to the start of the Meeting.

In order to vote, non-registered shareholders who appoint themselves as a proxyholder **MUST** register with Computershare at <http://www.computershare.com/Aclara> **AFTER** submitting their voting instruction form in order to receive an invite code.

Revoking your Vote

A non-registered shareholder may revoke a voting instruction form or proxy which has been given to an Intermediary by written notice to the Intermediary or by submitting a voting instruction form or proxy bearing a later date in accordance with the applicable instructions. In order to ensure that an Intermediary acts upon a revocation of a proxy or voting instruction form, the written notice should be received by the Intermediary well in advance of the Meeting.

Completing the Proxy Form

You can choose to vote "For" or "Withhold", depending on the items listed on the proxy form.

When you sign the proxy form, you authorize the directors and/or officers of the Company who are named in the proxy form to vote your shares for you at the Meeting according to your instructions, unless you have appointed a third-party proxyholder to act as your proxy. **If you return your proxy form and do not tell us how you want your shares voted, the individuals named as proxyholders in the proxy form intend to cast the votes represented by proxy at the Meeting in the following manner:**

- ☐ **FOR** electing the nominee directors who are listed in the Circular; and
- ☐ **FOR** appointing EY Servicios Profesionales de Auditoría y Asesorías SpA as auditors of the Company.

If you are appointing a third-party proxyholder to vote your shares for you at the Meeting, write the name of the person voting for you in the space provided. **If you do not specify how you want your shares voted, the third-party proxyholder will vote your shares as they see fit on each item and on any other matter that may properly come before the Meeting.**

If you are an individual shareholder, you or your authorized attorney must sign the form. If you are a corporation or other legal entity, an authorized officer or attorney must sign the form.

If you need help completing your proxy form, please contact Computershare — Investor Services at 1-800-564-6253 (toll free in Canada and the United States) or 514-982-7555 (international direct dial).

Record Date, Quorum and Votes Necessary to Pass Resolutions

Each shareholder of record at the close of business on March 28, 2025 (the "**Record Date**") is entitled to vote at the Meeting the Common Shares registered in his, her or its name on that date. The quorum for any meeting of shareholders is one or more persons present and holding or representing by proxy not less than 25% of the voting rights attaching to our outstanding voting shares.

You have one vote for each Common Share you hold on March 28, 2025. Please see “Other Important Information” in this Circular for more information. As at the close of business on April 7, 2025, 219,985,221 Common Shares were entitled to be voted at the Meeting.

Pursuant to the *Business Corporations Act* (British Columbia) (“**BCBCA**”) and our Articles of Incorporation (“**Articles**”), director elections are based on the plurality system, where shareholders vote “for” or “withhold” their votes for a director. Votes withheld are not counted, with the result that, technically, a director will be elected to the Board with just one vote in favor. However, pursuant to the Company’s Majority Voting Policy, as further described below, if a nominee for election as a director does not receive a greater number of votes “for” than votes “withheld”, the nominee shall tender his or her resignation to the Chair promptly following the meeting of shareholders at which the director was elected. Under our Articles, if there is a tie, the Chair of the Meeting does not cast the deciding vote.

At the Meeting, shareholders will be asked to consider and, if deemed advisable, to: (i) pass a resolution to elect directors to the Board; and (ii) pass a resolution to appoint auditors for the ensuing year and authorize the directors to fix their remuneration.

Computershare will count and tabulate the votes for us.

Additional Information

For general shareholder enquiries, you can contact the Company’s transfer agent:

- ☐ by mail at:

Computershare
8th Floor - 100 University Avenue
Toronto, Ontario Canada M5J 2Y1;

- ☐ by telephone: within Canada and the United States toll-free at 1-800-564-6253, and from all other countries 1-514-982-7555;
- ☐ by fax: 1-416-263-9524 or 1-866-249-7775; or
- ☐ by email: service@computershare.com.

BUSINESS OF THE MEETING

We will address the following items at the Meeting:

Receiving the Audited Annual Financial Statements

We will place before the Meeting the Company's audited annual financial statements, including the auditors' report, for the year ended December 31, 2024 ("**Fiscal 2024**"). These financial statements together with the management's discussion and analysis thereon are available on SEDAR+ at www.sedarplus.ca and the Company's website at <https://aclara-re.com/investor-relations/>.

Election of Directors

The articles of the Company ("**Articles**") provide that the Board shall consist of a minimum of three (3) and maximum of fifteen (15) directors. The Board has been empowered to determine from time to time by resolution of the number of directors within that provided for in the Articles.

The Board currently consists of ten (10) directors. See the "Election of Directors" section in this Circular for more information. Directors appointed at the Meeting will serve, subject to our Articles and the BCBCA, until the end of the next annual shareholder meeting or until their successors are elected or appointed.

Appointment of Independent Auditors

The Board recommends that EY Servicios Profesionales de Auditoría y Asesorías SpA ("**Ernst & Young**") be appointed as auditors, and that the Board be authorized to fix the auditors' remuneration. The auditors will serve until the end of the next annual shareholder meeting or until a successor is appointed. Ernst & Young was first appointed by the Board on March 29, 2022.

Information concerning the fees paid to the prior auditors of the Company for Fiscal 2024 and the year ended December 31, 2023 ("**Fiscal 2023**") may be found in our most recent Annual Information Form under the heading "Audit Committee Information – External Auditor Service Fees", which is available under the Company's profile on SEDAR+ at www.sedarplus.ca.

Please see "Appointment of Independent Auditors" in this Circular for more information.

Considering Other Business

We will consider any other business that may properly come before the Meeting. As of the date of this Circular, we are not aware of any changes to the items above or any other business to be considered at the Meeting. If there are changes or new items, your proxyholder can vote your shares on these items as he or she sees fit. If any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy to vote in respect of those matters in accordance with their judgment.

ELECTION OF DIRECTORS

Our Articles provide that the Board shall consist of a minimum of three (3) and a maximum of fifteen (15) directors, with the actual number to be determined from time to time by the Board. On March 13, 2025, the Board increased the size of the Board to eleven (11) directors but, shortly thereafter, it decreased the size to ten (10) directors following the resignation of Joao Miranda effective as of March 24, 2025. Each of the ten (10) director nominees are, as of the date of this Circular, intending to stand for election at this Meeting and will, subject to our Articles and the BCBCA, hold office until the end of the next annual general meeting of shareholders or until their successors are elected or appointed. All of the individuals who have been nominated as directors are currently members of the Board. All director nominees have agreed to stand for election or re-election at the Meeting.

Management recommends voting FOR the resolution to elect each of the nominated directors.

If you do not specify how you want your shares voted, the individuals named as proxyholders in the proxy form intend to cast the votes represented by proxy at the Meeting FOR the election as directors of the nominee directors in this Circular.

All nominees have established their eligibility and willingness to serve as directors. As of the date hereof, management of the Company does not expect that any of the nominees will be unable to serve as a director.

However, if, for any reason, at the time of the Meeting, any of the nominees are unable to serve and unless otherwise specified, it is intended that the persons designated in the form of proxy will vote in their discretion for a substitute nominee or nominees.

Investor Rights Agreements

We are a party to an investor rights agreement with Pelham Investment Corporation and the Hochschild Mining Investor dated December 10, 2021 (the “**2021 Investor Rights Agreement**”). Among other things, the 2021 Investor Rights Agreement includes certain director nomination rights (summarized below), among other shareholder rights. The New Hartsdale Investor was assigned the rights of Pelham Investment Corporation under the 2021 Investor Rights Agreement in connection with an internal reorganization of the holdings of Eduardo Hochschild that was effected in December 2023.

We are also party to an investor rights agreement with CAP S.A. (“**CAP**”) dated February 19, 2025 (the “**2025 Investor Rights Agreement**”). The 2025 Investor Rights Agreement also includes certain director nomination rights (summarized below), among other shareholder rights.

A copy of each of the 2021 Investor Rights Agreement and the 2025 Investor Rights Agreement is available under the Company’s profile on SEDAR+ at www.sedarplus.ca.

Nomination Rights

The 2021 Investor Rights Agreement provides that the New Hartsdale Group and Hochschild Mining Group are entitled to nominate, respectively, three (3) directors and one (1) director to our Board and are entitled to nominate a certain number of our directors for so long as they hold certain percentages of the Company’s issued and outstanding Common Shares on a non-diluted basis, as follows:

- ☐ four (4) of our directors so long as the Investor Group holds at least 40% of the issued and outstanding Common Shares on a non-diluted basis;
- ☐ three (3) of our directors so long as the Investor Group holds at least 30% of the issued and outstanding Common Shares on a non-diluted basis, but less than 40% thereof;
- ☐ two (2) of our directors so long as the Investor Group holds at least 20% of the issued and outstanding Common Shares on a non-diluted basis, but less than 30% thereof; and
- ☐ one (1) of our directors so long as the Investor Group holds at least 10% of the issued and outstanding Common Shares on a non-diluted basis, but less than 20% thereof.

The New Hartsdale Group’s nominees to our Board are Eduardo Hochschild, Nicolás Hochschild and Jorge Born, while the Hochschild Mining Group’s nominee to our Board is Eduardo Landin.

“**Hochschild Mining**” means Hochschild Mining plc.

“**Hochschild Mining Group**” means, collectively, the Hochschild Mining Investor and the Hochschild Mining Permitted Holders that are party to the Investor Rights Agreement from time to time.

“**Hochschild Mining Investor**” means Hochschild Mining Holdings Limited, a wholly-owned subsidiary of Hochschild Mining.

“**Hochschild Mining Permitted Holder**” means any of the Hochschild Mining Investor and any of its Affiliates that are not individuals or trusts.

“**Investor Group**” means either one of Hochschild Mining Group and the New Hartsdale Group.

“**New Hartsdale Group**” means, collectively, the New Hartsdale Investor and the New Hartsdale Permitted Holders that are party to the Investor Rights Agreement from time to time.

“**New Hartsdale Investor**” means the New Hartsdale Capital Inc.

“**New Hartsdale Permitted Holder**” means any one of the New Hartsdale Investor and any of its Affiliates that are not individuals or trusts.

A person is an “**Affiliate**” of another if one of them is the subsidiary of the other or each of them is controlled by the same person.

A person is “**controlled**” by another person if: (i) the first person beneficially owns or directly or indirectly exercises control or direction over securities of the second person carrying votes which, if exercised, would entitle the first person to elect a majority of the directors of the second person, unless that first person holds the voting securities only to secure an obligation; (ii) the second person is a partnership, other than a limited partnership, and the first person holds more than 50% of the interests of the partnership; or (iii) the second person is limited partnership and the general partner of the limited partnership is the first person.

The 2025 Investor Rights Agreement provides that for so long as CAP holds, directly or indirectly, between at least 10% and up to 15% of the issued and outstanding Common Shares outstanding (calculated on a non-diluted basis), Mr. Juan Enrique Rassmus will be the only eligible designated nominee of CAP for election to the Board. Once CAP attains, and for so long as CAP holds, at least 15% of the issued and outstanding Common Shares (calculated on a non-diluted basis), it shall have the right to designate any eligible nominee for election to the Board.

Advance Notice Provisions

We have included certain advance notice provisions with respect to the election of our directors in our Articles (the “**Advance Notice Provisions**”). The Advance Notice Provisions are intended to: (i) facilitate orderly and efficient annual general meetings or, where the need arises, special meetings; (ii) ensure that all shareholders receive adequate notice of Board nominations and sufficient information with respect to all nominees; and (iii) allow shareholders to register an informed vote. Only persons who are nominated by shareholders in accordance with the Advance Notice Provisions will be eligible for election as directors at any annual general meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors.

Under the Advance Notice Provisions, a shareholder wishing to nominate a director would be required to provide us notice, in the prescribed form, within the prescribed time periods. These time periods include: (i) in the case of an annual meeting of shareholders (including annual general and special meetings), not less than 30 days prior to the date of the annual meeting of shareholders; provided, that if the first public announcement of the date (the “**Notice Date**”) of the annual general meeting of shareholders is less than 50 days before the meeting date, not later than the close of business on the 10th day following the Notice Date; and (ii) in the case of a special meeting (which is not also an annual general meeting) of shareholders called for any purpose which includes electing directors, not later than the close of business on the 15th day following the Notice Date, provided that, in either instance, if notice-and-access (as defined in *National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer*) is used for delivery of proxy related materials in respect of a meeting described above, and the Notice Date in respect of the meeting is not less than 50 days prior to the date of the applicable meeting, the notice must be received not later than the close of business on the 40th day before the applicable meeting.

A copy of the Company’s Articles is available on our website at <https://aclara-re.com/investor-relations/> and under the Company’s profile on SEDAR+ at www.sedarplus.ca.

Majority Voting Policy

In accordance with the requirements of the Toronto Stock Exchange, our Board has adopted a “**Majority Voting Policy**” to the effect that a nominee for election as a director who does not receive a greater number of votes “for” than votes “withheld” with respect to the election of directors by shareholders shall tender his or her resignation to the Chair promptly following the meeting of shareholders at which the director was elected. Our Compensation, Nominating and Corporate Governance Committee (“**CNCG Committee**”) will consider such offer and make a recommendation to our Board whether to accept it or not. Our Board will promptly accept the resignation unless it determines, in consultation with our CNCG Committee, that there are exceptional circumstances that should delay the acceptance of the resignation or justify rejecting it. Our Board will make its decision and announce it in a press release within 90 days following the meeting of shareholders. A director who tenders a resignation pursuant to the Majority Voting Policy will not participate in any meeting of our Board or our CNCG Committee at which the resignation is considered.

Description of Proposed Director Nominees

The following sets out certain information regarding each of our nominee directors:

Ramon Barua <i>Director and Chief Executive Officer</i> Age: 52 Lima, Peru Director Since: May 5, 2021 Non-Independent: Mr. Barua is not independent by virtue of the fact that he is an executive officer of the Company.		Mr. Barua was appointed Chief Executive Officer of the Company in October 2021, prior to which he served as the Chief Financial Officer of Hochschild Mining since June 2010. Prior to his appointment as Chief Financial Officer of Hochschild Mining, he served in various positions with other companies associated with the Hochschild Group, namely Chief Executive Officer of Fosfatos del Pacifico S.A., General Manager for Hochschild Mining's Mexican operations and Deputy Chief Executive Officer and Chief Financial Officer of Cementos Pacasmayo. Prior to joining the Hochschild Group, Mr. Barua was a Vice President of Debt Capital Markets with Deutsche Bank and a sales analyst with Banco Santander. Mr. Barua is an economics graduate of Universidad de Lima and holds an MBA from Columbia Business School.
Board/Committee Membership⁽¹⁾⁽³⁾		Meeting Attendance (2024)
Board		5 of 5
Securities Held (as of April 7, 2025):		
Voting Shares		Restricted Share Units
3,235,245		1,330,721

Eduardo Hochschild <i>Director and Chairman of the Board</i> Age: 61 Lima, Peru Director Since: October 15, 2021 Non-Independent: Mr. E. Hochschild is not independent as a result of his relationship with Hochschild Mining.		Mr. E. Hochschild has been Chairman of Hochschild Mining since 2006, and has over 30 years of experience in the extractive industries sector. Mr. E. Hochschild graduated from Tufts University, Boston with a Bachelor of Science degree in physics and mechanical engineering. He holds numerous board appointments, including as Chairman of Cementos Pacasmayo S.A.A and Non-Executive Chairman at non-profit organizations such as UTEC, TECSUP and the Institute of Contemporary Art and as Advisor to the Economic Counsel of the Conferencia Episcopal Peruana. Mr. E. Hochschild joined the Hochschild Group in 1987 as Safety Assistant at the Arcata unit, becoming Head of the Hochschild Mining Group in 1998.
Board/Committee Membership⁽¹⁾⁽³⁾		Meeting Attendance (2024)
Board Nominee of the New Hartsdale Group		5 of 5
Securities Held (as of April 7, 2025):		
Voting Shares		Restricted Share Units
81,492,552		169,282

Paul Adams <i>Director</i> Age: 64 Florida, United States Director Since: December 2, 2021 Independent		Mr. Adams is a member of the board of directors of OC Oerlikon Corporation AG, Pfäffikon and Chromalloy Corp., and a senior advisor to VulcanForms, Inc. Mr. Adams has deep experience across the aerospace industry and in engine manufacturing in particular, gained from over 30 years of leadership experience in the aviation industry. Mr. Adams has spent much of his career with Pratt & Whitney where he held various senior management roles including Chief Operating Officer before serving as President until 2016. He was Chief Operating Officer at Precision Castparts, the world's largest supplier of aerospace metal, castings and forgings until 2018. Mr. Adams gained a degree in aerospace engineering from the University of
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	Michigan and in 2013 was inducted to the National Academy of Engineering, Washington DC.	
Board/Committee Membership ⁽¹⁾	Meeting Attendance (2024)	
Board	5 of 5	
Audit Committee	4 of 4	
CNCG Committee	3 of 3	
Securities Held (as of April 7, 2025):		
Voting Shares		Restricted Share Units
801,298		84,641

Catharine Farrow <i>Lead Independent Director</i> Age: 60 Ontario, Canada Director Since: December 2, 2021 Independent	Dr. Farrow is a director of Franco-Nevada Corporation. She is a Registered Professional Geoscientist (PGO) with more than 30 years of mining industry experience. She also serves as a Director of ALS Limited and of Eldorado Gold Corporation and is active in the mining industry in both private companies and academia. She was a member of the board of directors Centamin plc from 2019 to 2024. From 2012 to 2017 she was Founding CEO, Director and Co-Founder of TMAC Resources Inc. Dr. Farrow has served on the board of directors of a number of private companies, not-for-profits, and government advisory boards. She received an Honourary Doctorate in Business Administration from Laurentian University in 2024. Dr. Farrow obtained her BSc (Hons) from Mount Allison University, her MSC from Acadia University and her PhD from Carleton University. She also obtained a Professional Certificate in Cybersecurity Leadership from Cornell University (2024) and holds the ICD.D designation.	
Board/Committee Membership⁽¹⁾	Meeting Attendance (2024)	
Board	5 of 5	
Audit Committee	4 of 4	
CNCG Committee	3 of 3	
Sustainability Committee	4 of 4	
Securities Held (as of April 7, 2025):		
Voting Shares	Restricted Share Units	
777,130	84,641	

Maria Recart <i>Director</i> Age: 61 Región Metropolitana de Santiago, Chile Director Since: February 9, 2023 Independent		Ms. Recart has been a member of the board of directors, and President of the Audit Committee, of CAP since 2021 and a board member of Comunidad Mujer, a Chilean non-profit organization advocating for women's issues in public policy since 2021. Previously, Ms. Recart was the Rector of Universidad Santo Tomás from 2019 to 2023. Prior to that, she worked at BHP from 2010 to 2018 as Vice President Corporate Affairs and during that time, she also served as a member of the Owners' Council of Escondida, Vice President of the board of directors of Fundación Chile, Vice President of Centro de Entrenamiento Industrial y Minero (CEIM), and Vice President of Fundación Minera Escondida. Ms. Recart served as Vice Minister of Finance of Chile between 2006 and 2010. Ms. Recart is an economics graduate of Universidad de Concepción in Chile
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	and holds a master's in economy from Georgetown University in the United States.
Board/Committee Membership⁽¹⁾	Meeting Attendance (2024)
Board	5 of 5
Sustainability Committee	4 of 4
Securities Held (as of April 7, 2025):	
Voting Shares	Restricted Share Units
157,470	84,641

Sanjay Sarma <i>Director</i> Age: 57 Massachusetts, United States Director Since: October 15, 2021 Independent	Mr. Sarma is a Professor of Mechanical Engineering at Massachusetts Institute of Technology (MIT) and Vice President for Open Learning at MIT. He also currently serves as board member of Top Flight Technologies and G1S US and edX, the entity set up by MIT and Harvard to facilitate the distribution of free online education worldwide. From January 2017 to October 2021, Mr. Sarma was an independent non-executive director of Hochschild Mining. Prior to that, Mr. Sarma founded and served as a board member and Chief Technology Officer of OAT Systems (subsequently acquired by Checkpoint Systems) and worked at Schlumberger Oilfield Services.
Board/Committee Membership⁽¹⁾	Meeting Attendance (2024)
Board	4 of 5
Audit Committee	4 of 4
CNCG Committee	3 of 3
Securities Held (as of April 7, 2025):	
Voting Shares	Restricted Share Units
577,898	84,641

Nicolás Hochschild <i>Director</i> Age: 27 Lima, Peru Director Since: May 5, 2023 Non-Independent: Mr. N. Hochschild is non-independent as a result of his relationship with Mr. E. Hochschild, as an immediate family member.	Mr. N. Hochschild has been a M&A Associate of Forum Brands since June 2020. Mr. N. Hochschild previously served as Investment Banking Summer Analyst at Credit Suisse and JP Morgan. Prior to that, Mr. N. Hochschild founded and was the CEO of Acai Guys. He also currently serves as a board member for Hochschild Mining and UTEC (Peruvian non-profit University). Mr. N. Hochschild holds a Bachelor degree in Science and Mechanical Engineering and a Masters in Management Science and Engineering from Stanford University.
Board/Committee Membership⁽¹⁾⁽³⁾	Meeting Attendance (2024)
Board	5 of 5
Nominee of the New Hartsdale Group	
Securities Held (as of April 7, 2025):	
Voting Shares	Restricted Share Units
137,552	84,641

Jorge Born <i>Director</i> Age: 62 Buenos Aires, Argentina Director Since: Feb 22, 2024 Non-independent: Mr. Born is not independent as a result of his previous role with Hochschild Mining.		Mr. Born worked at Bunge, a global leader in agribusiness headquartered in Brazil until 2001, for over 30 years, holding various positions, including CEO and board member for over 10 years. During his last 12 years with Bunge, from 2001 to 2013, Mr. Born served as the Deputy Chairman and Lead Independent Director, chairing the central risk and finance management committee of the board of directors. Mr. Born is also the founder and Executive President of Consult y Asociados S.A., a private M&A boutique company focused on developing opportunities with multinational companies in Argentina, Uruguay and Paraguay. From 2010 to 2022, Mr. Born was a member of the board of directors and chair of all board of director committees of Dufry Group, a leading global retailer. In addition, Mr. Born has served as a non-executive director at Hochschild Mining since 2006 and has been a member of the board of directors of Caldenes Agropecuaria from 1997 to 2020. Additionally, he has been the chairman of Fundación Bunge and Born, an Argentinian NGO, since 2007.
Board/Committee Membership⁽¹⁾		Meeting Attendance (2024)
Board Nominee of the New Hartsdale Group		2 of 4
Securities Held (as of April 7, 2025):		
Voting Shares		Restricted Share Units
77,800		84,641

Eduardo Landin <i>Director</i> Age: 55 Lima, Peru Director Since: May 6, 2024 Non-Independent: Mr. Landin is not independent as a result of his role with Hochschild Mining.		Mr. Landin has been the CEO and executive director of Hochschild Mining since August 29, 2023. Prior to assuming his current position, Mr. Landin joined Hochschild Mining in 2008 as General Manager of Argentinian operations, and subsequently served as General Manager of Projects in 2011 and COO in 2013. These past roles with the company included taking direct responsibility for the development of the Inmaculada and Crespo Advanced Projects. Prior to joining Hochschild Mining, Mr. Landin held the position of Corporate Development Manager at Cementos Pacasmayo, an associate company of the Hochschild Group, and, prior to that, served at the Government of Peru's Ministry of Energy and Mines and worked for Repsol S.A. in England, Spain and Peru for over ten (10) years. Mr. Landin is a British Chartered Mechanical Engineer and holds a B.Eng (Honours) in Mechanical Engineering from Imperial College, London, and an Executive MBA from the Universidad de Piura, Peru. He is also a Fellow of the British Institution of Mechanical Engineers.
Board/Committee Membership⁽¹⁾⁽³⁾		Meeting Attendance (2024)
Board Nominee of the Hochschild Mining Group		3 of 3
Securities Held (as of April 7, 2025):		
Voting Shares		Restricted Share Units
176,569		Nil

Juan Enrique Rassmuss <i>Director</i> Age: 60 Región Metropolitana de Santiago, Chile Director Since: March 13, 2025 Independent		Mr. Rassmuss is a professional with a distinguished international career in Germany, Argentina, Brazil, Peru and Paraguay. Since 2016, he has led his family's companies in the mining, energy and industrial sectors, contributing his vision and experience. In 2009, he joined the board of directors of the publicly traded company Invercap S.A.; in December 2018, he joined the board of directors of CAP, which he has chaired since May 2023; and in November 2019, he joined the board of directors of Compañía Minera del Pacífico (CMP). In parallel to his business activities, he is an ambassador for Endeavor Chile due to his interest in promoting the entrepreneurship as a driver of development and a board member of the Fundación Encuentros del Futuro, contributing to the reflection on the challenges and opportunities for Chile in a constantly changing world. He is a director and founder of Fundación Rassmuss, through which the foundation implements comprehensive solutions to problems in the areas of education and health, working in cooperation with strategic allies. Mr. Rassmuss studied Industrial Civil Engineering at the Pontifical Catholic University of Chile.
Board/Committee Membership⁽¹⁾⁽³⁾		Meeting Attendance (2024)
Nominee of CAP		N/A
Securities Held (as of April 7, 2025):		
Voting Shares		Restricted Share Units
400,000		84,641

Notes:

(1) The specified director is currently a member of each Board committee noted.

(2) See "— Ownership Interest" below.

(3) No director nominee of the Investor Group who is an officer or employee of the Company is entitled to receive any compensation for his or her service as a director of our Board. See the "Director Compensation" section of this Circular.

Ownership Interest

Our directors and executive officers, as a group, beneficially own, or control or direct, directly or indirectly an aggregate of 9,827,327 Common Shares, representing approximately 4.47% of our issued and outstanding Common Shares as of the record date. This figure excludes 80,340,876 Common Shares owned by New Hartsdale Investor, an irrevocable discretionary trust which is under the control and direction of independent trustees, representing approximately 36.52% of the issued and outstanding Common Shares. As previously disclosed, the Common Shares previously held by Pelham Investment Corporation were ultimately transferred to New Hartsdale Investor pursuant to a series of internal reorganization transactions, and in connection with the internal reorganization, such shares held by New Hartsdale Investor were subsequently transferred to an irrevocable, discretionary trust which is under the control and direction of independent trustees and whose permitted beneficiaries are Eduardo Hochschild, his spouse, his children and their descendants.

Corporate Cease Trade Orders and Bankruptcies

None of the directors or executive officers of the Company, and to the best of our knowledge, no shareholder holding a sufficient number of securities to affect materially the control of the Company is, as at the date of this Circular, or has been within the 10 years before the date of this Circular: (a) a director, chief executive officer or chief financial officer of any company that was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or (c) a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets. For the purposes of this paragraph, "order" means 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, in each case, that was in effect for a period of more than 30 consecutive days.

Penalties or Sanctions

None of the directors or executive officers of the Company, and to the best of its knowledge, no shareholder holding a sufficient number of securities to affect materially the control of the Company, 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 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 making an investment decision.

Individual Bankruptcies

None of the directors or executive officers of the Company, and to the best of its knowledge, no shareholder holding a sufficient number of securities to affect materially the control of the Company, has, within the 10 years prior to the date of this Circular, 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 that individual.

APPOINTMENT OF INDEPENDENT AUDITORS

The Board recommends that Ernst & Young be appointed as auditor of the Company to hold office until the next annual general meeting of shareholders or until a successor auditor is appointed and that the Board be authorized to fix the auditor's remuneration.

Information about the fees paid to the auditor of the Company for Fiscal 2024 and Fiscal 2023 may be found in our most recent Annual Information Form under the heading "Audit Committee Information – External Auditors and Service Fees", which is available under the Company's profile on SEDAR+ at www.sedarplus.ca.

Management recommends voting FOR the resolution to approve the appointment of Ernst & Young as auditor of the Company and the authorization of the Board to fix the auditor's remuneration.

If you do not specify how you want your shares voted, the individuals named as proxyholders in the proxy form intend to cast the votes represented by proxy at the Meeting FOR the appointment of Ernst & Young as our auditor until the next annual general meeting of shareholders or until a successor auditor is appointed, and authorization of the Board to fix Ernst & Young's remuneration.

DIRECTOR COMPENSATION

Our director compensation program is designed to attract and retain global talent to serve on our Board, taking into account the risks and responsibilities of being an effective director. Our objective regarding director compensation is to follow best practices with respect to retainers, the format and weighting of the cash and equity components of compensation, and the implementation of share ownership guidelines. We believe that our approach has helped attract, and will continue to help to attract and retain, strong members for our Board who will be able to fulfill their fiduciary responsibilities without competing interests.

Compensation for all non-employee directors is comprised of cash and share-based awards granted under the LTIP, including restricted share units ("**RSUs**") and deferred share units ("**DSUs**"). Non-employee directors may elect to take all or a portion of their annual Board retainer in the form of RSUs or DSUs. The number of share-based awards granted to non-employee directors annually is calculated as the non-employee director's annual share-based awards retainer, divided by the historical closing price of the Common Shares. The value of the amount paid out will be determined as the fair market value of the accrued amount.

The total non-employee director retainer is deemed to be full payment for the role of director. The exception to this approach would be in the event of a merger or acquisition, or other special circumstance that required more meetings than are typically required, in which case a "special" fee may be granted. Also, a retainer premium is provided to committee chairs to reflect the additional time commitment, level of responsibility and skills required in these roles.

The chart below outlines our director compensation program for our non-employee directors:

	Cash-based awards	Share-based awards
Retainer – Chair	US\$100,000	US\$200,000
Retainer – Board Member	US\$50,000	US\$100,000
Additional Retainer – Audit Committee Chair	US\$10,000	-

Directors who are employees of the Company will not receive any compensation for serving on the Board, and as such, Ramon Barua, as the Chief Executive Officer of the Company, does not receive additional compensation for serving as a director on our Board.

In addition, pursuant to the 2021 Investor Rights Agreement and the 2025 Investor Rights Agreement, no director nominee of the Investor Group or CAP, who is an officer or employee of the Company, is entitled to receive any compensation for his or her service as a director or on any committee of the Board.

Director Compensation Table

The following table sets out information concerning compensation earned by, paid to, or awarded to each non-employee director for Fiscal 2024:

Name ⁽²⁾⁽³⁾⁽⁴⁾	Cash-based awards ⁽¹⁾ (US\$)	Share-based awards ⁽¹⁾ (US\$)	Option-based awards (US\$)	Non-equity incentive plan compensation (US\$)	Pension value (US\$)	All other compensation (US\$)	Total ⁽¹⁾ (US\$)
Eduardo Hochschild	100,000	200,000	-	-	-	-	300,000
Paul Adams	60,000	100,000	-	-	-	-	150,000
Catharine Farrow	50,000	100,000	-	-	-	-	150,000
Maria Recart	50,000	100,000	-	-	-	-	150,000
Sanjay Sarma	50,000	100,000	-	-	-	-	150,000
Nicolas Hochschild	50,000	100,000	-	-	-	-	150,000
Jorge Born	50,000	100,000	-	-	-	-	150,000
Joao Miranda	50,000	100,000	-	-	-	-	150,000
Eduardo Landin	-	-	-	-	-	-	-

Notes:

- (1) Effective January 1, 2023, Mr. E. Hochschild is entitled to a per annum cash compensation of US\$100,000 and a per annum share-based award in the amount of US\$200,000, which Mr. E. Hochschild may elect to receive in the form of RSUs. Effective January 1, 2023, each of Messrs and Mesdames Adams, Farrow, Recart, Sarma, N. Hochschild, Miranda and Born are entitled to a per annum cash compensation of US\$50,000 and a per annum share-based award in the amount of US\$100,000, which the directors may elect to receive in the form of RSUs. Mr. Adams is further entitled to a cash compensation in the amount of US\$10,000 in connection with his role as chair of the Audit Committee. All share-based awards have been priced at the IPO issuance price of C\$1.70.
- (2) Mr. Rassmuss was appointed in March 2025 and as such, did not receive any compensation for Fiscal 2024.
- (3) Mr. Palma did not stand for reelection to the Board at the Company's 2024 annual meeting.
- (4) Mr. Landin is not entitled to compensation as a director due to his position with Hochschild Mining.

Outstanding Option-Based and Share-Based Awards for Directors

The following table sets out information concerning the option-based and share-based awards outstanding as at December 31, 2024 granted to our non-employee directors during Fiscal 2024:

Name and Principal Position ⁽²⁾⁽³⁾	Option-based Awards				Share-based Awards		
	Number of Common Shares underlying unexercised options	Option exercise price (US\$)	Option expiration date	Value of unexercised in-the-money options (US\$)	Number of shares that have not vested ⁽¹⁾	Market or payout value of share-based awards that have not vested ⁽¹⁾ (US\$)	Market or payout value of vested share-based awards not paid out or distributed (US\$)
Eduardo Hochschild	-	-	-	-	-	-	48,662
Paul Adams	-	-	-	-	-	-	24,331
Catharine Farrow	-	-	-	-	-	-	24,331
Maria Recart	-	-	-	-	-	-	24,331
Sanjay Sarma	-	-	-	-	-	-	24,331
Nicolas Hochschild	-	-	-	-	-	-	24,331
Joao Miranda	-	-	-	-	-	-	24,331
Jorge Born	-	-	-	-	-	-	24,331

Notes:

- (1) Share-based awards granted to non-employee directors pursuant to their entitlements during a fiscal year, if any, are comprised of restricted share units, which will fully vest at the end of the calendar year. The number of RSUs to be granted in respect of a non-employee share-based retainer is based on the value of the Common Shares equal to the closing price of such Common Shares at end of previous fiscal year pertaining to such grant.
- (2) Mr. Rassmuss was appointed in March 2025 and as such, did not receive any compensation for Fiscal 2024.

Incentive Plan Awards — Value Vested or Earned During the Year for Directors

The following table indicates, for each of our directors entitled to receive any compensation for his or her service as a director of our Board, a summary of the value of the option-based and share-based awards vested in accordance with their terms during Fiscal 2024:

Name and Principal Position ⁽²⁾⁽³⁾	Option-based awards – Value vested during the year (US\$)	Share-based awards – Value vested during year ⁽¹⁾ (US\$)	Non-equity incentive plan compensation – Value earned during the year (US\$)
Eduardo Hochschild	-	48,662	-
Paul Adams	-	24,331	-
Catharine Farrow	-	24,331	-
Maria Recart	-	24,331	-
Sanjay Sarma	-	24,331	-
Nicolas Hochschild	-	24,331	-
Joao Miranda	-	48,662	-
Jorge Born	-	24,331	-

Notes:

- (1) Share-based awards granted to non-employee directors pursuant to their entitlements during Fiscal 2024 were comprised of restricted share units, all of which fully vested at the end of the calendar year.
- (2) Mr. Rassmuss was appointed in March 2025 and as such, did not receive any compensation for Fiscal 2024.
- (3) Mr. Palma did not stand for reelection to the Board at the Company's 2024 annual meeting.

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

The following discussion describes the significant elements of the compensation in Fiscal 2024 of our Chief Executive Officer, Chief Financial Officer, and the next most highly paid executive officers of the company (collectively, the “**named executive officers**” or “**NEOs**”), namely:

- Ramon Barua, Chief Executive Officer;
- Francois Motte Sauter, Chief Financial Officer;
- Barry Murphy, Chief Operating Officer;
- Jose Augusto Palma, Executive Vice President; and
- Nelson Donoso, General Manager, Chile.

Overview

We operate in a dynamic and rapidly evolving market. To succeed in this environment and to achieve our business and financial objectives, we need to attract, retain and motivate a highly talented team of executive officers. We expect our team to possess and demonstrate strong leadership and management capabilities, as well as foster our culture, which is at the foundation of our success and remains a pivotal part of our everyday operations. Our compensation philosophy is to reward the successful achievement of annual and longer-term objectives. Performance conditions include both financial and non-financial measures—including the manner in which results are achieved – both at a corporate and individual level. These factors are evaluated each year as part of a balanced and disciplined approach to the compensation decision process. These considerations reinforce and promote responsible growth and maintain alignment with the Company's risk framework. Our executive compensation program provides different components to align executive and shareholder interests. Our CNCG Committee has the primary responsibility for approving our compensation strategy and philosophy, and the compensation programs applicable to our executive officers.

Our executive officer compensation program is designed to achieve the following objectives:

- attract, retain, and motivate the company executives and senior management;
- provide management incentives that align with and support the Company's business strategy; and
- align management incentives with the creation of shareholder value.

The Company seeks to achieve this alignment over both the short and long term using an annual performance-related bonus, which rewards the achievement of a balanced mix of financial, operational and other relevant performance measures, and the use of the LTIP. Remuneration decisions are also driven by external considerations, in particular those relating to the global demand for talent in the sector.

We offer our executive officers cash compensation in the form of an annualized base salary and an annual bonus, and equity-based or equity-like compensation under the LTIP, as further described below.

While we have determined that our current executive officer compensation program is effective at attracting and maintaining executive officer talent, we continue to evaluate our philosophy and compensation program as circumstances require and plan to continue to review compensation on an annual basis. As part of this review process, we are guided by the philosophy and objectives outlined above, as well as other factors which may become relevant, such as the cost to us if we were required to find a replacement for a key employee.

Compensation-Setting Process

Our CNCG Committee is responsible for assisting our Board in fulfilling its governance and supervisory responsibilities, and overseeing our human resources, succession planning, and compensation policies, processes and practices. Our CNCG Committee also ensures that compensation policies and practices provide an appropriate balance of risk and reward consistent with our risk profile. Our Board has established a written charter for our CNCG Committee setting out its responsibilities for administering our compensation programs and reviewing and making recommendations to our Board concerning the level and nature of the compensation payable to our directors and executive officers. Our CNCG Committee's oversight includes setting objectives, evaluating performance, and ensuring that total compensation paid to our NEOs and various other key executive officers and key managers is fair, reasonable and consistent with the objectives of our philosophy and compensation program. See "Corporate Governance — Committees of our Board — Nominating and Corporate Governance Committee". For details regarding the relevant education and experience of each member of our CNCG Committee, including the direct experience that is relevant to each committee member's responsibilities in executive compensation, see "Election of Directors — Description of Proposed Director Nominees".

Our CNCG Committee is also responsible for establishing policies and procedures designed to identify and mitigate risks associated with our compensation policies and practices. We mitigate executive compensation risk through such corporate governance oversight and policies, as well as our executive compensation plan design. For example, pursuant to our Insider Trading Policy, directors and executive officers are prohibited from purchasing financial instruments such as prepaid variable forward contracts, equity swaps or collars or units of exchange funds that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or otherwise held directly or indirectly by such persons.

The compensation paid to our NEOs for Fiscal 2024, is summarized below under the heading “Compensation Discussion and Analysis – Summary Compensation Table”.

Principal Elements of Compensation

The compensation of our executive officers includes three (3) major elements: (i) base salary; (ii) short-term incentives, consisting of an annual bonus; and (iii) long-term equity incentives, consisting of cash and/or options, RSUs and/or performance share units granted from time to time under the LTIP. Perquisites and personal benefits, including life, disability, health and dental insurance programs are not a significant element of compensation of our executive officers and are offered on a basis consistent with local market practice.

Base Salaries

Base salary is provided as a fixed source of compensation for our executive officers. Adjustments to base salaries will be reviewed annually and as warranted throughout the year to reflect promotions or other changes in the scope of breadth of an executive officer’s role or responsibilities, as well as to maintain market competitiveness.

Short-Term Incentives (Annual Bonuses)

Annual bonuses are designed to motivate our executive officers to meet our business and financial objectives generally and our annual financial performance targets in particular. Annual bonuses are granted in the amount of 0% to 120% of our executive officer’s annualized base salary and are based on our executive officers’ performance, where the target bonus shall equal 50% of the executive officer’s annualized base salary. The target bonus will correlate to substantial achievement by the Company of the goals and objectives set by the Board, and a maximum bonus will correlate to significant over-performance by the Company of the goals and objectives set by the Board.

Long-Term Incentives

The executive officers, along with our directors and employees, are eligible to participate in our long-term incentive program, which will be comprised of cash and/or options (“**Options**”), RSUs, DSUs, and/or performance share units (“**PSUs**”, and together with Options, RSUs and PSUs, the “**Awards**”) issued pursuant to the LTIP. The purpose of the LTIP is to promote greater alignment of interests between directors, executive officers and employees and shareholders, and to support the achievement of the Company’s longer term performance objectives, while also providing an element of longer-term retention.

Our Board is responsible for administering the LTIP, and the CNCG Committee makes recommendations to our Board in respect of matters relating to the LTIP, including grants made thereunder.

Omnibus Long-Term Incentive Plan (LTIP)

In 2021, in connection with the IPO, we established our LTIP to allow for a variety of equity-based awards that provide different types of incentives to be granted to our directors, officers and employees. The LTIP facilitates granting of Awards representing the right to receive one (1) Common Share (and in the case of RSUs, PSUs and/or DSUs, one (1) Common Share, the cash equivalent of one (1) Common Share, or a combination thereof) in accordance with the terms of the LTIP. In accordance with a participant’s grant agreement or any other provision of the LTIP, DSUs can be cash settled or settled in shares on a date that will not be earlier than the date the director’s tenure as a member of the Board ceases and will not be later than December 15th of the year following the year in which the director’s tenure as a member of the Board ceases.

At the 2023 annual general and special meeting of the Company, shareholders of the Company passed an ordinary resolution approving amendments to the LTIP which included: (i) to provide that the aggregate number of Common Shares issuable under the LTIP and under all other security-based compensation arrangements of the Company be increased to 10% of the total number of Common Shares issued and outstanding from time to

time, from the previous maximum of 5%; (ii) to provide that the number of Common Shares that may be (A) issued to insiders of the Company within any one-year period, or (B) issuable to the insiders of the Company at any time, in each case, under the LTIP alone or when combined with all other security-based compensation arrangements, shall not exceed 10% of the total number of Common Shares issued and outstanding from time to time, from the previous maximum of 3%; and (iii) to remove the restriction that the number of Common Shares that may be issued to non-employee directors of the Company at any time under the LTIP shall not exceed 1% of the total number of Common Shares issued and outstanding from time to time by deleting Section 2.4(9) of the LTIP and the corresponding cross-references to such section in the LTIP. The following discussion is qualified in its entirety by the text of the LTIP.

Under the terms of the LTIP, our Board, in consultation with the CNCG Committee, may grant Awards to eligible participants. Awards may be granted at any time and from time to time in order to (i) provide participant's with additional incentives; (ii) encourage stock ownership by such participants; (iii) increase the proprietary interest of participants in the success of the Company; (iv) promoting growth and profitability of the Company; (v) encouraging participants to take into account long-term corporate performance; (vi) rewarding participants for sustained contributions to the Company and/or significant performance achievements of the Company; and (vii) enhancing the Company's ability to attract, retain and motivate participants. Participation in the LTIP is voluntary and, if an eligible participant agrees to participate, the grant of Awards will be evidenced by a grant agreement with each such participant. The interest of any participant in any Award is not assignable or transferable, whether voluntary, involuntary, by operation of law or otherwise, subject to the exclusions set forth in the LTIP.

The LTIP provides that appropriate adjustments, if any, will be made by our Board in connection with a reclassification, reorganization or other change to our Common Shares, consolidation, distribution, merger or amalgamation, in the Common Shares issuable or amounts payable to preclude a dilution or enlargement of the benefits under the LTIP. In the event that a participant receives Common Shares in satisfaction of an Award during a black out period, such participant shall not be entitled to sell or otherwise dispose of such Common Shares until such black out period has expired.

The maximum number of Common Shares reserved for issuance, in the aggregate, under our LTIP is 10% of the aggregate number of Common Shares issued and outstanding from time to time, which represents 21,985,221 Common Shares as of the date of this Circular. The aggregate number of Common Shares (i) issued to insiders under the LTIP or any other proposed or established share based compensation arrangement within any one-year period and (ii) issuable to insiders at any time under the LTIP or any other proposed or established share based compensation arrangement, will in each case not exceed 10% of the aggregate number of Common Shares issued and outstanding from time to time, being 21,985,221 Common Shares as of the date of this Circular, or such other number as may be approved by the TSX and shareholders of the Company from time to time. All of the Common Shares covered by the exercised, cancelled or terminated awards will automatically become available Common Shares for the purposes of awards that may be subsequently granted under the LTIP. As a result, the LTIP is considered an "evergreen" plan. As an evergreen plan, the LTIP will be subject to shareholder approval every three (3) years pursuant of the rules of the TSX.

As at December 31, 2024, no Options, 4,614,814 RSUs, no DSUs, no PSUs and no other awards were issued and outstanding under the LTIP, representing approximately 2.77% of the issued and outstanding Common Shares on a non-diluted basis. As at December 31, 2024, 1,406,299 Common Shares were available for issue upon the exercise or settlement of awards available for grant under the LTIP, which represents approximately 0.85% of the aggregate number of shares issued and outstanding on a non-diluted basis. As at April 9, 2025, no Options, 4,305,301 RSUs, no DSUs, no PSUs and no other awards were issued and outstanding under the LTIP, representing approximately 1.96% of the issued and outstanding Common Shares on a non-diluted basis. As April 9, 2025, no Common Shares were available for issue upon the exercise or settlement of awards available for grant under the LTIP.

Subject to the Board's discretion, a participant's grant of Options will be evidenced by a stock option certificate, in the form approved by the Board for use under the LTIP from time to time and which will provide for the vesting term and exercise price of such Options, among others. An Option is exercisable during a period established by our Board, which commences on the date of the grant and shall terminate no later than ten (10) years after the date of granting the option, or such shorter period of time as the Board may determine. The exercise price of an Option will be determined by the Board to be no less than the closing price of the Common Shares on the TSX on the last trading day before the date such Option is granted (the "**market price**"). The LTIP provides that the exercise period shall automatically be extended if the date on which such option is scheduled to terminate shall fall during a black out period. In such cases, the extended exercise period shall terminate ten business days following the last day of the blackout period. In order to facilitate the payment of the exercise price of the Options, the LTIP has a cashless exercise feature pursuant to which a participant may elect to undertake either a broker assisted "cashless exercise" or a "net exercise" subject to the procedures set out in the LTIP, including

the consent of our Board, where required. In either event of a cashless exercise or net exercise, payment of the exercise of the Options will be based upon the principles of the following formula:

$$X = (Y * (A-B)) / A$$

Where:

X = the number of Shares to be issued to the participant upon exercising such Options; provided that if the foregoing calculation results in a negative number, then no Common Shares shall be issued;

Y = the number of Common Shares underlying the Options to be surrendered, in the case of a net exercise, or sold, in the case of a cashless exercise;

A = the market price of the Common Shares as at the date of the surrender; and

B = the exercise price of such Options.

Our Board is authorized to grant RSUs, PSUs and DSUs evidencing the right to receive Common Shares (issued from treasury or purchased on the open market), cash in lieu thereof based on the value of a Common Share or a combination thereof to eligible persons under the LTIP. RSUs generally become vested, if at all, following a period of continuous employment, and under the Company's current executive compensation arrangements, may be tied to specified performance metrics as determined by the Board, the satisfaction of which would result in eligible holders becoming entitled to the grant of additional RSUs based on the underlying grant multiplied by a factor determined by the level of performance. PSUs are similar to RSUs, but their vesting is typically not tied to continuous employment. Each RSU or PSU will provide the recipient with the right to receive Common Shares as a discretionary payment in consideration of past services or as an incentive for future services, subject to the LTIP and with such additional provisions and restrictions as the Board may determine. The terms and conditions of grants of RSUs and PSUs, including the quantity, type of award, grant date, vesting conditions, vesting periods, settlement date and other terms and conditions with respect to these awards, will be set out in the participant's grant agreement. Subject to the achievement of the applicable vesting conditions and the Board's determination, the payout of an RSU or PSU will generally be settled as soon as practicable following the determination date. The payout of a DSU will generally occur upon or following the participant ceasing to be a director, executive officer, employee or consultant of the Company, subject to satisfaction of any applicable conditions.

The following table describes the impact of certain events upon the rights of holders of Awards under the LTIP, including termination for cause, resignation, termination other than for cause, retirement and death, subject to the terms of a participant's employment agreement or grant agreement and the change of control provisions described below:

Event Provisions	Provisions
Termination for cause	Forfeiture of all unexercised vested and unvested Awards on the effective date of the termination.
Resignation	Forfeiture of all unvested Awards and the earlier of the original expiry date and 90 days after resignation to exercise vested Awards or such longer period as the Board may determine in its sole discretion.
Termination other than for cause	Subject to the terms of the grant or as determined by the Board, upon a participant's termination without cause, the number of Awards that may vest is subject to pro ration over the applicable performance or vesting period and shall expire on the earlier of 90 days after the effective date of the termination, or the expiry date of such Award.
Retirement	Upon the retirement of a participant's employment with the Company, any unvested Awards held by the participant as at the retirement date will continue to vest in accordance with its vesting schedule, and all

Event Provisions**Provisions**

Death

vested Awards held by the participant at the retirement date may be exercised until the earlier of the expiry date of the Awards or three years following the retirement date; provided that, if the participant breaches any post-employment restrictive covenants in favour of the Company (including non-competition or non-solicitation covenants), then any Awards held by such participant, whether vested or unvested, will immediately expire and the participant shall pay to the Company any “in the money” amounts realized upon exercise of options following the retirement date.

All unvested Awards will vest and may be exercised within 180 days after the death of such participant.

In connection with a change of control of the Company, our Board will take such steps as are reasonably necessary or desirable to cause the conversion or exchange or replacement of outstanding Awards into, or for, rights or other securities of substantially equivalent (or greater) value in the continuing entity, provided that our Board may accelerate the vesting of Awards if: (i) the required steps to cause the conversion or exchange or replacement of Awards are impossible or impracticable to take or are not being taken by the parties required to take such steps (other than the Company); or (ii) the Company has entered into an agreement which, if completed, would result in a change of control and the counterparty or counterparties to such agreement require that all outstanding Awards be exercised immediately before the effective time of such transaction or terminated on or after the effective time of such transaction. If a participant is terminated without cause during the 12-month period following a change of control, or after the Company has signed a written agreement to effect a change of control but before the change of control is completed, then any unvested Awards (based on the performance achieved up to the termination date in respect of PSUs) will immediately vest and may be exercised within 30 days of such termination date.

Our Board may, in its sole discretion, suspend or terminate the LTIP at any time, or from time to time, amend, revise or discontinue the terms and conditions of the LTIP or of any Award granted under the LTIP and any grant agreement relating thereto, subject to any required regulatory and TSX approval, provided that such suspension, termination, amendment, or revision will not adversely alter or impair any Award previously granted except as permitted by the terms of the LTIP or as required by applicable laws.

Our Board may amend the LTIP or any Award at any time without the consent of a participant; provided that such amendment shall (i) not adversely alter or impair any Award previously granted, except as permitted by the terms of the LTIP, (ii) be in compliance with applicable law and subject to any regulatory approvals including, where required, the approval of the TSX, and (iii) be subject to shareholder approval, where required by law, the requirements of the TSX or the LTIP; provided, however, that shareholder approval shall not be required for the following amendments and our Board may make any changes which may include but are not limited to:

- ☐ amendments of a general housekeeping or clerical nature that, among others, clarify, correct or rectify any ambiguity, inconsistency, defective provision, error or omission in the LTIP;
- ☐ changes that alter, extend or accelerate the terms of exercise, vesting or settlement applicable to any Award;
- ☐ a change to the eligible participants or assignability provisions under the LTIP;
- ☐ any amendment regarding the effect of termination of a participant's employment or engagement;
- ☐ any amendment to add or amend provisions relating to the granting of cash-settled awards, provision of financial assistance or clawbacks;
- ☐ any amendment regarding the administration of the LTIP;
- ☐ any amendment to add an insider participation limit;
- ☐ any amendment necessary to comply with applicable law or the requirements of the TSX or any other regulatory body; and
- ☐ any other amendment that does not require the approval of the shareholders of the Company,

provided that the alteration, amendment or variance does not:

- ☐ increase the maximum number of Common Shares that may be issuable pursuant to Awards granted under the LTIP, other than pursuant to the adjustment provisions;
- ☐ reduce the exercise price or purchase price (in respect of the settlement of RSUs, PSUs and/or DSUs) of an Award, as applicable, extend the term of an Award (including the expiry date of an Option) benefitting an insider, or provide for the cancellation and reissue of Awards, other than pursuant to the adjustment provisions;
- ☐ extend the expiry date of an Award, except in case of an extension due to a black-out period;
- ☐ remove or exceed the insider participation limit set out in the LTIP; or
- ☐ amend the amendment provisions of the LTIP.

Summary Compensation Table

The following table sets out information concerning compensation earned by, paid to, or awarded to the NEOs in Fiscal 2024, Fiscal 2023 and Fiscal 2022 (“**Fiscal 2022**” being the Company’s audited annual financial statements, including the auditors’ report, for the year ended December 31, 2022). See also the footnotes to the table.

Name and Principal Position	Year	Salary ⁽¹⁾ (US\$)	Share-based awards ⁽²⁾ (US\$)	Option-based awards (US\$)	Non-equity incentive plan compensation (US\$)		Pension value (US\$)	All other compensation (US\$)	Total compensation (US\$)
					Annual incentive plan	Long-term incentive plans			
Ramon Barua <i>Chief Executive Officer</i>	2024	400,000	334,373	-	480,000	-	-	-	1,214,373
	2023	400,000	230,236	-	650,000	-	-	-	1,280,236
	2022	400,000	205,523	-	400,000	-	-	-	1,005,523
Francois Motte Sauter <i>Chief Financial Officer</i>	2024	217,173	117,236	-	130,304	-	-	-	464,713
	2023	207,719	83,543	-	200,000	-	-	-	491,262
	2022	132,000	20,552	-	91,080	-	-	-	243,632
Barry Murphy <i>Chief Operating Officer</i>	2024	350,000	126,260	-	175,000	-	-	-	651,260
	2023	350,000	83,185	-	195,069	-	-	-	628,254
	2022	350,000	64,352	-	175,000	-	-	-	589,352
Jose Augusto Palma ⁽³⁾ <i>Executive Vice President</i>	2024	210,688	80,887	-	178,605	-	-	-	470,180
	2023	-	-	-	-	-	-	-	-
	2022	-	-	-	-	-	-	-	-
Nelson Donoso ⁽⁴⁾ <i>Country Manager Chile</i>	2024	272,446	85,789	-	146,059	-	-	-	504,294
	2023	162,711	61,872	-	96,210	-	-	-	320,793
	2022	-	-	-	-	-	-	-	-

Notes:

- (1) Represents the fair value for the grants of RSUs awarded Fiscal 2024.
- (2) None of our NEOs are entitled to perquisites or other personal benefits which, in the aggregate, are worth over C\$50,000 or over 10% of their base salary.
- (3) Effective June 1, 2024, Jose Augusto Palma was appointed as Executive Vice President.
- (4) Effective May 14, 2023, Nelson Donoso was appointed as Country Manager Chile.

Employment Agreements, Termination and Change of Control Benefits

We have written employment agreements with each of our NEOs and each executive is entitled to receive compensation established by us as well as other benefits in accordance with plans available to our most senior employees.

In 2021, we entered into an employment agreement with each of Ramon Barua, Barry Murphy and Francois Motte Sauter setting forth the terms and conditions of each of their employment as our Chief Executive Officer, Chief Operating Officer and Chief Financial Officer, respectively. Each employment agreement provides for each of their initial base salary, annualized base salary, bonus payments, expenses, and which includes, among other things, provisions regarding confidentiality, non-competition and non-solicitation, as well as eligibility to participate in our benefit plans. The employment agreements with each of Messrs. Barua and Murphy provide that if their employment is terminated by us without cause, they will be entitled to a severance payment based on his annualized base salary (up to a maximum of 12 months) and continuation of benefits for one (1) year following termination. In the event of termination without cause of Mr. Motte, the Company will provide severance in accordance with applicable employment or labour standards legislation. In the event that the NEO's employment is terminated by us with cause, the NEO will be entitled to have his annualized salary and benefits continue until the date on which the NEO ceases to be employed by us. On a change of control of the Company, the NEOs will be entitled to immediate vesting of any equity-based awards.

Pursuant to the employment agreements entered into with each of Messrs. Barua and Murphy, each of Mr. Barua and Mr. Murphy became entitled to an aggregate of 1,323,933 RSUs and 397,179 RSUs, respectively ("IPO RSUs"), which amounts were reserved for and approved by the Shareholders in connection with the Company's IPO. In accordance with the terms of each of their employment agreements, such total was to be granted in three tranches of equal parts with one-third of each grant to vest immediately and, with respect to the balance, to vest in equal parts annually on the first and second anniversaries of the grant date. Mr. Barua has agreed to an amended vesting schedule with respect to the IPO RSUs such that each tranche will vest in equal parts on each of the subsequent anniversaries of the grant date, subject at all times to the terms and conditions of the LTIP. Mr. Murphy has agreed to an amended vesting schedule with respect to the IPO RSUs such that (i) in respect of each of the first and third tranches, such IPO RSUs will vest in equal parts on each of the subsequent anniversaries of the grant date and (ii) in respect of the second tranche, two-thirds of such IPO RSU amounts will vest immediately upon grant with the remaining on-third to vest on the first anniversary of such grant date.

The table below shows the incremental payments that would be made to our NEOs upon the occurrence of certain events under the terms of their respective employment agreements upon the occurrence of certain events, if such events were to have occurred on the last business day of Fiscal 2024.

Name and Principal Position	Event	Payments⁽¹⁾⁽²⁾ (US\$)	Acceleration of unvested share- based awards⁽³⁾ (US\$)	Other payments⁽⁴⁾ (US\$)	Total (US\$)
Ramon Barua <i>Chief Executive Officer</i>	Termination other than for cause	-	99,341	-	99,341
	Change of control	400,000	396,300	-	796,300
Francois Motte Sauter <i>Chief Financial Officer</i>	Termination other than for cause	-	31,044	-	31,044
	Change of control	-	135,920	-	135,920
Barry Murphy <i>Chief Operating Officer</i>	Termination other than for cause	-	43,461	-	43,461
	Change of control	350,000	154,404	-	504,404
Jose Augusto Palma <i>Executive Vice President</i>	Termination other than for cause	-	25,548	-	25,548
	Change of control	-	76,643	-	76,643
Nelson Donoso <i>Country Manager Chile</i>	Termination other than for cause	-	50,783	-	50,783
	Change of control	-	129,274	-	129,274

Notes:

- (1) Severance payments are calculated based on the base salary paid to each NEO in Fiscal 2024.
- (2) Severance payments of Mr. Motte will be determined in accordance with applicable employment or labour standards legislation.
- (3) Amounts reported have been converted to U.S. dollars using a rate of US\$1.00 = C\$1.4389.
- (4) Excludes accrued and prorated annual bonus, as not yet determined and benefit plan payments.

Outstanding Option-Based Awards and Share-Based Awards

The following table sets out information concerning the option-based and share-based awards outstanding as at December 31, 2024 granted to our NEOs during Fiscal 2024:

Name and Principal Position	Option-based awards				Share-based awards		
	Number of securities underlying unexercised options (#)	Option exercise price (US\$)	Option expiration date	Value of unexercised in-the-money options (US\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (US\$) ⁽¹⁾	Market or payout value of vested share-based awards not paid out or distributed (US\$) ⁽¹⁾
Ramon Barua <i>Chief Executive Officer</i>	-	-	-	-	1,267,192	396,300	138,015
Barry Murphy <i>Chief Operating Officer</i>	-	-	-	-	449,585	140,603	27,603
Francois Motte Sauter <i>Chief Financial Officer</i>	-	-	-	-	434,612	135,920	41,405
Jose Augusto Palma <i>Executive Vice President</i>	-	-	-	-	245,070	76,643	-
Nelson Donoso <i>Country Manager Chile</i>	-	-	-	-	413,361	129,274	13,801

Notes:

(1) Amounts reported have been converted to U.S. dollars using a rate of US\$1.00 = C\$1.4389.

Incentive Plan Awards — Value Vested or Earned During the Year

The following table indicates, for each of our NEOs, a summary of the value of the option-based and share-based awards vested in accordance with their terms during Fiscal 2024:

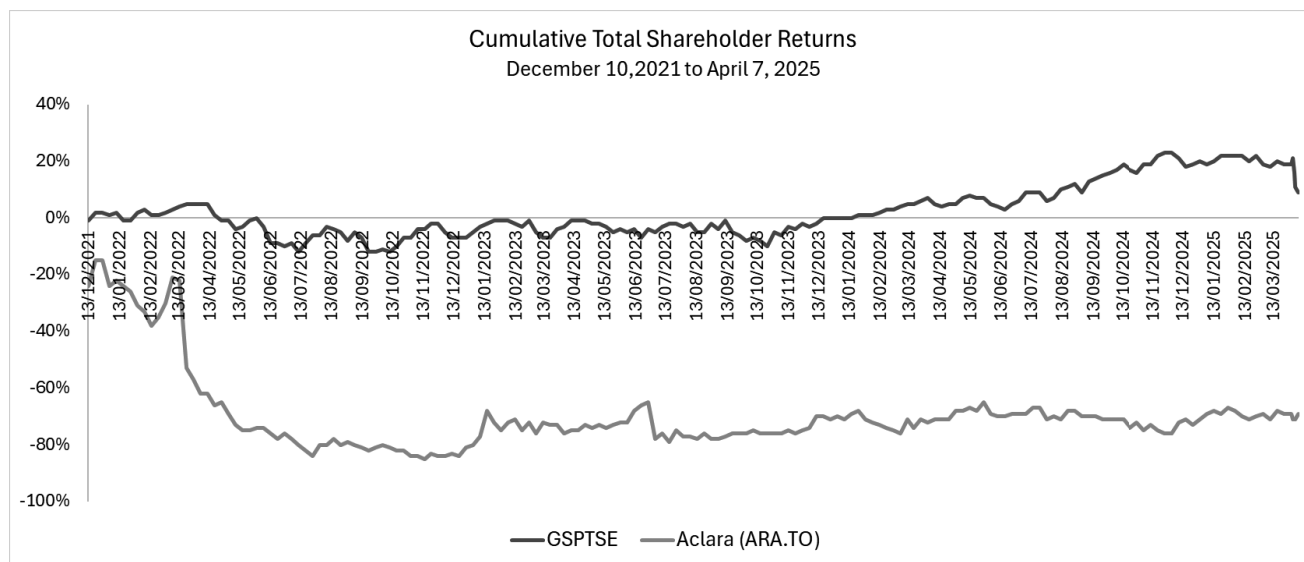
Name	Option-based awards – Value vested during Fiscal 2024 (US\$)	Share-based awards – Value vested during Fiscal 2024 (US\$) ⁽¹⁾	Non-equity incentive plan compensation – Value earned during Fiscal 2024 (US\$)
Ramon Barua <i>Chief Executive Officer</i>	-	178,866	400,000
Barry Murphy <i>Chief Operating Officer</i>	-	47,181	210,000
Francois Motte Sauter <i>Chief Financial Officer</i>	-	54,260	124,631
Jose Augusto Palma <i>Executive Vice President</i>	-	-	210,000
Nelson Donoso <i>Country Manager Chile</i>	-	28,387	151,200

Notes:

(1) Amounts reported have been converted to U.S. dollars using a rate of US\$ to C\$ on the day of the vesting date.

Performance Graph

The following graph illustrates, since December 10, 2021, the cumulative Shareholder return of an investment in Common Shares of Aclara compared to the cumulative return of an investment in the S&P/TSX Global Mining Index, assuming that \$100 was invested on that same date.



SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table shows information, as at December 31, 2024, on compensation plans under which shares are authorized for issuance. Only Common Shares are issuable under our existing equity compensation plans. For a description of our equity-based incentive compensation plans, see “Compensation Discussion and Analysis — Principal Elements of Compensation”.

Equity Compensation Plan Information

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (US\$) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by shareholders	4,614,812	N/A	5,254,819
Equity compensation plans not approved by shareholders	-	-	-
Total	4,614,812	-	5,254,819

Notes:

- (1) Consists of an aggregate of 3,914,614 RSUs granted to NEOs and certain key employees of the Company in July 2024, and an aggregate of 700,200 RSUs granted to certain members of the Board in November 2023.
- (2) Represents the maximum number of Common Shares reserved for issuance under the LTIP in connection with the grant of Awards thereunder, which, in aggregate with the number of Common Shares underlying all issued and outstanding Awards, represents 10% of the number of issued and outstanding Common Shares as at December 31, 2024.

During Fiscal 2022, Fiscal 2023 and Fiscal 2024, the Company’s annual burn rate with respect to the awards granted under the LTIP was 0.28%, 2.58%, and 1.94% respectively. In accordance with section 613(p) of the

TSX Company Manual, the burn rate is equal to the total number of securities (including Options, RSUs, PSUs, DSUs or other similar awards) granted under the plan during the applicable fiscal year subject to the LTIP divided by the weighted average number of Common Shares of the Company outstanding as of December 31 of the fiscal year. The Company's future burn rate under the LTIP is subject to change from time to time, based on the number of Awards granted and the total number of Common Shares issued and outstanding.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, executive officers, employees, former directors, former executive officers or former employees of the Company, and none of their associates, is or has within 30 days before the date of this Circular or at any time since the beginning of the most recently completed financial year been indebted to the Company or another entity whose indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar agreement or understanding provided by the Company, except for routine indebtedness.

CORPORATE GOVERNANCE

General

The Board believes that sound corporate governance practices are essential to the proper management and operation of our business. This includes compliance with applicable regulatory requirements and best practices that go beyond the requirements mandated by regulation.

We recognize that good corporate governance plays an important role in our overall success and in enhancing shareholder value and, accordingly, we have adopted certain corporate governance policies and practices.

Disclosure of our governance practices as required under *National Instrument 58-101 – Disclosure of Corporate Governance Practices* (“**NI 58-101**”) is set out below and describes our approach to corporate governance.

To comply with these various standards and achieve best practices, we have adopted comprehensive corporate governance policies and procedures. Our key policies and documents include the following:

- | | |
|---|---|
| ☐ Mandate of the Board of Directors | ☐ Code of Ethics |
| ☐ Majority Voting Policy | ☐ Whistleblower Policy |
| ☐ Charters of the Board Committees, including the Audit Committee, the CNGC Committee and the Sustainability Committee | ☐ Insider Trading Policy |
| ☐ Claw Back Policy | ☐ Disclosure Policy |
| | ☐ Corporate Governance Guidelines |
| | ☐ Anti-Bribery and Anti-Corruption Compliance Policy |

Composition of our Board and Board Committees

Under our Articles, our Board is to consist of a minimum of three (3) and a maximum of fifteen (15) directors as determined from time to time by the directors. Our Board currently consists of ten (10) directors: Ramon Barua, Eduardo Hochschild, Paul Adams, Catharine Farrow, Maria Recart, Sanjay Sarma, Nicolás Hochschild, Jorge Born, Eduardo Landin and Juan Enrique Rassmuss. Under the BCBCA, a director may be removed with or without cause by a resolution passed by an ordinary majority of the votes cast by shareholders present in person or by proxy at a meeting and who are entitled to vote. The directors will be elected by shareholders at each annual general meeting of shareholders, and all directors will hold office for a term expiring at the close of the next annual general meeting or until their respective successors are elected or appointed. Our Articles provide that, between annual general meetings of shareholders, the directors may appoint one or more additional directors, but the number of additional directors may not at any time exceed one-third of the number of current directors who were elected or appointed other than as additional directors.

Certain aspects of the composition and functioning of our Board are governed by the terms of the Investor Rights Agreement. See also “Election of Directors — Investor Rights Agreement”.

Director Independence

Under NI 58-101, a director is considered to be independent if he or she is independent within the meaning of *National Instrument 52-110 – Audit Committees* (“**NI 52-110**”). Pursuant to NI 52-110, an independent director is a director who is free from any direct or indirect relationship which could, in the view of our Board, be reasonably expected to interfere with a director's independent judgment. Based on information provided by each

director nominee concerning his or her background, employment and affiliations, our Board has determined that five (5) director nominees, Ramon Barua, Eduardo Hochschild, Nicolás Hochschild, Jorge Born and Eduardo Landin are not considered independent as a result of their respective relationships with us or the Investor Group, as applicable. Certain members of our Board are also members of the board of directors of other public companies. Our Board has not adopted a director interlock policy, but is keeping informed of other public directorships held by its members.

Meetings of Independent Directors and Conflicts of Interest

Our Board believes that given its size and structure it is able to facilitate independent judgment in carrying out its responsibilities. To enhance such independent judgment, it is anticipated that the independent members of our Board will hold in camera meetings with members of management and non-independent directors not in attendance, as part of regularly scheduled Board meetings. Open and candid discussion among the independent directors is facilitated by the relatively small size of the Board. Our Board has not appointed an independent chair. However, as our Chairman is not an independent director, Catharine Farrow has been appointed as lead independent director by the Board and will be responsible for ensuring that the directors who are independent of management have opportunities to meet without management present, as required. The lead director shall be appointed and replaced from time to time by a majority of independent directors and shall be an independent director. Discussions will be led by the lead independent director who will provide feedback subsequently to the Chairman.

A director who has a material interest in a matter before our Board or any committee on which he or she serves is required to disclose such interest as soon as the director becomes aware of it. In situations where a director has a material interest in a matter to be considered by our Board or any committee on which he or she serves, such director may be required to absent himself or herself from the meeting while discussions and voting with respect to the matter are taking place. Directors will also be required to comply with the relevant provisions of the BCBCA regarding conflicts of interest. Further, our directors and executive officers are prohibited from purchasing financial instruments designed to hedge or offset a decrease in the market value of our Common Shares.

Majority Voting Policy

Our Board believes that each of its members should carry the confidence and support of the Company's shareholders. To this end, the Board has adopted a majority voting policy (the "**Majority Voting Policy**") to effect that a nominee for election as a director who does not receive a greater number of votes "for" than votes "withheld" with respect to the election of directors by our shareholders, the nominee shall tender his or her resignation to the Chairman promptly following the meeting at which the director was elected. Any resignation received by the Chairman will be promptly referred to the CNCG Committee. Our CNCG Committee will consider such offer and make a recommendation to our Board whether or not to accept it. Our Board will promptly accept the resignation unless it determines, in consultation with our CNCG Committee, that there are exceptional circumstances that should delay the acceptance of the resignation or justify rejecting it. Our Board will make its decision and announce it in a press release within 90 days following the meeting of shareholders. A director who tenders a resignation pursuant to the Majority Voting Policy will not participate in any meeting of our Board or our CNCG Committee at which the resignation is considered.

Director Term Limits and Other Mechanisms of Board Renewal

Our Board is comprised of a diverse range of individuals who represent a mix of background, experience, skills and expertise, evidencing diversity in tenure, age and gender. Accordingly, our Board has not adopted, nor does it currently consider it necessary to adopt, director term limits or other automatic mechanisms of board renewal. Rather than adopting formal term limits, mandatory age-related retirement policies and other mechanisms of board renewal, the CNCG Committee of our Board will seek to maintain the composition of our Board in a way that provides, in the judgement of our Board, the best mix of skills and experience to provide for our overall stewardship. Our CNCG Committee is also expected to conduct a process for the assessment of our Board, each committee and each director regarding his, her or its effectiveness and performance, and to report evaluation results to our Board. See also "— Committees of our Board — Compensation, Nomination and Governance Committee — Board and Senior Executive Diversity".

Mandate of our Board of Directors

Our Board is responsible for supervising the management of the business and affairs of the Company, including providing guidance and strategic oversight to management. Our Board has adopted a formal mandate in the form set forth in Appendix A, which describes the duties and responsibilities of the Board in the following areas:

- appointing the Chief Executive Officer;
- appointment, evaluation and development of senior management and succession planning;
- developing an environmental, social and governance policy;
- approving the corporate goals and objectives that the Chief Executive Officer is responsible for meeting and reviewing the performance of the Chief Executive Officer against such corporate goals and objectives;
- taking steps to satisfy itself as to the integrity of the Chief Executive Officer and other senior executive officers and that the Chief Executive Officer and other senior executive officers create a culture of integrity throughout the organization; and
- reviewing and approving management's strategic and business plan.

Position Descriptions

Our Board has adopted a written position description for the Chairman, which sets out the Chairman's key responsibilities, including, among others, duties relating to setting Board meeting agendas, chairing meetings of the Board and shareholders, director development and communicating with shareholders and regulators.

Our Board has adopted a written position description for each of our committee chairs which sets out each of the committee chair's key responsibilities, including, among others, duties relating to setting committee meeting agendas, chairing committee meetings and working with the respective committee and management to ensure, to the greatest extent possible, the effective functioning of the committee.

Our Board has adopted a written position description for our Chief Executive Officer which sets out the key responsibilities of our Chief Executive Officer, including, among other duties in relation to providing overall leadership, ensuring the development of a strategic plan and recommending such plan to our Board for consideration, ensuring the development of an annual corporate plan and budget that supports the strategic plan and recommending such plan to our Board for consideration and supervising day-to-day management and communicating with shareholders and regulators.

Orientation and Continuing Education

We have implemented an orientation program for new directors under which a new director will meet with the Chairman, members of senior management and our secretary. It is anticipated that new directors will be provided with comprehensive orientation and education as to the nature and operation of the Company and our business, the role of our Board and its committees, and the contribution that an individual director is expected to make. Our Board will be responsible for overseeing director continuing education designed to maintain or enhance the skills and abilities of the directors and to ensure that their knowledge and understanding of our business remains current. The chair of each committee will be responsible for coordinating orientation and continuing director development programs relating to the committee's mandate.

Code of Ethics

We have adopted a written code of ethics (the "**Code of Ethics**") that applies to all of our officers, directors, employees, contractors and agents acting on behalf of the Company. The objective of the Code of Ethics will be to provide guidelines for maintaining our and our subsidiaries' integrity, trust and respect. The Code of Ethics addresses compliance with laws, rules and regulations, conflicts of interest, confidentiality, commitment, preferential treatment, financial information, internal controls and disclosure, protection and proper use of our assets, communications, fair dealing, fair competition, due diligence, illegal payments, equal employment opportunities and harassment, privacy, use of Company computers and the internet, political and charitable activities and reporting any violations of law, regulation or the Code of Ethics. Any person subject to the Code of Ethics should report all violations of law, regulation or of the Code of Ethics of which they become aware to any one of the Company's executive officers. The CNCG Committee will be responsible for reviewing and evaluating the Code of Ethics at least annually and will recommend any necessary or appropriate changes to our Board for consideration. The CNCG Committee will assist the Board with the monitoring of compliance with the Code of Ethics, and will be responsible for considering any waivers of the Code of Ethics (other than waivers applicable to members of the CNCG Committee, which shall be considered by the Audit Committee, or waivers applicable to our directors or executive officers, which shall be subject to review by our Board as a whole). Our Board has ultimate responsibility for monitoring compliance with the Code of Ethics. In accordance with NI 58-

101, the Code of Ethics has been filed with the Canadian securities regulatory authorities on SEDAR+ at www.sedarplus.ca.

Anti-Bribery and Anti-Corruption Compliance Policy

We have adopted an anti-bribery policy (the “**Anti-Bribery Policy**”) which establishes our commitment to comply fully with Canada’s *Corruption of Foreign Public Officials Act* and the United States Foreign Corrupt Practices Act of 1977 and any local and foreign anti-bribery or anti-corruption laws and regulations that may be applicable. Pursuant to the Anti-Bribery Policy, all Company personnel shall comply with all laws prohibiting improper payments to domestic and foreign officials, and shall conduct the Company’s business legally and ethically. Gifts, payments or offerings of anything to influence sales or other business, bribes, kickbacks, or other questionable inducements, directly or indirectly to government officials are prohibited. The Anti-Bribery Policy provides a guideline of prohibited payments, as well as the consequences of non-compliance. The Anti-Bribery Policy also sets out strategies we have adopted to mitigate bribery and corruption risk. The Board is responsible for monitoring compliance with the Anti-Bribery Policy and initiating investigations of reported violations.

Committees of our Board

Our Board has established three (3) committees: the Audit Committee, CNCG Committee and the Sustainability Committee.

Audit Committee

Detailed information about our Audit Committee, including the mandate of the Audit Committee and a copy of its charter, can be found in our Annual Information Form for the year ended December 31, 2024 on SEDAR+ at www.sedarplus.ca under the heading “Directors and Officers — Audit Committee”.

Compensation, Nomination and Governance Committee

Our CNCG Committee currently consists of three (3) directors, all of whom are independent directors, and is charged with reviewing, overseeing and evaluating our compensation, corporate governance and nominating policies. Our CNCG Committee is currently comprised of Catharine Farrow, who acts as chair of the CNCG Committee, Sanjay Sarma and Paul Adams. No member of our CNCG Committee is, or will be, an officer of the Company, and as such, our Board believes that our CNCG Committee is, and will be, able to conduct its activities in an objective manner.

Our Board believes that the members of the CNCG Committee individually and collectively possess the requisite knowledge, skill and experience in governance and compensation matters, including human resource management, executive compensation matters and general business leadership, to fulfill the committee’s mandate. All members of the CNCG Committee have substantial knowledge and experience as current and former senior executives of large and complex organizations and on the boards of other publicly traded entities. For additional details regarding the relevant education and experience of each member of our CNCG Committee, including the direct experience that is relevant to each committee member’s responsibilities in executive compensation, see also “Election of Directors — Description of Proposed Director Nominees”.

Our Board has adopted a written charter setting forth the purpose, composition, authority and responsibility of our CNCG Committee consistent with our Corporate Governance Guidelines. Our CNCG Committee’s purpose is to assist our Board in:

- ☐ the appointment, performance, evaluation and compensation of our senior executives;
- ☐ the recruitment, development and retention of our senior executives;
- ☐ maintaining talent management and succession planning systems and processes relating to our senior management;
- ☐ developing compensation structure for our senior executives including salaries, annual and long-term incentive plans including plans involving share issuances and other share-based awards;
- ☐ establishing policies and procedures designed to identify and mitigate risks associated with our compensation policies and practices;

- ❑ reviewing and, if appropriate, recommending to the Board the approval of any adoption, amendment or termination of our incentive or equity-based compensation arrangements (and the aggregate number of Common Shares to be reserved for issuance thereunder), and overseeing their administration and discharging any duties imposed on the committee by any such arrangements;
- ❑ assessing the compensation of our directors;
- ❑ developing benefit retirement and savings plans;
- ❑ developing our corporate governance guidelines and principles and providing us with governance leadership;
- ❑ identifying and overseeing the recruitment of candidates qualified to be nominated as members of our Board;
- ❑ monitoring compliance with the Code of Ethics and initiating investigations of reported violations thereof;
- ❑ reviewing the structure, composition and mandate of Board committees; and
- ❑ evaluating the performance and effectiveness of our Board and of our Board committees.

Our CNCG Committee is responsible for establishing and implementing procedures to evaluate the performance and effectiveness of our Board, committees of our Board and the contributions of individual Board members. Our CNCG Committee will also take reasonable steps to evaluate and assess, on an annual basis, directors' performance and effectiveness of our Board, committees of our Board, individual Board members, our Chairman and committee chairs. The assessment will address, among other things, individual director independence, individual director and overall Board skills, and individual director financial literacy. Our Board will receive and consider the recommendations from our CNCG Committee regarding the results of the evaluation of the performance and effectiveness of our Board, committees of our Board, individual Board members, our Chairman and committee chairs. In identifying new candidates for our Board, the CNCG Committee will consider what competencies and skills our Board, as a whole, should possess and assess what competencies and skills each existing director possesses, considering our Board as a group, as these may ultimately determine the boardroom dynamic. Our CNCG Committee is also responsible for orientation and continuing education programs for our directors. See also "— Orientation and Continuing Education".

Sustainability Committee

The Board has also formed the Sustainability Committee, which is currently comprised of three directors, and is charged with overseeing and making all necessary recommendations to the Board in connection with sustainability issues as they affect the Company's operations. In particular, the Sustainability Committee focuses on compliance with national and international standards to ensure that effective systems of standards, procedures and practices are in place at each of the Company's operations. The Sustainability Committee is also responsible for reviewing management's investigation of incidents or accidents that occur in order to assess whether policy improvements are required. Our Sustainability Committee is currently comprised of Maria Recart, who acts as chair of the Sustainability Committee and Catharine Farrow. None of the members of our Sustainability Committee is, or will be, an officer of the Company, and as such, our Board believes that our Sustainability Committee is, and will be, able to conduct its activities in an objective manner.

Board and Senior Executive Diversity

We believe that having a diverse Board can offer a breadth and depth of perspectives that enhance our Board's performance. We value diversity of abilities, experience, perspective, education, background, race and national origin. Recommendations concerning director nominees are expected to be based on merit and past performance as well as expected contribution to our Board's performance and, accordingly, diversity is taken into consideration. Currently, two (2) of the ten (10) members on our Board, or 20%, are female members. We have and will continue to recruit and select senior management candidates that represent a diversity of business understanding, personal attributes, abilities and experience. Currently, none (0%) of our executive officers are female.

We do not currently have a formal policy for the representation and nomination of women on our Board or our senior management, as we have been successful in recruiting and retaining qualified senior management under

our existing recruitment policies and processes. We have not adopted formal targets for gender or other diversity representation in part due to the need to consider a balance of criteria for each individual appointment.

We anticipate that the composition of our Board and senior management will be shaped by the selection criteria to be established by our CNCG Committee. This will be achieved by, among other things, ensuring that diversity considerations are taken into account in Board vacancies and senior management, monitoring the level of female representation on our Board and in senior management positions, continuing to broaden recruiting efforts to attract and interview qualified female candidates, and committing to retention and training to ensure that our most talented employees are promoted from within our organization.

OTHER IMPORTANT INFORMATION

Voting Securities

Our authorized share capital consists of an unlimited number of Common Shares and an unlimited number of preferred shares, issuable in series. Holders of Common Shares are entitled to one vote per Common Share on all matters upon which holders of Common Shares are entitled to vote. See also “— Certain Amendments” below.

As at the date of this Circular, there are 219,985,221 Common Shares issued and outstanding, and no preferred shares issued and outstanding.

Preferred Shares

Except as provided in any special rights or restrictions attaching to any series of preferred shares issued from time to time, the holders of preferred shares will not be entitled to receive notice of, attend or vote at any meeting of shareholders.

This summary is qualified by reference to, and is subject to, the detailed provisions of our Articles, available under the Company's profile on SEDAR+ at www.sedarplus.ca.

Principal Holders of Voting Securities

The following table sets out the persons who had, to the knowledge of the Company's directors or executive officers, as at the date of this Circular, directly or indirectly, beneficial ownership or control or direction over voting securities carrying 10% or more of the voting rights attached to any class of our voting securities:

Name	Type of Ownership	Number of Common Shares Owned	% of Class ⁽³⁾	% of Total Voting Rights ⁽³⁾
New Hartsdale Investor ⁽¹⁾	Beneficial	80,340,876	36.52	36.52
Hochschild Mining Investor ⁽²⁾	Beneficial	42,787,104 ⁽²⁾	19.45	19.45
CAP	Beneficial	22,163,143	10.07	10.07

Notes:

- (1) Represents 80,340,876 Common Shares owned directly by New Hartsdale Investor, an irrevocable discretionary trust which is under the control and direction of independent trustees and whose permitted beneficiaries are Eduardo Hochschild, his spouse, his children and their descendants.
- (2) Represents 42,787,104 Common Shares beneficially owned by Hochschild Mining, a public company listed on the London Stock Exchange.
- (3) Based on an aggregate of 219,985,221 Common Shares issued and outstanding as of the date of this Circular.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

To the knowledge of the directors and executive officers of Aclara, no director or executive officer of the Company, any proposed nominee for election as director of the Company, or any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as described elsewhere in this Circular and in our most recent Annual Information Form under the heading “Interest of Management and Others in Material Transactions”, no informed person of the Company, proposed director, or any associate or affiliate of any informed person or proposed director has any material interest, direct or indirect, in any transaction since the commencement of our most recently completed financial year or in any proposed transaction that has materially affected or is reasonably expected to materially affect us or any of our subsidiaries.

SHAREHOLDER PROPOSALS

There are no shareholder proposals to be considered at the Meeting. The BCBCA permits certain eligible shareholders to submit shareholder proposals to us, which proposals may be included in a management information circular relating to an annual general meeting of shareholders.

ADDITIONAL INFORMATION

Documents You Can Request

You can ask us for a copy of the following documents at no charge:

- ☐ our most audited financial statements for the most recently completed financial year together with the accompanying auditors’ report;
- ☐ any interim financial statements that were filed after the financial statements for our most recently completed financial year;
- ☐ our management’s discussion and analysis related to the above financial statements;
- ☐ the management proxy circular for our most recent annual general shareholder meeting; and
- ☐ our most recent Annual Information Form, together with any document, or the relevant pages of any document, incorporated by reference into it.

Please write to Investor Relations at Calle La Colonia 180, Urb. El Vivero, Santiago de Surco, Lima 15023, Peru, or email investorrelations@aclara-re.com.

These documents are also available on our website at <https://aclara-re.com/investor-relations/> and on SEDAR+ at www.sedarplus.ca. All of our news releases are also available on our website.

Information contained on, or that can be accessed through, our website does not constitute a part of this Circular and is not incorporated by reference herein.

Financial information is provided in our audited annual financial statements and related management’s discussion and analysis for the year ended December 31, 2024.

Approval

Our Board has approved the contents of this Circular and the sending thereof to our shareholders, directors and auditor.

On behalf of the Board of Directors,

(signed) Ramon Barua

Ramon Barua
Chief Executive Officer

APPENDIX A

MANDATE OF THE BOARD OF DIRECTORS

1. Introduction

The members of the board of directors (respectively, the “**Directors**” and the “**Board**”) of Aclara Resources Inc. (the “**Company**”) are elected by the shareholders of the Company and are responsible for the stewardship of the Company. The purpose of this mandate (the “**Board Mandate**”) is to describe the principal duties and responsibilities of the Board, as well as some of the policies and procedures that apply to the Board in discharging its duties and responsibilities.

Certain aspects of the composition and organization of the Board are prescribed and/or governed by the *Business Corporations Act* (British Columbia) and the constating documents of the Company, and applicable agreements, including the investor rights agreement between the Company and Hochschild Mining Holdings Limited and Pelham Investment Corporation (the “**Investor Rights Agreement**”). Certain of the provisions of the Board Mandate may be modified or superseded by the provisions of the Investor Rights Agreement. In the event of a conflict between this Board Mandate and the Investor Rights Agreement, the Investor Rights Agreement shall prevail.

2. Chairman

The chair of the Board (the “**Chairman**”) shall be appointed by the Board.

3. Board Size

The constating documents of the Company provide that the Board shall be comprised of a minimum of three (3) Directors and a maximum of fifteen (15) Directors. The Board shall periodically review its size in light of its duties and responsibilities from time to time.

4. Independence

- (a) The Board shall be comprised of a minimum of three (3) independent Directors. A Director shall be considered independent if he or she would be considered independent for the **purposes** of *National Instrument 58-101 – Disclosure of Corporate Governance Practices*.
- (b) A majority of the Board's independent Directors shall appoint an independent lead Director (the “**Lead Independent Director**”) from among the Directors, who shall serve for such term as the Board may determine. If the Company has a non-executive Chairman, then the role of the Lead Independent Director shall be filled by the non-executive Chairman. The Lead Independent Director shall chair any meetings of the independent Directors and assume such other responsibilities as the independent Directors may designate in accordance with any applicable position descriptions or other applicable guidelines that may be adopted by the Board from time to time. The Lead Independent Director may be removed at any time at the discretion of the Board.

5. Role and Responsibilities of the Board

The Board is responsible for supervising the management of the business and affairs of the Company and is expected to focus on guidance and strategic oversight with a view to increasing shareholder value.

In accordance with the *Business Corporations Act* (British Columbia), in discharging his or her duties, each Director must act honestly and in good faith, with a view to the best interests of the Company. Each Director must also exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- (a) The Chairman shall be responsible for establishing or causing to be established the agenda for each Board meeting, and for ensuring that regular minutes of Board proceedings are kept and circulated on a timely basis for review and approval.
- (b) The Board may invite, at its discretion, any other individuals to attend its meetings. Senior executives of the Company shall attend a meeting if invited by the Board.

6. Delegations and Approval Authorities

- (a) The Board shall appoint the chief executive officer of the Company (the “**CEO**”) and delegate to the CEO and other senior executives the authority over the day-to-day management of the business and affairs of the Company.
- (b) The Board may delegate certain matters it is responsible for to the committees of the Board, currently consisting of the Audit Committee, and the Corporate Governance, Nominating and Compensation Committee (the “**Corporate Governance, Nominating and Compensation Committee**”), and the Sustainability Committee (the “**Sustainability Committee**”). The Board may appoint other committees, as it deems appropriate, subject to compliance with the Investor Rights Agreement and to the extent permissible under applicable law. The Board will, however, retain its oversight function and ultimate responsibility for such matters and associated delegated responsibilities.

7. Strategic Planning Process and Risk Management

- (a) The Board shall adopt a strategic planning process to establish objectives and goals for the Company’s business and shall review, approve and modify as appropriate the strategies proposed by senior executives to achieve such objectives and goals. The Board shall review and approve, at least on an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the Company’s business and affairs.
- (b) The Board, in conjunction with management, shall be responsible to identify the principal risks of the Company’s business and oversee management’s implementation of appropriate systems to seek to effectively monitor, manage and mitigate the impact of such risks. Pursuant to its duty to oversee the implementation of effective risk management policies and procedures, the Board may delegate to applicable Board committees the responsibility for assessing and implementing appropriate policies and procedures to address specified risks, including delegation of financial and related risk management to the Audit Committee and delegation of risks associated with compensation policies and practices to the Corporate Governance, Nominating and Compensation Committee.

8. Succession Planning, Appointment and Supervision of Senior Executives

- (a) The Board shall approve the corporate goals and objectives of the CEO and review the performance of the CEO against such corporate goals and objectives. The Board shall take steps to satisfy itself as to the integrity of the CEO and other senior executives of the Company and that the CEO and other senior executives create a culture of integrity throughout the organization.
- (b) The Board shall approve the succession plan for the Company, including the selection, appointment, supervision and evaluation of the senior executives of the Company, and shall also approve the compensation of the senior executives of the Company upon recommendation of the Corporate Governance, Nominating and Compensation Committee.

9. Financial Reporting and Internal Controls

The Board shall review and monitor, with the assistance of the Audit Committee, the adequacy and effectiveness of the Company's system of internal control over financial reporting, including any significant deficiencies or changes in internal control and the quality and integrity of the Company's external financial reporting processes.

10. Regulatory Filings

The Board shall approve applicable regulatory filings that require or are advisable for the Board to approve, which the Board may delegate in accordance with Section 7(b) of this mandate. These include, but are not limited to, the annual audited financial statements, interim financial statements and related management's discussion and analysis accompanying such financial statements, management proxy circulars, annual information forms, offering documents and other applicable disclosure.

11. Corporate Disclosure and Communications

The Board will seek to ensure that corporate disclosure of the Company complies with all applicable laws, rules and regulations and the rules and regulations of the stock exchanges upon which the Company's securities are listed. In addition, the Board shall adopt appropriate procedures designed to permit the Board to receive feedback from shareholders on material issues.

12. Corporate Policies

The Board shall adopt and periodically review policies and procedures designed to ensure that the Company and its Directors, officers and employees comply with all applicable laws, rules and regulations and conduct the Company's business ethically and with honesty and integrity.

13. Review of Mandate

The Board may, from time to time, permit departures from the terms of this Board Mandate, either prospectively or retrospectively. This Board Mandate is not intended to give rise to civil liability on the part of the Company or its Directors or officers to shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.

The Board may review and recommend changes to the Board Mandate from time to time and the Corporate Governance, Nominating and Compensation Committee may periodically review and assess the adequacy of this mandate and recommend any proposed changes to the Board for consideration.

Dated: December 10, 2021

Approved by: Board of Directors of the Company

