

Risk Factors Comparison 2025-03-17 to 2023-09-13 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text **Moved Text Section**

In addition to other information set forth elsewhere in this Form 10-K, you should carefully consider the following factors when evaluating the Company. An investment in the Company is subject to risks inherent in the mining business as an exploration stage company. The value of an investment in the Company may decrease, resulting in a complete loss of your investment. The risk factors below are not all inclusive. Additional risks and uncertainties not currently known to us, or that we currently deem to be immaterial, may also impair or adversely affect our business, financial condition or results of operation. Risks related to global economic instability, including ~~global supply chain issues~~, inflation and fuel and energy costs may affect the Company's business. Periods of global economic volatility create market uncertainty, which negatively affects the mining and minerals sectors in general. Many industries, including the mining industry, are impacted by these market conditions. Global financial conditions remain subject to sudden and rapid destabilizations in response to economic shocks. A slowdown in the financial markets or other economic conditions including but not limited to ~~global supply chain issues~~, inflation, rising interest rates, fuel and energy costs, business conditions, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's growth. Future economic shocks may be precipitated by a number of causes, including a **volatility** ~~continued rise~~ in the price of oil and other commodities, the volatility of metal prices, geopolitical instability (including events such as the ~~war wars~~ in Ukraine **and Gaza**), terrorism, pandemics, the devaluation and volatility of global stock markets and natural disasters. Any sudden or rapid destabilization of global economic conditions could impact the Company's ability to obtain equity or debt financing in the future on terms favorable to the Company or at all. In such an event, the Company's operations and financial condition could be adversely impacted. Prices and availability of commodities consumed or used in connection with exploration and development and mining, such as natural gas, diesel, oil and electricity, also fluctuate, and these fluctuations affect the costs of operations. These fluctuations can be unpredictable, can occur over short periods of time and may have a material adverse impact on the Company's operating costs or the timing and costs of various projects. Kinross has management and **operational** control of the Manh Choh Project and the Peak Gold JV Property. KG Mining is the Manager of the Peak Gold JV and has appointed two of the three designates to the **JV** Management Committee. The Company has appointed one designate to the **JV** Management Committee. KG Mining has a 70.0% membership interest in the Peak Gold JV, in accordance with the A & R JV LLCA, and, therefore, will continue to have the right to appoint two designates to the **JV** Management Committee with the Company appointing one designate. The affirmative vote of a majority of designates will determine most decisions of the **JV** Management Committee, including the approval of programs and budgets and the expenditure of the Peak Gold JV's investments, which will include the level of expenditures. As a result, Kinross, through KG Mining has discretion regarding the use and allocation of funds for further exploration of the Peak Gold JV Property. The Company has limited ability to influence the decision of KG Mining in its capacity as Manager, or as the party controlling the majority of the **JV** Management Committee. ~~9Failure- Failure~~ to proportionately fund the operations of the Peak Gold JV or to elect not to contribute to an approved program and budget or contributes less than our proportionate membership interest could reduce the Company's interest in the Peak Gold JV. ~~Pursuant to the terms of the A & R JV LLCA,~~ the Company and KG Mining are required to jointly fund the operations of the Peak Gold JV in proportion to their respective membership interests in that company. ~~If a member elects not to contribute to an approved program and budget or contributes less than its proportionate membership interest, its percentage membership interest will be reduced. The Company's ability to contribute funds sufficient to retain its membership interests in the Peak Gold JV may be limited. To date, neither the Company nor the Peak Gold JV has generated any revenue from mineral sales or operations. In the future, the Peak Gold JV may generate revenue from a combination of mineral sales and other payments resulting from any commercially recoverable minerals from the Manh Choh Project. The Peak Gold JV currently does not have any recurring source of revenue, and its only source of cash inflows are contributions received from KG Mining and the Company. The Company currently does not have any recurring source of revenue at this time. As a result, the Company's ability to contribute funds to the Peak Gold JV and retain its membership interest will depend on its ability to fund its proportionate share of costs from existing cash on hand, to draw down additional debt from its existing Facility or to raise capital or arrange additional financing. The ability of the Company to raise capital or arrange financing in the future will depend, in part, on the prevailing capital market conditions and the mining results achieved at the Manh Choh Project, as well as the market price of metals. The Company cannot be certain that capital or financing will be available to the Company on acceptable terms, if at all. If the Company were unable to fund its contributions to the approved programs and budgets for the Peak Gold JV, its membership interest in the Peak Gold JV would be diluted. Further capital raising and financing by the Company may include issuances of equity, instruments convertible into equity (such as warrants) or various forms of debt. The Company has issued common stock and other instruments convertible into equity in the past and cannot predict the size or price of any future issuances of common stock or other instruments convertible into equity, and the effect, if any, that such future issuances and sales will have on the market price of the Company's securities. Any additional issuances of common stock or securities convertible into, or exercisable or exchangeable for, common stock may ultimately result in dilution to the holders of common stock, dilution in any future earnings per share of the Company and may have a material adverse effect upon the market price of the common stock of the Company. The Management Committee has approved a budget for 2023, with cash calls totaling approximately \$180.0 million. The Company would need to fund its share of the cash calls, approximately \$54 million, to maintain its current level of interest in the Peak Gold JV. To date the Company has funded \$36.5 million of the approved budget. If the Company elects not to, or is unable to contribute its proportionate share~~

of the remaining budget, its interest in the Peak Gold JV will be reduced. There can be no assurance that Kinross will continue to fund the Peak Gold JV to continue exploration work. Pursuant to the A & R JV LLC, there is no requirement that Kinross contribute any future amounts to the Peak Gold JV to continue exploration work, and the Company will have limited funds to continue exploration of the Peak Gold JV Property, if Kinross, through KG Mining, fails to contribute additional amounts to the Peak Gold JV. Kinross has far greater technical and financial resources than the Company. Kinross is a large gold producer with a diverse global portfolio and extensive operating experience in Alaska. As of June 30, 2023, Kinross had a market capitalization of approximately \$ 5.9 billion. Because of its vastly superior technical and financial resources, Kinross may adopt budgets and work programs for the Peak Gold JV that the Company will be unable to fund in the time frame required, and its interest in the Peak Gold JV may be substantially diluted. The A & R JV LLC restricts the Company's right to transfer or encumber its interests in the Peak Gold JV. The A & R JV LLC contains certain limitations on transferring or encumbering interests in the Peak Gold JV including any transfer that would cause termination of the Peak Gold JV as a partnership for Federal income tax purposes except none of the restrictions limit the transfer of any capital stock of the Company. 10 The price of gold is volatile and market fluctuations in the prices of minerals could adversely affect the Company's and Peak Gold JV's business. Gold prices are affected by many factors beyond the Company's control, including: • U. S. dollar strength or weakness, speculation and global currency values; • interest rates; • inflation or deflation; • speculation; • the price of products that incorporate gold; • global and regional supply and demand and; • exploration, production, and processing costs; • available transportation capacity; • U. S. and global political and economic conditions; • domestic and foreign tax policy; and • other factors. A significant decline in the price of gold may result in the Company having to reassess the feasibility of its projects and could negatively affect the value of the Manh Choh Project and the Company's securities. Additionally, increases in metal prices tend to encourage increases in mining exploration, development, and construction activities. During past expansions, demand for and the cost of contract exploration, development and construction services and equipment have increased as well. Increased demand for and cost of services and equipment could cause project costs to increase materially, resulting in delays if services or equipment cannot be obtained in a timely manner due to inadequate availability, and increased potential for scheduling difficulties and cost increases due to the need to coordinate the availability of services or equipment, any of which could materially increase project exploration, development, or construction costs, result in project delays, or both. There can be no assurance that increased costs may not adversely affect our development of our properties in the future. The Company's ability to successfully execute its business plan is dependent on its ability to obtain adequate financing. The Company's business plan, which includes drilling and developing the Peak Gold JV's exploration prospects, requires substantial capital expenditures. The Company's ability to raise capital is dependent on many factors, including the status of various capital and industry markets at the time it seeks such capital. Accordingly, the Company cannot be certain that future financing will be available to us on acceptable terms, if at all. In the event additional capital resources are unavailable, the Company may be unable to fund expenditures by the Peak Gold JV for exploration and development activities or be forced to sell all or some portion of its interest in the Peak Gold JV in an untimely fashion or on less than favorable terms. The Company's continued viability depends on commercial production of the Peak Gold JV Property and the exploration, permitting, development and commercial production of the Company's other properties. Until recently, the Company and the Peak Gold JV have conducted only exploration activities. Although the Peak Gold JV recently commenced mining operations at the Manh Choh Project, commercial production is not expected to begin until the second half of 2024. The Company's ability to become profitable will be dependent on the receipt of revenues from the extraction of minerals greater than operational expenses. The Company and the Peak Gold JV have conducted exploration and development of the Peak Gold JV Property and the Company's other properties at a loss since inception, and they will continue to incur losses unless and until such time as one of the properties enters into commercial production and generates sufficient revenues to fund its continuing operations. The amounts and timing of expenditures will depend on the progress of ongoing exploration, the results of consultants' analysis and recommendations, the rate at which operating losses are incurred, and other factors, many of which are beyond the Company's control. Whether any mineral deposits discovered would be commercially viable depends on a number of factors, which include, without limitation, the particular attributes of the deposit, market prices for the minerals, and governmental regulations. If the Company or the Peak Gold JV cannot commercially produce ore, the Company and the Peak Gold JV may never become profitable. The Company and the Peak Gold JV may never recover minerals in commercial quantities. Although the Manh Choh Project contains indicated and inferred resources, as well as probable reserves, and the Lucky Shot Project contains indicated and inferred resources, none of the Company's properties have any "proven" reserves, as defined by S-K 1300. Notwithstanding any estimates, evaluations or measurements contained in the Manh Choh TRS or the Lucky Shot TRS, there can be no assurance that commercially feasible quantities of minerals can be recovered from the Manh Choh Project or Lucky Shot Project. Mineral exploration is highly speculative in nature, involves many risks and is frequently non-productive. Unusual or unexpected geologic formations and the inability to obtain suitable or adequate machinery, equipment or labor are risks involved in the conduct of exploration programs. If the Company does not establish proven reserves, or if the Peak Gold JV is unable to recover minerals in commercial quantities, they might be required to curtail or suspend operations, in which case the market value of the Company's common stock will decline, and you might lose all of your investment. 11 The Peak Gold JV Property is located in the remote regions of Alaska and exploration activities may be limited by weather and limited access and existing infrastructure. The Peak Gold JV is focused on the exploration of its properties in the State of Alaska. The arctic climate limits many exploration and mining activities during certain seasons. In addition, the remote location of the properties may limit access and increase exploration expense. Higher costs associated with exploration activities and limitation on the annual periods in which the Peak Gold JV can carry on exploration activities might increase the costs and time associated with our planned exploration activities and could negatively affect the value of the Peak Gold JV Property and the Company's securities. Concentrating capital investment in the Peak Gold JV Property in the State of Alaska increases exposure to risk. The Company and the Peak Gold JV have focused their capital investments in exploring for

gold and associated mineral prospects on the Peak Gold JV Property in the State of Alaska. Because of this concentration in a limited geographic area, the success and profitability of our operations may be disproportionately exposed to regional factors relative to competitors that have more geographically dispersed operations. The Company will rely on the accuracy of the estimates in reports provided to the Company by the Peak Gold JV's Manager and outside consultants and engineers. The Company has no in-house mineral engineering capability, and therefore will rely on the accuracy of reports provided to it by the Peak Gold JV's Manager and independent third-party consultants. If those reports prove to be inaccurate, the Company's financial reports could have material misstatements. Further, the Company will use the reports of such independent consultants in its financial planning. If the reports prove to be inaccurate, we may also make misjudgments in its financial planning.

Exploration activities involve a high degree of risk, and exploratory drilling activities may not be successful. The Company's future success will largely depend on the success of exploration drilling programs. Exploration drilling activities involves numerous risks, including the significant risk that no commercially marketable minerals will be discovered. The mining of minerals and the manufacture of mineral products involves numerous hazards, including:

- Ground or slope failures;
- Pressure or irregularities in formations affecting ore or wall rock characteristics;
- Equipment failures or accidents;
- Adverse weather conditions;
- Compliance with governmental requirements and laws, present and future;
- Shortages or delays in the availability and delivery of equipment; and
- Lack of adequate infrastructure, including access to roads, electricity and available housing.

Poor results from drilling activities could materially and adversely affect the Company's future cash flows and results of operations. Underground exploration and mining operations are subject to unique risks. We are currently conducting exploratory work, and expect to undertake future mining operations, at the Lucky Shot Property. Such operations involve underground activities. The exploration for minerals, mine construction and mining operations in an underground mine involve a high level of risk and are often affected by hazards outside of our control. Some of these risks include, but are not limited to, underground fires or floods, fall-of-ground accidents, seismic activity and unexpected geological formations or conditions including noxious fumes or gases. The occurrence of one or more of these events in connection with our exploration, mine construction, or production activities may result in the death of, or personal injury to, our employees, other personnel or third parties, the loss of mining equipment, damage to or destruction of mineral properties or production facilities, monetary losses, deferral or unanticipated fluctuations in production, environmental damage and potential legal liabilities, all of which may adversely affect our reputation, business, prospects, results of operations and financial condition.

The Company and the Peak Gold JV have no assurance of title to their properties. The Company, through its wholly-owned subsidiaries, Contango Minerals and AGT, owns the mineral rights to approximately 223, 200 acres of State of Alaska unpatented mining claims for gold ore exploration, and the Peak Gold JV holds approximately 13, 000 acres of State of Alaska unpatented mining claims in addition to the Tetlin Lease (described below). Unpatented mining claims are unique property interests in that they are subject to the paramount title of the State of Alaska and the rights of third parties to the use of the surface within their boundaries, and are generally considered to be subject to greater title risk than other real property interests. The rights to deposits of minerals lying within the boundaries of the unpatented state claims are subject to Alaska Statutes 38.05.185-38.05.280, and are governed by Alaska Administrative Code 11 AAC 86.100-86.600. The validity of all State of Alaska unpatented mining claims is dependent upon inherent uncertainties and conditions. The Peak Gold JV leases approximately 675, 000 acres for exploration and development pursuant to the Tetlin Lease with the Tetlin Tribal Council. The Company retained title lawyers to conduct a preliminary examination of title to the mineral interest prior to executing the Tetlin Lease. The Peak Gold JV conducted a title examination prior to the assignment of the Tetlin Lease to the Peak Gold JV and performed certain curative title work. In addition, in connection with the assignment of the Tetlin Lease from the Company to the Peak Gold JV, the Company and the Native Village of Tetlin entered into an Estoppel and Agreement and a Stability Agreement, which were approved by the Tetlin Tribal Council and the Native Village of Tetlin members and renewed on September 29, 2020 in connection with the CORE Transactions described in "Item 2 Property Summary" (the "Tetlin Agreements"). The Tetlin Agreements approved the assignment of the Tetlin Lease to the Peak Gold JV and, among other things, confirmed the validity and effectiveness of the Tetlin Lease. We cannot provide assurance that title to our properties will not be challenged. We or the Peak Gold JV, as applicable, may not have, or may not be able to obtain, all necessary surface rights to develop a property. Title insurance is generally not available for mineral properties and our and the Peak Gold JV's ability to ensure that we or the Peak Gold JV, as applicable, have obtained a secure claim to individual mining properties may be severely constrained. Our and the Peak Gold JV's mineral properties may be subject to prior unregistered agreements, transfers or claims, and title may be affected by, among other things, undetected defects. In addition, our ability to continue to explore and develop the property may be subject to agreements with other third parties including agreements with native corporations and first nations groups. A deficiency in title or claims by a third party may not be curable. It does happen, from time to time, that the title to a property is defective, having been obtained in error from a person who is not the rightful owner of the mineral interest desired. In these circumstances, the Company or the Peak Gold JV, as applicable, might not be able to proceed with exploration of its properties or might incur costs to remedy a defect. This could result in our not being compensated for our prior expenditures relating to the property. It might also happen, from time to time, that the Company or the Peak Gold JV might elect to proceed with mining work despite any such deficiency or claim. The Tetlin Lease was executed with a Native American tribe for the exploration of gold ore and associated minerals. The enforcement of contractual rights against Native American tribes with sovereign powers may be difficult. Federally recognized Native American tribes are independent governments with sovereign powers, except as those powers may have been limited by treaty or the United States Congress. Such tribes maintain their own governmental systems and often their own judicial systems and have the right to tax, and to require licenses and to impose other forms of regulation and regulatory fees, on persons and businesses operating on their lands. As sovereign nations, federally recognized Native American tribes are generally subject only to federal regulation. States do not have the authority to regulate them, unless such authority has been specifically granted by Congress, and state laws generally do not directly apply to them and to activities taking place on their lands, unless they have a specific agreement or

compact with the state or Federal government allowing for the application of state law. The Tetlin Lease provides that it will be governed by applicable federal law and the law of the State of Alaska. The Company and the Tetlin Tribal Council entered into a Stability Agreement, dated October 2, 2014, that was assigned by the Company to the Peak Gold JV. However, no assurance may be given that the choice of law clause in the Tetlin Lease or the agreements with the Tetlin Tribal Council in the Stability Agreement will be enforceable. Federally recognized Native American tribes also generally enjoy sovereign immunity from lawsuit similar to that of the states and the United States federal government. In order to sue a Native American tribe (or an agency or instrumentality of a Native American tribe), the Native American tribe must have effectively waived its sovereign immunity with respect to the matter in dispute. Moreover, even if a Native American tribe effectively waives its sovereign immunity, there exists an issue as to the forum in which a lawsuit can be brought against the tribe. Federal courts are courts of limited jurisdiction and generally do not have jurisdiction to hear civil cases relating to matters concerning Native American lands or the internal affairs of Native American governments. Federal courts may have jurisdiction if a federal question is raised by the lawsuit, which is unlikely in a typical contract dispute. Diversity of citizenship, another common basis for federal court jurisdiction, is not generally present in a suit against a tribe because a Native American tribe is not considered a citizen of any state. Accordingly, in most commercial disputes with tribes, the jurisdiction of the federal courts, may be difficult or impossible to obtain. The Tetlin Lease contains a provision in which the Tetlin Tribal Council expressly waives its sovereign immunity to the limited extent necessary to permit judicial review in the courts in Alaska of certain issues affecting the Tetlin Lease and the Stability Agreement contains, among other things, agreement that any disputes under the Tetlin Lease will be submitted to the jurisdiction of the federal and state courts.¹³ We may not be able to grow successfully through future acquisitions or successfully manage future growth. We may actively pursue the acquisition of exploration, development and production assets consistent with our growth strategy. From time to time, we may also acquire securities of or other interests in companies with respect to which we may enter into acquisitions or other transactions. Acquisition transactions involve inherent risks, including but not limited to: • Accurately assessing the value, strengths, weaknesses, contingent and other liabilities, and potential profitability of acquisition; • Unanticipated costs; • Diversion of management's attention from existing business; • Integrating the acquired business or property; • Decline in the value of acquired properties or companies; and • Unanticipated changes in business, industry or general economic conditions that affect the assumptions underlying the acquisition. We may not be able to identify attractive acquisition opportunities or successfully acquire identified targets or successfully integrate assets or companies we acquire. Furthermore, competition for acquisition opportunities may escalate, increasing our cost of making acquisitions or causing us to refrain from making acquisitions. We may also be limited in our ability to generate capital or incur indebtedness in connection with or to fund future acquisitions. Our inability to make acquisitions of properties or companies or to realize the anticipated benefits of any acquisition of properties or companies could have a material adverse effect on our financial condition. Competition in the mineral exploration industry is intense, and the Company is smaller and has a much more limited operating history than most of its competitors. The Company will compete with a broad range of mining companies with far greater resources in their exploration activities. Several mining companies concentrate drilling efforts on one type of mineral and thus may enjoy economies of scale and other efficiencies. However, the Company's drilling strategies currently include exploring for gold ore and associated minerals. As a result, the Company may not be able to compete effectively with such companies. Most competitors have substantially greater financial resources than the Company. These competitors may be able to evaluate, bid for and purchase a greater number of properties and prospects than the Company can. In addition, most competitors have been operating for a much longer time than the Company has and have substantially larger staffs. Processing of gold and associated minerals requires complex and sophisticated processing technologies. The Company has no experience in the minerals processing industry. Because of the Company's limited operating history, the Company has limited insight into trends that may emerge and affect its business. The Company may make errors in predicting and reacting to relevant business trends and will be subject to the risks, uncertainties and difficulties frequently encountered by early-stage companies. Our business depends on the continued contributions made by Rick Van Nieuwenhuysse, as our key executive officer, the loss of who may result in a severe impediment to our business. Our success is dependent upon the continued contributions made by our President and Chief Executive Officer, Rick Van Nieuwenhuysse. We rely on his extensive experience in the mining industry when we are developing new products and services. The Company has no "Key Man" insurance to cover the resulting losses in the event that any of our officers or directors should die or resign. If Mr. Nieuwenhuysse cannot serve the Company or is no longer willing to do so, the Company may not be able to find alternatives in a timely manner or at all. This would likely result in a severe damage to our business operations and would have an adverse material impact on our financial position and operational results. To continue as a viable operation, in such a situation, the Company might have to recruit and train replacement personnel at a higher cost. Additionally, if Mr. Nieuwenhuysse joins our competitors or develops similar businesses that are in competition with the Company or the Peak Gold JV, our business may also be negatively impacted. Our future success depends on our ability to attract and retain qualified long-term management, administrative, geology, and database management personnel. We have a great need for qualified talent, but we may not be successful in attracting, hiring, developing, and retaining the talent required for our success.¹⁴ The Peak Gold JV is subject to complex laws and regulations, including environmental regulations that can adversely affect the cost, manner or feasibility of doing business. The Peak Gold JV's exploratory mining operations are subject to numerous laws and regulations governing its operations and the discharge of materials into the environment, including the Federal Mine Safety and Health Act of 1977, Federal Clean Water Act, Clean Air Act, Endangered Species Act, and CERCLA. Federal initiatives are often also administered and enforced through state agencies operating under parallel state statutes and regulations. Failure to comply with such rules and regulations could result in substantial penalties and have an adverse effect on the Peak Gold JV. These laws and regulations may, among other things: • Impose stringent health and safety standards on numerous aspects of the Peak Gold JV's operations; • Require that the Peak Gold JV obtain permits before commencing mining work; • Restrict the substances that can be released into the environment in connection with mining work; •

Impose obligations to reclaim land in order to minimize long term effects of land disturbance; and • Limit or prohibit mining work on protected areas. Under these laws and regulations, the Peak Gold JV could be liable for personal injury and clean-up costs and other environmental and property damages, as well as administrative, civil and criminal penalties. The Company and the Peak Gold JV maintain only limited insurance coverage for sudden and accidental environmental damages. Accordingly, the Peak Gold JV may be subject to liability, or it may be required to cease production from properties in the event of environmental damages. Compliance with environmental laws and regulations and future changes in these laws and regulations may require significant capital outlays, cause material changes or delays in the Peak Gold JV's current and planned operations and future activities and reduce the profitability of operations. It is possible that future changes in these laws or regulations could increase operating costs or require capital expenditures in order to remain in compliance. Any such changes could have an adverse effect on the Peak Gold JV's business, financial condition and results of operations. Regulations and pending legislation governing issues involving climate change could result in increased operating costs, which could have a material adverse effect on our business. A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to various climate change interest groups and the potential impact of climate change. Legislation and increased regulation regarding climate change, including mandatory reductions in energy consumption or emissions of greenhouse gases, could impose significant costs on us and the Peak Gold JV, including costs related to energy requirements, capital equipment, environmental monitoring and reporting and other costs to comply with such regulations. Any adopted future climate change regulations could also negatively impact our ability to compete with companies situated in areas not subject to such limitations. Given the emotion, political significance and uncertainty around the impact of climate change and how it should be dealt with, we cannot predict how legislation and regulation will affect our or the Peak Gold JV's financial condition, operating performance and ability to compete. Furthermore, even without such regulation, increased awareness and any adverse publicity in the global marketplace about potential impacts on climate change by us or other companies in our industry could harm our reputation. The potential physical impacts of climate change on our and the Peak Gold JV's operations are highly uncertain, and would be particular to the geographic circumstances in areas in which we operate. These may include changes in rainfall and storm patterns and intensities, water shortages, changing sea levels and changing temperatures. These impacts may adversely impact the cost, production and financial performance of our operations and the operations of the Peak Gold JV. Opposition to our operations and those of the Peak Gold JV from local stakeholders or non-governmental organizations could have a material adverse effect on us. There is an increasing level of public concern relating to the effect of mining production on its surroundings, communities, and environment. Local communities and non-governmental organizations ("NGOs"), some of which oppose resource development, are often vocal critics of the mining industry. While we and the Peak Gold JV seek to operate in a socially responsible manner, opposition to extractive industries or our operations specifically or adverse publicity generated by local communities or NGOs related to extractive industries, or our operations specifically, could have an adverse effect on our reputation and financial condition or our relationships with the communities in which we operate. As a result of such opposition or adverse publicity, we or the Peak Gold JV may be unable to obtain permits necessary for our operations or to continue operations as planned or at all. The Peak Gold JV may be unable to obtain, maintain or renew permits necessary for the exploration, development or operation of any mining activities, which could have a material adverse effect on its business, financial condition or results of operation. The Peak Gold JV must obtain, maintain or renew a number of permits that impose strict conditions, requirements and obligations relating to various environmental and health and safety matters in connection with its current and future operations. As such, the Peak Gold JV may be required to conduct environmental studies, collect and present data to governmental authorities and the general public pertaining to the potential impact of its current and future operations upon the environment and take steps to avoid or mitigate the impact. The permitting rules are complex and have tended to become more stringent over time. Accordingly, permits required for mining work may not be issued, maintained or renewed in a timely fashion or at all, or may be conditioned upon restrictions which may impede its ability to operate efficiently. The failure to obtain, maintain, or renew certain permits or the adoption of more stringent permitting requirements could have a material adverse effect on its business, its plans of operation, and properties in that the Peak Gold JV may not be able to proceed with its exploration, development or mining programs.

15 Anti-takeover provisions of the Company's certificate of incorporation, bylaws and Delaware law could adversely affect a potential acquisition by third parties. On September 23, 2020, the Company adopted a limited duration stockholder rights agreement (the "Rights Agreement"). In connection therewith, the Board adopted an amendment to accelerate the expiration of the Company's prior rights agreement to September 23, 2020. The Rights Agreement, as amended, has remained in effect since its initial approval. Pursuant to the Rights Agreement, the Board declared a dividend of one preferred stock purchase right for each share of the Company's common stock held of record as of October 5, 2020. The Rights Agreement is designed to deter coercive takeover tactics and to prevent an acquirer from gaining control of the Company without offering a fair price to all of the Company's stockholders. The existence of the Rights Agreement, however, could have the effect of making it more difficult for a third party to acquire a majority of Company's outstanding common stock, and thereby adversely affect the market price of the Company's common stock. In addition, the Company's certificate of incorporation, bylaws and the Delaware General Corporation Law contain provisions that may discourage unsolicited takeover proposals. These provisions could have the effect of inhibiting fluctuations in the market price of the Company's common stock that could result from actual or rumored takeover attempts, preventing changes in the Company's management or limiting the price that investors may be willing to pay for shares of common stock. Among other things, these provisions: • Limit the personal liability of directors; • Limit the persons who may call special meetings of stockholders; • Prohibit stockholder action by written consent; • Establish advance notice requirements for nominations for election of the Board and for proposing matters to be acted on by stockholders at stockholder meetings; • Require us to indemnify directors and officers to the fullest extent permitted by applicable law; and • Impose restrictions on business combinations with some interested parties. The Company's common stock is thinly traded. As of June 30, 2023, there were

approximately 7.8 million shares of the Company's common stock outstanding, with directors and officers beneficially owning approximately 21.4% of the common stock. The Company's common stock is quoted on the NYSE American under the symbol "CTGO". Although the Company's common stock is quoted on the NYSE American and trading volumes have increased over the last few months, the trading has historically been irregular and with low volumes and therefore the market price of its common stock may be difficult to ascertain. Since the Company's common stock is thinly traded, the purchase or sale of relatively small common stock positions may result in disproportionately large increases or decreases in the price of the Company's common stock. The Company does not intend to pay dividends in the foreseeable future. For the foreseeable future, the Company intends to retain any earnings to finance the development of its business, and the Company does not anticipate paying any cash dividends on its common stock. Any future determination to pay dividends will be at the discretion of the Board of Directors and will be dependent upon then-existing conditions, including our operating results and financial condition, capital requirements, contractual restrictions, business prospects and other factors that the Board considers relevant. Accordingly, investors must rely on sales of their common stock after any price appreciation, which may never occur, as the only way to realize a return on their investment. We face risks related to health epidemics and other outbreaks, including the recent spread of COVID-19 or novel coronavirus, or fear of such an event. Our business could be adversely affected by a widespread outbreak of contagious disease, such as the outbreak of the 2019 novel strain of coronavirus, causing a contagious respiratory disease known as COVID-19. If a significant portion of our workforce, or the Peak Gold JV's workforce becomes unable to work or travel to our operations or the Peak Gold JV's operations, due to illness or state or federal government restrictions (including travel restrictions and "shelter-in-place" and similar orders restricting certain activities that may be issued or extended by authorities), we, or the Peak Gold JV, may be forced to reduce or suspend operations at one or more properties, which could reduce exploration activities and development projects and impact liquidity and financial results. To the extent the COVID-19 pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in this "Risk Factors" section, including, but not limited to, risks related to commodity prices and commodity markets, commodity price fluctuations, our ability to raise additional capital, information systems and cyber security and risks relating to operations, impacts of governmental regulations, availability of infrastructure and employees and challenging global financial conditions. Our insurance will not cover all of the potential risks associated with mining operations. Our business, and the business of the Peak Gold JV, is subject to a number of risks and hazards generally, including adverse environmental conditions, environmental or industrial accidents, labor disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena, such as inclement weather conditions, floods, hurricanes and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to our properties or the property of others, delays in construction or mining, monetary losses, and possible legal liability. Although the Company and the Peak Gold JV maintain insurance to protect against certain risks in such amounts as we or the Peak Gold JV, as applicable, consider reasonable, such insurance will not cover all the potential risks associated with a mining company's operations. We and the Peak Gold JV may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as loss of title to mineral property, environmental pollution, or other hazards as a result of exploration and production, is not generally available to us or to other companies in the mining industry on acceptable terms. We or the Peak Gold JV might also become subject to liability for pollution or other hazards which may not be insured against or which we may elect not to insure against because of premium costs or other reasons. Losses from these events may cause us to incur significant costs that could have a material adverse effect on our financial performance and results of operations. The Company is dependent upon information technology systems, which are subject to disruption, cyber-attacks, damage, failure and risks associated with implementation and integration. The Company is dependent upon information technology systems in the conduct of its operations. Our information technology systems are subject to disruption, damage or failure from a variety of sources, including computer viruses, security breaches, cyber-attacks, natural disasters and defects in design. Cybersecurity incidents, in particular, are evolving and include, malicious software, attempts to gain unauthorized access to data and other electronic security breaches that could lead to disruptions in systems, unauthorized release of confidential or otherwise protected information and the corruption of data. The Company believes that it has implemented appropriate measures to mitigate potential risks. However, given the unpredictability of the timing, nature and scope of information technology disruptions, the Company could be subject to manipulation or improper use of its systems and networks or financial losses from remedial actions, any of which could have a material adverse effect on its financial condition and results of operations.